



CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

The Board of Directors (Board) of Bristol-Myers Squibb Company (Company) has adopted this Code of Business Conduct and Ethics for Directors (Code) for Directors of the Company. This Code is intended to provide Directors guidance with respect to recognizing and handling areas of ethical issues, information on how to report unethical conduct and to help foster a culture of openness and accountability.

This Code applies to all Directors. Any Director who also serves as an officer of the Company should read and abide by this Code in conjunction with the Bristol-Myers Squibb Company Standards of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers.

While this Code is intended to encompass a wide variety of situations, it does not provide a comprehensive or complete explanation of all laws and responsibilities relevant to the Company and the Directors of the Company. Directors are encouraged to ask questions about particular circumstances that may implicate one or more of the provisions of the Code. Questions should be directed to the attention of the Chair of the Committee on Directors and Corporate Governance, who may consult with the Corporate Secretary, the General Counsel or outside counsel, as appropriate.

Conflicts of Interest

Directors are responsible for avoiding situations that present or create the appearance of a potential conflict between their interests and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the Committee on Directors and Corporate Governance or the Corporate Secretary.

A conflict situation can arise when one's private interests interfere, or appear to interfere, in any way, with the interests of the Company. Conflicts of interest may also arise when a director or a member of his or her immediate family¹ receives improper personal benefits as a result of his or her position as

¹ New York Stock Exchange Rule 303A(2)(b) defines "immediate family" to include a person's spouse, parents, children, siblings, fathers and mothers-in-law, sons and daughters in-law, brothers and sisters-in-law, and anyone (other than employees) who share such person's home.

a Director of the Company. Even the appearance of a conflict of interest can damage a Director's reputation and that of the Company. To help make informed decisions, the most common types of conflicts are described below:

- Relationships with third parties - Directors must not receive a personal benefit from a person or firm that is seeking to do business or retain business with the Company. A Director shall recuse him or herself from any Company Board decision involving another firm or company with which the director is affiliated.
- Gifts, entertainment, gratuities and other favors - Directors must not accept gifts from persons or entities who deal with the Company if the gifts might be perceived to influence the Director's decisions as a Director of the Company.
- Other business activity - Directors must not engage in any business activity that is competitive with any Company business. Likewise, Directors must not influence or attempt to influence any business transaction between the Company and another entity in which a Director has a direct or indirect financial interest.

Corporate Opportunities

Directors are prohibited from: (a) taking for themselves or for their companies opportunities related to the Company's business; (b) using the Company's property or information for personal gain; or (c) competing with the Company for business opportunities. Should the Company's disinterested Directors determine, however, that the Company will not pursue an opportunity that relates to the Company's business, a Director may then do so.

Compliance with Laws and Regulations and Fair Dealing

Directors are expected to carry out their responsibilities in compliance with all laws, rules and regulations applicable to the Company and with the highest standards of business ethics. Directors shall also use all reasonable efforts to oversee compliance by employees, officers and other Directors with all laws, rules and regulations through the receipt of reports on a regular basis to the Board or a Board Committee and other appropriate means. In particular, Directors must certify that they have read and understand the Company's Securities Trading Policy.

Directors are expected to respect and protect any confidential or proprietary information shared by customers, suppliers or others. No Director should take unfair advantage of others through dishonest, unethical or illegal practices, including making false or misleading statements.

Confidentiality

Directors must maintain the confidentiality of non-public proprietary information entrusted to them by the Company or its customers or other parties with whom the Company does business, except when disclosure is authorized or legally required. This principle applies to all communications, whether oral, written or electronic. This principle also applies to anyone who has access to or manages Company documents on a Director's behalf.

Encouraging the Reporting of any Illegal or Unethical Behavior

Directors are expected to promote ethical behavior and create a culture of compliance with all applicable laws, rules and regulations. Directors should promote an environment in which the Company:

- encourages employees to communicate openly with supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- encourages employees to report violations of laws, rules and regulations or the Company's Standards of Business Conduct and Ethics to appropriate personnel; and
- informs employees that the Company will not allow retaliation for reports made in good faith.

Compliance with the Code

Directors should communicate any suspected violations of this Code promptly to the Chair of the Committee on Directors and Corporate Governance. Violations will be investigated by the Board or persons designated by the board, and appropriate action will be taken.

Certification

Each Director must certify compliance with this Code on an annual basis.

Waiver of the Code

Any waiver of this Code may be made only by the Board of Directors. Any such waiver shall be disclosed promptly, as required by law or regulation.