



**CODE OF ETHICS AND
BUSINESS CONDUCT**

COMMITMENT THAT
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AMERISOURCEBERGEN

JANUARY 2013

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AMERISOURCEBERGEN'S COMMITMENT

AmerisourceBergen Corporation, including its subsidiaries and affiliates (the Company), is committed to the belief that, as a principle of sound management, all business dealings shall be conducted with the highest level of business ethics, honesty and integrity. The attached Code of Ethics and Business Conduct (the Code) reaffirms the Company's longstanding commitment to operate with ethics and integrity and sets forth our principles of business ethics which have been approved and are supported by the Board of Directors and management. The Code embodies our Company values of Integrity and Accountability.

One of the Company's most important assets is its reputation for integrity and honesty in dealing with customers, suppliers and regulatory entities. Our customers, suppliers and stockholders expect nothing less than being treated fairly and honestly at all times. It is the responsibility of each of us – our Board of Directors, senior management and all of our employees – to be constantly aware of the necessity of conducting all business transactions with the highest standards of integrity.

This Code provides guiding principles to enable each of us to make appropriate decisions when we encounter ethical issues. The Company's commitment to conducting business ethically, honestly and with integrity begins and ends with each of us. Please read the Code carefully and be sure that you understand all of your obligations. The Company has a zero-tolerance policy for ethical violations. If you have any questions after reading the Code or in the course of your day-to-day activities, please contact one of the resources identified in this Code.

Thank you for your continued commitment to compliance and for all that you do every day. Your support is integral to the ongoing success of our Company.

A handwritten signature in black ink that reads "Steve Collis". The signature is fluid and cursive, with a large initial "S" and "C".

Steve Collis

President & Chief Executive Officer

The Code is intended as a general guide for performing our duties and activities in accordance with sound ethical principles.

SCOPE

As one of the world's largest pharmaceutical services companies serving the United States, Canada and selected global markets, the Company is committed to the highest ethical standards and recognizes the importance of complying with all applicable U.S. federal and state laws, as well as all applicable international laws. As part of this commitment, the Company has adopted this Code of Ethics and Business Conduct. All Company directors, officers, employees and members of their families* are expected to understand and adhere to the legal standards and ethical principles established in this Code, should conduct themselves with the highest degree of integrity and honesty, and comply with all international, U.S. federal, state and local laws, regulations and rules, including U.S. securities laws.

COMPLIANCE

The Code is intended as a general guide for performing your duties and activities in accordance with sound ethical principles and in compliance with all applicable laws. The Code is periodically reviewed and updated to ensure it reflects the Company's business practices, procedures and policies and is in compliance with the special requirements of government contracting. The Code cannot address every issue that might arise. You are expected to seek guidance from your supervisor or one of the resources identified below when you need additional assistance understanding your ethical obligations.

In addition to complying with the Code, employees must comply with additional Company policies, procedures and other guidance as applicable. The Company's

Compliance Policies No. 1 through 6 referenced below are attached at the end of the Code for your reference.

Furthermore, each operating company may have additional policies and procedures that further clarify your ethical obligations. For instance, employees of some business units of the Company are also required to comply with the Company's **Marketing Code of Conduct**. Other employees, including all compliance-critical associates having a continuing or ongoing authorization to access controlled substances, and certain key management personnel, are subject to annual criminal record inquiries as set forth in **S&RC Policy No. 11.5- Criminal Record Checks Policies and Procedures**.

From time to time you will receive compliance training related to certain aspects of the Code and Company policies and procedures.

The Code is not intended to, and does not create, a contract of employment or assurance of continued employment.

GUIDANCE & REPORTING

Every director, officer and employee is expected to follow these principles of ethical conduct. In addition, to ensure that the Company continues to operate in accordance with the Code and in compliance with all laws, the Company mandates that every officer and employee promptly report any suspected violation of the Code or the law. Reporting suspected violations is not optional.

If you have a question about the Code, Company policies, procedures and other guidance or need help on how to comply with them in a given situation, or if you have concerns about any aspect of Company operations

* Members of your family include your spouse, children, stepchildren, parents, stepparents, brothers, sisters, grandparents, in-laws and any person living in the same household.

For anonymous inquiries or reporting, contact The Network:

REPORT ONLINE – tnwgrc.com/AmerisourceBergen
US/CANADA – dial direct, toll-free at 800-241-5689; **UNITED KINGDOM** – dial direct, toll-free at 0808-234-1086
ALL OTHER LOCATIONS – dial international access code*, then toll-free at 800-241-5689

* For the most current list of AT&T Access Codes, visit www.business.att.com/bt/access.jsp

or become aware of improper activities or violations of the Code you should promptly contact any of the following resources:

- > Your supervisor;
- > The Compliance Officer for your subsidiary or operating group;
- > The Chief Compliance Officer;
- > The Chief Compliance Counsel; or
- > The General Counsel.

You can reach the Chief Compliance Officer at:

Chief Compliance Officer

AmerisourceBergen Corporation

1300 Morris Drive

Chesterbrook, PA 19087

Telephone: (610) 727-7444

Fax: (610) 727-3643

czimmerman@amerisourcebergen.com

You can reach the Chief Compliance Counsel at:

Chief Compliance Counsel

AmerisourceBergen Corporation

1300 Morris Drive

Chesterbrook, PA 19087

Telephone: (610) 727-7102

Fax: (610) 727-3643

mfox@amerisourcebergen.com

You can reach the General Counsel at:

General Counsel

AmerisourceBergen Corporation

1300 Morris Drive

Chesterbrook, PA 19087

Telephone: (610) 727-7458

Fax: (610) 727-3612

jchou@amerisourcebergen.com

The Company also makes available an internal email address Compliance@amerisourcebergen.com through which you can seek guidance or report concerns or violations.

A complete list of Company contacts mentioned in the Code is included at the end of this Code for your reference.

Anonymous Inquiries & Reporting

The Company also makes available an anonymous ethics reporting hotline available on a 24-hour, 7-days-a-week basis. The anonymous ethics reporting hotline is called the Network Hotline and is managed by an outside third-party vendor. You can make anonymous reports or inquiries by contacting:

The Network Hotline

Via Phone:

U.S. or Canada – 800-241-5689

United Kingdom - 0808-234-1086

All Other Locations – Int'l access code, then 800-241-5689

Online Reporting:

tnwgrc.com/AmerisourceBergen

This hotline provides the opportunity to anonymously report incidents involving improper, illegal or discriminatory conduct (i.e., fraud, theft, drug or alcohol use, violations of compliance or safety regulations, violations of the workplace violence policy or violations of the anti-harassment policy). The identity of anyone who contacts the Network Hotline and requests anonymity is never known. Each caller is given a number and has the opportunity to call back to check on the status of his/her report. The Network Hotline also can be used to assist you with questions or concerns about the Code and how it applies to your daily activities. The Company encourages you to report violations of the Code. Do not hesitate to call.

If you fail to report a suspected violation of the Code or the law, or if you deliberately make a false report for the purpose of harming or retaliating against another person, you may be subject to disciplinary action.

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Non-Retaliation/ Whistleblower Protection

Company policy prohibits retaliation against officers or employees who report in good faith known or suspected violations of law or this Code. A “good faith” report means that you have provided all of the information that you have and you believe it to be true. Company policy also prohibits retaliation against anyone who participates in investigations in good faith.

Any officer or employee of the Company who receives a report of a violation of the law or this Code is responsible for ensuring that the report is handled properly and that the person making the report is treated fairly in the process. This applies with respect to anonymous reports as well. All individuals charged with investigating a report to the Network Hotline are advised that it is against Company policy to retaliate against the reporting person, should the person’s identity be revealed during the investigation.

Allegations of retaliation will be investigated and appropriate action will be taken. This may include disciplinary action up to and including termination of those responsible for retaliation.

The Company takes its responsibility to prevent retaliation against any whistleblower or other person reporting a suspected violation very seriously because the Company mandates that every officer and employee promptly report any suspected violation of the Code or the law. Concern about retaliation does not negate your duty to report a suspected violation.

If you believe that you or someone you know has been retaliated against for raising an ethics concern or reporting a known or suspected violation of law or this Code, contact the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel or contact the Network.

KEY PRINCIPLES

The Code is organized around four categories of key principles that should guide the conduct of directors, officers and employees. The Code requires that directors, officers and employees of the Company:

- > act ethically;
- > comply with the law;
- > protect the Company’s assets; and
- > respect and ensure the safety of all Company employees.

ETHICAL CONDUCT

Avoid & Report Fraud

As described in more detail in later sections of the Code, Company policy strictly prohibits fraudulent activity in any form. Fraud can take many forms but at its heart involves intentional deceit. In addition to being unethical, and a violation of this Code that is subject to strict disciplinary action, fraudulent activity is usually unlawful and subjects the violator to possible civil and/or criminal liability. Fraud can include, but is not limited to:

- > misappropriating Company assets;
- > embezzling or committing forgery;
- > unauthorized handling or reporting of Company transactions not in conformance with generally accepted accounting principles (i.e., bill and hold inventory or backdating customer invoices);
- > inaccurately confirming that the Company’s control environment is operating effectively in conformance with Sarbanes-Oxley regulations; and
- > falsifying Company business records or financial statements.

If you suspect that any fraudulent activity has occurred you are required to immediately report that concern to the Chief Compliance Officer, the Chief Compliance Counsel, the General Counsel, the Controller or the Vice President and Director of Internal Audit. Any substantiated acts of fraud will result in serious

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disciplinary action up to and including likely dismissal of the officer or employee involved in the transaction and possible criminal prosecution.

Pursue Fair Dealing

Directors, officers and employees shall deal fairly with the Company's customers, suppliers, competitors and each other. No associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Associates must be careful to avoid making any false, misleading or disparaging statements about our competitors.

Avoid Conflicts of Interest

Every director, officer and employee must avoid any situation that could impair his/her ability to make objective decisions on behalf of the Company or that has the appearance of creating a possible conflict of interest. By way of example, no director, officer or employee shall take any action which would (i) directly or indirectly be in competition, or appear to be in competition, or foster competition with the business interests of the Company; (ii) interfere with the contractual relations of the Company with customers, including the government, suppliers or others; or (iii) diminish or disparage the reputation of the Company. It is the responsibility of every director, officer and employee to alert the Company to any potentially conflicting relationships.

Because the Company does business with many government agencies, the Company is subject to strict laws and regulations prohibiting lobbying and other activities with employees and officeholders that may create conflicts of interests. For this reason, directors, officers and employees should alert the Company of the following potentially conflicting relationships: family members who are employed by or who lobby government agencies with procurement or purchasing responsibilities and any contributions to candidates for any type of office.

The Company shall have sole discretion to approve, conditionally approve or disapprove participation in potentially conflicting relationships by a director, officer or employee. If you have any doubt about whether a particular situation may present a conflict, contact the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel for clarification.

The following activities are to be strictly avoided by all directors, officers and employees:

- > existence of an interest in any transaction involving the Company or its subsidiaries which may impair the objective and impartial representation of the Company by the director, officer or employee;
- > speculation or dealing in goods, commodities or products required, dealt in or sold by the Company and its subsidiaries;
- > appropriation to personal benefit of a business opportunity in which the Company or a subsidiary might reasonably be expected to be interested without first making available the opportunity to the Company or subsidiary;
- > use of the Company's property, information or position for personal gain; and
- > competition with the Company.

Avoid Related Business Interests

Except for ownership of publicly traded stock (and, in the case of a director, service on another board of directors), directors, officers and employees are prohibited from having any personal financial interest in any individual or business organization that furnishes merchandise, supplies, property or services to the Company. This includes arrangements to receive loans (other than bank loans), commissions, royalties, property shares or anything of value other than the normal stock and bond market transactions.

Directors, officers and employees are further prohibited from conducting Company business with a business organization in which a close relative of the director,

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officer or employee has a substantial ownership interest (greater than 5%) without the prior consent of the Company.

Officers and employees with procurement responsibilities, including buying or selling or leasing materials or services on behalf of the Company, must pay particular attention to relationships with suppliers, dealers, distributors and should disclose any personal or family relationships with such entities to a supervisor.

Other Employment: Officers and employees shall not accept other employment outside the Company without the prior written consent of the Company. Under no circumstances shall officers and employees accept other employment by any individual or business organization that:

- > furnishes merchandise, supplies, property or services to the Company;
- > is a customer of the Company; or
- > is a competitor of the Company.

Serving as Officer or Director of Another Business:

No officer or employee shall serve as an officer or director of another business organization without prior written approval of the General Counsel.

Accepting Gifts or Other Benefits

Directors, officers and employees shall not seek or accept personal gain, directly or indirectly, from anyone soliciting business from or doing business with the Company.

Officers and Employees: Under the Company's policy, officers and employees and their family members may accept gifts from, or have travel, living and entertainment expenses paid by, a person or entity doing or seeking to do business with the Company only if the value of such gift or expense is nominal. The Company's policy requires officers and employees to seek advance written approval from their direct supervisors and, in some cases, the General Counsel or the Chief Executive Officer before accepting gifts or payment of travel, living

and entertainment expenses of significant amounts from anyone doing or seeking to do business with the Company as set forth in the table below.

Gift/Travel/Living Entertainment Value	Allowed
\$0 - \$100	Yes
\$101 - \$500	Yes, with advance written approval of supervisor
\$501 & Above	Yes, with advance written approval of supervisor & either General Counsel or CEO

Officers, employees and their family members are restricted or entirely prohibited from accepting cash and other benefits from any person or entity currently doing business with, or seeking business from, the Company as set forth in the table below.

Cash or Benefit	Allowed
Cash Payment or Cash	Equivalent
Honorariums	No, unless paid over to the Company
Loan or Guarantee (other than loans from banks at arms-length rates)	Yes with advance written approval of supervisor and either General Counsel or CEO
Vendor-Sponsored Trade Show, Event or Seminar (excluding travel or living expenses)	Yes with advance written approval of supervisor

For more detailed guidance regarding the Company's policy on acceptance of gifts and payment for travel, living and entertainment expenses by persons doing business with the Company, you should refer to the **Marketing Code of Conduct - Gift Policy.**

Any questions regarding whether it is appropriate to accept gifts or benefits from persons doing or seeking to do business with the Company should be directed to the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel.

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Directors: Directors are not permitted to accept gifts or to have any travel, living or entertainment expenses paid for them, or members of their families, other than gifts or expenses of nominal value, or to accept any loans or guarantees of obligations from or by any person or entity currently doing business or seeking to do business with the Company, unless approved by the Company's General Counsel, the Governance and Nominating Committee or the full Board of Directors.

Bestowing Gifts or Other Benefits

The Company is committed to the principle that we will not use gifts or other incentives to improperly influence relationships or business outcomes. Therefore, directors, officers and employees shall not offer personal or unauthorized business courtesies to any customer or supplier for the purpose of or in exchange for:

- > obtaining favorable treatment or with a view toward securing a contract;
- > securing favorable treatment with respect to the formulation of Requests for Proposal or bids;
- > awarding or amending any contract; or
- > making a determination with respect to the Company's performance of its obligations under an existing contract.

Except for restrictions described below that apply when dealing with government employees and health care professionals, directors, officers and employees may pay for reasonable business-related meals, refreshments, and/or entertainment expenses for customers and suppliers that are:

- > incurred only occasionally;
- > not requested or solicited by the customer;
- > not intended to or could not reasonably be perceived as affecting business decisions; and
- > valued at \$100.00 or fewer.

Cash payments or cash equivalents (such as gift certificates) are strictly prohibited.

Donations, raffle prizes and giveaways and customer sponsorships have certain tax implications and restrictions. Any charitable donation, customer raffle or sponsorship request should be submitted and approved by the Chief Compliance Officer or the Chief Compliance Counsel and the Vice President of Tax.

Healthcare Professionals: Officers and employees may provide gifts, meals and other benefits to health care professionals, including purchasing officers of nongovernment-owned hospitals or pharmacies, only under limited circumstances and in accordance with the **Marketing Code of Conduct - Gift Policy**. If you have questions regarding appropriate behavior with respect to health care professionals, contact the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel for specific advice.

In addition, in planning or organizing for profit any Continuing Medical Education or other similar seminar or training session for healthcare professionals, officers and employees must comply with the **Marketing Code of Conduct - Third Party Educational or Professional Meetings Policy** and should contact the Legal Department for guidance to ensure that the activities are in compliance with all applicable industry guidelines. These activities may implicate the anti-kickback laws described in more detail on page 11.

Government Employees: Acts of hospitality toward government officials and employees are strictly regulated by U.S. federal, state and local as well as international laws. Directors, officers and employees shall not, directly or indirectly, offer or give government officials and employees anything of value that is prohibited by applicable law and agency regulations relating to standards of conduct for such governmental officials and employees. Directors, officers and employees dealing with any governmental agency are responsible for complying with the agency's standards.

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As discussed in detail on page 12, international and U.S. anti-bribery/anti-corruption laws prohibit bribes, direct or indirect payments, gratuities or gifts to government officials and employees in order to gain improper influence or advantage.

Contributions to candidates for government office are discussed in the next section. Questions regarding appropriate behavior with respect to government employees should be directed to the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel.

Company Personnel: Nominal gifts for associate recognition, retirement, hospitalization or bereavement are permitted, but gifts valued in excess of \$100 must be approved by your supervisor or department manager and one of the following, as applicable:

- > President or Regional Vice President of AmerisourceBergen Drug Corporation;
- > Business Unit Head; or
- > Corporate Department Head with notice to the Senior Vice President, Human Resources.

The Company does not reimburse managers or associates for any personal gifts (i.e., birthday or holiday gifts).

Gifts to Company personnel must comply with applicable law and the standards of conduct set forth in this Code. In addition, all gifts of personal property valued in excess of \$50 must be documented for tax purposes.

The Company will cover the expenses of certain events, such as welcome luncheons for new associates and celebrations for successful project launches and associate retirement with advance approval of a Business Unit Head or Corporate Department Head, as applicable. Holiday parties and picnics on a department-wide or Company-wide basis that have approved budgets are exempt from these limitations.

Contributions to Political Parties or Candidates

U.S. federal law and certain U.S. states and other international jurisdictions prohibit corporations from making political contributions. The Company will not make political contributions that are prohibited under applicable law.

The Company has a political action committee, the AmerisourceBergen Corporation Political Action Committee (ABC PAC), which contributes primarily to the electoral campaigns of individual candidates. ABC PAC is funded through voluntary contributions from eligible employees of the Company.

Under no circumstance will the Company directly or indirectly require that directors, officers or employees contribute to ABC PAC, political parties or candidates for office. No member of management may directly or indirectly require that any employee contribute to any particular party or candidate.

You may, of course, participate in the political process and make contributions, but you must do so on your own time and at your own expense. It is essential that you not give the impression that you are speaking on behalf of or representing the Company. In this regard, you may not use the Company's resources, including fax, phones or email, to personally engage in political activity. Nor may you seek reimbursement from the Company for any expenses or personal contributions related to such personal political activities.

In addition, any personal political contributions by directors, officers or employees must not violate any international and U.S. anti-bribery/anti-corruption laws prohibiting bribes, direct or indirect payments, gratuities or gifts to government officials and employees in order to gain improper influence or advantage. Anti-bribery/anti-corruption laws are described in more detail on page 12.

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Government Contracting

We have devoted a special section of the Code to government contracting to stress the importance of ethical and legal conduct in this important segment of the Company's business.

The Company conducts business with many government entities, officials and employees, including U.S. federal, state and local agencies and hospitals. The Company also transacts business with government agencies, officials and employees in countries other than the U.S. Given the dual role of governments as both regulators and major customers of the Company's business, it is critical that directors, officers and employees adhere strictly to the various laws, regulations and principles applicable to government contracting.

Special rules and regulations apply when doing business with U.S. federal, state and local government agencies and officials so you should take extra steps to know and comply with the requirements of the particular agency from which you are soliciting business.

When dealing with the government officials and employees, avoid any conflicts of interest or conduct that could appear improper. Any attempts, even if well intended, to influence a government official or employee by means of payments, gifts or other favors are strictly prohibited under international and U.S. anti-bribery and anti-corruption law as discussed on page 12 of this Code. In addition, as discussed in more detail on page 11 of this Code, you cannot offer anything valuable to any person or entity to induce them to purchase, recommend the purchase of, or make a referral for any type of healthcare goods or services for which payment may be paid, in whole or in part, by Medicare, Medicaid or another federal healthcare program. Compliance with such "anti-kickback" laws is especially important when dealing with customers that are government agencies or government-owned pharmacies, hospitals or nursing facilities.

You also must ensure that your records of business dealings with government agencies and entities are complete and accurate and that you do not submit inaccurate or other improper claims for payment to the government or cause the Company to do so.

See page 15 for more information on the accuracy and integrity of Company records.

The Company does not employ individuals who have committed fraud or other unlawful actions against U.S. government healthcare programs, including Medicaid and Medicare. Individuals who have engaged in such activities will have been notified that their names appear on one of the exclusion lists maintained by the U.S. government. If you are on one of these exclusion lists or have received any notice relating to pending exclusion or disbarment, you must immediately notify the Chief Compliance Officer or Chief Compliance Counsel.

Failure to comply with the laws, regulations and principles mentioned above could adversely affect the Company's business with government agencies and entities. Any violations of these laws can subject both the Company and individuals to administrative, civil or even criminal fines and penalties. In addition, violation of the fraud and abuse laws may result in the exclusion of the Company or individual employees from participation in federal healthcare programs.

If you have questions about the proper procedures to follow in interacting or contracting with government agencies or entities, you should contact the Chief Compliance Counsel.

If you are aware of any conduct involving government entities or personnel that violates any of the principles or laws described above, you must immediately contact the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel or report anonymously through the Network Hotline.

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COMPLIANCE WITH LAWS

Directors, officers and employees shall comply with all applicable international, U.S., state and local laws, regulations and rules, including but not limited to those described below.

Fraud & Abuse Laws

In the United States, both federal and state laws generally prohibit offering anything valuable to a person or entity to induce them to purchase, recommend the purchase of, or make a referral for any type of healthcare goods or services for which payment may be paid, in whole or in part, by Medicare, Medicaid or another U.S. federal healthcare program. Such payments are sometimes called “kickbacks.” Examples of payments that may be considered unlawful kickbacks include:

- > upfront cash payments;
- > prebates;
- > free products and services;
- > reimbursement of personnel costs; and
- > lavish gifts or entertainment.

The anti-kickback laws are complex and violations of them are subject to severe punishment, including both civil and criminal sanctions for both the Company and the individual involved, as well as exclusion from U.S. federal healthcare programs.

The general prohibition on offering incentives to customers and suppliers does not apply to offering rebates or other discounts. Such discounts and rebates are permissible so long as the discounts or rebates are clearly identified as such and the customer is made aware of its obligation to account for and properly report any discounts in accordance with the reporting requirements of the fraud and abuse laws. Contact the Company lawyer assigned to your subsidiary or operating group before proposing any such arrangements to ensure that the proposal is a legally permissible one.

Antitrust & Competition Laws

All directors, officers and employees are required to comply with antitrust and competition laws. International, U.S. federal and state antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace. Prohibited efforts and actions include price fixing, bid rigging and market division arrangements that unreasonably restrain trade.

You must be particularly careful when you interact with any employees or representatives of the Company's competitors. You should use extreme care to avoid any improper discussions with the Company's competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing or other business terms with any employees or representatives of the Company's competitors. If you are not careful, you could find that you have violated antitrust and competition laws if you discuss or make an agreement with a competitor regarding:

- > prices or pricing strategy;
- > discounts;
- > terms of the Company's customer relationships;
- > sales policies;
- > marketing plans;
- > customer selection;
- > allocating customers or market areas; or
- > contract terms and contracting strategies.

Agreements with competitors need not be written, but may include informal or implicit understandings, i.e., knowing winks. Antitrust violations in the U.S. may be prosecuted criminally as felonies and can result in severe penalties for the Company and any associate or other person who participates in a violation.

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ALL OTHER LOCATIONS – dial international access code*, then toll-free at 800-241-5689

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Other practices not involving competitors may result in civil violations of the antitrust and competition laws depending upon their business justification and effect on competition. These practices include:

- > exclusive dealing;
- > bundling/package offerings;
- > resale restrictions; and
- > selective discounting.

You should contact the Legal Department with any questions about the legality of practices or conduct under the antitrust and competition laws.

Anti-Bribery/Anti-Corruption Laws

All directors, officers and employees are required to comply with anti-bribery/anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other laws prohibiting the offer, payment, solicitation or acceptance of bribes, kickbacks or improper gratuities of any kind.

Under the U.S. Foreign Corrupt Practices Act (FCPA), no director, officer, employee or agent of the Company may, directly or indirectly, pay, give, offer or promise money or anything of value to any foreign government official or an officer, employee or representative of a public international organization, or to any political party, party official or candidate for political office outside of the United States in order to (i) secure an improper advantage in obtaining, retaining or directing business, (ii) influence any act or decision of the recipient in an official capacity, or (iii) induce the recipient to do or omit to do an act in violation of such person's lawful duty.

The FCPA defines the concept of a "foreign government official" very expansively. It includes foreign elected officials and foreign government employees at the local, regional, national or international level (from the highest level minister to the lowest level clerk). In addition, it

includes any employee or representative of any entity owned or controlled by a foreign government, such as state-owned commercial enterprises.

Other applicable anti-bribery/anti-corruption laws prohibit the Company and its employees and representatives from bribing government officials at any level and from offering, soliciting, giving or receiving bribes, kickbacks or improper gratuities from customers, vendors or other private sector entities.

The use of agents, advisers or independent contractors does not absolve you or the Company from responsibility for compliance with anti-bribery/anti-corruption laws. For example, if you made a payment through an intermediate, agent or contractor where you knew or should have been aware that such payment would be passed along to a foreign government official for prohibited purposes, you would have violated the FCPA. Thus, agents, advisers or independent contractors, especially those dealing with foreign government entities or authorities, should abide by the Company's commitment to compliance with anti-bribery/anti-corruption laws. They should only be engaged if they are willing to abide by the Company's position on anti-bribery/anti-corruption laws.

Violations of anti-bribery/anti-corruption laws may be prosecuted criminally as felonies and can result in severe penalties for the Company and for any associate or other person who participates in the violation. You should bring any questionable practices immediately to the attention of the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel or report them anonymously through the Network Hotline.

See **Compliance Policy No. 6 – Anti-Bribery/ Anti-Corruption Policy** for additional guidance and practices to ensure compliance with anti-bribery/anti-corruption laws.

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Trade Control Laws

Because the Company delivers products, services and technology to a number of different countries, the Company must adhere to trade restrictions that apply to international trade. Many countries have trade control laws that govern the import, export or transfer of certain controlled products, software, technology, as well as the performance of certain controlled services.

Whether a product or technology may be exported from one country to another depends on many factors, such as the nature of the item, its countries of origin and destination, and its end use and end user. The Company is required to obtain licenses and verify the recipient's eligibility to receive any items outside the country of origin.

The Company also must comply with all applicable international trade and economic sanction laws, including, but not limited to, (i) U.S., European Union or other restrictions on trade with Iran, Cuba, Sudan and certain other countries subject to economic sanctions; (ii) restrictions on doing business with individuals or entities on the Specially Designated Nationals list maintained by the U.S. government or other similar lists maintained by the U.S. or other governments; and (iii) restrictions on exporting certain products to countries or for end-uses that may be prohibited under U.S. law.

Just as the Company is unable to trade with ineligible persons, entities or countries, neither the Company nor any of its employees may ask a third party to take part in this activity on the Company's behalf.

Exporting goods or technology without the appropriate government approvals or exporting to ineligible persons, entities or countries can result in loss of export privileges as well as civil and criminal penalties for the individuals involved and the Company.

The Company complies with U.S. laws which prohibit participating in the economic boycotts of certain other

countries. The Company reports to the U.S. government the receipts of requests of information, declarations or other statements relative to such boycotts.

For guidance on export controls or anti-boycott laws, please contact the Legal Department.

Insider Trading

In the course of your employment with or service to the Company, you may become aware of material information about the Company that has not been released to the public and which may be material to an investor's decision to buy or sell the Company's stock or other securities. Material, non-public information may include, for example, plans for mergers or acquisitions, marketing strategies, financial results or other business dealings.

It is the Company's policy that no director, officer or employee shall (i) while in possession of material, non-public information trade in any of the Company's securities; (ii) disclose material, non-public information to others; or (iii) recommend the purchase or sale of securities to anyone based upon material, non-public information. It is not the intention of this policy or any other policy of the Company to create or impose liability upon an officer or employee that would not exist in the absence of such policy.

The Company has adopted quarterly trading blackout periods during which directors, executive officers and certain designated employees may not buy or sell Company securities. In addition, directors, executive officers and certain designated employees, including all individuals who report to the Chief Executive Officer, must pre-clear all transactions in Company securities by notifying the General Counsel or Corporate Secretary at least two (2) business days before trading. The requirement for pre-clearance does not apply to transactions conducted pursuant to an approved Rule 10b5-1 trading plan.

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If you have any questions about a proposed sale or purchase of the Company's stock or other securities, speak to the General Counsel or the Corporate Secretary before executing your trade.

Diversions

As a leading distributor of pharmaceutical and related healthcare products, the Company has adopted policies and procedures to prevent and detect the diversion of the products it sells to its customers through contract pricing. Diversion occurs when pharmacies in the U.S. purchase pharmaceutical products at contract pricing and, rather than using the products themselves, resell the products to a third party.

While the Company is confident that the vast majority of its customers in the U.S. purchase drugs for proper purposes, certain precautions are necessary to protect our Company, consumers and suppliers against the potential diversion of contract drugs. These procedures include screening all prospective customers before allowing contract pricing to begin and monitoring sales of contract-priced products once sales have begun. The Company also conducts periodic audits and investigations of suspected diverted products.

If you have questions regarding potential diversion, you should promptly contact your supervisor, the Compliance Officer for your subsidiary or operating group, the Chief Compliance Officer or the Chief Compliance Counsel. You also may make an anonymous report through the Network Hotline.

Confidential Patient Information

Certain Company subsidiaries collect, maintain or have access to patient information, such as medical conditions, medical history, medication history and financial information. In accordance with U.S. privacy laws (HIPAA), you may not use, disclose or discuss patient-specific information with others unless doing so

is allowed by a HIPAA-compliant associate agreement or otherwise by law. You may only access, use or disclose patient information to the extent permitted by law.

Every officer and employee will receive training regarding the use of patient information as appropriate for that officer or employee's job and business unit. For more detailed instructions regarding use and disclosure of patient information, refer to the Company's **HIPAA Policies and Procedures** or contact the HIPAA Privacy Office (HIPAA@amerisourcebergen.com).

Government Audits and Investigations

The Company's policy is to cooperate fully with all government investigations. In order to ensure that all government inquiries and investigations are handled in a coordinated and efficient manner, all government requests for information, audit and investigation, as well as service of subpoenas and search warrants, should be reported immediately to the General Counsel for handling pursuant to **Compliance Policy No. 2 - Response to Government Investigations Policy**.

PROTECTION & PROPER USE OF COMPANY ASSETS

Use of Company Property

Every director, officer and employee has a duty to protect the Company's assets and ensure that the Company's property is used for a proper purpose for the benefit of the Company. Guidelines for the use of Company property, including the Company's information technology resources and computer equipment, are set forth in **HR Policy 7.7 – General Acceptable Use Policy**.

The Company has a zero-tolerance policy with regard to theft. Theft, carelessness and waste have a direct effect on the Company's profitability. When you leave the Company, all Company property must be returned. For more information, see **HR Policy No. 6.1 - Corporate Theft Policy** and **Compliance Policy No. 1 - Electronic Communications Policy**.

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Accuracy and Integrity of Business Records

The Company is committed to creating and maintaining business records that are accurate and complete. No inaccurate or misleading entries shall be made in the books of the Company. Falsification of any Company record is strictly prohibited. "Off-the-books" accounts and/or "slush funds" shall not be established for any purpose. No false or misleading information shall be submitted on any invoice, billing statement or claim submitted to a patient, customer, federal health care program or any other third-party payer for payment.

Any officer or employee who has knowledge or information regarding any false entries, slush funds or fraudulent activities must immediately report the same to his/her supervisor. If reporting to your supervisor is not appropriate or would be ineffective, or if you have any questions regarding the proper use of Company assets, books and/or records, contact the Compliance Officer for your subsidiary or operating group, the Chief Compliance Officer or the Chief Compliance Counsel or anonymously contact the Network Hotline.

Falsified, inaccurate or incomplete business records can cause significant administrative problems for the Company, as well as tarnish our reputation for professionalism and can expose the Company to civil and criminal liability. Therefore, it is essential that you personally strive to create and maintain complete and accurate business records.

The Company is required by law to maintain certain types of business records for specified periods of time. Failure to retain such documents for the required time periods could subject the Company to penalties and fines, place the Company in contempt of court, make it appear as if the Company is obstructing justice or put the Company at a serious disadvantage in litigation. Therefore, the Company has established policies and procedures for the proper retention and destruction of records that all

officers and employees must follow. See **Compliance Policy No. 3 – Records and Information Management Policy**.

The company has established a separate policy for handling and retaining email messages as set forth in **Compliance Policy No. 5 – Email Management and Retention Policy**.

If you have questions about the records retention policies, please contact the Corporate Records Administrator at: RecordsManagement@amerisourcebergen.com

Confidential Information

Confidential business information is a valuable corporate asset to the Company that, if inappropriately disclosed, could harm the Company, its associates, its customers and its stockholders. Confidential information includes, but is not limited to: personnel data, customer lists, pricing and cost data, scientific or technical information, research data, strategic plans, marketing strategies and techniques, data processes, procedures, formulas or improvements thereto and proprietary computer software.

All directors, officers and employees shall hold in strictest confidence and shall not, directly or indirectly in any manner, disclose to any person or entity or use for the benefit of himself/herself or others any information deemed confidential by the Company, except in connection with and for the benefit of the Company's business and in strict compliance with Company rules, policies and directives, or otherwise as expressly permitted in writing by the Company.

No director, officer or employee shall use knowledge of the Company's confidential dealings learned through his/her association with the Company for personal gain or advantage, nor shall he/she disclose such information to enable others to profit from it. In particular, directors, officers and employees who have information that could

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affect the price of Company stock or the stock of another business organization with which the Company does business shall not buy or sell such stock, unless and until the information has been released to the public. Refer to the discussion under *Compliance with Laws – Insider Trading* on page 13 for more information on such trading restrictions.

If your employment or contractual relationship with the Company ends for any reason, you still are bound to protect the confidentiality of information you obtained while you were a Company associate. You must hold it in the strictest confidence and not use it to benefit yourself or any third party.

Business Communications & Disclosures

All business communications may eventually become public through a variety of means, including government requests for information, litigation or other means. Therefore, all communications, including email, must be composed in a professional manner which, if reviewed by a third party, would reflect favorably on the Company and you. In your business communications:

- > do not use libelous, defamatory, offensive, racist or obscene remarks;
- > do not include negative personal opinions or speculation; and
- > do not make legal conclusions.

For detailed instructions on the proper use of and best practices for email communications, refer to **Compliance Policy No. 1 - Electronic Communications Policy**.

For instructions regarding appropriate use of the Company's instant-messaging technology for job-related communications among employees, review **Compliance Policy No. 4 – Instant Messaging Policy**.

The Company is committed to fair disclosure to investors in compliance with all applicable securities laws and New York Stock Exchange regulations. All disclosures made by the Company to our stockholders or the investment

community should be made only by authorized personnel and should be accurate and complete and, where applicable, fairly present our financial condition and results of operations in all material respects.

No director, officer or employee should communicate with the media regarding Company business, operations or customers unless specifically authorized. Any media requests should be forwarded to the Vice President of Investor Relations. Similarly, any use of social media by an associate communicating on behalf of the Company must be approved in advance by the Corporate & Investor Relations Department.

Guidelines for personal use of social media that may affect the Company's reputation are set forth in **HR Policy No. 5.17 – External Communications and Disclosure Policy**.

Work Product

Discoveries, developments and inventions by associates also are valuable corporate assets of the Company. Therefore, an officer or employee must promptly disclose to the Company in writing and in a form satisfactory to the Company all discoveries, developments, improvements and inventions, whether or not patentable, conceived or made by such officer or employee during regular working hours with the Company (whether or not they are related to his/her work) or conceived or made by such officer or employee at any other time during the period of employment with the Company which relate to his/her work for the Company or to the operations of the Company.

An officer or employee shall assign such discoveries, developments and inventions to the Company and execute any documents, at the expense of the Company, necessary for the filing of patent applications and issuance of patent applications and take all other action necessary to provide for exclusive ownership by the Company of such inventions and patent applications and patents.

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RESPECT FOR & SAFETY OF EMPLOYEES

Equal Employment Opportunity

The Company is committed to providing an equal opportunity work environment where associates are treated with fairness, dignity and respect. The Company is an equal opportunity employer in all of its policies regarding recruitment, hiring, transfers, promotions, compensation, benefits, layoffs, recalls and other terms and conditions of employment. All policies shall be administered without regard to race, color, creed, religion, national origin, sexual orientation, sex, age, veteran status or disability, provided such disability does not unreasonably impair the employee's ability to perform the essential functions of the job consistent with the requirements of federal, state, local and international law. All personnel decisions shall be made by utilizing objective standards based upon the individual's qualifications as they relate to the particular job.

For additional information regarding the Company's commitment to equal opportunity, see **HR Policy No. 1.1 – Equal Employment Opportunity Affirmative Action Policy**.

Harassment/Workplace Violence

The Company is committed to providing a workplace that is free from harassment and intimidation and is safe for all associates. The Company does not tolerate degrading or humiliating jokes, slurs, intimidation, verbal or physical contact of a sexual nature, or other harassing conduct that interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment. Unwelcome sexual advances or requests for sexual favors in conjunction with employment decisions are strictly prohibited. The Company has a zero-tolerance policy for workplace violence.

For more information regarding the Company's commitment to preventing any harassment or workplace violence, see **HR Policy No. 5.6 – Workplace Violence Policy**, **HR Policy No. 5.2 – Anti-Harassment Policy** and **HR Policy No. 5.3 – Consensual Relations Policy**.

The Company's policies expressly prohibit harassing, offensive or threatening language in electronic communications. See **Compliance Policy No. 1 – Electronic Communication Policy** and **Compliance Policy No. 4 – Instant Messaging Policy**.

Substance Abuse

The Company is committed to maintaining an alcohol- and drug-free work environment. You must report for work free of the influence of alcohol and illegal drugs. Reporting to work under the influence of any illegal drug or alcohol, or using, possessing, or selling illegal drugs, while on Company time or property will result in disciplinary action. Some associates may be taking prescription or over-the-counter drugs that could impair judgment or skills required for job performance. If you have questions regarding the effect of such medications on your job performance or you observe someone who appears to be impaired in his/her job performance due to the effects of medication, please consult with your supervisor or call the Network Hotline. For more information, see **HR Policy No. 5.7 - Substance Abuse Control Policy**.

Employee Privacy

The Company is committed to protecting employees' privacy in regards to medical, family and personal information by refraining from discussing private matters when there is not a legitimate business "need to know."

Except as maybe required by law, employees, including officers, should have no expectation of privacy in information they send, receive, access or store on any of the Company's systems or network. Electronic message

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traffic that interferes with the network or interconnected systems is prohibited. The Company reserves the right to review workplace communications, including but not limited to Internet activity, e-mail, instant messages, social media or other electronic messages, computer storage and voicemail, as well as employees' company-provided workspace at any time. For further instructions on using email and instant messages, see **Compliance Policy No. 1 – Electronic Communications Policy** and **Compliance Policy No. 4 – Instant Messaging Policy**.

ACCOUNTABILITY FOR CODE COMPLIANCE

The Company expects its leadership to lead by example and to demonstrate the ethical behavior required by the Code in all facets of their work and their interaction with employees and the public. The Company also ensures accountability for, and adherence to, the Code by asking associates to review the Code annually, conducting background checks on certain employees, reviewing all contracts for compliance with the Code, investigating reports of violations, and taking disciplinary actions for violations.

Leadership Responsibility

The leaders of the Company, including all supervisors, have a responsibility to understand and uphold the Code and to lead by example. Company leaders uphold the Code as individuals and demonstrate a visible commitment by:

- > creating a work environment where integrity and ethical business conduct are recognized and valued;
- > never permitting or asking an employee or anyone acting on behalf of the Company to do something that is prohibited by the Code;
- > explaining the Code to employees and ensuring that they complete required training in a timely manner;

- > fostering an atmosphere where employees can voice concerns about and report potential violations of the Code and Company policies; and
- > taking prompt action to prevent and identify any misconduct within their group and reporting any situation that would prevent employees from acting ethically.

Company leaders may be approached by employees with concerns or questions about the Code. If Company leaders need guidance in responding, contact the Compliance Officer for your subsidiary or operating group, the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel.

Annual Acknowledgment

Upon beginning employment, every officer and employee will receive a copy of this Code to review. A copy also is available on the Office of Compliance website on myABC under the Corporate heading. Compliance with this Code and all applicable laws is a condition of employment with the Company. You will be asked to review the Code again from time to time, at least once a year. When you have reviewed the Code, you must sign an **Acknowledgment Form** indicating that you have read the Code and agree to abide by its principles. The Acknowledgment Form is attached at the end of the Code for your reference.

Background Checks

To ensure a high level of integrity in compliance-critical areas, the Company conducts annual criminal background checks on all compliance-critical associates having a continuing or ongoing authorization to access controlled substances and key management personnel depending on their position. As set forth in **S&RC Policy No. 11.5- Criminal Record Checks Policies** and Procedures, such background checks are made at the local law enforcement agency having jurisdiction in the associate's city of residence, the county law enforcement

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agency and/or the state criminal records agency. When required by international or U.S. federal, state or other regulations, background checks may also include, among other items, verification of education, employment and credit history and licenses.

Review of Contracts

The Company requires that all significant contracts be reviewed by a Company lawyer before being signed.

Legal review helps the Company:

- > avoid contracts that are inappropriate or unlawful;
- > identify and minimize unfavorable contract provisions; and
- > enter into contracts that are appropriate for the business circumstances and in compliance with the Code.

Legal review also ensures that the contract is signed by a Company officer or employee with the proper level of authority.

The Legal Department has developed standard forms of agreements for certain business matters that may be used without legal review provided they are used in accordance with the instructions for use accompanying such forms. Any deviation from any such standard form requires legal review.

Contact the Company lawyer assigned to your subsidiary or operating group if you have any need for contract review or if you have any questions pertaining to a contract.

Investigating and Responding to Reports

The calls and online reports from the Network Hotline are forwarded to a number of people, including Human Resources, Corporate Security, the General Counsel, the Chief Compliance Counsel, the Chief Compliance Officer, the Vice President and Director of Internal Audit and the Chairman of the Audit and Corporate Responsibility Committee of the Company's Board of Directors, so that

a timely and appropriate investigation can be conducted. You must cooperate with the Company's investigation or audit whether conducted internally or by an external entity.

If an investigation substantiates a suspected violation, the Company will initiate corrective action, including, as appropriate, promptly refunding any overpayment amounts, notifying appropriate government agencies, taking disciplinary action and implementing systemic changes to prevent a recurrence of the problem in the future.

Disciplinary Actions

The Company may take disciplinary action against you if it is determined that you:

- > authorized or participated in activities that violate the Code or the law;
- > failed to report a violation of the Code or the law;
- > made a false report regarding a suspected violation for the purpose of harming or retaliating against another person;
- > failed to cooperate in an investigation; or
- > retaliated against an individual for reporting a suspected violation.

The type of action taken will depend on the nature, severity and frequency of the violation and may include any or all of the following: reprimand, probation, suspension, reduction in salary or bonus, demotion or dismissal. In addition, the Company may sue an offending officer or employee to recover any illegal payments and, where applicable, prosecute an offending officer or employee and any other parties involved.

Disciplinary action will also be taken against any superior of the officer or employee who directs or approves the action that constitutes an infraction of these rules or who has knowledge of such actions and does not take prompt measures to prevent or correct them.

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If you have reason to believe that a director, officer or employee has violated this Code, you should immediately report the violation using one of the reporting options listed below.

Waiver

Any waiver of the application of this Code to directors or executive officers of the Company shall be made only by the full Board of Directors or the Governance and Nominating Committee. All requests for such waiver must be presented in writing to the Corporate Secretary. The Corporate Secretary shall respond to all such requests for waiver within thirty (30) days. All waivers shall be promptly disclosed to the stockholders of the Company.

CONTACTS FOR GUIDANCE OR REPORTING UNDER THE CODE

If you have a question about the Code, Company policies, procedures and other guidance, or need help on how to comply with them in a given situation, or if you have concerns about any aspect of Company operations or become aware of improper activities or violations of the Code, you should promptly contact any of the following resources:

- > Your supervisor;
- > The Compliance Officer for your subsidiary or operating group;
- > The Chief Compliance Officer;
- > The Chief Compliance Counsel; or
- > The General Counsel.

You can reach the following officers or departments at the addresses below:

Chief Compliance Officer

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: (610) 727-7444
Fax: (610) 727-3643

czimmerman@amerisourcebergen.com

Chief Compliance Counsel

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: (610) 727-7102
Fax: (610) 727-3643

mfox@amerisourcebergen.com

General Counsel

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: (610) 727-7458
Fax: (610) 727-3612

jchou@amerisourcebergen.com

Vice President and Director of Internal Audit

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: (610) 727-7262
Fax: (610) 727-3653

aschmidt@amerisourcebergen.com

You can seek guidance about the Code or make anonymous reports or inquiries by contacting:

The Network Hotline

Via Phone:

U.S. or Canada – **800-241-5689**

United Kingdom - **0808-234-1086**

All Other Locations – **Int'l access code, then 800-241-5689**

Online Reporting: tnwgrc.com/AmerisourceBergen

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COMPLIANCE POLICIES

The following Company policies are referenced in the Code and may be found by clicking on the link to such policy or by visiting the Compliance website on myABC under the Corporate heading.

Compliance Policy No. 1 –
[Electronic Communications Policy](#)

Compliance Policy No. 2 –
[Response to Government Investigations Policy](#)

Compliance Policy No. 3 –
[Records and Information Management Policy](#)

Compliance Policy No. 4 –
[Instant Messaging Policy](#)

Compliance Policy No. 5 –
[Email Management and Retention Policy](#)

Compliance Policy No. 6 –
[Anti-Bribery/Anti-Corruption Policy](#)

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ELECTRONIC COMMUNICATIONS POLICY

Compliance Policy No. 1

Effective June 2004 – Revised January 2013

Purpose:

This document sets forth the policy of the Company with respect to the transmission, receipt and use of electronic communications created, received or stored through the use of electronic communication systems owned, leased or otherwise affiliated with the Company. This policy sets forth minimum standards regarding such electronic communications. Associates should consult any local policies regarding electronic communications that are in place at your subsidiary, operating division or business unit that impose obligations or regulations in addition to those contained in this policy.

Definitions:

Electronic Communications: For purposes of this policy, “electronic communications” include, but are not limited to, messages, transmission, records, files, and data in electronic form. Common examples of electronic communications include e-mail, instant messaging, facsimile transmissions and voice mail.

Electronic Communications Systems: For purposes of this policy, “electronic communications systems” means the Company’s business equipment or information systems including, but not limited to, computers, laptops, workstations, software, hardware, internet/intranet, fax machines, electronic messaging systems (e-mail), instant messaging systems and handheld devices (iPhones, iPads, Androids, Notebooks, Blackberry or Palm devices).

Company Property and Privacy: All electronic communications and electronic communication systems, and all data residing therein, are Company property. While limited, non-business use of the Company’s electronic communication systems is permitted, associates should have no expectation that electronic communications are private. The Company reserves the right to access, retrieve, monitor, review, intercept and/or record ALL electronic communications at any time without notice, including, but not limited to, monitoring internet use, reviewing e-mail and instant messages sent or received and reviewing files and materials downloaded or uploaded on to the Company’s electronic communication systems. Further details about the appropriate use of the Company’s electronic communication systems are outlined in the Company’s General Acceptable Use Policy (H.R. Policy 7.7) which is incorporated herein by reference.

Proper Use:

Job-Related Purposes. Electronic communications are to be used for job-related purposes.

Form and Duty of Care. Associates should endeavor to make each electronic communication truthful and accurate. Associates should use the same care in drafting electronic communications as they would for any other written communication. Electronic communications must be composed in a professional manner which, if reviewed by a third party, would reflect favorably on the Company and the associate.

Confidentiality. Appropriate care should be taken when confidential business information is conveyed via electronic communications.

Retention. Associates are to manage records and non-records in e-mail according to the AmerisourceBergen Record Retention Policy which is incorporated by reference herein. In addition, Company e-mail systems are not to be used to store Company records. Company e-mail systems are communication/messaging tools only. Unless subject to a litigation hold, e-mail messages that are non-business records, as defined in the AmerisourceBergen Record Retention Policy, do not need to be retained and should be deleted from Company email systems once their immediate business need has expired. However, business records created or received in the Company email systems, through the process of conducting Company business, should be maintained in an appropriate storage medium and should be retained for their appropriate retention time frame as set forth in the AmerisourceBergen Record Retention Policy. Associates should consult any local policies in place regarding the retention of business record e-mails or contact their local IT personnel regarding the proper storage repository for business record e-mails.

Employees should review their own e-mail messaging accounts periodically to ensure their compliance with the AmerisourceBergen Record Retention Policy.

Instant Messaging. The Instant Messaging Policy, Compliance Policy No. 4, is incorporated herein by reference.

Passwords. Passwords and log-in identification codes for Company electronic communications systems, and/or any software programs installed on such systems, are Company property. As such, all associates shall hold in strictest confidence and shall not, directly or indirectly in any manner, disclose to any person or entity any password.

Prohibited Use:

Harassment. Company policies prohibiting sexual and workplace harassment are applicable to all electronic communications. Communications containing inappropriate, threatening or offensive language, racial or ethnic slurs, sexual innuendo, etc., are strictly prohibited. Any use of electronic communications perceived to be in violation of Company policies, or which reflect adversely on the Company, is prohibited and will subject the associate to appropriate discipline, up to and including termination.

Solicitation. Associates are prohibited from using electronic communications to solicit for commercial ventures or to promote any religious, political or other non-business-related causes.

Personal Use. Incidental personal use of Company electronic communications systems may be authorized by management as long as it does not interfere with or detract from an associate's performance or professional duties, is of a minimal duration and frequency, and does not overburden the systems or create any additional expenses to the Company.

Unauthorized Messages. Associates are prohibited from accessing or reviewing messages that are not distributed to them or have been obviously sent in error.

Unauthorized Access to Proprietary Information. The unauthorized receiving, downloading, sending or uploading of proprietary information is strictly prohibited. Proprietary information includes copyrighted materials, trade secrets, customer information, proprietary pricing information, proprietary financial data or similar information.

Forwarding Email to Non-Company Systems/Devices. Associates are prohibited from forwarding electronic communications to non-company email hosting services, e.g., AOL, Google, Yahoo. Associates are further prohibited from sending or storing company electronic communications on non-company owned devices (iPhones, iPads, Androids, Notebooks, Blackberry, Palm devices, PCs or Laptops).

Best Practices for Electronic Communication:

Employers can sometimes be responsible for information transmitted on or from their electronic systems. Although emails and instant messages can create a permanent record, most users have grown accustomed to treating electronic communications, including email and instant messaging, as a casual form of communication. As such, users sometimes make statements that are imprudent. Therefore, it is important that users are aware of the legal risks of electronic communication, including:

- > If you send or forward any libelous, defamatory, offensive, racist or obscene remarks, you and/or the Company might be held liable.
- > If you unlawfully forward confidential information, you and/or the Company might be held liable.
- > If you send emails with negative personal opinions or legal conclusions, such opinions and legal conclusions might be used against the Company in a legal dispute.

Although by their nature email and instant messages seem to be less formal than other written communication, the same rules apply. You should take the same care in drafting an email as you would for any other written communication. Therefore, you should adhere to the following guidelines:

- > Write well-structured electronic communications and use short, descriptive subject lines.
- > Spellcheck all electronic communication prior to transmission.
- > Only send electronic communications you are comfortable could be displayed in a public forum, such as a newspaper or in a courtroom. If it cannot be displayed publicly in its current state, consider rephrasing it or using other means of communication.
- > Do not send any negative, libelous, defamatory, offensive, racist or obscene remarks.
- > Do not offer your legal opinion in electronic communications.
- > Do not use graphics in email signatures or graphic or colored backgrounds in email message templates as these require additional message storage space.

Enforcement:

Any associate found to have violated this policy may be subject to disciplinary action, up to and including termination of employment.

RESPONSE TO GOVERNMENT INVESTIGATIONS POLICY

Compliance Policy No. 2

Effective June 2004 – Revised January 2013

Purpose:

This policy establishes a mechanism for orderly responses to government investigations that will enable AmerisourceBergen to protect its interests, as well as to cooperate with the investigation.

Policy:

AmerisourceBergen will cooperate with any appropriately authorized government investigation or audit. However, AmerisourceBergen will assert all protections afforded to its associates by law in such situations.

Procedures:

1. Requests for Interview

- > Government investigators may request to interview AmerisourceBergen associates. Any associate contacted by an investigator should immediately notify his/her supervisor. The supervisor, in turn, should report the contact to AmerisourceBergen's General Counsel, Chief Compliance Counsel or Assistant General Counsel for Litigation.
- > Associates have the right either to speak or not to speak with government investigators. They also have the right to speak with an attorney before an interview. AmerisourceBergen will generally provide counsel to represent the associates and former associates during such interviews.
- > If AmerisourceBergen associates consent to an interview, they are required to be truthful.
- > If contacted by a government investigator, associates should obtain the name of the investigator, his agency affiliation and telephone number.

2. Subpoenas

- > A subpoena is an order directing a person to appear and testify at a given time and place. A subpoena may also order a person or a company to produce documents that are within his possession, custody and control.
- > AmerisourceBergen associates who receive a subpoena should immediately notify Regulatory Affairs by telephone (610-727-7108) and fax the subpoena to Regulatory Affairs (Fax number 610- 727-3650) so that an appropriate response can be prepared.
- > Associates should note when the subpoena was received, by whom and when the documents should be produced.

3. Search Warrants

- > If agents of the federal or state government serve AmerisourceBergen associates with a search warrant seeking access to company material, associates should cooperate with the agents but immediately contact the Legal Department (610-727-7404). Associates should ask the agents to wait before executing the search warrant until legal counsel can contact the agents directly.

- > The highest-ranking associate within the department should become the contact person for the agents.
- > The contact person should obtain identification from the agents in charge of executing the warrant and should also ask for a copy of both the search warrant and the affidavit submitted to the court in order to obtain the warrant. This information should be faxed to the Legal Department as soon as possible (Fax number 610-727-3643).
- > It is our policy to cooperate fully with government agents. It is critical that associates do not interfere with the agents in any way during a search or prevent them from accessing anything listed in the search warrant. To do so could constitute obstruction of justice.
- > The contact person should accompany the agents during the search.
- > The agents may ask associates questions during the search. Associates have the right to speak to agents or not speak to them. Associates also have the right to consult with counsel and to have counsel present if they decide to speak to the agents. Generally, AmerisourceBergen will provide counsel to represent associates during such interviews.
- > If agents take documents that are essential to the business, including computer files, associates should ask to make copies of those documents. Agents are not required to allow copies to be made and may refuse to do so.
- > Legal documents and other privileged or confidential documents may be part of the search. AmerisourceBergen may seek to have these documents excluded from the search.
- > The Legal Department will provide guidance about how privileged or confidential documents should be handled.
- > Before the agents leave the premises with anything they have seized, the contact person should obtain a detailed inventory from the agents of the materials they have seized. Associates are not required to sign a receipt for the inventory.
- > If a search warrant or subpoena is served, associates should not discuss such matters with the media or others inside or outside AmerisourceBergen.

RECORDS AND INFORMATION MANAGEMENT POLICY

Compliance Policy No. 3

Effective December 2007 – Revised January 2013

Introduction:

As part of its Code of Ethics and Business Conduct and its Compliance Program, AmerisourceBergen Corporation (the “Company”) has revised its Record Retention Policy. While the principles of this policy are integral to the Company’s Compliance Program and Code of Ethics and Business Conduct, it is also an important tool to manage the business operations of the Company properly.

This policy is consistent with the Company’s commitment that, as a principle of sound management, its business operations shall be conducted ethically, honestly and in a manner consistent with best practices. This Policy outlines the Company’s expectations for all of its associates in managing the retention of records (paper, electronic or otherwise) at the Company. All associates are required to abide by the standards set forth in this policy. The failure to do so may result in disciplinary action, including termination.

This policy is a general guide for associates to perform their record retention responsibilities. It cannot address every issue that may arise. More detailed procedural information, including, but not limited to, records management roles and responsibilities, records creation and capture, records storage and disposition, are included in the associated AmerisourceBergen Corporation Records Management Procedures Manual. You should seek guidance from your business unit’s Records Coordinator(s) or the Corporate Records Administrator when you need additional assistance. Further, each operating company/business unit may have additional policies and procedures that further clarify your record retention responsibilities. Certain contracts the Company has with its customers or contractors also may have independent records retention requirements.

Compliance with this policy and all applicable laws is a condition of employment. Yearly certification and acceptance of the AmerisourceBergen Code of Ethics and Business Conduct by each associate is a confirmation of compliance with the AmerisourceBergen Records Management Policy and Procedures.

1. Definition of Record. For the purpose of this policy, a “record” is defined as recorded information, regardless of medium, media or characteristics, made or received by AmerisourceBergen, that is evidence of operations, decisions, activities, policies and/or procedures and has operational, institutional or legal value to the Company requiring its retention for a specific period of time (which may include permanent retention).

Non-records are material or documents not considered to fall within the definition of a “record” above. Examples might include document drafts that have been superseded by official records, Instant Messages (IM) and external publications like trade journals or catalogs that are kept for purposes of reference or convenience. Non-record documentation does not appear on a records retention schedule and may be destroyed without authorization.

2. Records Ownership. AmerisourceBergen owns all records created or received by anyone working for AmerisourceBergen Corporation, its subsidiaries or affiliates.

References/Related Documentation:

AmerisourceBergen Corporation Records and Information Management Procedure Manual
AmerisourceBergen Corporation Record Retention Schedule

- 3. Records Retention Practices.** In general, records should be maintained only as long as necessary to comply with regulatory and legal requirements and the Company's business needs. The length of time for which a record must be maintained will depend upon the type of information contained in the record, rather than whether the record exists in a hardcopy or an electronic format. Once the retention period for the record set forth in the AmerisourceBergen Records Retention Schedule has passed, the record should be destroyed in accordance with the policies outlined below and procedures identified in the associated AmerisourceBergen Records and Information Management Procedure Manual.

Due to the volume of records that are created during the ordinary course of doing business, there are substantial costs and administrative burdens associated with excessive record retention. The costs of retaining unneeded records include wasteful use of file and storage space, additional expense incurred from outside records storage services and unnecessary burdens on the Company's electronic information systems.

- 4. Retention Schedule.** The AmerisourceBergen Corporation Records Retention Schedule (available to all associates on the Office of Compliance area of myabc.amerisourcebergen.com, through Records Coordinator(s) at each business unit or through the Corporate Records Administrator) is a schedule that provides the standards that all associates must follow in managing the Company's records. This schedule identifies, by business function, each major record classification by name, number and description, provides a list of example records and identifies the appropriate retention period for each record classification. If you have questions about the practice to be followed for the application of record classifications and retention periods, please consult with the Records Coordinator(s) for your business unit or department or contact the Corporate Records Administrator.
- 5. Record Storage Service.** In order to assist with the storage of inactive records, the Company maintains a national agreement with Iron Mountain, an external record storage service. Records that are not currently being utilized should be appropriately labeled and boxed for storage either in your business unit's offsite inventory with Iron Mountain or in onsite storage facilities at specified locations as approved by the Corporate Records Administrator. Boxes should be packed, indexed and labeled in accordance with the procedures set out in Section 7.0 - Record Storage Procedures of the AmerisourceBergen Procedures Manual. All identifying information should be sufficiently detailed to assist in locating these records in the future, if necessary. All records storage requests are to be managed by the designated Records Coordinator(s) for the specific business unit or department.
- 6. Electronic Communications.** This policy extends to electronic communications, which are defined as all communications and information transmitted, received or contained in the Company's business equipment or information systems, including email, facsimile transmissions and voicemail. Please refer to the AmerisourceBergen Electronic Communications Policy for additional guidance regarding company property and privacy, proper and prohibited use of electronic communications and email best practices.

- 7. Email Communications.** Email communications may be classified as “records” in the same way as hardcopy records and other electronic documentation. All emails containing essential business information are subject to the same guidelines and retention periods set forth in this policy and its associated procedure manual and retention schedules. In order to maintain the efficiency of the Company’s electronic communications systems, associates should delete junk and non-essential emails immediately, i.e., casual office communications, advertisement/solicitations, etc. Additional guidance regarding the appropriate use of electronic communications is located in the Company’s Electronic Communications Policy.
- 8. Prior Approval for Record Destruction.** When records reach the end of their required retention period according to the Records Retention Schedule, they must be approved for destruction unless there is a legitimate business reason to postpone that destruction. Destruction must take place systematically, following approved procedures set out in Section 8.0 – Disposition of Records of the AmerisourceBergen Records Management Procedures Manual. In many cases, the Company’s confidentiality concerns will warrant secure shredding of documents. Additional guidance on approved destruction methods may be found in Section 8.1.3 of the AmerisourceBergen Records Management Procedures Manual.
- 9. Legal Holds.** There are occasions in which records, including electronic communications that are otherwise scheduled for destruction, must be retained because of a “legal hold” placed on them. As soon as an associate receives notice of a legal hold, the destruction of relevant records, including electronic communications, must be suspended immediately.

A legal hold is issued where there is a current or reasonably anticipated litigation, audit, subpoena or government investigation that requires the suspension of normal disposition or processing of records. The legal proceeding or investigation does not necessarily have to be commenced for a legal hold to be initiated, so long as the proceeding is reasonably anticipated.

Records that are subject to litigation, government investigation, or audit cannot be destroyed even when permitted by the AmerisourceBergen Records Retention Schedule. When the Legal Department makes the determination that there is a possibility of litigation, audit, or governmental investigation at some point in the future by or against AmerisourceBergen, all regularly scheduled destruction of records associated with the action must be suspended immediately. To prevent these records from being inadvertently destroyed, a system of legal holds will be assigned to records subject to these legal constraints. Records that are under a legal hold order cannot be destroyed even when permitted by AmerisourceBergen’s Records Retention Schedule.

AmerisourceBergen’s Legal Department is the only body with the authority to issue or release a legal hold order that suspends the retention requirements for records. AmerisourceBergen’s Legal Department will maintain a listing of legal matters and related legal hold orders. Notice of a legal hold, which will identify the relevant documents covered by the notice, will be provided by the Legal Department to all appropriate personnel. All Company associates must follow the instructions set forth in the legal hold notice. The failure to do so may result in disciplinary action, including possible termination. Destroying, discarding, withholding, or altering records pertinent to a legal, governmental investigation, or audit action is a crime. Persons found guilty of such actions may be subject to disciplinary actions, including dismissal.

Legal holds are not to be used to permanently deviate from AmerisourceBergen's Records Retention Schedule. It is AmerisourceBergen's policy to lift legal hold orders as soon as the legal matter has been completed or the requirements of the special circumstances have been fulfilled.

Associates should address all questions about legal holds to the Legal Department.

- 10. Periodic Audits.** The Company will conduct periodic compliance audits of the records maintained by departments to ensure that all associates are following this policy, the associated procedure manual and records retention schedule and appropriate record retention practices.
- 11. Violations of Policy.** Any actual or suspected violations of the Company's Record Retention Policy should be reported to your supervisor and the Corporate Records Administrator immediately or can be made anonymously by calling The NETWORK Hotline at 800-241-5689.

If you have any questions about compliance with or implementation of this Record Retention Policy, please contact the Corporate Records Administrator at RecordsManagement@amerisourcebergen.com.

- 12. Amendments to Program Documentation.** The AmerisourceBergen Corporate Records Administrator is responsible making any amendments to the Records and Information Management Program documentation. This includes policy and procedure manual amendments, as well as the addition of any other records types not currently listed on the associated records retention schedule. Please address any questions and concerns with regard to amendments to the Program documents to RecordsManagement@amerisourcebergen.com.

INSTANT MESSAGING POLICY

Compliance Policy No. 4

Effective September 2007 – Revised January 2013

Purpose and Scope:

This policy describes the standards and policies pertaining to the use of instant messaging (“IM”) technology by Company personnel. This policy applies to the use over the Company network of the Company’s approved IM client, Microsoft Office Communicator, including use by regular and temporary employees, consultants and contractors of the Company. This policy supplements the Company’s Electronic Communications Policy.

Definition: For purposes of this policy, “IM communications” are all electronic communications created and transmitted via the Company’s approved IM client, Microsoft Office Communicator, that involve immediate correspondence between two or more users who are all online simultaneously.

Company Property and Privacy:

All IM communications are Company property. Associates should have no expectation that IM communications are private. The Company reserves the right to monitor, review, intercept and disclose ALL IM communications at anytime without notice.

Rules Governing the Use of IM:

Job-Related Purposes. IM communications are to be used strictly for job-related purposes.

Acceptable Use. IM communications should only be used for “non-business record” communications, i.e. for those communications that do not create operational, institutional or legal value to the Company. In particular, IM works best and should only be used for quick questions, updates, scheduling issues and for brief conversations. For complicated or critical messages, associates should use the telephone, send an email or conduct in person meetings with the parties involved.

Intra-Company Communication. IM communications should only be used for intra-company communications between ABC associates. IM communications with external third parties, including but not limited to, customers, vendors or suppliers is prohibited.

Approved IM Client. The Company’s IM client, Microsoft Office Communicator, is the only approved IM client for use on the ABC network. Associates are prohibited from downloading or using personal and unapproved IM clients, such as AOL Instant Messenger, Yahoo! Messenger or MSN, to transmit IM communications over the Company’s network.

Attachments. Associates are prohibited from attaching any file (including but not limited to video, audio or text file) to an IM communication. Associates are further prohibited from sending URLs/hyperlinks in the body of any IM communication.

Retention. Associates are prohibited from saving the contents of any IM communication either as a text file or through printing of the IM communication.

Prohibited Use:

Harassment. Company policies prohibiting sexual and workplace harassment are applicable to all IM communications. Communications containing inappropriate, threatening or offensive language, racial or ethnic slurs, sexual innuendo, etc., are strictly prohibited. Any use of IM communications perceived to be in violation of Company policies, or that reflects adversely on the Company, is prohibited and will subject the associate to appropriate discipline, up to and including termination.

Solicitation. Associates are prohibited from using IM communications to solicit for commercial ventures or to promote any religious, political or other non business-related causes.

Unauthorized Messages. Associates are prohibited from accessing or reviewing IM communications that are not distributed to them or have been obviously sent in error.

EMAIL MANAGEMENT AND RETENTION POLICY

Compliance Policy No. 5

Effective November 2011 – Revised January 2013

Purpose:

This document sets forth the policy of the Company for managing and preserving business records created using electronic mail (e-mail). It provides a legally defensible e-mail management and retention policy that brings us into compliance with legal and regulatory requirements, lowers our infrastructure costs, and improves our operational efficiency and effectiveness.

This policy sets forth minimum standards regarding such e-mail communications. Associates should consult any local policies regarding e-mail communications that are in place at your subsidiary, operating division or business unit that impose obligations or regulations in addition to those contained in this policy.

Scope:

This policy applies to any electronic mail messages created, received, retained, used or disposed of within the electronic mail system(s) of AmerisourceBergen Corporate & Drug Company (excepting Bellco and American Health Packaging) and is applicable to all AmerisourceBergen employees that are or may become users of such company-owned electronic mail systems. It is the intention of this policy to ensure Company associates are responsible for the management of all e-mail communications within policy guidelines. Compliance to this and other related policies on data management and security will create a cost-effective and secure environment for business usage of the Company's electronic communication systems.

Definitions:

Electronic mail or E-mail. For purposes of this policy, "electronic mail or e-mail" is an electronic message sent or received on a Company electronic mail system, including any attachments transmitted with the message.

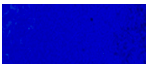
Electronic Mail Systems. For purposes of this policy, "electronic mail systems" means the Company's computer application used to create, receive, retain, transmit and store e-mail messages and other attached records.

Company Property and Privacy. All electronic mail and electronic mail systems, and all data residing therein are Company property. While limited, non-business use of the Company's electronic communications systems is permitted, associates should have no expectation that electronic communications—in this instance, e-mails—are private. Further details about the appropriate use of the Company's electronic communication systems are outlined in the Company's General Acceptable Use Policy (H.R. Policy 7.7) and the Electronic Communications Policy (Compliance Policy No. 1) which are incorporated herein by reference.

Management of Business Records Created or Received via E-Mail:

Electronic mail systems can transmit a wide variety of information. Therefore, the length of time an e-mail has to be retained varies according to the content of the e-mail. In short, the content, and not the medium, determines how long an e-mail has to be retained.

The Company's approved record retention schedule identifies the types of records that are created by the Company and the official retention period for each record type. Associates are to manage records and non-records in e-mail according to the AmerisourceBergen Record Retention Policy which is incorporated by reference herein.



Unless subject to a litigation hold, e-mail messages that are non-business records, as defined in the AmerisourceBergen Record Retention Policy, do not need to be retained and should be deleted from Company email systems once their immediate business need has expired (Zones 1 & 2 below).

Business records created or received in the Company email systems, through the process of conducting Company business, should be retained for their appropriate retention time frame as set forth in the AmerisourceBergen Record Retention Policy and in accordance with the procedure outlined below (Zone 3 below).

AmerisourceBergen has created a streamlined system for the management of e-mail messages in Microsoft Outlook via implementation of a “zoned” managed folder structure.

Email messages fall into three broad categories within the zoned structure:

	Description of email maintained in this Zone	Outlook Folders	Retention in Outlook
Zone 1	Casual and routine communications not rising to the level of a business record	Inbox, Sent & Drafts	30 Day retention*
Zone 2	User-definable subfolders	Managed Folder – Zone 2	1 year retention *
Zone 3	Rise to the level of a business record as defined by the ABC Record Retention Policy	Managed Folders – Zone 3	scheduled retention**

* calculated from date of the email creation/receipt

** each Zone 3 folder corresponds to a “function” on the ABC Record Retention Schedule and its corresponding user-defined subfolders are maintained in accordance with established retention periods

Associates may create any number of user-defined folders for categorization purposes:

1. under their Zone 2: Workspace Folders; or
2. under their Company-defined Zone 3 folders.

For specific guidance on the management of emails within Zones 2 and 3, refer to the **Managing Email** link on the ABC RIM Intranet page of myABC.com - <http://myabc.amerisourcebergen.com/content/departments/compliance/rim.html>

Roles & Responsibilities:

Integrated Business Services (IT Services)/IT Personnel:

- > Establish and maintain standards for e-mail account administration and storage allocations;
- > Manage automatic retention and deletion of e-mails in accordance with the specified retention periods above using the Symantec Enterprise Vault tool;
- > Provide the required end-user training and help desk support;
- > Manage email server implementation of legal holds that are issued by Company counsel;
- > Suspend automatic deletion processes as necessary to preserve specific electronic messages, records and information that fall within the scope of a legal hold;
- > Upon review and confirmation from immediate supervisor of departing associates, Purge Zones 1 & 2 and continue to retain Zone 3 emails within the email systems per prescribed durations.

Department Heads, Business Unit Managers and Supervisors:

- > Secure and provide retention guidance to associates under their direction. The guidance provided must be in accordance with this policy and the ABC Records and Information Management (RIM) Program;
- > Immediate Supervisors will be required to review email accounts with associates who voluntarily terminate employment, retire, transfer or who are demoted to ensuring that the e-mail records are properly classified within Zones and that working or convenience copies are disposed of in the correct manner. Following this review, the supervisor is responsible for confirming with IBS/IT personnel that the departing associate's Zone 1 & 2 email may be purged;
- > E-mail accounts for deceased or dismissed employees will be the responsibility of the last immediate supervisor;
- > Supervisors may contact their local HR Manager for a copy of the associate separation checklist.

All Associates who are originators and custodians of electronic mail messages:

- > Appropriately identify, classify and manage email messages in accordance with this policy;
- > Seek assistance from their respective supervisors when unsure about how to categorize specific types of messages.

Enforcement:

Any associate found to have violated this policy may be subject to disciplinary action, up to and including termination of employment.

ANTI-BRIBERY/ANTI-CORRUPTION POLICY

Compliance Policy No. 6

Effective January 2013

Purpose:

This policy establishes procedures and guidelines to ensure compliance with laws and regulations relating to bribes and other forms of corrupt payment and to maintain and cultivate further a culture of compliance and ethical behavior within AmerisourceBergen.

Policy:

The solicitation, acceptance, offer or payment, either directly or indirectly, of gratuities, bribes or kickbacks of any kind is strictly prohibited. No associate should give or accept gifts, benefits or entertainment from counterparties or individuals dealing with AmerisourceBergen or its subsidiaries if such gifts or benefits could influence a business decision or if they have significant value and have not been approved by the associate's supervisor or other appropriate officer of AmerisourceBergen. Agents, advisers and contractors should not be engaged unless they agree to conform to AmerisourceBergen's anti-bribery/anti-corruption policy and practices and procedures.

Scope:

his policy applies to all associates, agents, advisers, independent contractors and other intermediaries acting on behalf of AmerisourceBergen in all jurisdictions. AmerisourceBergen is committed to ensuring adherence to the highest legal and ethical standards and to communicating and enforcing this policy throughout the organization. Any breach of this policy is a serious matter that will likely result in disciplinary action and possibly dismissal.

Definitions:

AmerisourceBergen. For purposes of this policy, "AmerisourceBergen" refers to AmerisourceBergen Corporation and its subsidiaries, collectively and each in its individual capacity.

Bribe. A bribe is any offer, promise or payment of anything of value made directly or indirectly in order to obtain or retain business. The phrase "obtaining or retaining business" is interpreted broadly, such that the phrase encompasses more than the mere award or renewal of a contract but also includes any improper advantage.

Bribery. Bribery is a form of corruption. Defined simply, corruption is the misuse of entrusted power for private benefit. Every country in which AmerisourceBergen operates prohibits bribery. Most have specific legislation making it a criminal offense for any person or company to offer a bribe to a government official or other persons, or for an official or other such persons to receive a bribe.

Commercial Actor. A commercial actor includes any company, corporation, partnership or other legal entity and any officers, directors, shareholders, owners or employees thereof.

Foreign Official. For purposes of this policy, a foreign official includes any officer or employee of a foreign government, a public international organization, any department or agency thereof, any state university or institution, any person acting in an official capacity or any political officer, employee or candidate for public office. In many foreign countries in which AmerisourceBergen does business, the employees of hospitals, clinics and pharmacies are considered government employees.

Laws Relating to Bribery and Corrupt Payments:

This section of the policy presents an overview of laws on bribery and corrupt payments.

Applicable Laws. While particular laws may have limited jurisdictional reach or apply only in certain circumstances (e.g., the U.S. Foreign Corrupt Practices Act of 1977 (FCPA) applies only to payments to foreign officials), AmerisourceBergen operates globally and is potentially subject to laws or regulations that prohibit bribery and corruption in all circumstances under which AmerisourceBergen operates. Therefore, AmerisourceBergen demands that its associates, agents, advisers and contractors everywhere comply with all applicable laws, including anti-bribery and anti-corruption laws, in the U.S., the U.K. and wherever else AmerisourceBergen operates.

Generally, whether under U.S., U.K. or other laws, it is unlawful to pay a bribe to obtain or retain business. This includes paying a bribe to a foreign official, any commercial actor, or any other person, while knowing or having reason to know that the offer or payment ultimately will go to either a foreign official or commercial actor.

Regulators Increased Focus. U.S. and U.K. regulators are paying greater attention to bribery and corruption issues in the business context. Thus, AmerisourceBergen needs to emphasize and reemphasize its commitment to maintaining its adherence to the highest legal and ethical standards.

Government Actions for Violations. The consequences for AmerisourceBergen and an associate for violating anti-bribery and anti-corruption laws or this policy could be very serious. If you violate these laws or this policy, penalties could include:

- > Criminal and civil enforcement actions and fines against AmerisourceBergen and you;
- > U.S. jail sentences of up to five (5) years imposed on you;
- > U.K. jail sentences of up to ten (10) years imposed on you; and
- > Your potential dismissal from AmerisourceBergen.

Private Parties' Actions for Violations: You should note that private parties, including AmerisourceBergen's competitors, could also bring U.S. civil actions against AmerisourceBergen and you in relation to deals achieved as a result of bribery. For example, private plaintiffs relying on a breach of the FCPA could be entitled to recover triple damages under the U.S. Racketeer Influenced and Corrupt Organizations Act.

Practices and Procedures

This section sets out how anti-bribery and anti-corruption laws should be applied to your day-to-day business dealings on AmerisourceBergen's behalf. The criminal and civil prohibitions on bribery mean that you must observe the following practices and procedures at all times.

1. Bribes

You must never solicit, accept or offer, either directly or indirectly, gratuities, bribes or kickbacks of any kind. This includes money, loans, special privileges, personal favors, entertainment, benefits and services.

2. Facilitation Payments

Small payments paid to facilitate routine government action, often called “facilitation payments,” may be legal under the law of some countries. It is AmerisourceBergen’s policy not to conduct, complete or be involved in activities that are, by rule or regulation, illegal in any country.

The rules regarding facilitating payments are complex and you should not make any determination of the propriety of any such payments without consultation with and approval from the Chief Compliance Officer or Chief Compliance Counsel.

3. Gifts and Entertainment

AmerisourceBergen is committed to the principle that we will not use gifts or other incentives to improperly influence relationships or business outcomes. In no event shall you offer or accept personal or unauthorized business courtesies to or from any customer or supplier for the purpose of or in exchange for:

- > obtaining favorable treatment or with a view toward securing a contract;
- > securing favorable treatment with respect to the formulation of requests for proposal or bids;
- > awarding or amending any contract; or
- > making a determination with respect to AmerisourceBergen’s performance of its obligations under an existing contract.

Except when dealing with government officials and employees and health care professionals, you may pay for reasonable business related meals, refreshments, and/or entertainment expenses for customers and suppliers that are:

- > incurred only occasionally;
- > not requested or solicited by the customer or supplier;
- > not intended to or could not reasonably be perceived as affecting business decisions; and
- > valued at US \$100.00 or less.

You may provide gifts, meal and other benefits to health care professionals, including purchasing officers of nongovernment-owned hospitals or pharmacies, only under limited circumstances and in accordance with AmerisourceBergen’s *Marketing Code of Conduct - Gift Policy*.

You are prohibited from offering or giving, directly or indirectly, government officials and employees anything of value that is prohibited by applicable law and agency regulations relating to standards of conduct for such governmental officials and employees. You must contact the Chief Compliance Officer or Chief Compliance Counsel before offering or giving any gift or benefit to any government officials or employees.

You must obtain approval from the Chief Compliance Officer before making any charitable donation, customer raffle or sponsorship request.

Under no circumstances can you make payments of cash or cash equivalents to any person or entity.

You may accept gifts from, or have travel, living and entertainment expenses paid by, a person or entity doing or seeking to do business with AmerisourceBergen only if the value of such gift or expense is nominal (less than US \$100).

- > You must obtain advance written approval from your direct supervisor and, in some cases, the Chief Executive Officer before accepting gifts or payment of travel, living and entertainment expenses of significant amounts from anyone doing or seeking to do business with AmerisourceBergen as set forth in the table below.

Gift/Travel/Living Entertainment Value	Allowed
US \$0 - \$100	Yes
US \$101 - \$500	Yes, with advance written approval of supervisor
US \$501 & Above	Yes, with advance written approval of supervisor & either General Counsel or CEO

- > You are restricted or entirely prohibited from accepting cash and other benefits from any person or entity currently doing business with, or seeking business from, AmerisourceBergen as set forth in the table below.

Cash or Benefit	Allowed
Cash Payment or Cash Equivalent	No
Honorariums	No, unless paid over to the Company
Loan or Guarantee (other than loans from banks at arms-length rates)	Yes with advance written approval of supervisor & either General Counsel or CEO
Vendor-Sponsored Trade Show, Event or Seminar (excluding travel or living expenses)	Yes with advance written approval of supervisor

- > Directors of AmerisourceBergen generally may not accept gifts or benefits without approval of AmerisourceBergen's General Counsel, the Governance and Nominating Committee or the full Board of Directors.

4. Agents, Advisers and Independent Contractors

The use of agents, advisers or independent contractors does not absolve you or AmerisourceBergen from responsibility since actions undertaken by such agents, advisers or independent contractors in support of AmerisourceBergen business may be legally attributable to AmerisourceBergen. Therefore, agents, advisers or independent contractors, especially those dealing with government entities or authorities, including without limitation licensing ministries and customs, should be made aware of AmerisourceBergen's anti-corruption policy and may be called upon to certify their awareness in writing to AmerisourceBergen. Their services should not be engaged if they are not willing to conform to AmerisourceBergen's policy and practices and procedures. All fees paid to agents, advisers or independent contractors should be commensurate with the services performed and be covered by a written contract. AmerisourceBergen has adopted additional practices and procedures specifically addressing the selection and retention of third-party agents to ensure compliance with anti-bribery and anti-corruption laws as discussed below in 8. Supporting Compliance Documentation.

5. Joint Ventures

Joint venture partners must conform to all applicable anti-bribery and anti-corruption laws, including those in any applicable U.S. and U.K. law, even if the joint venture contract is not governed by the laws of either country. Failure by joint venture partners to observe such laws could create liability exposure for AmerisourceBergen, as the acts of the joint venture partners could be legally attributable to AmerisourceBergen.

6. Contracting and Procurement

AmerisourceBergen's procurement procedures should reflect ethical business practice and should be applied consistently with bidders and contractors. AmerisourceBergen has adopted additional practices and procedures for associates to follow in selecting, engaging and monitoring the activities of any agent, consultant, business partner, contractor or other intermediary as discussed below in 8. Supporting Compliance Documentation.

7. Record Keeping

All transactions must appear accurately and properly on AmerisourceBergen's books and records. They must be carried out pursuant to current AmerisourceBergen internal control requirements.

No false, inaccurate or misleading entries shall be made in the books of AmerisourceBergen.

"Off-the-books" accounts and/or "slush funds" shall not be established for any purpose.

No false or misleading information shall be submitted on any invoice, billing statement or claim submitted to a patient, customer, governmental healthcare program or any other third-party payer for payment.

Strict adherence to established AmerisourceBergen procedures for opening and closing bank accounts is also necessary to ensure proper control over disbursements of funds.

8. Supporting Compliance Documentation:

To further assist associates in compliance with this policy, AmerisourceBergen has adopted specific practices and procedures for engaging third-party agents, contractors and advisers and for monitoring and assessing risks of violations of anti-bribery and anti-corruption laws. The following documents set forth such practices and procedures and comprise the "Supporting Compliance Documentation" which may be obtained through Chief Compliance Counsel.

- > Letter Agreement for International Courier Agent (Template)
- > Third Party Agent Questionnaire (Foreign and Domestic Agents)
- > Engagement of Third-Party Agents
- > Anti-Bribery & Corruption Internal Audit Assessment Program
- > Regulatory Risk Assessment Questionnaire

Guidance: Reporting Bribes and Other Corrupt Practices

You may, on occasion, be faced with situations where what is acceptable and what is unacceptable will not be clear. Laws differ from country to country and sometimes within a country. Recognizing the difficulties you may face, we have designated a Chief Compliance Officer and Chief Compliance Counsel to provide guidance.

In addition, if you ever have a concern that the making or the receipt of a monetary payment or anything else might be improper, then you must report that concern to the Chief Compliance Officer or Chief Compliance Counsel.

The Chief Compliance Officer and Chief Compliance Counsel may be reached as follows:

Chief Compliance Officer

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: 1+ 610 727-7444
Fax: 1+ 610-727-3643

czimmerman@amerisourcebergen.com

Chief Compliance Counsel

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: 1+610-727-7102
Fax: 1+ 610-727-3612

mfox@amerisourcebergen.com

The reporting of a suspected bribe or corrupt payment or any other suspected violation of anti-bribery/ anti-corruption law is mandatory. If you suspect such activity, you must report it to the Chief Compliance Officer or the Chief Compliance Counsel immediately.

Enforcement

AmerisourceBergen regards any violation of applicable anti-bribery and anti-corruption laws or the practices, procedures and guidelines contained in this policy as a very serious matter. Dismissal may follow if reasonable grounds exist for demonstrating any such violation of the law or this policy or deliberate or grossly negligent conduct. AmerisourceBergen will not hesitate to invoke the law or its policies if necessary. However, it will ensure that suspected violations are objectively investigated and any person involved will have the right to state his/her case.

ACKNOWLEDGMENT OF RECEIPT AND UNDERSTANDING

I certify that I have received and reviewed the AmerisourceBergen Corporation Code of Ethics and Business Conduct. I understand the Code represents AmerisourceBergen policy and that, by signing my name below, I am certifying that I am familiar with and will comply with the requirements of this Code.

I know it is my right and my responsibility to seek guidance on ethics and compliance issues when I am uncertain about which actions to take. I will immediately report violations or suspected violations to my supervisor, the Compliance Officer for my subsidiary or operating group, the Chief Compliance Officer, the Chief Compliance Counsel or the General Counsel. I understand that I may report violations or suspected violations anonymously through the **NETWORK Hotline** by reporting online or via phone as listed throughout the Code.

I will fully cooperate in all AmerisourceBergen investigations of conduct that may violate the Code.

I certify that I have reviewed the sections of the Code that require disclosure to, and waiver by, AmerisourceBergen of certain outside employment relationships or ownership interests and have submitted the required Code of Ethics and Business Conduct Approval/Authorization form that is available on the Compliance website at: http://myabc.amerisourcebergen.com/content/departments/compliance/compliance_related_policies_forms.html.

I certify that as of the date hereof, I am not aware of any violations of applicable law or the Code or otherwise reportable conduct or event unless they are identified below. I further certify that I have previously reported to the appropriate supervisor or officer any violations or suspected violations of applicable law or the Code or otherwise reportable conduct or event of which I became aware prior to the date hereof.

I certify that I have reviewed Compliance Policy No. 3 – *Records and Information Management Policy*, Compliance Policy No. 5 – *Email Management and Retention Policy* and Compliance Policy No. 6 – *Anti-Bribery/Anti-Corruption Policy*, which are attached to the Code. I understand that such Policies represent AmerisourceBergen policy and that, by signing my name below, I am certifying that I am familiar with and will comply with the requirements of such policies.

If I am in a management position and have any contractors (i.e., individuals providing professional services in a contracted capacity for periods of 90 days or more) reporting to me, I certify that all such contractors have reviewed, understand, and are in compliance with the Code and have signed a copy of this acknowledgment which I will keep on file.

Signature: _____ Date: _____

Printed Name: _____

ABC Business Location: _____



COMMITMENT THAT
COUNTS | **EMPOWER**



1300 Morris Drive
Chesterbrook, PA 19087
www.amerisourcebergen.com