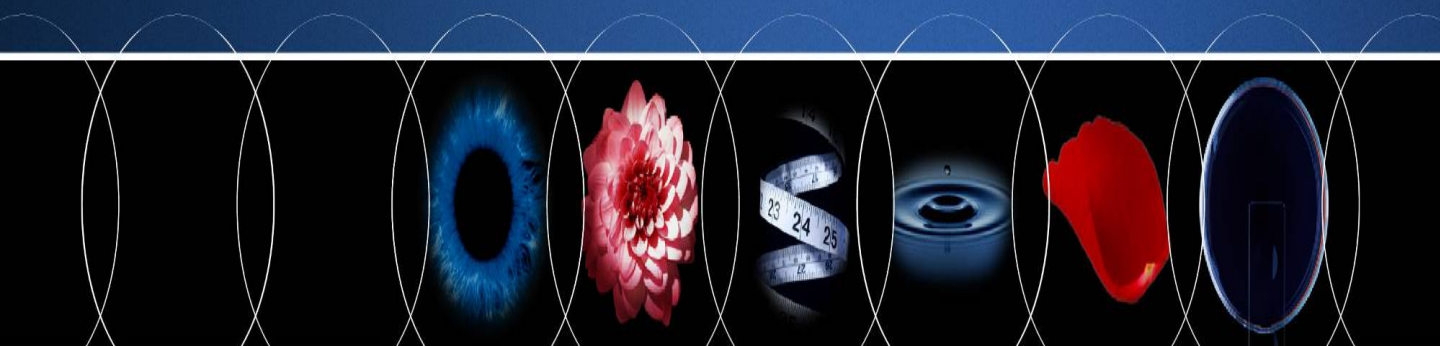




Our pursuit. Life's potential.™

# CODE OF BUSINESS CONDUCT AND ETHICS

## 2011



# Letter from the Chief Executive Officer

A large part of Allergan's success may be attributed to our reputation in the marketplace for the quality and safety of our products and for the values and principles that guide our business relationships, including our strong sense of ethics. This Code of Business Conduct and Ethics represents our formal commitment to the principles of honesty, integrity, and fairness in everything we do, so that as a company our activities reflect positively on our stockholders, the marketplaces we serve, the community, and on ourselves. These principles are not new at Allergan. They are simply the restatements of our long-standing policy that all business conducted by Allergan employees and representatives will be conducted ethically and in compliance with all applicable laws.

One simple reason for upholding the law is that our continued success as a company depends on it. In the health care business, any legal or ethical violation has the potential to harm patients and damage our reputation. I believe that the best reason for abiding by the law and the principles contained in this Code of Business Conduct and Ethics is that it is simply the right thing to do. We all want to work for a company that we believe consistently strives to do the right thing. The best way to ensure that Allergan does the right thing is for each employee to obey the law in his or her own job responsibilities and to help others do what is right. This also means that managers have a responsibility to create a work environment where employees are encouraged to do the right thing and where overly aggressive business goals do not win-out over ethics.

I know that we have hired talented people of high integrity. But in a world that is diverse, competitive and complicated, doing the right thing may not always be painless or clear. Still, at Allergan, it is what we are committed to do – always. I hope that this Code of Business Conduct and Ethics serves as a guide to help you make the right decision at all times for Allergan.

Allergan managers are responsible for discussing the ethical principles and business practices in this booklet with all employees in their organizations and for ensuring that its provisions are understood and complied with. Each employee also has direct personal responsibility for following the provisions of the business practices in this booklet and for taking the initiative to seek help or clarification to avoid unethical or illegal business decisions.

Your manager or supervisor is your first source of counsel on ethical matters. Other resources who can provide guidance and advice are identified on the following page.

Remember . . . **THERE IS NO RIGHT WAY TO DO A WRONG THING.**

Sincerely,

David E.I. Pyott,  
Chief Executive Officer

# For More Information\*

For guidance in specialized areas, the following Allergan resources are also available to you.

Chief Compliance Officer	Swanson_Rose-Karen@allergan.com	714-246-6252
Compensation, Benefits & Systems	Burns_Kathleen@allergan.com	714-246-4838
Compliance Operations	Browning_Victoria@allergan.com	714-246-6325
Controller	Barlow_James@allergan.com	714-246-4815
Environmental Health and Safety Department	Whaley_Michael@allergan.com	714-246-5492
EthicsHelp Hotline (anonymous)		888-645-0090
Ethics Officer	“Ask the Ethics” Officer on the Portal	714-246-3800
Government Operations Department	Reno_Ed@allergan.com	714-246-6491
Human Resources Department		
North America	Mosher_Lisa@allergan.com	714-246-5656
R&D, Technical Ops, Corporate	Thiessen_Donna@allergan.com	714-246-4803
Europe	Gillen_Martin@allergan.com	44-1628-494173
Asia Pacific	Nash_Stephanie @allergan.com	65-6411-0637
Latin America	Gallinaro_Cristina@allergan.com	55-11-3048-0540
Global Trade Compliance Department	Volner_William@allergan.com	714-246-6716
Internal Audit Department	White_Brent@allergan.com	714-246-5592
Investor Relations Department	Hindman_Jim@allergan.com	714-246-6533
Legal Department	Pinkston_Arnold @allergan.com	714-246-5755
Public Relations Department	Vanhove_Caroline@allergan.com	714-246-5134
Quality Assurance Department	Murphy_Robert@allergan.com	714-246-4337
Regulatory Affairs Department		
Global Safety	Watton_Cheryl@allergan.com	714-246-6218
Global Regulatory Affairs	Spivey_Richard@allergan.com	714-246-6781
International Regulatory Affairs	Chappell_Carole@allergan.com	44-1628-494198
Allergan Medical	Krattenmaker_Bruce@allergan.com	805-961-5422
Security Department	Ogura_Douglas@allergan.com	714-246-4675

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# INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) contains general guidelines for conducting Allergan’s business consistent with the highest ethical standards. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers, employees, independent consultants and agents, wherever they are located and whether they work for Allergan on a full- or part-time basis, and any natural person who owns a 5% or greater interest in Allergan or who acquired an ownership interest through any means other than public trading. For ease of reference, we refer to all persons covered by this Code as “Allergan employees” or simply “employees” (although this Code also applies to any of our agents, independent consultants, contractors, and subcontractors). We also refer to our Chief Executive Officer, our Chief Financial Officer and our Controller as our “Principal Financial Officers.” We also refer to healthcare providers as (“HCPs”).

No policy or code can address every situation that you may face while working at Allergan. There are many policies and procedures not covered in this Code that govern practices at Allergan and affect the way you are to perform your role as an employee of Allergan. For example, we have a detailed employee handbook, a comprehensive Healthcare Law Compliance Manual, policies governing Good Manufacturing Practices or “GMP”, and a policy governing Adverse Events Reporting. Additionally, the Finance Department publishes a Financial and Accounting Policies and Procedures Manual and the North America Shared Services Center has a Business Travel and Expense Reimbursement Policy covering employees in North America. These and similar policies, while not part of this Code, provide additional guidance on appropriate Allergan practices and procedures. This Code in no way takes the place of or modifies other more detailed written policies. Instead, this Code is intended to give general guidance on ethical standards that Allergan expects all employees to follow.

# INTRODUCTION

**IF YOU HAVE ANY QUESTIONS OR DOUBTS WHETHER AN ACTIVITY IS CONSISTENT WITH ALLERGAN'S HIGH ETHICAL STANDARDS, PLEASE SEEK HELP. WE URGE YOU TO CONTACT YOUR SUPERVISOR FOR HELP FIRST. IF YOUR SUPERVISOR CANNOT ANSWER YOUR QUESTION OR IF YOU DO NOT FEEL COMFORTABLE CONTACTING YOUR SUPERVISOR, WE URGE YOU TO CONTACT YOUR HUMAN RESOURCES MANAGER. IN ADDITION, YOU MAY ALWAYS CONTACT ALLERGAN'S CHIEF COMPLIANCE OFFICER OR CALL OUR ETHICSHelp TELEPHONE LINE (1-888-645-0090), WHICH IS AVAILABLE 24 HOURS A DAY TO MAKE ANONYMOUS INQUIRIES AND REPORTS, OR ANY OF THE OTHER RESOURCES LISTED AT THE FRONT OF THIS CODE.**

All questions and reports of known or suspected violations of the law or this Code will be treated with sensitivity and discretion. Allergan will protect your confidentiality to the extent possible consistent with the law and Allergan's need to investigate your concern. Allergan strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. A complete description of Allergan's confidentiality and policy against retaliation can be found later in this Code under the section entitled "Compliance with the Code."

# CODE OF BUSINESS CONDUCT AND ETHICS

## COMPLIANCE WITH LAWS AND REGULATIONS

Allergan has established and will maintain policies and procedures and other programs to ensure compliance with the law and with company policies. These programs include, among other things, this Code, the Allergan Healthcare Law Compliance Program, the Allergan Foreign Corrupt Practices Act (“FCPA”) Program, training programs on various laws and Allergan policies, annual certificates of compliance for key employees, and the EthicsHelp hotline. In the United States, Allergan complies with all requirements under the federal healthcare program and those established by the U.S. Food & Drug Administration (“FDA”), including ensuring that all marketing, selling, promoting, researching, developing, providing information about, and advertising our products are done in accordance with applicable laws and regulations.

Employees are expected to know and observe federal healthcare program, FDA, and other applicable laws and regulations, this Code and Allergan policies and procedures. Doing so is a condition of employment for each Allergan employee. Failure to do so could subject an employee and Allergan to sanctions, could harm Allergan’s reputation and competitive position, and could result in disciplinary measures up to and including the termination of employment.

## QUALITY

Allergan is committed to producing the highest quality products. Allergan will comply with all laws and regulations regarding the safety and efficacy of its products and the standards for its manufacturing operations. Each employee must report any concern that relates to quality standards to his or her supervisor, to the Quality Assurance Department or to the Chief Compliance Officer either directly or through the EthicsHelp hotline.

## CLINICAL AND REGULATORY AFFAIRS

Allergan products are heavily regulated by governmental agencies, health ministries, and other regulatory agencies worldwide. Employees are responsible for ensuring compliance with worldwide clinical and regulatory standards, including conduct of clinical studies, marketing approvals, good manufacturing practice requirements, labeling and advertising controls, and other mandated product regulations. Each employee must report any concern involving these areas to his or her supervisor, to the Regulatory Affairs Department or to the Chief Compliance Officer either directly or through the EthicsHelp hotline.

# CODE OF BUSINESS CONDUCT AND ETHICS

## CONFLICTS OF INTEREST

Employees owe a duty of undivided business loyalty to Allergan. This duty is breached when an employee engages in activities that cause a conflict of interest. A conflict of interest occurs when an employee's private interest, or the private interest of a family member of an employee, interferes or appears to interfere in any way with the interests of Allergan as a whole. You should actively avoid any private interest that may influence your ability to act in the interests of Allergan or that makes it difficult to perform your work objectively and effectively. While conflicts of interest can take many forms (not all of which can be addressed in this Code), the following are examples of situations (applicable to both an employee or a family member of an employee) that are likely to present a conflict of interest:

- Outside Employment. Employment by, service as a director of, service as a consultant to, or the provision of any services to any company that is a material customer, supplier, competitor or business partner of Allergan. Please contact the Legal Department to determine whether a company is a material customer, supplier, competitor or business partner of Allergan.
- Improper Personal Benefits. Receipt of improper personal benefits or favors as a result of an employee's position with Allergan.
- Financial Interests. Holding a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier or competitor of Allergan, or any company Allergan has, or is planning to have, an alliance or other business relationship with. Please contact the Legal Department to determine whether you hold a significant financial interest and/or whether a company is a material customer, supplier, competitor or business partner of Allergan.
- Loans or Other Financial Transactions. Obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company that is a material customer, supplier or competitor of Allergan. This guideline does not prohibit arms-length transactions with recognized banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. Serving on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of Allergan.

Employees must fully and immediately disclose to their supervisor and the Legal Department any situation concerning or relating to themselves or a family member that might give rise to a potential conflict of interest or the appearance of a conflict of interest. Your supervisor and the Legal Department will work with you to determine whether you have a conflict of interest and, if so, how best to address it.

# CODE OF BUSINESS CONDUCT AND ETHICS

## **Family Members and Conflicts of Interest**

If a member of your family is an employee of, has a significant financial interest in, obtains loans or guarantees of personal obligations from, or enters into any other personal financial transaction with any company that is a material customer, supplier or competitor of Allergan, you are required to disclose this to your supervisor and the Legal Department and you are prohibited from participating in business decisions with respect to such company. Please contact the Legal Department to determine whether a company is a material customer, supplier or competitor of Allergan. It is also inappropriate for you to discuss Allergan's confidential information with members of your family that have such conflicting interests. For purposes of this Code, "family members" or "members of your family" include your spouse or life-partner, brothers, sisters and parents, in-laws and children, whether such relationships are by blood or adoption.

## **Corporate Opportunities**

As an Allergan employee, you have an obligation to advance Allergan's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity that is in Allergan's line of business that you wish to pursue, you must disclose to your supervisor the terms and conditions of such business opportunity before pursuing it. Your supervisor will contact the Legal Department and appropriate management personnel to determine whether Allergan wishes to pursue the business opportunity. If your supervisor informs you that Allergan has elected not to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code, including rules requiring the avoidance of a conflict of interest. An executive officer or member of the board of directors who wishes to pursue a business opportunity that is in Allergan's line of business must first fully present the business opportunity to the board of directors. If the board of directors elects not to pursue the business opportunity, the executive officer or member of the board of directors may pursue the business opportunity in his or her individual capacity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code, including rules requiring the avoidance of a conflict of interest.

# CODE OF BUSINESS CONDUCT AND ETHICS

## GIFTS AND ENTERTAINMENT

Gifts and entertainment may be provided to HCPs in the United States only in compliance with Allergan's Healthcare Law Compliance Program. That program addresses the limits and conditions imposed on such activities by (1) the Pharmaceutical Research and Manufacturers of America (PhRMA) Code on Interactions with Healthcare Professionals, (2) the Advanced Medical Technology Association (AdvaMed) Code of Ethics for Interactions with Healthcare Professionals, (3) applicable Federal and State laws, and (4) Allergan's internal policies and procedures. If you interact with HCPs in your job, you must understand and abide by the requirements of the Healthcare Law Compliance Program, the PhRMA Code, the AdvaMed Code, applicable laws, policies and procedures. Gifts and entertainment may be provided to HCPs outside the United States only in compliance with local laws and regulations and this Code (see "Improper Payments and International Trade Compliance").

Providing gifts and entertainment to or receiving them from anyone else may constitute a conflict of interest and should be approached as such (see "Conflicts of Interest"). With respect to non-HCPs, it is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed, in whole or in part, as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expense reports. If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See "Improper Payments and International Trade Compliance" for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Legal or Compliance Department, which may require you to donate the gift to an appropriate community organization.

If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor, the Legal or Compliance Department for additional guidance. Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the United States or of any state or local government. If you have any questions in this area, please contact your supervisor, the Legal or Compliance Department for additional guidance.

# CODE OF BUSINESS CONDUCT AND ETHICS

## COMPANY RECORDS

Allergan employees and entities shall maintain complete, non-misleading, accurate, and reliable company records and accounts in all material respects. Doing so is necessary not only to comply with applicable laws and Allergan policies, but to ensure the integrity of our business operations. Accurate and reliable records are crucial to Allergan's business. Our records are the basis of our earnings statements, financial reports and other public disclosures and are the source of essential data that guides business decision-making and strategic planning. Our "Company Records" include booking information, payroll, timecards, travel and expense reports, accounting and financial data, measurement and performance records, customer and vendor records, design and engineering records (including facilities and plant designs) and electronic data files and e-mails related to the foregoing. There is never a reason to make or to allow false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our policies in this regard. Please refer to Allergan's Global Record Retention Policy regarding your obligations to maintain records and contact the Legal Department if you have any questions regarding this or other matters involving proper maintenance of Company Records.

## ACCURACY AND TIMELINESS OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a publicly-traded company, we are required to report our financial results, financial condition and other business information to the public and the U.S. Securities and Exchange Commission (the "SEC"). We are also subject to various securities laws and regulations. It is Allergan's policy to timely disclose accurate and complete information regarding our business, financial condition and results of operations in documents that we file with, or submit to, the SEC and in other public communications made on Allergan's behalf. Inaccurate, incomplete or untimely reporting may severely damage Allergan and could result in legal liability.

Our Principal Financial Officers bear the primary responsibility for ensuring accurate, complete and timely disclosure. However, all employees are expected to comply with the standards set forth by applicable law and in this Code, and must neither participate in nor tolerate improper financial reporting. Evidence of improper financial reporting should be reported to Allergan's Legal Department immediately. Examples of evidence that should be reported include:

- financial results that are inconsistent with the performance of underlying business transactions;
- inaccurate Company Records, such as overstated expense reports or erroneous invoices;
- transactions that do not have a good business purpose; and
- requests to circumvent ordinary review and approval procedures.

# CODE OF BUSINESS CONDUCT AND ETHICS

Along with Allergan's Principal Financial Officers, those employees working in Allergan's finance and accounting departments (including local and regional controllers) have a special responsibility to ensure that all of Allergan's financial disclosures are full, fair, accurate, timely and understandable. Such individuals must understand and strictly comply with generally accepted accounting principles and policies adopted by Allergan and all global standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## **INSIDER TRADING**

Allergan employees are prohibited from engaging in illegal insider trading. Illegal insider trading is trading in Allergan stock while in possession of material non-public information about Allergan. Disclosure of such information to another person is also prohibited. Similar restrictions apply to trading in the stock of another company on the basis of material non-public information acquired by an employee through his/her employment at Allergan. Such conduct is illegal and could subject the employee and Allergan to sanctions. Generally, information is considered "material" when it is the kind of company information a reasonable investor would consider important in determining whether to buy or sell a company's stock. However, determining when something is considered "material non-public information" can often be difficult. If you have any questions or concerns regarding this topic, you should refer to Allergan's Insider Trading Policy and, if in doubt, contact the Legal Department before trading in Allergan stock.

## **CONFIDENTIAL INFORMATION**

Confidential information must not be shared with others outside Allergan except pursuant to approved business relationships or legal mandate. The safeguarding of confidential information by employees is critical for strategic, competitive, and legal reasons. Confidential information is information that is not generally known outside Allergan, including business plans, marketing and sales programs and data, customer information, product development plans, trade secrets and other intellectual property, undisclosed transactions, design and engineering specs, computer files, personal information about Allergan employees and any other information about Allergan and its operations not within the public domain or that is specifically designated as "Confidential" by Allergan. In addition, Allergan employees may not misappropriate and/or misuse confidential information from third parties, including competitors. An employee's obligation to protect confidential information continues after he or she leaves Allergan. Please contact the Legal Department if you have any questions or concerns about protecting Allergan's confidential information.

# CODE OF BUSINESS CONDUCT AND ETHICS

## **FAIR DEALING**

Allergan competes vigorously but fairly and in compliance with the law. All employees should deal fairly with fellow employees and with Allergan's customers, suppliers, competitors and other third parties. In particular, Allergan is committed to dealing with customers fairly, honestly and with integrity. The information we supply to customers must be current, accurate and complete to the best of our knowledge. Side-letters or agreements are not permitted by Allergan. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **PROTECTION AND USE OF COMPANY ASSETS**

Employees should protect Allergan's assets and ensure their efficient use for legitimate business purposes. As part of these efforts, Employees are required to comply with the Company's policy on Record Retention at all times. Theft, carelessness and waste have a direct impact on Allergan's profitability. The use of company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

Employees should be aware that Allergan's property includes all data and communications transmitted or received to or by, or contained in, Allergan's electronic or telephonic systems. Allergan property also includes all written communications. To the fullest extent permitted by law, Allergan takes the position that all such communications and data belong to Allergan and employees should have no expectation of privacy with respect to these communications and data. To the fullest extent permitted by law, Allergan has the ability, and reserves the right, to monitor all electronic and telephonic communication intended for business use. These communications may also be subject to disclosure to law enforcement or government officials. For purposes of this section, Employees should be aware that posting of Allergan's confidential information to Internet chat or message boards is strictly prohibited.

# CODE OF BUSINESS CONDUCT AND ETHICS

## POLITICAL CONTRIBUTIONS AND ACTIVITIES

Allergan encourages employees to participate in the political process as individuals and on their own time. However, U.S., local, state and federal contribution and lobbying laws limit the contributions Allergan can make to political parties or candidates. Other countries may have similar laws. It is Allergan's policy that Allergan funds or assets may not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Government Affairs Department, the Legal Department or the Compliance Department. The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. Employees may contribute their personal funds to political parties or candidates. Allergan maintains a voluntary political action committee to which employees may contribute. Allergan will not reimburse employees for personal political contributions.
- Volunteer Activities. Employees may participate in volunteer political activities during non-work time. Employees may not participate in political activities during working hours unless those activities are approved in advance by the Legal Department.
- Use of Allergan Facilities. Allergan's facilities may not be used for political activities (including fundraisers or other activities related to running for office). Allergan may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Legal Department.
- Use of Allergan's Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of Allergan. For instance, Allergan letterhead should not be used to send out personal letters in connection with political activities.

Please contact the Legal Department if you have any questions about political activity.

# CODE OF BUSINESS CONDUCT AND ETHICS

## ANTITRUST/COMPETITION LAWS

Antitrust laws in the United States and competition laws outside the United States are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all such laws wherever Allergan conducts business. Violations of these laws may result in sanctions for both Allergan and involved employees. Employees are expected to understand the antitrust/competition principles that apply to their activities and to seek guidance from the Legal Department whenever they have a question or concern.

In general, antitrust/competition laws forbid agreements or actions that restrain trade or that could have an anti-competitive effect. Examples of prohibited conduct include:

- Price Fixing. Agreeing with competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- Limitation of Supply. Agreeing with competitors to limit production or restrict the supply of services.
- Allocation of Business. Agreeing with competitors to divide or allocate markets, territories or customers.
- Boycott. Agreeing with competitors to refuse to sell or purchase products from third parties, or preventing a customer from purchasing or using a competitor's products or services.
- Tying. Under certain circumstances, requiring a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase. Determining whether something amounts to prohibited "tying" may require a complex legal analysis, so you should seek guidance from the Legal Department as appropriate.

Employees should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you should obtain the prior approval of the Legal Department. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The contents of your meeting should be fully documented. Similar caution should be exercised in having contact with competitors while attending meetings of professional organizations or trade associations. Whenever communicating with a competitor, you should always avoid any discussion of the following: prices, costs, market share, allocation of sales territories, profits and profit margins, supplier's terms and conditions, product or service offerings, terms and conditions of sale, production facilities or capabilities bids for a particular contract or program selection, retention or quality of customers or distribution methods or channels.

# CODE OF BUSINESS CONDUCT AND ETHICS

## **IMPROPER PAYMENTS**

No bribes, kickbacks or other improper payments shall be made or offered to or for the benefit of government employees or officials, political parties, candidates for political office, or officers or employees of public international organizations. This policy applies to direct payments and to indirect payments made in any form through agents, consultants, or others. Any questions on the details of this Allergan's policy in this regard, including how it applies to operations outside the United States and limited situations where a payment may not be considered improper under relevant law, should be directed to the Legal Department.

## **INTERNATIONAL TRADE COMPLIANCE**

Allergan must comply with the international trade laws of the United States and other countries in which we do business. In particular, these laws regulate the import and export of products, raw materials, clinical supplies, samples, equipment, and technical data, including exports from any country to (and other business and financial dealings with) certain prescribed countries and persons. These laws are often complicated. Employees who are involved in the import or export of products into or from any country must understand and comply with these laws. Please contact Allergan's Global Trade Compliance Department if you have any questions or concerns regarding international trade compliance.

Allergan is also subject to U.S. laws that prohibit cooperation with certain international boycotts, most notably the Arab boycott of Israel, and require that any request in furtherance or support of such a boycott be reported to the U.S. Government. If you believe a situation exists that may implicate this prohibition, you should immediately contact the Global Trade Compliance Department or the Legal Department.

## **ENVIRONMENT, HEALTH AND SAFETY**

Allergan is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Allergan employees must comply with all applicable environmental, health and safety laws, regulations and Allergan policies. It is your responsibility to understand and comply with such laws, regulations and policies that are relevant to your job, particularly if your job involves working with hazardous or toxic materials in any capacity or if your job involves the disposal of any company product, materials or equipment of any kind. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and Allergan, as well as disciplinary action by Allergan, including termination of employment. You should contact the Legal Department if you have any questions about the laws, regulations and policies that apply to you.

# CODE OF BUSINESS CONDUCT AND ETHICS

## EMPLOYMENT PRACTICES

Allergan pursues fair employment practices in every aspect of its business and is committed to a productive work environment for its employees. Allergan's employment policies and procedures reflect these practices and commitment. Employees may obtain copies of these policies and procedures from the Human Resources Department and must comply with them in all respects. Failure to do so may result in sanctions against Allergan and you, up to and including termination of employment. Please contact your supervisor or the Human Resources Department about the employment policies and procedures that apply to you.

Discrimination in any respect on the basis of race, color, religion, ethnic or national origin, gender, sexual orientation, age, disability, veteran status, marital status or other characteristics protected by law will not be allowed. Harassment, including racial and sexual harassment, will not be tolerated in any form. Retribution in response to an employee's attempt to do the right thing will also not be tolerated in any form. Any concerns or complaints involving discrimination, harassment or retribution must be reported immediately to your supervisor or the Human Resources Department. All complaints will be treated with sensitivity and discretion, and an investigation will be conducted in accordance with Allergan policy. Should an investigation determine that harassment or discrimination has occurred, Allergan will take prompt corrective action, which may include disciplinary action, including termination of employment. Allergan strictly prohibits retaliation against an employee who, in good faith, files such a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to promptly report it to the Human Resources Department.

Maintaining a productive work environment is the responsibility of both Allergan and its employees. Allergan is committed to maintaining a drug-free work environment. All Allergan employees must comply strictly with our policies regarding the use and abuse of alcohol and the possession, sale and use of illegal substances in the workplace. Drinking alcoholic beverages is prohibited while on duty or on the premises of Allergan, except at specified company-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of Allergan. Likewise, you are prohibited from reporting for work, or driving an Allergan vehicle or any vehicle on Allergan business, while under the influence of alcohol or any illegal drug or controlled substance.

# CODE OF BUSINESS CONDUCT AND ETHICS

The safety and security of employees is vitally important. Allergan will also not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on Allergan property or affects our business must promptly report the situation to their supervisor or the Human Resources Department. Allergan does not permit any individual to have weapons of any kind in Allergan property or vehicles, while on the job or off-site while on Allergan business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Allergan management to carry weapons.

## **EXTERNAL INQUIRIES**

Employees must comply with Allergan procedures relating to the proper handling of inquiries from government officials, the financial/analyst community or the media. If an employee is contacted by a government official about a non-routine request or matter, the employee should contact the Legal Department for guidance on how to respond. All inquiries from the financial/analyst community must be directed to the Investor Relations Department. All media inquiries must be referred to Public Relations Department.

## **PERSONS ACTING ON BEHALF OF ALLERGAN**

All independent dealers, distributors, consultants, contractors, subcontractors, and agents must comply with this Code when acting on behalf of Allergan or any Allergan affiliate. The Allergan employee responsible for managing any such relationship must ensure that a copy of this Code is provided to such an entity and that compliance with this Code is made a condition of that entity's engagement with and work for Allergan.

## **COMPLIANCE WITH THE CODE AND ALLERGAN'S DISCLOSURE PROGRAM**

Promotion of, and adherence to, this Code is a condition of employment for each Allergan employee. Failure to comply with the terms of this Code could subject an employee and Allergan to sanctions, could harm Allergan's reputation and competitive position and could result in disciplinary measures up to and including the termination of employment. All Allergan employees have a duty to comply with and to report any known or suspected violation of this Code, any federal healthcare program or FDA requirement, Allergan's own Policies and Procedures, or other laws, rules, regulations or policies that apply to Allergan. Reporting a known or suspected violation by others will not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of Allergan and its employees.

# CODE OF BUSINESS CONDUCT AND ETHICS

If you know of or suspect a violation, immediately report the conduct to your supervisor or directly to the Chief Compliance Officer. The Compliance Department will work with you to investigate your concern. You may also report known or suspected violations by calling the EthicsHelp line at 1-888-645-0090 in the United States or at the number provided in your country. You may remain anonymous and will not be required to reveal your identity in calls to EthicsHelp, although providing your identity may assist Allergan in investigating your concern. Upon receipt of a report, Allergan shall conduct an internal review of your concern and ensure that proper follow-up is conducted, and where appropriate, corrective action taken.

**Each employee is responsible for his or her actions. Conduct that violates this Code, any federal healthcare program or FDA requirement, Allergan’s own Policies and Procedures, or other laws, rules, regulations or policies that apply to Allergan cannot be justified by claiming that it was ordered or sanctioned by another employee in a higher management position. If you engage in prohibited conduct, you will be deemed to have acted outside the scope of your employment. Consistent with Allergan policy, such conduct will subject you to disciplinary action in accordance with Allergan employment policies and procedures, up to and including termination of employment.**

## **Confidentiality and Policy Against Retaliation**

All questions and reports of known or suspected violations will be treated with sensitivity and discretion. Your supervisor, the Chief Compliance Officer and Allergan will protect your confidentiality to the extent possible consistent with the law and Allergan’s need to investigate your concern. Should you wish to remain anonymous you are encouraged to report your concerns by calling the EthicsHelp line as indicated above. Allergan strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including termination of employment. If you suspect that you have been retaliated against by your supervisors or co-workers for reporting suspected misconduct, you should immediately report your suspicion to the Chief Compliance Officer or call the EthicsHelp line.

# CODE OF BUSINESS CONDUCT AND ETHICS

## **Waivers of the Code**

Waivers of this Code will be granted on a case-by-case basis. Waivers of this Code for employees may be made only by the Chief Compliance Officer. Any waiver of this Code for members of the board of directors or executive officers (including our Principal Financial Officers) may be made only by the board of directors or the appropriate committee of the board of directors and will be promptly disclosed to the public.

Allergan also requires annual certification of compliance with this Code by all members of the board of directors and all other key employees as applicable.

## **CONCLUSION**

This Code contains general guidelines for conducting the business of Allergan consistent with the highest standards of business ethics. If you have any questions about this Code, please contact the Legal Department or the Compliance Department.

**THIS CODE AND THE MATTERS CONTAINED HEREIN ARE NOT A CONTRACT OF EMPLOYMENT. ALLERGAN RESERVES THE RIGHT TO AMEND, SUPPLEMENT OR OTHERWISE REVISE THIS CODE AND THE MATTERS ADDRESSED HEREIN, WITHOUT PRIOR NOTICE, AT ANY TIME AND FROM TIME TO TIME.**

Rev. September 2010