Doing the Right Thing
QuintilesIMS Code of Conduct
Our Code of Conduct, Doing the Right Thing, is a guide to the responsibilities we share for ethical business conduct. It will help you know and apply our requirements for appropriate behavior. While we cannot give guidelines for all situations, we can point out potential issues and give general guidance to help you in your decision-making. Our Code also provides you with resources for asking questions or reporting concerns.
Dear Colleagues,

Wherever QuintilesIMS does business in the world, the fundamental values of honesty, integrity and ethical conduct form the core of everything we do. Our reputation is shaped by the personal decisions of every employee. Each of us must strive to be decent and fair-minded, and do what is right on the job, even in the most difficult situations.

Our Code of Conduct, Doing the Right Thing, paints a clear picture of what we stand for as an organization, what we expect of ourselves and what we must do to maintain our reputation. It governs how we carry out our work and clarifies what each of us must do. There are simple and practical steps everyone can take to translate our values into behaviors, including:

- Reading and referring to this guide regularly to ensure that you understand our standards for ethical behavior and the laws that govern our work.
- Using the resources listed in this Code, such as our Business Ethics HelpLine, to ask questions about these standards or raise a concern about a possible violation, even if you are not sure. Poor judgment – including the failure to report actual or suspected violations – can cause deep and lasting harm to our company.
- Making sure you understand and comply with all standards contained in the Code that apply to your work.
- Understanding that you are free to speak up and seek guidance – without fear of retaliation. Every manager must create an environment in which employees are comfortable reporting known or suspected violations or concerns.

Following our Code of Conduct is a top priority for our business and our leadership. These are absolute requirements for working at QuintilesIMS, and each of us must remain 100 percent committed to them 100 percent of the time. Thank you for your commitment to relentlessly upholding the high ethical standards we have set for ourselves.

Regards,

Ari Bousbib
Chief Executive Officer
QuintilesIMS
QuintilesIMS’ commitment

QuintilesIMS has strong organizational functions that support ethical behavior, corporate compliance and achieving results with integrity.

QuintilesIMS’ Ethics and Compliance program helps to foster a culture of compliance and ethics throughout the Company. It does this through developing and implementing global QuintilesIMS programs, which assess compliance risks; set standards and policies; and monitors, audits and investigates compliance related issues.

Other functions supporting our commitment to ethics and compliance include the Office of General Counsel, Human Resources (HR), Internal Audit, Chief Medical and Scientific Office, and Environmental, Health, and Safety.

Further guidance

Office of General Counsel (OGC)

Office of the Chief Medical and Scientific Officer (CMSO)
General responsibilities

Integrity is a core QuintilesIMS value. We are all responsible for ethical business conduct.

Your responsibilities include:

• Reading and following this Code,
• Reading and complying with QuintilesIMS’ Corporate Policies and the functional policies and procedures that apply to your respective duties,
• Acting with integrity and in a professional manner,
• Not engaging in any unlawful or unethical activities and
• Seeking guidance when needed from the resources listed in this Code.

If you know of or suspect misconduct or a violation of our policies or procedures, you owe it to yourself, your colleagues and QuintilesIMS to report your concerns. You may report violations or suspected violations to your manager, another manager, your local HR representative, the Office of General Counsel, the Business Ethics Office or via the Business Ethics HelpLine.

The responsible business practices identified in this Code apply in all countries where we do business. They also apply to all QuintilesIMS employees (as well as contractors and temporary staff), directors, officers and agents.

Protection from retaliation

QuintilesIMS’ non-retaliation policy protects people who raise concerns or seek advice. This means that you can raise or report an issue in good faith or participate in an investigation, and others may not take negative actions against you.

Non-retaliation

QuintilesIMS strictly prohibits retaliation against employees who in good faith:

» Report or raise a question about any potential non-compliance,
» Make a complaint,
» Assist in making a complaint or
» Cooperate in an investigation.

Anyone engaging in such retaliation will be subject to discipline.

If someone retaliates against you, contact your manager, your local Human Resources Representative, the Office of General Counsel or the Business Ethics HelpLine.
General responsibilities

Managers’ additional responsibilities
QuintilesIMS expects its leaders to set the tone for ethical conduct by:

• Leading by example and exemplifying QuintilesIMS’ values,
• Communicating the importance of Doing the Right Thing,
• Creating an environment where people feel comfortable asking for help or raising concerns,
• Reporting possible non-compliance and
• Not taking or allowing retaliatory actions on people who report concerns or participate in Company investigations.

Q&A

What does it mean to make a report “in good faith”?

“Good faith” means coming forward with information about a situation that you believe violates this Code, QuintilesIMS’ policies or the law. Even if you only suspect that misconduct has occurred, you should speak up. It is okay if it turns out that you were mistaken so long as the report was made honestly. An example of a report that is “not in good faith” is if you make untrue statements to “get back” at someone you do not like.

Anyone who knowingly makes a false accusation or knowingly gives false information may be subject to disciplinary action.
General responsibilities

What is retaliation?

“Retaliation” means taking adverse action against someone as revenge or “payback” for something they have done. Retaliation can take many forms and be direct or indirect. Examples of direct retaliation include termination, demotion, pay cut or negative performance evaluation without performance justification.

Examples of indirect retaliation include exclusion from team meetings or company-sponsored social events.

I know about a violation of our finance policies, but I am afraid to report it. If I make a report, how does QuintilesIMS protect me from retaliation?

We take measures with each report to help protect the person making it. Such measures can vary but may include:

- Reminders to those involved of the non-retaliation policy,
- Ongoing monitoring of the issue or
- Corrective action for retaliation (if any occurs).

You should always report any actual or perceived retaliation so that any necessary corrective action can take place.

We forbid retaliation against anyone who reports in good faith any potential non-compliance or makes a complaint.
Organization of Doing the Right Thing

Doing the Right Thing is the central guiding document of our Company philosophy on ethics, integrity and decision making. The Code is organized around eight subject matter areas and reflects our Corporate Policy framework. This framework includes eight principles-based policies, each of which:

- Reinforce and reflect our culture and core values,
- Focus on one of the key areas and
- Is supported by more specific rules-based policies.

In each of the next eight sections of the Code, you will learn more about our principles- and rules-based policies. Rules-based policies state requirements or limitations for the consistent implementation of the corresponding principles-based policy. All Corporate Policies can be accessed through the QuintilesIMS intranet sites. Although not every rules-based policy will be discussed in the Code, you will be directed to resources where additional information on specific policies can be found. All employees are required to periodically read and acknowledge the Code and applicable policies.
Business ethics

QuintilesIMS has an unwavering commitment to the highest ethical standards.

QuintilesIMS’ business activities touch many others, including patients, trial participants, employees, customers and investors. Building trust and sustained business success depends on honest, ethical behavior. Acting ethically involves making the right choices in line with QuintilesIMS’ standards. Acting ethically also means conducting QuintilesIMS’ business in compliance with the spirit and letter of applicable laws and regulations.

Anti-bribery; anti-corruption

QuintilesIMS does not tolerate bribery or any form of corruption. In virtually every country in which QuintilesIMS does business, it is unlawful to make a payment to a government official for the purpose of obtaining or retaining business, or for a competitive business advantage. In many countries, private commercial bribery is also prohibited. The effects of bribery and corruption are widespread. They are harmful to both businesses and individuals. QuintilesIMS is subject to the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act regardless of the country in which the relevant activities take place and regardless of the nationality of the employee(s) involved. QuintilesIMS also is subject to anti-corruption legislation in the countries where we conduct business. Corruption carries consequences both for the Company and for individual employees.

You must not give or receive bribes or engage in other corrupt practices. This prohibition applies even in countries where bribery is common and local legal and/or cultural standards allow it. QuintilesIMS forbids offering, authorizing, committing or providing anything of value, either directly or indirectly, to or for a government official or to or for a business person, in an attempt to:

- Sway official action,
- Win business or
- Get an improper advantage.

Further guidance

Applicable policies can be found using the following links:

- Quintiles’ policies
- IMS Health policies

QuintilesIMS Business Ethics HelpLine: www.quintilesimsethics.com
Business ethics

Anti-bribery; anti-corruption

QuintilesIMS also prohibits facilitation payments, which are payments to government officials to expedite the performance of routine governmental actions (e.g., obtaining licenses, permits or other needed government documents). One exception to this prohibition is when failure to make a requested payment would put the health or safety of an employee or the employee’s family members at risk. Facilitation payments do not include paying a legitimate fee for speedy service provided by the government. For example, a published amount to get a visa or new passport more quickly from the consulate. Payment of such fees is permitted, provided there is a business need, the payment is transparent and open, a receipt is obtained, and the expense is properly recorded in QuintilesIMS’ financial books. For further assistance, contact the Office of General Counsel or the Business Ethics HelpLine.

QuintilesIMS has a system of financial and accounting procedures that must be followed, including internal controls to maintain accurate and transparent books and records.

QuintilesIMS and any of its employees involved in the matter may be held liable for a bribe given or offered on QuintilesIMS’ behalf by a third party. Employees must take reasonable precautions to ensure that all third parties they engage have solid qualifications, charge customary fees, have no apparent conflicts of interest and are willing to sign a written contract that includes a statement that they will not make payments prohibited by law. Third parties include suppliers, agents, brokers, consultants and joint venture and alliance partners. Employees should exercise due care in selecting such business partners to ensure they are reputable, honest and qualified for their roles, and in monitoring their activity once selected.

QuintilesIMS has adopted mandatory due diligence procedures for certain third party intermediaries.

If you suspect a third party intermediary is paying bribes, you must immediately contact the Office of General Counsel.

Further guidance

“Government officials” include:

» Doctors and healthcare providers working for government hospitals or universities,

» Public health officials,

» Customs and importation officials,

» Healthcare regulators, such as inspectors,

» Officials responsible for product approval and registration,

» Officials responsible for product pricing,

» Officials responsible for product reimbursement and

» Officials responsible for placement of products on hospital formularies.
Business ethics

Anti-bribery; anti-corruption

Q&A

QuintilesIMS hired an agent to help on a project, and he demanded an additional large cash payment in order to get a government approval that we need quickly. If we do not get the approval, we will miss a project deadline. What should I do?

This is an unusual request. Do not make the payment without knowing how the agent will use the money. You must be sure the agent does not use the money for an improper purpose, such as a bribe. Contact the Office of General Counsel or the Business Ethics HelpLine for more assistance.
Business ethics

Antitrust and fair dealing

QuintilesIMS competes vigorously and fairly for business based on the merits of our products and services. QuintilesIMS complies with applicable antitrust and competition laws, which vary from country to country and help to promote free markets. These laws require companies to compete independently rather than join together to unfairly restrain trade. Antitrust and fair competition laws are strictly enforced. Violations may result in harsh penalties imposed on QuintilesIMS and its employees.

Competitors

QuintilesIMS prohibits conduct that may violate antitrust and competition laws. Such laws restrict compelling sellers from engaging in certain activities such as price fixing, allocating markets and group boycotts.

We must never even appear to agree with a competitor on limiting our competition. Except during approved discussions (like those covered by trade association rules), do not communicate with competitors on sensitive topics such as:

- Past, present or future prices,
- Pricing policies,
- Discounts,
- Marketing strategies and
- Expansion plans.
Business ethics
Antitrust and fair dealing

Customers
Antitrust and competition law restrictions may also apply to certain agreements between competing buyers and, in certain circumstances, between seller and buyer. QuintilesIMS’ actions must not give the appearance of an attempt to engage in unfair competition. Consult with the Office of General Counsel before entering into agreements to:

• Limit the individuals or firms from whom we will purchase goods or services,
• Limit a customer’s right to purchase goods and services from others,
• Discriminate with respect to price, discounts or allowances among similarly situated and competing customers or
• Not work with a competitive product.

Trade association activities
Trade association meetings and other industry gatherings serve legitimate business purposes. They also can pose risks because competitors often attend and discuss topics of mutual concern. Trade associations usually have procedures in place for sharing information. Be sure to follow such procedures when attending trade associations or related social events. Do not discuss with competitors sensitive topics such as pricing.

Q&A
At a trade show, I was with a group of people who began to talk about discount pricing and marketing strategy. I became concerned and asked them to stop discussing this topic. Did I do the right thing?

Yes. If a competitor or other person tries to talk about such topics, stop the discussion immediately and, if necessary, leave the area.
Business ethics

Antitrust and fair dealing

Competitive information
Information about competitors is a valuable business tool, but it must be obtained from public sources. These sources include websites, public presentations, journal articles or advertisements. Do not seek competitive information illegally or in any improper way. Also, do not misrepresent who you are or for whom you work. Always keep confidential the information of our customers, vendors and competitors. Do not use customers’ or competitors’ employees as sources of non-public information. Do not discuss the confidential information of a former employer. No one at QuintilesIMS should ask you to give such information.

Q&A

I am trying to win a big contract for QuintilesIMS. May I pretend to be from the customer to get information about a competitor’s proposed bid?

No. Obtaining information from a competitor by misrepresenting your identity is not appropriate. You must be honest when gathering information about our competitors.

My cousin works at a competitor and wants to exchange price information. He wants the information only for benchmarking purposes. Is this okay?

No. QuintilesIMS prohibits exchanging price information with a competitor. This is highly confidential information and, if given, could create the appearance of an agreement to fix prices.
Business ethics

Antitrust and fair dealing

Speaking and writing
Be prudent how you speak and write. Competition law violations often involve questions of intent and motive. Documents and written or spoken communications that are poorly worded can be misinterpreted. Examples of statements to avoid include, “We will crush the competition,” or “I can’t wait to put them out of business.”

Fair dealing
We seek competitive advantage through superior performance, not through unfair or illegal business practices. We must deal fairly with our customers, vendors, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. For example, you must make truthful statements about our services and not make false statements about a competitor.
Business ethics

Political campaign activity

We encourage your participation in civic activities. For example, service on governmental bodies, work with advocacy organizations or participation in political campaign activities. Such activities are considered personal, volunteer activities and should be undertaken on your own time and in compliance with Company policies. In addition:

• Company managers may not solicit political contributions from non-executive employees who are in their direct reporting line,

• Employees may not use their work email accounts to send campaign-related emails to external parties and

• QuintilesIMS facilities may not be used to host political campaign events, such as fundraisers for candidates, without the approval of the Office of General Counsel.
Business ethics

Gifts and entertainment

Gifts and entertainment to, from, or for customers, vendors or other third parties must be:

• Legal, non-repetitive and appropriate for the level of both giver and receiver,
• Of a reasonable, non-inducing value and
• Accurately recorded in accordance with Company expense reporting and internal accounting requirements.

Examples of such acceptable gifts would be QuintilesIMS-branded items, a small fruit basket or candy. Examples of acceptable entertainment would be an occasional meal or attendance at an entertainment or sporting event. A representative of the Company hosting the event must be present at the event. If the host is not present, then the entertainment event must be considered to be a gift and is subject to the limitations for gifts below.

Gifts and entertainment involving third parties may NOT be:

• Offered or accepted in exchange for receiving or giving something in return,
• Offered or accepted to secure an improper advantage,
• Used to influence, or appear to influence, your ability to act in the best interests of QuintilesIMS, such as a gift given or received during vendor selection,
• Solicited by QuintilesIMS employees,
• Cash or cash equivalents such as physical or virtual gift cards or gift certificates,
• Offered or accepted by a family member or
• Excessive

More restrictive gift and entertainment standards may apply in local offices or business units. If there is a conflict between standards, the more restrictive standard must be followed.

“Gifts and Entertainment” means anything of value for which you are not required to pay the retail or usual and customary cost, including meals, refreshments, tickets to entertainment or sporting events, travel or accommodations.
Business ethics

Gifts and entertainment

If you are not sure about giving or receiving a gift or entertainment, talk to your manager, the Business Ethics HelpLine or the Office of General Counsel. If you are unable to ask for guidance, do not give the gift or politely decline the gift. Giving and receiving amounts outside of our policy restrictions requires prior written approval from the Office of General Counsel.

Employees also must follow standards set forth in our Healthcare Professionals and Government Officials Corporate Policy. For guidance on standards governing gifts and entertainment involving only QuintilesIMS employees, please refer to our Internal Gifts and Outings Corporate Policy.

Q&A

May I buy a gift for a physician who is managing a study for QuintilesIMS?

There are very few situations where it is acceptable to give a gift to a healthcare provider. Many laws and rules apply to giving gifts, including meals, to physicians. It is QuintilesIMS’ policy to meet all such restrictions. Other Company policies, such as those about interactions with healthcare professionals and government officials and anti-kickback, place limits on gifts to physicians.

As applicable to Company services, you must follow industry guidelines such as the U.S. PhRMA Guidelines on “PhRMA’s Principles on Conduct of Clinical Trials” which applies to studies on investigational products. The PhRMA Code and the U.K.’s ABPI Code of Practice and other similar guidelines apply to approved medical products. Finally, our clients and those who employ doctors often have their own policies on physician gifts, which we may agree by contract to comply with. If any of these standards conflict, you must follow the most restrictive standard.
Business ethics

Gifts and entertainment

Our Gift and Entertainment Corporate Policy limits the cost of entertainment that I can receive from a vendor. How do I know whether an event or dinner with a vendor meets our standards?

Be proactive before accepting invitations from vendors. Before accepting an invitation to a dinner or other event, tell the vendor about our policy. Then ask for some basic information about the event. Vendors should be respectful of our policy as we should be of theirs.

Charitable contributions

QuintilesIMS is committed to supporting the communities in which we work and live. QuintilesIMS employees have volunteered their time and resources to help make a positive difference. QuintilesIMS has chosen to focus on a variety of community and philanthropic support activities.
Patient safety & medical ethics

QuintilesIMS acts with integrity and places the safety and care of patients at the center of our core values.

Information saves lives. Much of QuintilesIMS’ work affects patients, including patients who participate in clinical research and patients whose care will be affected by the knowledge that we help develop. We are committed to aligning this work with widely accepted medical-ethical standards.

Protection of trial participants and patients

We are committed to help ensure that patients participate in research that is scientifically valid and has an appropriate benefit-risk profile, sufficient informed consent and adequate oversight. Globally accepted principles inform the clinical research conducted by QuintilesIMS. These principles include the Nuremberg Code, Belmont Report, Declaration of Helsinki and the consensus of the global medical-ethics community. Protecting trial participant safety is a primary concern that begins well before participant recruitment and continues for the duration of and after the clinical trial.

Medical-ethical standards

Our position as a global healthcare leader requires us to act consistently with global and widely accepted medical-ethical standards. We see these standards as collaborative and not in conflict with good science and business practices. We seek to proactively identify, assess and respond to medical-ethical issues. When evaluating such an issue, QuintilesIMS uses an objective, evidence-driven, transparent and collaborative approach to help protect the safety of our study participants and patients. The Office of the Chief Medical and Scientific Officer supports our efforts relating to the ethical conduct of research.

Further guidance

Applicable policies can be found using the following links:

- Quintiles’ policies
- IMS Health policies
- Office of the Chief Medical and Scientific Officer (CMSO)
Biopharmaceutical regulatory compliance

QuintilesIMS is a responsible partner and we conduct our services in full compliance with the laws.

QuintilesIMS is a compliant and responsible company and partner for biopharmaceutical services and is dedicated to operating legally with honesty and integrity. We comply with all applicable laws and regulations as they relate to the provision of biopharmaceutical-regulated activities.

Clinical trial regulations

QuintilesIMS is committed to helping develop safe and effective biopharmaceutical products and protecting the rights, safety and welfare of human participants in clinical research. Compliance with applicable legal requirements and ethical standards that govern the conduct of clinical trials is a foundational requirement for the protection of human trial participants and to ensure the integrity of the study data. Country-specific clinical research laws and regulations, international research standards, along with regulatory agency guidance documents collectively constitute Good Clinical Practices (GCP). We conduct clinical, observational and post-marketing trials in accordance with GCP in all countries in which we operate.
Biopharmaceutical regulatory compliance

Promotional activities related to QuintilesIMS Contracts Sales Organization services

Governments regulate the promotion of our customers’ products. Our compliance with applicable legal requirements that govern promotional activities helps ensure that regulated biopharmaceutical products are promoted only for their authorized and labeled purposes. QuintilesIMS complies with applicable legal requirements and industry codes of conduct relating to the promotion of biopharmaceutical products. Promotional materials and presentations must be approved prior to their use and such materials must reflect the labeled and authorized purpose of the product when such materials are regulated. Gifts and entertainment must not be provided as an incentive to prescribe or as an improper incentive to purchase regulated products. Gifts and entertainment must be given in accordance with our policies and procedures. Product sampling practices must meet applicable legal requirements regarding distribution and documentation.

Report any concerns you have regarding promotional practices to the Office of General Counsel or the Business Ethics HelpLine.

Q&A

A client plans to do a clinical trial in a country, but has no plans to seek approval to sell nor to offer the product in the country. Is this plan acceptable?

International standards on clinical trials discourage doing clinical trials in markets where there is no intention to offer the product. You should report this to the Chief Medical and Scientific Officer or the Business Ethics HelpLine. You may also want to remind the customer that it is in their best interest to follow these guidelines.
Biopharmaceutical regulatory compliance

Promotional activities related to QuintilesIMS Contracts Sales Organization services

My manager said I could raise my sales if I told a doctor about a newly discovered use for one of our client’s products. This use is not approved yet. May I do this?

No. Such action may constitute unapproved or “off label” promotion. If a doctor requests this information from you, follow the procedures for handling requests for medical or off-label information. You may also contact the Office of General Counsel or the Business Ethics HelpLine for further guidance.

Principal investigator compensation/payees

QuintilesIMS compensates investigators on behalf of Sponsors for providing protocol-required services in clinical trials managed by QuintilesIMS. Such compensation must be fair, reasonable and at fair market value. Compensation to investigators must comply with Company policies and procedures.

Environmental, health, and safety

QuintilesIMS conducts business in a responsible manner in a way that protects the environment and the health, safety and security of our employees, customers, patients, contractors and the public. QuintilesIMS complies with applicable legal requirements and industry standards related to environmental, health and safety.

You have an active role in helping to ensure a safe, healthy and secure work environment. You must follow all safety and security rules and procedures that apply to your location and participate in required training.

You should promptly report hazardous situations or other risks to the correct department for your location. You should also know the emergency and evacuation actions and telephone numbers for your work location. Always wear any protective equipment or clothing assigned to your work.
Biopharmaceutical regulatory compliance

Government interactions and contracting

**Interacting with government officials**

Our employees around the world regularly deal with government officials, including officials from agencies that regulate certain areas of our business. Certain laws and regulations apply to the way in which we may interact with government officials. These laws may prohibit the giving of entertainment or gifts to such officials. It is our policy to meet all such requirements. If you interact with government officials on behalf of QuintilesIMS, including hosting government inspections, you must follow our policies and procedures regarding such interactions.

**Government contracting**

When we provide services to a government agency, we take on more responsibilities than with private business transactions. For example, for U.S. government contracts we must meet some Federal Acquisition Regulations (FAR) and Agency Supplements to the FAR. In working with U.S. government agencies, we have to disclose any known event of fraud, conflict of interest, bribery or overpayment. In addition, if you are a Principal Investigator or key personnel on a project funded by the U.S. government, you may be required to comply with financial disclosure requirements. You must be sure that these certifications or representations made to any government agency are accurate. They must also be reviewed and approved by the Office of General Counsel before being signed by an authorized QuintilesIMS officer.

Further guidance

Office of General Counsel (OGC)
Communication and data protection

Information saves lives. QuintilesIMS values and protects information and data as core business assets.

With trust vital for QuintilesIMS’ continued success, each of us must comply with QuintilesIMS’ standards for communication and protection of personal, confidential and proprietary information. Whether communicating internally or externally, QuintilesIMS speaks with a voice that is clear, honest and consistent across all media.

Communication

Accurate communication with our employees, customers, investors and the public is critical to our success. Our reputation depends on providing information that is timely, accurate and consistent.

- **Media relations** – We value our relationship with the media. QuintilesIMS has designated individuals as authorized contacts for all media engagement activities to maintain consistent, coordinated responses, and to ensure that all inquiries are handled appropriately by experienced media relations professionals within our organization. Unless you are authorized to speak on our behalf, promptly send any media inquiries to the corporate communications group.

- **Advertising and promotion** – We must describe our products and services accurately. All advertising and promotional claims and marketing materials in any format must receive all necessary approvals. All employees must use the Company’s existing brands, trademarks and service marks in accordance with our brand standards.

- **Public presentations and articles** – QuintilesIMS employees often have opportunities to give public presentations or publish articles on their work or areas of expertise. Your presentations and articles should never disclose Company or customer proprietary information. Prior to use or publication, all such articles or presentations must receive all appropriate approvals consistent with Company policies before releasing.

Further guidance

Applicable policies can be found using the following links:

- Quintiles’ policies
- IMS Health policies

QuintilesIMS Business Ethics HelpLine: www.quintilesimsethics.com
Communication and data protection

Communication

- **Financial disclosures** – Any external communications regarding QuintilesIMS financial or other confidential information must be in accordance with our fair disclosure and financial reporting and disclosure policies.

**Q&A**

I know that our product development group is in the process of developing a new product. I’m trying to close a big sale with a new customer. I’m sure I could make the sale if I promise the customer that the new product will be available by the end of the year. I don’t think this is deceptive because we are actually working on the product now.

You cannot claim attributes for a product that it does not have. Even if you have been authorized to tell a customer a new product is under development, if you have not been officially notified by the Company when the product will be available, you must not promise that product by a particular date.

**Social media**

Social media, such as Twitter, Facebook and LinkedIn, brings new opportunities to build conversations and communities, but it also brings new risks.

You must engage in social networking conduct in a manner consistent with QuintilesIMS’ policies. For example, only authorized employees may represent the Company in social media. In addition, employees may not engage in social media postings that are inconsistent with Company confidentiality policies that prohibit the disclosure of confidential or proprietary information of QuintilesIMS or its customers. You must not comment on the Company’s business, products or services without identifying yourself as an employee and including a disclaimer that the views are personal and not the views of the Company.
Communication and data protection

Data confidentiality

QuintilesIMS considers confidential information a valuable business asset. We each must sign a Confidentiality Agreement as part of our work with QuintilesIMS. This agreement and our policies prohibit you from using, duplicating, modifying or disclosing confidential information of QuintilesIMS or related third parties without appropriate written authorization.

We each have an obligation to protect confidential information we receive or create in the course of our work, as well as other sensitive information we receive from customers, suppliers, partners and others that may be of use to competitors, or harmful to QuintilesIMS or its customers, if disclosed. You must:

• Be careful when speaking or handling confidential information in public places such as airports, restaurants, or through various public communication channels, such as social media,

• Be careful when using mobile devices or systems,

• Not share confidential information outside QuintilesIMS unless the third party has signed a Confidentiality Agreement or non-disclosure agreement approved by the Office of General Counsel, and if confidential information is shared, ensure that the information is returned or destroyed upon completion of the matter,

• Share confidential information only on a “need to know” basis to third party recipients and when sharing internally to others working for or on behalf of QuintilesIMS and

• Double check content and addresses on letters, packages, emails and fax numbers prior to sending confidential information. Think before disclosing.

Some events require specific regulatory reporting timelines. Upon discovery, immediately report any misdirected fax, email, mail package containing confidential information or other inadvertent disclosure, to your manager and a member of the Office of General Counsel or Privacy team. Then, take steps to retrieve the information or have it deleted or destroyed by the recipient.

Further guidance

“Confidential information” includes information that is not generally disclosed by the Company or otherwise publicly available and which is useful or helpful and which may give the Company an advantage over competitors.

Typical examples include:

• pricing information;

• unpublished revenues, profits, or other financial data;

• human resources data;

• business processes, plans and strategies

• computer software programs, programming and source code

• customer and employee lists; or

• business methods or systems
Communication and data protection

Data confidentiality

If you leave QuintilesIMS, you must promptly return all reports, information and other materials relating to QuintilesIMS. You will be prohibited from using any information or procedures relating to QuintilesIMS or our customers for the benefit of yourself or others. This prohibition shall continue after you leave the employ of QuintilesIMS.

Personal Information protection

It is our policy to comply with laws and regulations governing the collection, use, distribution and security of any Personal Information we create, receive, maintain or transmit.

Personal Information is (i) any information that identifies, or when used in combination with other information identifies, an individual or (ii) from which identification or contact information of an individual can be derived. Examples include a person’s name, home address, phone numbers, personal email address or information about an individual’s health, race or religious beliefs. Personal Information can be in any media or format, including computerized or electronic records as well as paper-based files.

You are expected to:

• Protect Personal Information to which you have access in accordance with our data confidentiality and protection of personal information policies and procedures,
• Meet our strict internal and external controls to respect the privacy of patients by avoiding the use of patient-identifiable Personal Information in products and services wherever possible, or, in circumstances where patient-identifiable is used by QuintilesIMS, obtain the patient’s informed and express prior consent,
• Meet any extra standards required by contract, Delegation Agreement or Data Transfer Agreement,
• Not disclose Personal Information to a third party without appropriate authorization,
Communication and data protection

Personal Information protection

- Not override the QuintilesIMS technical security measures that are in place such as laptop and portable media encryption,
- Notify the data protection council immediately if you become aware of a privacy incident related to this information and
- If Personal Information is to be transferred outside of any country, the data protection council should be contacted to determine whether certain agreements may be required.

Our global Chief Privacy Officer monitors privacy laws and regulations and develops our data privacy policies. We maintain an information incident response team as part of our “Privacy by Design” program.
Workforce

QuintilesIMS has a respectful and responsible workplace that promotes leadership and teamwork.

QuintilesIMS is dedicated to creating a productive work environment that exhibits teamwork, leadership, customer focus, integrity and quality. We comply with all applicable employment laws and regulations.

Respectful workplace

We strive to create a productive work environment that supports teamwork and trust. We treat each other and anyone we interact with while working for QuintilesIMS with respect and dignity.

Anti-discrimination

QuintilesIMS is an equal opportunity employer. We make employment decisions based on qualifications and merit. We prohibit discrimination based on any unlawful consideration such as age, race, national origin, gender or other “protected status.”

Harassment

We each are responsible for maintaining a workplace free from harassment. Company employees are strictly prohibited from engaging in harassing conduct against other employees or against third parties such as customers or vendors. “Harassment” includes unwelcome verbal, non-verbal, physical or visual acts based on a person’s “protected status.”

Further guidance

Applicable policies can be found using the following links:

Quintiles’ policies

IMS Health policies

“Protected status” includes race, color, gender, creed, religion, marital status, age, national origin or ancestry, physical or mental disability, medical condition, veteran status, citizenship status, gender identity, sexual orientation or any other protected group status.
Workforce

Respectful workplace

Harassment can:

• Be physical or verbal,
• Take place in-person or by other means, such as email,
• Be sexual in nature or otherwise inappropriate words or actions or
• Include jokes, kidding or teasing.

Types of conduct prohibited by our policies include:

• Slurs, off-color jokes or disparaging comments about such subjects as race, religion or gender;
• Circulation or posting of items that show hostility towards a person or group;
• Sexual harassment or
• Offensive physical contact such as grabbing, pinching or intentional brushing against another person's body.

Abusive behavior
QuintilesIMS prohibits abusive behavior in the workplace. Abusive behavior is defined as repeated, unreasonable actions that intimidate, humiliate or degrade the employee, or which create a risk to the health of the employee. Examples of abusive behavior include: offensive language, name-calling, insults, mistreatment, deliberate exclusion from work-related activities, or unfairly blaming for mistakes.

Violence and threats
QuintilesIMS prohibits acts of violence or threats of violence towards individuals or QuintilesIMS. We prohibit weapons of any type in or on QuintilesIMS property at any time except by law enforcement officers acting in the line of duty or in accordance with applicable local law. If you become aware of a threat or act of violence, promptly report it to Security, your manager or Human Resources Representative.
Workforce

Respectful workplace

Drugs and alcohol
Being under the influence of alcohol or drugs may lead to situations that endanger you or those who work around you. You may not work while under the influence of alcohol, illegal drugs or controlled substances. You cannot possess, sell or distribute illegal drugs while on company premises, work sites, at QuintilesIMS-sponsored events or while on Company business.

Drinking alcoholic beverages at QuintilesIMS-sponsored events or meals may occur if approved by local management and only if it does not endanger yourself or others, impair your ability to do your job or adversely reflect on QuintilesIMS.

Q&A

In my country, sexual harassment is not explicitly regulated. Does QuintilesIMS policy against sexual harassment apply in my office?

Yes. QuintilesIMS policies on discrimination and harassment apply to all of our offices around the world. We must show respect to all of our colleagues at QuintilesIMS. Talk with your Human Resources Representative if you are not sure if certain conduct meets our principles of dignity and respect.

A co-worker's drinking gets out of control during team dinners. She often makes loud, inappropriate comments and sometimes customers are present. This behavior makes me very uncomfortable, but I am afraid to confront her. What do you suggest I should do?

If your co-worker is drunk, she may endanger the well-being of herself or the others around her. Being drunk in the presence of customers reflects poorly on her and on QuintilesIMS. Speak to a manager or contact local Human Resources as soon as possible.
Workforce

Speaking up and non-retaliation

QuintilesIMS promotes an open work environment where you are free to respectfully express opinions in an effort to resolve issues or simply speak transparently with colleagues. You are encouraged to openly discuss any problems with your manager so that appropriate action may be identified and taken. Employees should report suspected misconduct or violations of QuintilesIMS’ policies and procedures. As a first step, tell your manager or Human Resources representative. If you are not comfortable reporting an issue in this manner use an alternative resource, such as the Business Ethics HelpLine.

QuintilesIMS forbids retaliation against anyone for raising a concern or cooperating in an investigation. However, anyone who knowingly makes a false accusation or knowingly gives false information may be subject to disciplinary action. If you believe you are being retaliated against, contact your manager, a Human Resources representative or the Business Ethics Office.

Q&A

My coworker often talks disparagingly about a colleague’s disability. She then covers it up by saying, “I’m only kidding.” Is that okay?

No. These actions are not consistent with our standards. Your coworker needs to understand that her comments are not appropriate. You can do this yourself, ask a manager or Human Resources Representative to address the situation or report it to the Business Ethics HelpLine.
Workforce

Conflicting personal interests

We respect your right to be involved in personal activities outside the scope of your job as long as they do not get in the way of your work responsibilities. You must avoid any activity or relationship that might conflict – or appear to – with QuintilesIMS’ interests. Such a situation can arise in a variety of ways.

The following sections describe situations where personal conflicts of interest often arise. However, this list does not cover all possible situations where such conflicts might occur.

Financial conflicts of interest

A conflict of interest may arise if you or an immediate member, domestic partner or other close personal relation (collectively “Family Member”) have a financial interest in a job with or serve on the Board of Directors of an actual or potential competitor or vendor of QuintilesIMS.

A conflict of interest may exist if you or a Family Member directly or indirectly has “significant financial interest” in any company that competes, does business, or seeks to do business, with QuintilesIMS.

Other financial interests could be significant. That is why you must disclose virtually any financial interest in such organizations to your manager and the Office of General Counsel. This does not apply to a personal investment in publicly traded mutual funds that may include the stock of a customer, vendor or competitor of QuintilesIMS.

Further guidance

A “significant financial interest” generally means ownership by you and/or your Family Members of:

- more than one percent (1%) of any class of securities of a corporation
- in an amount that is more than five percent (5%) of the total assets of you or your Family Members.
Workforce

Conflicting personal interests

Outside employment
It is sometimes permissible for you to have a second job or be self-employed while working for QuintilesIMS. Any such second job or self-employment must not:

• Compromise QuintilesIMS’ interests,
• Involve providing services (whether or not compensation is received) if QuintilesIMS provides that service or a related service in the marketplace,
• Negatively affect your job performance at QuintilesIMS or
• Restrict your ability to meet your responsibilities to QuintilesIMS.

If you are planning to work in a second job, you must first get approval from your Human Resources Representative and the appropriate manager.

Family members
There may be a conflict of interest if a Family Member works for a QuintilesIMS competitor, customer or vendor. It may also be a conflict of interest if a Family Member can sway the sale of goods or services to or from QuintilesIMS.

It is usually permissible for QuintilesIMS to employ Family Members as long as they have no direct or indirect reporting relationship with another Family Member. Contact Human Resources prior to hiring, transferring or promoting anyone with Family Members that work at QuintilesIMS.

Serving on boards of directors
You must get approval from the Office of General Counsel prior to serving on a for-profit entity’s board of directors. You do not need consent for a family business or personal financial management ventures.
Workforce

Conflicting personal interests

Corporate opportunity
You may not (without the consent of the Board of Directors or an appropriate committee thereof):

• Take opportunities for yourself that are discovered through the use of QuintilesIMS property, information or position,
• Use QuintilesIMS property, information or position for personal gain or
• Compete with QuintilesIMS.

You also owe a duty to QuintilesIMS to advance the Company’s legitimate interests when the opportunity to do so arises.

Potential analytical bias
Absolute and unquestioned integrity of QuintilesIMS measurements, evaluations and analyses is vital. You may not engage in any conduct that might interfere, or appear to interfere, with the outcome or integrity of any specific measurement, evaluation, report or analysis of QuintilesIMS. These processes must be free from any undue influence or bias.

Disclosure
You must disclose potential personal conflicts of interest when they arise to your manager or HR representative, and the Office of General Counsel or designee. You must also take any actions deemed by QuintilesIMS as being necessary to address your situation. Most conflicts of interest can be resolved in a mutually acceptable way.
Workforce

Conflicting personal interests

Q&A

I work in the site startup group. My wife is a cardiologist with experience in conducting clinical studies. May I submit her name for consideration as a Principal Investigator for a QuintilesIMS-managed study?

Yes. However, you must disclose your relationship and you should not have any role in the decision on whether to use her services or in any contract negotiations. You must take any necessary steps to manage the conflict.
Business services and practices

QuintilesIMS delivers excellent customer service to improve our customers’ probability of success.

QuintilesIMS helps its customers improve their probability of success. We seek to maintain long-lasting customer relationships and deliver excellent customer service. Successful customer relationships require a thorough understanding of customer needs and challenges.

Business engagement standards

QuintilesIMS develops and revises service offerings to meet the changing needs of our customers and to differentiate our services in the marketplace. Each of us is responsible for delivering excellent customer service while furthering QuintilesIMS’ interests. Such responsibilities include but are not limited to:

• Following appropriate contracting standards and requirements,
• Obtaining necessary authorizations and approvals for transactions and disbursements and
• Adhering to the Company’s requirements for the development of new service offerings.

Vendor selection and management

High quality, cost effective vendors help support our operational needs and customer requirements. We choose vendors based on quality, delivery, service, reputation and price. All vendors must perform business activities for or on behalf of QuintilesIMS with standards and values that align with our own. We encourage diversity among vendors including small business, as well as women, minority and veteran owned business. Vendors must agree to follow principles as required by QuintilesIMS.
Business services and practices

*International trade controls*

We are a global company with offices around the world. We must conduct business in compliance with trade regulations, including export and import controls. Trade controls are complex and vary widely. You should raise any questions to the Office of General Counsel or the Business Ethics Office.

Examples of trade control regulations we must follow include:

**Export / import control laws**
Export and import control laws and regulations apply to many goods and technical data (including software and investigational drugs). They can apply to items that are hand-carried and may need prior approval, licensing and reporting. Transfer of technical data to foreign nationals living in the U.S. (including QuintilesIMS employees) may be a “deemed export.” All goods that are imported must be accurately classified to determine any duty owed.

**Sanctions**
Sanctions and trade limits exist against a number of countries. They may restrict our ability to do business in certain areas.

**Denied parties**
There are restrictions against doing business with some people, groups or organizations. They include those designated as terrorists or those supporting terrorism, or drug traffickers.

**Prohibited activities**
QuintilesIMS prohibits doing business with persons who may be involved in activities such as chemical or biological weapon development.
Business services and practices

International trade controls

Anti-boycott restrictions
Laws prohibit QuintilesIMS from participating in certain international boycotts of countries friendly to the U.S. A current example is the boycott by certain Arab nations of Israel. These laws prohibit entering into agreements that have the effect of supporting such boycotts. They also do not allow giving information for boycott-related purposes.

Healthcare professionals and government officials
Many of our services require contact with healthcare professionals and government officials. Laws and regulations often apply to such relations. If your work involves interaction with such persons, you must make sure such interactions:

• Comply with our policies and procedures,
• Serve a business purpose such as education or research and
• Do not interfere or appear to interfere with a healthcare professional’s independent medical judgment or a Government Official’s performance of duties.

Gifts, meals and other benefits must never be for the purpose of, or of such value, that they are likely to improperly influence the healthcare professional’s medical or professional judgment or decisions. No gifts, meals or entertainment may be offered or provided to government officials without the prior written approval of the Office of General Counsel. In addition to complying with our general standards of integrity and ethical conduct, QuintilesIMS employees must act with integrity in interactions with Government Officials and healthcare professionals.
Business services and practices

Healthcare providers and government officials

Anti-kickback laws
QuintilesIMS complies with applicable anti-kickback laws in the countries where we do business. Payments or compensation to or on behalf of healthcare professionals must never be for the purpose of influencing the healthcare professional to buy, prescribe, recommend or promote a service, medicine or device or as a reward for healthcare professionals’ past purchases, prescriptions or recommendations of medicines or devices.

Contact the Office of General Counsel or the Business Ethics HelpLine if you think you have been asked to provide anything that may be considered a bribe or kickback. You can also contact them if you learn of such conduct by anyone working with QuintilesIMS or any of our sponsors, vendors or investigators.

Q&A

A client wants to conduct a study for a marketed product and does not plan to use the data for any scientific purpose. Is this a cause for concern?

Yes. This is one of the factors that helps determine whether a study might be a “seeding study” that is designed to induce healthcare professionals to prescribe the product. Contact the Office of General Counsel or the Business Ethics HelpLine if you encounter this situation.

Aggregate spend reporting
All payments, or other transfers of value, to or on behalf of healthcare professionals, must be documented and accurately recorded in QuintilesIMS’ financial books and records. All such payments and transfers of value also must be tracked in a manner to support compliance with applicable transparency laws and “Sunshine Act” requirements.
Assets

QuintilesIMS protects its physical and intellectual property and financial assets.

QuintilesIMS is committed to protecting Company and customer assets and helping guard against disruptions of Company operations. We provide physically secure facilities that meet country or global security standards. Each of us is responsible for helping to maintain and secure QuintilesIMS assets against theft and misuse.

Use of information technology assets

QuintilesIMS provides a wide range of assets, including mobile devices, Internet access, computers and systems, and office equipment, such as printers and copiers, to help you work effectively. Appropriate use of such assets and systems is required. You must take reasonable steps to protect QuintilesIMS’ assets against theft and misuse. QuintilesIMS’ assets and systems are granted for use as a business tool and must be used productively and for business purposes. QuintilesIMS provided assets and systems must be used in compliance with applicable policies and procedures and may not be used to:

- Violate any QuintilesIMS policy or procedure,
- Engage in illegal, fraudulent or malicious conduct,
- View, send, receive or store offensive, obscene or defamatory materials,
- Harass other individuals or
- Monitor or intercept files or electronic communications of other employees without prior authorization.

Occasional personal use of Company assets is permissible and should be kept at a minimum, unless such use:

- Interferes with your work responsibilities,
- Involves more than nominal use or cost or
- Violates any QuintilesIMS policy or procedure.
Assets

Use of information technology assets

Do not assume that any information sent over Company systems is private. It may be seen or heard by someone other than the person receiving the message. QuintilesIMS reserves the right to review any files, messages or communications sent, received or stored on QuintilesIMS-provided systems or devices. QuintilesIMS also reserves the right, in accordance with applicable laws and regulations, to take possession of any QuintilesIMS-provided equipment at any time and has no obligation to return any personal information which may be stored on such equipment. You may not install or download any software on a QuintilesIMS computer or obtain access to QuintilesIMS network through a commercial provider unless specifically authorized by IT Operations.

Driving & use of mobile devices

Use of mobile devices while driving is often prohibited by law. To ensure employee safety and legal compliance, QuintilesIMS does not approve any use of hand-held mobile devices while driving on Company business or using Company-provided cars.

Business records management

Effective management of company records is essential to meet business needs and satisfy applicable legal requirements. Therefore, it is the policy of QuintilesIMS that company records are:

• Retained for as long as required by law, applicable record retentions policy, or applicable contract,
• Able to be located quickly and efficiently,
• Destroyed in accordance with applicable record retentions policy and
• Protected from destruction when a “legal hold notice” has been issued.
**Assets**

*Business records management*

In the event of an investigation, audit or examination initiated by QuintilesIMS or any government agency, all documents must be retained that relate to the matter under review. Any employee who destroys, alters or conceals a record or document, or attempts to do so, with the intent to impair its use or availability for use in an official proceeding could face discipline, legal action or both.

**Protecting our assets**

Employees must actively participate in helping to ensure the protection of our tangible assets. Tangible assets are ones that have a physical form, such as office equipment and laboratory equipment. Employees will:

- Keep tangible assets within their control secure at all times. Employees who remove or transport tangible assets outside of Company facilities must return such assets to secured Company facilities as soon as possible.
- In instances of theft or damage of tangible assets, immediately report such incidents to the facility’s security operations and to the employee’s manager.

**Q&A**

**Someone stole my laptop. What should I do?**

Immediately report the theft to the IT Global Service Desk, local law enforcement and the Office of General Counsel or Privacy team (so they can assess whether personal or confidential customer data was on the laptop and whether it was encrypted). QuintilesIMS tracks these incidents as part of our policy, and it is legally required in many locations.
Protecting our assets

As an industry leader in biopharmaceutical services and a global leader of information and technology services for the life sciences, QuintilesIMS protects its intangible assets, including our brand name, reputation and intellectual property (“IP”) to prevent key innovation and knowledge from being diminished, stolen or misused. IP rights are intangible creations of human intellect that are traditionally comprised of four categories: patents, trademarks, copyrights and trade secrets.

It is our policy to identify, secure and protect our own IP and to respect the IP rights of others.

To help protect IP you must:

• Not use, copy, distribute or change copyrighted materials, without permission from the copyright owner or its authorized agent, such as the Copyright Clearance Center,
• Use only properly licensed software in connection with our business and comply with license terms that are required for such use,
• Properly acknowledge and use QuintilesIMS’ trademarks and follow the requirements of our brand resources,
• Keep the secrecy and promptly secure the protection of competitive and valuable innovations for which QuintilesIMS will seek or is seeking patent or trade secret protection,
• Sign a work product agreement, or other similar agreement that states, in part, that any intellectual property created by you in the course of working for QuintilesIMS belongs to QuintilesIMS and
• Comply with the corporate identity standards or brand guidelines, which contain the requirements for using the Company’s existing brands, trademarks and service marks.
Corporate governance

QuintilesIMS governs the enterprise in a responsible manner.

QuintilesIMS is committed to a system of governance that helps to ensure corporate integrity. Our commitment to strong corporate governance balances the Company’s obligations to and the interests of its patients, trial participants, employees, customers, investors and regulators in support of our mission, vision and values.

QuintilesIMS corporate policies

QuintilesIMS develops and implements policies and procedures that help us comply with legal requirements and uphold ethical standards. You must comply with this Code and QuintilesIMS’ policies and procedures. You are expected to read and acknowledge this Code and the Corporate Policies on a periodic basis. Violation of the Code or a Corporate policy can lead to disciplinary measures. Such measures may include termination of employment depending on the magnitude of the violation and in accordance with local employment laws.
Corporate governance

Securities trading

Unlawful insider trading occurs when a person purchases, sells or otherwise trades the securities of a company (such as QuintilesIMS stock) while in possession or aware of material, non-public information of that company or provides that information to others outside QuintilesIMS who may trade while in possession or aware of that information. These actions violate QuintilesIMS policy. The trading restrictions based on non-public, Material Information apply no matter how you acquired the information. These restrictions still apply after the termination of your employment with QuintilesIMS.

If you make such a disclosure of material, non-public information, you can be punished even if you have no financial gain.

Material Information

Information is considered “material” if a reasonable investor would consider that information important in making a decision to buy, hold or sell securities. Any information that could reasonably be expected to affect a company’s stock price should be considered “material.” Examples include information regarding:

- Changes in earnings estimates,
- Major litigation,
- Government actions,
- Important personnel changes,
- Strategic plans,
- Major expansion or termination of operation,
- Potential acqusitions or divestitures and
- The award or loss of a significant contract.

Other items may constitute Material Information. It depends on the circumstances.
Corporate governance

Securities trading

Information that has not been disclosed to the public is generally considered to be “nonpublic” information.

You may not buy or sell QuintilesIMS securities or publicly traded securities of any QuintilesIMS subsidiary, affiliate or investment while knowing material non-public information about that company. Also, you may not engage in any other action to take advantage of, or pass on to others, material non-public information. These requirements also apply to buying or selling securities of any other company while you have material non-public information about it that you learned in the course of your job, including public companies with which we are doing business or contemplating a major transaction.

The same restrictions apply to family members and others living in your household. You are responsible for their compliance regarding information they receive from you. These requirements apply to all QuintilesIMS employees wherever they are located, even if the activity does not violate the law of the country where they live.

Q&A

I overheard someone talking about the poor results of a client’s clinical trial. My brother owns stock of that client. I think it is OK to tell him what I heard because I am not the one who will directly benefit. Am I correct?

No. Such information is Material Information and you must not disclose it to anyone before it becomes public.
Corporate governance

Securities trading

An executive assistant typed an agreement that will allow a company to enter a very profitable new line of business. She told her sister-in-law who bought one thousand shares of the company’s stock. The day after the news is released, the stock price goes up by two dollars per share. Does this violate the law?

Yes. The executive assistant violated the insider trading laws, even though she did not make a profit.

Our company is going to announce the withdrawal from the market of a new service that was recently introduced with much publicity, since it failed to draw customers as expected from our competitor’s service. This may result in the competitor’s stock price going up. Is it all right to buy the competitor’s stock before the withdrawal is publicly announced?

No, because your decision to buy was based on non-public information. Remember, whether non-public information is material is often judged in hindsight, based on whether the stock price in fact moved up or down.

Isn’t the Company imposing U.S. standards on employees in other countries?

Insider trading violates fundamental concepts of fairness that are a basic part of our values. Employees working outside the United States can be charged under U.S. laws for insider trading in U.S. securities. In addition, insider trading laws have become commonplace in many countries in which we do business. Some of those laws are even more punitive than those in the United States.
Corporate governance

Corporate financial reporting

QuintilesIMS is committed to corporate responsibility and accountability, appropriate fiscal oversight including accurate and timely financial reporting. We achieve these goals through Board-level governance policies and policies that apply to our business lines.

Many people rely upon the integrity of our business records, which are used to create reliable and accurate reports. We give these reports to management, customers, investors, governmental agencies and others. QuintilesIMS uses a system of internal accounting controls to help protect Company assets and help to ensure the accuracy of financial records and reports. You must follow all accounting policies and procedures, including expense reporting.

You must communicate openly and cooperate with QuintilesIMS' internal and outside auditors. It is illegal to take any action to fraudulently influence, coerce, manipulate, or mislead any internal or outside auditor engaged in the performance of an audit of QuintilesIMS' financial statements.

Financial transactions must be reported accurately, completely and fairly. They must be completed on time and in an understandable way. The data we give to create financial statements, regulatory reports and publicly filed documents must meet with all applicable accepted accounting principles. It also must meet our internal control procedures.

It is your responsibility to report any unrecorded funds or assets or false or artificial entries that you become aware of in the Company’s books and records. If you learn or suspect accounting fraud, report it immediately to the General Counsel.
Corporate governance
Corporate financial reporting

Q&A

My manager asked me to report that my sales calls took place on Thursday and not Friday, when they occurred. Friday was the start of a new quarter and I suspect that my manager wants it to appear we met last quarter’s sales targets. How should I proceed?

We must account for all services in the period in which they occurred. Your manager is asking you to create an inaccurate record. You should not follow this instruction. You should report the situation to a senior manager, Internal Audit or the Business Ethics HelpLine.

I am a secretary and have been asked to fill out an expense report for my supervisor. I know that his wife accompanied him on the trip for purely personal reasons, and that he has included his wife’s expenses in the report without approval of higher management, although you can’t tell from the invoices. What should I do?

Ask him if he inadvertently included his wife’s expenses. If you know an expense report as submitted is fraudulent, you must report it to your supervisor’s manager, the Office of General Counsel or the Business Ethics HelpLine.

Legal matters

The Office of General Counsel is responsible for providing or seeking quality legal services for all legal matters globally for QuintilesIMS. In addition, the Office of General Counsel oversees processes to help ensure QuintilesIMS’ compliance with all laws and regulations, and helps to protect Legal Privileges, as applicable.
Corporate governance

Legal matters

The Office of General Counsel must approve, in writing, the engagement of outside legal counsel for all subject matters and across all business units. No employee is authorized to engage outside legal counsel without such written approval. The only exception to this rule is that in very limited circumstances, the Ethics and Compliance Office may retain outside counsel for compliance-related matters.

QuintilesIMS, like any large company, may become involved in legal disputes. You must promptly contact the Office of General Counsel if you receive a legal document or other communication about QuintilesIMS such as a subpoena, summons, demand letter from a customer or communication from an attorney. Never threaten or begin legal action for QuintilesIMS without the consent of the Office of General Counsel.

Sustainability and citizenship

QuintilesIMS is committed to supporting sustainable business practices and acting as a good corporate citizen—running our business in a socially responsible way that helps create long-term value. QuintilesIMS demonstrates this commitment by adopting policies and practices in specific areas related to sustainable development, including environmental, health and safety; corporate social giving; supporting the human rights of workers; and ethical business practices.

QuintilesIMS’ sustainability and citizenship program centers on three core focus areas:

• Planet: Making a positive impact on the environments in which we work
• People: Creating a workplace of highly engaged, safe and healthy employees
• Public: Engaging consistently and transparently in a manner that inspires participation and demonstrates leadership in sustainability.

There are many ways each of us can support this commitment. Suggestions include reducing solid wastes by utilizing recycling bins and adopting two-sided printing, reducing energy consumption by carpooling or turning off your computer each day.
Addressing particular situations / challenges

**Red flags**
Using or hearing the following, or similar, phrases may mean that a questionable activity has occurred or may be taking place.

- “Everyone does it.”
- “No one will ever know.”
- “I’ll never do this again.”
- “We’ll do whatever you want if you’ll give us your business.”
- “We didn’t have this conversation.”
- “Just make sure no one sees that document again.”
- “The ends justify the means.”

**Consider the alternatives**
When faced with a decision that might involve you or others in questionable activities, stop and think. If you are not sure about a particular situation, ask yourself the following questions.

- “Are my actions legal?”
- “What will I think about myself afterwards?”
- “What would my family or friends think about what I was doing?”
- “How would it look in a newspaper article or on TV?”
- “Are there any alternatives to my actions?”

If you know it is wrong – do not do it.
If you are still not sure – ask for guidance.

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**Raising concerns**
If you become aware of activities that are not consistent with the standards set forth in *Doing the Right Thing*:

Try to resolve your concern with your manager, another manager or your Human Resources Representative. If resolution through such channels is not suitable or if you have already taken this step and feel the issue was not resolved, contact the **Business Ethics HelpLine**.
Addressing particular situations / challenges

Raising concerns

For more information on topics in *Doing the Right Thing* or to discuss an area of concern, contact one of the resources listed in this Code or in this section.

We each have an obligation to act ethically and help protect the integrity and reputation of QuintilesIMS. You must raise perceived violations of our standards where the interest of QuintilesIMS or the physical safety of people or assets are at stake.

As a first step, you should seek out local management or resources for help in addressing concerns. Alternatively, you may contact the Business Ethics HelpLine or any of the resources listed in this Code.

QuintilesIMS has a non-retaliation policy, making it safe for you to raise concerns. However, anyone who knowingly makes a false accusation or knowingly gives false information may be subject to disciplinary action.

We treat all communications seriously and with courtesy and discretion. Issues will be appropriately investigated and needed corrective action taken.
Help and information

Local resources

• Your manager or another manager
• Your Human Resources Representative
• A member of the local leadership team
• A member of your local finance team

Global resources

QuintilesIMS Business Ethics HelpLine

The Business Ethics HelpLine is available 24 hours a day, 7 days a week. It is operated by a third-party vendor. You may dial the toll-free number for the HelpLine or file a report online. Translation services are available upon request if you are more comfortable speaking in a language other than English.

Use the Ethics HelpLine or the Website to:

• Request guidance about our standards for ethical business conduct,
• Report a concern related to those standards or
• Get help in decision-making when facing an ethical concern.

You may remain anonymous, although you are encouraged to identify yourself. An outside service provider operates the HelpLine and hosts our Website.

Further guidance

Contacts from Europe are limited to the following types of matters:

Matters relating to serious risks to the company in the fields of accounting, financial audit, anti-corruption (bribery) or banking;

Matters related to:

» Insider trading
» Conflict of interest
» Serious environmental breaches or threats to public health
» Disclosure of company or client confidential information
» Serious risks to the company’s information system security
Help and information

**Global resources**

**Business Ethics HelpLine Phone Numbers**

Inside the U.S. – 1 866-738-4427

Outside the U.S. – Check with the Business Ethics Office or the HelpLine Website for your country’s toll free number. Dial that number and when directed, dial 866-738-4427.

To access the Business Ethics HelpLine Website:  
www.quintilesimsethics.com

**Business Ethics Office**

The Business Ethics Office is a corporate resource available to answer questions, provide guidance or help address concerns relating to the standards set forth in *Doing the Right Thing*.

- Business Ethics Office Phone number:
  +1 608-848-8810

- Business Ethics Office Confidential Fax No.:
  +1 608-498-4862

- Business Ethics Office email:
  business.ethics@quintilesims.com

Email sent to this account goes directly to the staff of the Business Ethics Office. This communication method does not have the capacity of anonymity.

**Office of General Counsel**

The Office of General Counsel can be reached through officeofgeneralcounsel@quintilesims.com.
Help and information

Call handling

The Business Ethics Office receives all reports made to the HelpLine, whether by phone or via the intranet. The Business Ethics Office holds and uses personal information in accordance with QuintilesIMS data privacy policies and data privacy laws.

You are not required to identify yourself. If you choose not to give your name, our ability to investigate the matter may be impaired and we may not be able to address your concerns thoroughly.

Conclusion

We each have an obligation to practice good business ethics. This Code cannot cover all the rules and regulations that apply to every situation. However, the values and requirements summarized here can help you make the right decision. Each of us is expected to behave ethically even in the absence of a specific Company policy. Our reputation and continued success depend on the decisions you make every day.

We are each responsible for our own actions. No illegal or unethical act can be justified by claiming that higher management or a client ordered it. You always have resources to contact for assistance such as those listed in this Code and the “Help and Information” section.

Violation of any of our standards or policies may result in disciplinary action that could include dismissal and / or legal action.

Do your part. Do the right thing.

Note

Limits on contacts from Europe

Due to certain regulations, the types of matters the Business Ethics Office or the Business Ethics HelpLine may process are limited to certain matters. European employees should address other concerns to their local resources including employee representatives and Human Resources.
This document may change from time to time. Any waiver of this Code for an executive officer may only be made by the Board of Directors. To review the most current version, visit [www.quintilesims.com](http://www.quintilesims.com) or email the Business Ethics Office for a copy at: [business.ethics@quintilesims.com](mailto:business.ethics@quintilesims.com).

If you are unable to access any information in this Code provided via “links”, email the Business Ethics Office for assistance at [business.ethics@quintilesims.com](mailto:business.ethics@quintilesims.com).

This Code of Conduct is not an employment contract between QuintilesIMS and its employees. Violation of any of our standards or policies may result in disciplinary action that could include dismissal and/or legal action.

Other QuintilesIMS materials, such as policies, employee handbooks or employment contracts and agreements, may cover some of the responsibilities discussed in this Code in more detail. More restrictive standards may also apply in local offices. If there is a conflict between standards, the more restrictive standard applies.

Standard Operating Procedure Approval Signature(s)
This is a representation of an electronic record that was signed electronically in Content Server. This page is the manifestation of the electronic signature(s) used in compliance with the organization's electronic signature policies and procedures. Refer to Signatories CV for Business Title.

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Title: 
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