



Code of Business Conduct

"Values ... are really the heart of the matter. They tell us who we are, how we should behave, where we should be going ... Values are, quite simply, the core of both [people] and institutions."

Eli Lilly, Grandson of Founder

"As to the future of this business – it was founded and built on quality and integrity. Don't ever do anything to detract from its integrity. If we continue to work and follow these same principles, there are no limits to where we can go."

J. K. Lilly, Sr., Son of Founder

For over 125 years, the people of Lilly have approached the company's business with a profound sense of responsibility to all who are affected by our business – patients, physicians, health care providers, shareholders, suppliers and business partners, employees, and the communities in which we operate. Our actions are grounded in the core values of integrity, excellence, and respect for people.

Our code of conduct is set forth in two main documents:

- [The Red Book](#), a comprehensive code of ethical and legal business conduct applicable to all employees worldwide and to our Board of Directors
- [Code of Ethical Conduct for Lilly Financial Management](#), a supplemental code for our chief executive officer and all members of financial management that recognizes the unique responsibilities of those individuals in assuring proper accounting, financial reporting, internal controls and financial stewardship.

All employees are responsible for adherence with these standards. Compliance is monitored by management and various quality and compliance groups, and is overseen by the audit and public policy committees of the Board of Directors. Any waiver of a requirement of these standards for an executive officer or Board member of the company must be approved by the Board of Directors or a committee of the Board and shall be promptly disclosed to shareholders.