



Code of Ethical Conduct

In my role as a financial leader at Eli Lilly and Company,

I recognize that financial management holds an important and elevated role in corporate governance. I am uniquely capable and empowered to ensure that stakeholders' interests are appropriately balanced, protected and preserved. Accordingly, this Code provides principles to which financial management is expected to adhere and for which I will be an advocate. The Code embodies rules regarding individual responsibilities to the company (including management and fellow employees), relevant business partners, the public, shareholders and other stakeholders (collectively referred to as "constituents").

I adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct.

To the best of my knowledge and ability:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. I provide constituents with information that is accurate, complete, objective, relevant, timely and understandable. I routinely disclose information to all relevant constituents, both positive and negative, that is necessary to present an accurate picture of our financial status and to ensure the effective running of our business.
3. I comply with rules and regulations of federal, state, provincial, local and national governments, and other appropriate private and public regulatory agencies. I notify the General Auditor at corporate headquarters if I am aware of any violations of laws or regulations, frauds or defalcations.
4. I act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. I respect the confidentiality of information acquired in the course of my work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work is not used for personal advantage.
6. I share knowledge and maintain skills important and relevant to my constituents' needs.
7. I proactively promote ethical behavior as a responsible partner among peers and subordinates in my work environment and community. I promote and provide a safe environment for subordinates to report unethical/inappropriate behavior or suspected fraud and will not condone or accept any retribution against those subordinates for reporting these activities.
8. I achieve responsible use of and control over all assets and resources employed by or entrusted to me. I recognize my fiduciary duties in the ensuring of effective internal control systems and a control environment necessary to protect those assets and resources employed by or entrusted to me. I notify the General Auditor and Chief Accounting Officer if I am aware of any material weakness in the design or operation of internal controls which could adversely affect the ability to record, process, summarize, and report financial data.
9. I have read, understand and model the behaviors called for in "The Red Book", Lilly's standards of business conduct, and act as an advocate to ensure compliance with the Red Book in all areas within my span of control.