



## Elan's Comprehensive Compliance Program Program Overview

### Leadership and Structure

Elan's Compliance Program was established by the Audit Committee of the Board of Directors, to support the Company's commitment to high standards of ethical conduct. The Compliance Program is under the direction of the Chief Compliance Officer, who reports to the Chief Executive Officer. Through the Compliance Program, the Office of Compliance staff provide oversight and guidance to ensure compliance with the Code of Conduct (the Code) applicable laws, regulations, Company policies, and to foster a positive and ethical work environment.

The Chief Compliance Officer takes matters of sufficient magnitude and urgency, directly to the Chairman of the Audit Committee.

Senior operational and functional executives comprise the Corporate Compliance Steering Committee (the Committee). The Committee works closely with the Office of Compliance.

### Written Standards

Elan's Code is the Company's statement of the values, standards and ethical principles that guide our daily operations. The Code is available to all employees on the Company's intranet and applies to everyone conducting business on behalf of Elan.

In addition to the Code, Elan has Global Compliance Policies that outline the specific behaviors required for day-to-day operations. Among other things, these policies, address potential risk areas such as those identified in the Department of Health and Human Services (HHS) Office of Inspector General (OIG) Compliance Program Guidance for Pharmaceutical Manufacturers as well those identified in the Pharmaceutical Research and Manufacturers of America (PhRMA) Code on Interactions with Healthcare Professionals.

### Education and Training

Another critical element of Elan's Compliance Program is the education and annual training of employees on their legal and ethical obligations under the Code, Company policies and the laws, regulations and guidelines that govern the pharmaceutical industry. Elan is committed to taking all necessary steps to effectively communicate our standards and policies to all affected employees. In addition to Elan's Code, Company policies are available to employees at all times through Elan's intranet.

### Internal Lines of Communication

Elan strives to provide a work environment that encourages employees to communicate openly with management about all types of workplace issues without fear of retaliation. Elan offers several channels where reports of suspected violations can be made confidentially and anonymously:

- Compliance Line – within the US, dial 1-866-OUR-ELAN (1-866-687-3526); outside the US, call your local AT&T Direct Access Number (For example, in Ireland call 1-800-550-000). When prompted, dial 866-OUR-ELAN (866-687-3526) (There is no need to dial “1” before the toll free number).
- Employee Feedback System – located on Elan’s intranet under Corporate Compliance, this email system is designed to allow comments to be sent anonymously. Emails are never traced and confidentiality is always respected.
- US Mail – send comments to:  
The Network”, (Attention: Elan Inc.),  
333 Research Court  
Norcross, GA  
30092 USA

The Office of Compliance appropriately reviews and investigates all issues raised via any of the above confidential means of reporting.

### Auditing and Monitoring

Elan’s Compliance Program includes monitoring, auditing, and ongoing evaluation of compliance with the Code, law, regulations and Company policies. The nature of these reviews, as well as their extent and frequency vary according to a variety of factors, including new regulatory requirements, changes in business practices, and other considerations. Results of auditing, monitoring and evaluating are, as appropriate, used as a basis for enhancing training and communication strategies.

### Hiring

Elan invests significant resources in identifying and hiring highly qualified and skilled individuals. In this regard, prior to beginning work with the Company, individuals must undergo drug screening and a background investigation.. Elan also performs a criminal background check and reviews all candidates against the OIG List of Excluded Individuals.

### Responding to Potential Violations/Corrective Actions

Elan’s Compliance Program requires employees to promptly report any potential violations of the Code, law, regulation or Company policy. The Company will respond and take appropriate disciplinary action, in a timely manner. Elan’s Compliance Program includes a clearly defined process that delineates potential consequences of violating the Code, law, regulation or Company policy. Each situation is considered on a case-by-case basis. Elan ensures consistent

and appropriate disciplinary action to address inappropriate conduct and to deter future violations.

#### Interactions with Healthcare Professionals in California

Consistent with California Health & Safety Code § 119402(d)(1), Elan established an annual aggregate spend limit of \$1500 on certain promotional expenditures provided to healthcare professionals, as defined under the statute.