

Schering-Plough Corporation
Board of Directors

Code of Business Conduct and Ethics
(approved by the Board of Directors on February 24, 2004)

Schering-Plough is committed to conducting its business in conformance with ethical standards and applicable laws and regulations. That commitment is stated in Schering-Plough Corporation Corporate Governance Guidelines, and it is evidenced by this Code of Business Conduct and Ethics, which is applicable to each member of the Board of Directors; the Business Conduct Policy, which is applicable to each employee; and the Code of Ethics for Senior Financial Executives, which is applicable to the Chief Executive Officer, the Chief Financial Officer and the Controller.

References to laws in this Code include references to rules, regulations and listing standards applicable to Schering-Plough as a New York Stock Exchange listed company.

1. Compliance with Laws. Each Director is expected to comply, in letter and in spirit, with all laws applicable to his or her service as a Director. The Board and its Committees function in compliance with applicable laws. Materials and presentations are provided to assist Directors in keeping up with changes in applicable laws. Any Director may contact the General Counsel or the Corporate Secretary to arrange for a briefing on any particular law. Further, as provided in the Corporate Governance Guidelines, the Board may retain outside counsel, as it deems appropriate.
2. Trading in Schering-Plough Securities. A number of laws apply to Directors making and reporting transactions in Schering-Plough securities, which include related derivative securities. New Directors are informed about these laws, and the Corporate Secretary's Office provides periodic communications about compliance in this area. Directors have access to material nonpublic information and are not permitted to use or share that information for trading purposes or for any other purpose except for the conduct of Schering-Plough's business. Schering-Plough's regular practice is that Directors discuss in advance with the Corporate Secretary's Office all proposed transactions in Schering-Plough securities. This allows for a review of insider trading laws, assistance with reporting obligations, and consideration of public relations issues.
3. Conflicts of Interest. Directors are expected to avoid situations when their private interests (including situations involving their immediate family members, business affiliates and charitable/civic affiliations) that may interfere with the interests of Schering-Plough as a whole. A conflict situation may arise when a Director takes actions or has interests that may make it difficult to perform his or her duties objectively or effectively. A conflict of interest also arises when a Director or family member receives improper personal benefits as a result of the Director's position at Schering-Plough. Each Director will inform the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee or the Corporate Secretary of any situation that may involve or present the appearance of such an

interference, whether it concerns such Director or any other Director, Officer or employee of Schering-Plough. This process will allow a determination to be made as to whether there is a legal issue, a public relations issue or other concern. The Nominating and Corporate Governance Committee of the Board is responsible for assessing any conflict of interest, reporting to the Board whether the situation impacts the independence of the Director, and recommending whether the situation should, or should not, result in a change in Committee assignments or the individual's continued service as a Director.

In this Code, "immediate family" shall have the meaning provided in the New York Stock Exchange corporate governance listing standards (general commentary to Section 303A.02(b))

4. Proper Use of Corporate Assets and Corporate Opportunities. Directors may use Schering-Plough assets only for legitimate business purposes of Schering-Plough. Directors may not (a) take for themselves personally opportunities that are discovered through the use of Schering-Plough property, information or position; (b) use Schering-Plough property, information or position for personal gain; or (c) compete, directly or indirectly, with Schering-Plough.
5. Fair Dealing. Directors will endeavor to deal fairly and honestly with other persons and entities in carrying out their duties as Directors and in all dealings in relation to Schering-Plough. We seek competitive advantages through superior performance and never through unethical or illegal business practices.
6. Confidentiality. Directors will maintain the confidentiality of information entrusted to them by Schering-Plough or its customers or learned in the course of their service as directors, except when disclosure is legally mandated or authorized by an executive officer upon advice of Schering-Plough counsel. Confidential information includes all non-public information that might be of use to competitors or harmful to Schering-Plough or its customers if disclosed.
7. Violations of this Code -- Illegal or Unethical Behavior. Illegal or unethical behavior, including insider trading, violates this Code and will be dealt with decisively.

Directors will promptly report any violation of laws, rules, regulations or this Code or other illegal or unethical behavior to the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee or the Corporate Secretary.

The Nominating and Corporate Governance Committee of the Board is responsible for:

- referring the matter to the General Counsel or outside counsel, and having that attorney report to the full Board as to the legal ramifications and disclosure obligations relating to any such matter; and
- assessing whether such matter impacts the Director's qualifications to serve as a Director or member of his/her Committees, including any impact on Director independence, and reporting to the Board the results of such assessment together with a recommendation as to whether the situation

should, or should not, result in a change in the individual's continued service as a Director or Committee assignments.

8. Waivers. It is not anticipated that waivers of this Code would be sought or appropriate. In the unusual circumstance where a waiver is to be considered, the following process will apply:
 - the Nominating and Corporate Governance Committee will assess the request for a waiver, and as part of its assessment, the Nominating and Corporate Governance Committee will receive the written opinion of the General Counsel or, if desired, outside counsel regarding the legal and disclosure implications of such a waiver;
 - any waiver must be approved by the Nominating and Corporate Governance Committee (excluding the Director involved in the waiver if he or she is a member of the Committee); and
 - if any waiver is granted, it will be promptly disclosed to the shareholders of Schering-Plough.
9. Amendments. The Nominating and Corporate Governance Committee will periodically assess this Code and make recommendations to the Board regarding any advisable amendments.