

Capsugel®

Code of Business Ethics



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Message from Guido Driesen, President & CEO

Throughout our history, earning the trust of our various stakeholders has been a hallmark of how we do business at Capsugel. We earn this trust every day by conducting ourselves with the highest integrity and complying with all laws and company policies. As such, all Capsugel colleagues share a responsibility for demonstrating our commitment to integrity, treating others with respect, being transparent in our transactions, and promoting our corporate values. This shared responsibility is essential to realizing our vision to be the leading provider of innovative dosage forms and solutions to healthcare customers around the world.

To help us on this journey, Capsugel's Code of Business Ethics provides a clear set of expectations for how we conduct our business and represent our company – day in and day out. When it is embraced and brought to life by every one of the thousands of Capsugel colleagues around the world – when each of us adheres to its principles, guidelines and purpose – it becomes a powerful tool for strengthening relationships, further stimulating innovation, and creating value for all of our stakeholders.

Thank you for your continued commitment to maintaining Capsugel's high standards in everything we do, and for helping us earn the trust of our customers, colleagues, investors and the communities in which we live and work.

Best regards,

A handwritten signature in black ink that reads "G. Driesen". The signature is written in a cursive, flowing style.

Performance with Integrity

Capsugel counts on you to uphold Capsugel's reputation and standards by always performing with integrity. To do so, keep in mind the following guiding principles:

Know and Live the Values

By knowing, understanding and acting in accordance with Capsugel's core values and the applicable laws and Capsugel policies outlined in our Code of Business Ethics, each of us can serve as a role model.

Know the Law and Ask Tough Questions

You are expected to be familiar with the laws that apply to your specific job function and level of responsibility. If you have any questions, ask your supervisor or a member of the Legal Department.

Don't Make Assumptions

Do not assume that "senior management already knows" or "management doesn't care about this." Capsugel management is dedicated to ensuring that the standards of legal and ethical behavior are upheld. In fact, responsible managers are obligated to respond to an employee's concerns. Tell us if something is wrong.

Don't Ignore Violations

We all need to take the law and Capsugel policies seriously. If you think someone may be violating a law or policy, please take steps to address the situation by

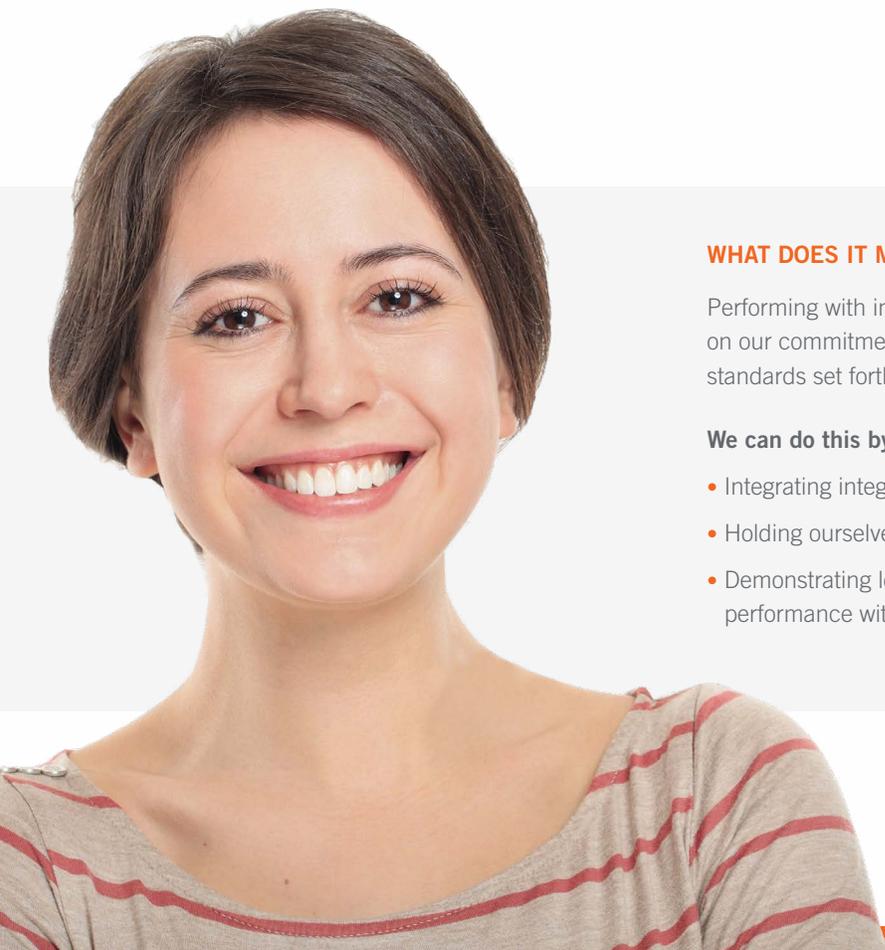
speaking with them directly or by notifying your supervisor, Human Resources or the Legal Department.

Help Improve Controls and Processes

Some violations may not be easy to detect within our current controls and processes. If you have a suggestion for improvement, please do not hesitate to make it.

Always Act With Integrity

You should never feel encouraged or pressured to violate a law or policy even if the violation will improve the bottom line or help meet a performance goal.



WHAT DOES IT MEAN TO PERFORM WITH INTEGRITY?

Performing with integrity means setting the right priorities and delivering on our commitments while adhering to Capsugel's core values and the standards set forth in this Capsugel Code of Business Ethics.

We can do this by:

- Integrating integrity in all that we do
- Holding ourselves personally accountable to high, ethical standards
- Demonstrating leadership by fostering an environment focused on performance with integrity and accountability

*At Capsugel, performance with integrity is not only what we do – **it's who we are.***

Our Standards

As a Capsugel colleague, you share the privilege and responsibility of upholding Capsugel's well-regarded reputation. You do this each time you act legally and ethically. While such conduct may be second nature, there are many situations where making the "right choice" can be challenging. That is why we have the Capsugel Code of Business Ethics. It is a guide to Capsugel's ethics and compliance structure, applicable laws and key policies and procedures that govern doing business in a legal and ethical manner.

Shared Responsibility

Performing with integrity and adhering to our ethics and compliance standards is a shared responsibility between Capsugel and colleagues. Capsugel is responsible for defining how it will comply with applicable laws and regulations (through its systems, policies and procedures); monitoring our efforts; and correcting any noncompliance. You are responsible for understanding and following the standards described in this Capsugel Code of Business Ethics, and for seeking guidance when you need it.

Capsugel also holds its vendors and contractors to high standards. Vendors and contractors are expected to comply with all policies that relate to work conducted on Capsugel's behalf.

Global Standards

The standards described in this Capsugel Code of Business Ethics apply in all countries where we conduct business. All employees are subject to the laws and regulations of the country in which they work. In addition, certain laws may apply to conduct that occurs outside the country in which a colleague works – for example, in the case of anti-corruption and bribery laws. Be sure to consult your supervisor or a member of the Legal Department if you are unclear about which laws and regulations apply to your activities.



WHERE CAN I FIND CAPSUGEL'S CORPORATE POLICIES AND PROCEDURES?

The full text of all our corporate policies and procedures is available on the Capsugel intranet site at connections.capsugel.com. You are expected to understand how these policies and procedures apply to you and to follow them. We encourage you to discuss any questions or concerns with your manager or to request advice from the Legal Department.

WHO DEVELOPS CAPSUGEL'S CODE OF BUSINESS ETHICS?

Developing and maintaining the Code of Business Ethics is the responsibility of the Legal Department. The Code of Business Ethics is a "living document." It evolves as laws and expectations change, even as our commitment to maintain high ethical standards remains consistent.

Capsugel's Ethics and Compliance Program

Capsugel has a well-structured corporate compliance program designed to support legal and ethical actions throughout Capsugel. It is principally comprised of the Chief Compliance Officer, the Director of Global Compliance, the Capsugel Compliance Committee, the Legal Department, Internal Audit and a network of colleagues from every functional group in our company.

A COMMITMENT TO INTEGRITY

We demand of ourselves and others the highest ethical standards and that our products and processes be of the highest quality.

A COMMITMENT TO PERFORMANCE

We strive for continuous improvement in our performance, measuring results carefully, and ensuring that integrity and respect for people are never compromised.

The following description of Capsugel's corporate ethics and compliance system can help you identify who to ask for help when you want or need additional guidance that your supervisor may be unable to provide.

Chief Compliance Officer

The Chief Compliance Officer is responsible for overseeing Capsugel's corporate ethics and compliance program, including the monitoring and self-evaluation programs relating to the legal and regulatory obligations of Capsugel. The Chief Compliance Officer ensures that there is broad application and consistent interpretation of our standards throughout Capsugel.

Capsugel Compliance Committee

Representatives from a variety of functions make up the Capsugel Compliance Committee. Members set Capsugel's compliance strategy, oversee our ethics and compliance programs and monitor compliance risks and trends.

Reporting Compliance Issues

The Capsugel Compliance Committee has the responsibility for investigating significant potential, suspected or actual violations of law or policy that pose a risk to Capsugel, colleagues or the public. These investigations may be undertaken by the Legal Department, Human Resources, Internal Audit, Quality or other individuals and groups.

Personal Disclosure Requirements

If you have been excluded, debarred, suspended or have become otherwise ineligible to participate in healthcare, procurement or non-procurement programs, you are responsible for disclosing this information immediately to Capsugel's Compliance Committee or the Chief Compliance Officer.





When Should I Report a Concern or Compliance Issue?

Any reports of significant potential, suspected, or actual violations of law or of Capsugel policy or procedure are taken very seriously. If you believe that a law, or a Capsugel policy or procedure has been violated, report it immediately.

How Is Compliance With These Standards Enforced?

Enforcing colleagues' and others' compliance with the laws, policies and procedures described in this Capsugel Code of Business Ethics is the primary responsibility of the Chief Compliance Officer and the Capsugel Compliance Committee. Any violation of a law or Capsugel policy or procedure can result in disciplinary action, including termination, if you:

- » Direct others to violate the law or Capsugel policies or procedures
- » Fail to cooperate in a Capsugel investigation of possible violations
- » Retaliate against another colleague for reporting a concern or a violation
- » Fail to effectively monitor the actions of subordinates

Consequences May Include

For Capsugel

- » Prosecution, fines and other penalties for the improper conduct of its employees
- » Disclosure to government agencies
- » Loss of business
- » Damage to Capsugel's:
 - Good name
 - Trade and customer relations
 - Business opportunities

For a Colleague

- » Prosecution, fines, imprisonment and other penalties for improper conduct
- » Disciplinary action up to and including termination
- » Damage to personal reputation
- » Serious injury or illness to themselves and other employees

For the Public

- » Compromised product safety
- » Environmental risk

For Investors

- » Loss of confidence in Capsugel
- » Loss of Capsugel's value
- » Damage to Capsugel's reputation for good corporate governance

The following guidelines should be used when reporting an ethics and compliance issue. If the answer to any of the questions below is “yes” then you should report the matter.

- Was the action intentional or part of a pattern?
- Was the action criminal?
- Was a manager involved?
- Did the action expose colleagues or the public to dangerous health or safety risks?

For Customers

- » Loss of faith in their dealings with Capsugel
- » Potential liability for selling compromised products

Open Door Policy

The foundation of our ethics and compliance commitment is openness, accessibility, and discussion within the Capsugel community. Most issues can be resolved locally before they become problems for colleagues, Capsugel or the public.

The Open Door Policy encourages colleagues to present ideas, raise concerns and ask questions – especially those of a legal or ethical nature, but also those relating to quality of work. All managers are responsible for supporting this policy by maintaining an “open door” for their direct reports and other employees who may reach out to them.

While we hope that colleagues feel comfortable discussing any matter with their supervisors, there may be times when a supervisor cannot help. In these cases, you should speak with others, including:

- » The next higher level of supervision
- » Your Regional General Manager or Senior Vice President
- » Your local Human Resources representative
- » The Senior Vice President of Human Resources
- » The Legal Department

WHAT IF I FEAR RETALIATION?

Retaliation against any colleague who seeks advice, raises a concern or reports misconduct is strictly prohibited. If an individual retaliates against a colleague who has truthfully and in good faith reported a potential violation, Capsugel will take appropriate action – even if it later turns out that the colleague was mistaken in reporting the matter originally. However, if an individual has intentionally made a false report, Capsugel will respond accordingly. If you suspect that you, or another colleague, have been retaliated against for raising a good faith concern, you should contact a member of the Capsugel Compliance Committee, your manager or the Chief Compliance Officer immediately, or call the Capsugel Compliance Helpline where available and permitted by law.



Compliance Helpline

While ethics compliance matters may often be resolved at the local level, the Capsugel Compliance Helpline provides access to corporate resources to address matters that might not be adequately resolved locally. It can also provide a way to report a concern or get information or advice anonymously.

In addition to expressing your concerns under our Open Door Policy, Capsugel maintains additional means of communication to receive compliance questions and concerns. The Capsugel Compliance Helpline (“Helpline”) provides you with a confidential method to report issues or concerns. The Helpline is operated by a third party provider, which receives reports on our behalf. Please be assured that the Helpline will be managed confidentially. No colleague will be sanctioned for using the Helpline in good faith, but false or abusive use of the Helpline may result in disciplinary action, as permitted by local laws. Please contact the Legal Department if you have questions about your rights to any information received through the system.

You can file a report online at compliance.capsugel.com or by calling the Helpline. Telephone numbers for the Helpline are available for each country and are listed on the Helpline website.

Local laws in certain countries restrict the types of reports that Capsugel can accept through the Helpline; these restrictions generally limit reporting to financial issues, banking, accounting/auditing, anti-competitive behavior, antitrust issues and bribery and corruption matters. If you wish to report matters outside those allowed for your jurisdiction, please contact your Human Resources representative.

In addition to the Helpline, you may ask a compliance question or file a report by emailing compliance@capsugel.com (“Compliance E-mail”).

These reporting systems do not replace Capsugel’s existing internal mechanisms for resolving day-to-day operational issues and concerns. Colleagues are always encouraged to first contact local management to resolve their concerns before filing a report. The Helpline and Compliance E-mail are simply other avenues for Capsugel colleagues to confidentially and/or anonymously (where permitted by local laws) report any concern related to the Code of Business Ethics.

To find out more, including how to report a concern, visit compliance.capsugel.com, e-mail compliance@capsugel.com or call the Helpline.

Confidentiality

It is essential that you feel secure when reporting a concern to the compliance Helpline.

Therefore, confidentiality is a priority and every effort will be made to protect your identity whenever you interact with any element of the ethics and compliance program. In some instances, however, it may be impossible to keep your identity confidential because of the demands of conducting a thorough investigation or certain legal requirements.

Where available and permitted by law, colleagues concerned about confidentiality may consider placing an anonymous call to the Capsugel Compliance Helpline.

IF I REPORT A CONCERN TO THE CAPSUGEL COMPLIANCE COMMITTEE, CAN I EXPECT A RESPONSE?

Yes. Our goal is to respond promptly to all questions and reported concerns. If your concern requires an investigation, we will do so in a timely manner. Whenever possible, you will be informed about the status of the investigation and the outcome of a matter. However, we have confidentiality obligations to all colleagues – those being investigated as well as those making reports. Detailed information about any matter will only be shared with those who “need to know.”



Our Commitment

Capsugel will compete lawfully and ethically in the marketplace. We will act responsibly in our relationships with governments, regulatory entities, partners, customers and vendors. We will provide innovative products to our customers, and we will be honest and fair in all our business dealings.

A COMMITMENT TO CUSTOMER FOCUS

We are deeply committed to meeting the needs of our customers, and we constantly focus on customer satisfaction.

A COMMITMENT TO TEAMWORK

We know that to be a successful company, we must work together, frequently transcending organizational and geographic boundaries to meet the changing needs of our customers.



To keep this promise to our customers and the marketplace, we will:

- » Comply with all laws and respect our regulatory requirements
- » Monitor the safety and quality of our products
- » Interact ethically and in good faith with government officials and business partners
- » Follow all antitrust and competition laws
- » Gather business intelligence properly
- » Follow customs and anti-boycott laws

We will not:

- » Make illegal payments to government officials or business partners
- » Offer or accept inappropriate gifts or entertainment

Quality

Quality is ingrained in the work of our colleagues and is one of our core values. We are dedicated to the delivery of quality products. Our business practices and processes are designed to achieve quality results that exceed the expectations of all of our stakeholders.

Healthcare Laws and Regulatory Requirements

As a supplier to pharmaceutical companies, Capsugel is part of a unique industry. Because Capsugel is a global company, the laws and regulatory requirements of one country may apply to activities in another country. For example, certain requirements of the U.S. Food and Drug Administration (FDA) must be followed by Capsugel operations outside the U.S. In the event local laws and regulatory requirements differ from those of the U.S., the stricter set of laws and regulatory requirements should be followed.

Capsugel follows all applicable laws and regulatory requirements governing the development, manufacturing and sale of its products and services, and is fully committed to regulatory compliance globally. Colleagues must be familiar with all relevant laws and regulatory requirements that pertain to their job responsibilities. By following Capsugel policies and procedures, you will ensure your compliance with all laws and regulations relating to the conduct of Capsugel's business.

Bribery and Corruption

Capsugel's longstanding Anti-Bribery and Anti-Corruption Policy and Procedure prohibits colleagues and anyone acting on our behalf from providing any payment or benefit to any person or entity in order to improperly influence a government official or private party, or to gain an unfair business advantage.



Most countries in which we do business have laws that forbid making, offering or promising any payment or anything of value (directly or indirectly) to a government official or private party when the payment is intended to improperly influence an official act or decision to award or retain business. The U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and laws of other countries such as China, Russia, Brazil, Japan and many other countries, make it illegal for colleagues to directly or indirectly give anything of value to a government official, political party or third party in order to gain an improper business advantage, or to engage in commercial bribery. In addition, the accounting provisions of the FCPA make it illegal to improperly record transactions. Capsugel colleagues must comply with the FCPA, UK Bribery Act, all

local anti-bribery and anti-corruption laws and Capsugel's International Anti-Bribery and Anti-Corruption Policy and Procedure.

No colleague should ever make a payment or provide a benefit that is intended to improperly influence, or even appears to improperly influence, a government official's actions in order to gain a business advantage. Capsugel also prohibits "commercial bribery," which is illegal in many countries. Commercial bribery is giving something of value to an intermediary (e.g., an employee of a customer) without his or her manager's knowledge, with the intent to influence commercial conduct. Capsugel prohibits any colleague, consultant, middleman or other agent from directly or indirectly engaging in commercial bribery.

Marketing Integrity

Capsugel is committed to fair competition as a matter of corporate conduct. We abide by all laws that apply to our sales and marketing activities. Under these laws, it is illegal to use unfair methods of competition or unfair or deceptive acts or practices in commerce. Examples include, but are not limited to:

- **False or misleading advertising**
- **Bribery of competitors, customers or employees**

I TRAVEL AROUND THE WORLD FOR CAPSUGEL AND KNOW THERE ARE WIDE-RANGING INTERPRETATIONS OF "NORMAL BUSINESS PRACTICES." WHAT IS CONSIDERED A CUSTOMARY COURTESY IN ONE COUNTRY MAY BE VIEWED AS A BRIBE IN ANOTHER. WHAT DOES THAT MEAN FOR ME?

You must not provide any payment or benefit of any kind to a government official or any other person to gain an improper business advantage for Capsugel. You are always expected to comply with the Capsugel Code of Business Ethics, Capsugel's International Anti-Bribery and Anti-Corruption Policy and Procedure, and all other relevant policies, procedures and laws. If you need advice, contact the Legal Department.

Antitrust and Competition Laws

Antitrust and competition laws protect free enterprise. While these laws are complex and difficult to summarize, at a minimum, they prohibit agreements between Capsugel and our competitors that affect prices, terms or conditions of sale or fair competition.

In order to avoid improper agreements, Capsugel prohibits:

- » Discussions/contacts with competitors regarding pricing, costs or terms or conditions of sale
- » Discussions/contacts with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace
- » Agreements with competitors regarding allocating markets or customers
- » Agreements with others to boycott customers or suppliers

If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, including how they apply in the country in which you operate. Many countries have antitrust or competition laws and these can vary significantly from country to country. For example, certain countries' competition laws may regulate, among other things, distribution agreements; rebates and discounts to customers; patent, copyright, and trademark licenses; territorial restrictions on resellers; and pricing policy generally. These laws are complex. You are expected to ask for advice from the Legal Department before you act.

Trade Associations

Trade association meetings and other industry gatherings serve legitimate and worthwhile business purposes. However, these meetings pose certain risks, as they bring together competitors who might discuss matters of mutual concern and potentially cross the line of noncompliance with competition law obligations.

Even joking about inappropriate topics, such as marketing or pricing strategies, could be misinterpreted and misreported. If the conversation turns to any kind of anti-competitive discussion, you should refuse to discuss the matter and leave the conversation immediately.



MY NEIGHBOR WORKS FOR ONE OF OUR COMPETITORS, IS IT OKAY TO DISCUSS HER COMPANY'S PRICING STRATEGY?

No. Subjects that should not be discussed at a normal business meeting – because they would violate applicable law – should not be discussed in a social setting for the same reasons.

Business Intelligence

In today's business environment, we have access to a great amount of public information about other companies, and their products and services. It is generally acceptable to have and make use of public information in conducting our business.

You are free to gather intelligence about companies from public sources such as their websites, published articles, price bulletins, advertisements, brochures, public presentations and customer conversations. You may also contract with an outside vendor to gather business information, but only through the selection and contracting process approved by the Legal Department. Business information about other companies should only be collected and used ethically and in a way that does not violate any laws or confidentiality obligations. You must never use, or ask any third party to use, unlawful or unethical means such as misrepresentation, deception, theft, spying or bribery to gather information. If a third party vendor is used to gather business intelligence, it is your responsibility to make sure the vendor collects information legally and ethically and is aware of Capsugel's policies. If you need assistance in this area, contact the Legal Department.

The U.S. has laws that regulate how companies must respond to boycotts enforced by one set of countries against another. Colleagues responsible for Capsugel's international operations must be aware of these laws and how they apply. Any questions or concerns should be directed to the Legal Department.



Records and Information Management

Capsugel is committed to pursuing growth and earnings goals while maintaining integrity in all that we do. We will operate in the best interests of Capsugel, our colleagues, our investors, our customers and our communities, be forthright about our operations and performance and exercise care in the use of our assets and resources.

To protect the best interests of Capsugel, our colleagues, our investors, our customers and our communities we will:

- » Keep accurate and complete books and records
- » Maintain an effective system of internal controls over financial reporting
- » Retain Capsugel records to comply with our obligations
- » Make appropriate use of Capsugel resources and keep our computers and networks secure
- » Safeguard confidential, proprietary and personal information
- » Protect patents, trade secrets and trademarks
- » Never trade on or disclose confidential or inside information
- » Avoid conflicts of interest

Capsugel has a Records and Information Management Policy and procedures to ensure that Capsugel records are maintained, stored and, when appropriate, destroyed in accordance with Capsugel's needs and in compliance with applicable legal, regulatory, environmental, tax, employment and trade requirements. Capsugel's detailed Records and Information Management Policy and the corresponding Data Retention Schedule provides specifics on appropriate

retention durations. You are expected to be familiar with the Records and Information Management Policy and the Data Retention Schedule, the specific requirements of your business and location, as well as all applicable corporate policies and procedures.

Records may also be demanded by third parties, including governmental regulatory agencies, in lawsuits or other inquiries beyond the normal retention period. It is our policy to preserve any records relevant to any litigation or government investigation involving Capsugel. If you receive a "Legal or Tax Audit Hold," or reasonably believe that an investigation is under way, you must cease from altering or discarding any relevant information. To understand which records must be preserved, please refer to Capsugel's Legal Holds list on the Capsugel intranet or contact the Legal Department for guidance.

Books and Recordkeeping

Accurate business records are essential to the management of Capsugel and to maintaining and safeguarding investor confidence. They also help Capsugel fulfill its obligation to provide full, accurate and timely financial and other disclosures

to its creditors, investors and governments around the world. All of Capsugel's books, records and accounts must fully and accurately reflect Capsugel's business transactions. These include time sheets, vouchers, bills, invoices, expense reports, payroll and benefits records, performance evaluations and other essential company data.

Reporting Accounting Fraud

It is your responsibility to report any unrecorded funds or assets or false or artificial entries in the books and records of Capsugel if you become aware of them. If you learn of or suspect accounting fraud, report it immediately by contacting the Legal Department or Internal Audit.

Business Records

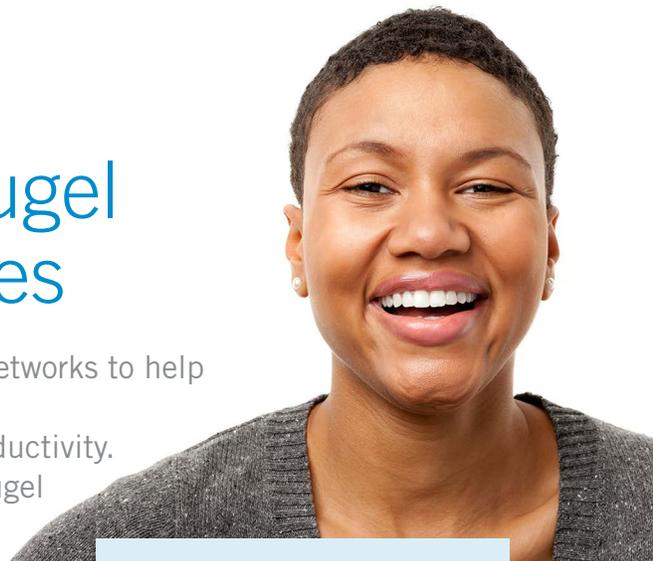
Business records are any recorded information captured in any physical or electronic medium that is created or maintained as part of conducting business for Capsugel. Examples include paper documents (including handwritten notes), audio or video tapes and computer-based information such as e-mail, computer files and any other medium that contains information about Capsugel or its business activities.

HOW DO I DETERMINE HOW LONG I MUST KEEP MY RECORDS AND WHEN I CAN DISPOSE OF THEM?

First, you must determine if the document is required for a "Legal or Tax Audit Hold" before disposing of any records. If it is, all disposal activities must be suspended immediately. Second, consult the Data Retention Schedule to determine how long the document should be retained.

Acceptable Use of Capsugel Computers and Resources

Capsugel supports a wide range of electronic devices and networks to help people work efficiently. Mobile phones, Internet access, e-mail and other systems can significantly enhance our productivity. When used inappropriately however, they may expose Capsugel data and systems to substantial risk.



To ensure the security and integrity of Capsugel's technology and information systems:

- » Only approved mechanisms, tools and procedures should be used to access the Capsugel network
- » Passwords should never be revealed and should be changed immediately if compromised
- » Unauthorized software should not be installed on your computer system
- » Capsugel systems should never be used to display, procure or transmit inappropriate material
- » Capsugel business information should only be shared with authorized parties using Capsugel e-mail or Capsugel-approved technologies
- » Managers and contractor sponsors must ensure their direct reports and contractors are off-boarded within 24 hours of termination

Although you may use Capsugel electronic equipment for incidental personal matters, except where mandated by law, you are not guaranteed personal privacy for information sent to, from or stored in Capsugel communication systems. Also, since all documents, including electronic communications, are Capsugel's property, they are subject to review at any time.

Appropriate Use of Capsugel Computers and Resources

You may not use Capsugel computer resources or communication systems for communications that contain or promote any of the following:

- Abusive or objectionable language
- Information that is illegal or obscene
- Messages that are likely to result in the loss or damage of the recipient's work or systems
- Messages that are defamatory
- Use that interferes with the work of a colleague or others
- Solicitation of colleagues for any unauthorized purpose

A COLLEAGUE E-MAILS A WEEKLY COLLECTION OF JOKES TO OTHERS AND ME. SOME OF THEM ARE PRETTY OFFENSIVE. COULD HE GET INTO TROUBLE FOR THIS?

Yes. He could face disciplinary action because he is violating two of Capsugel's policies: to maintain an environment of respect and to use electronic equipment for Capsugel business only. As a friend and colleague, you should advise him to stop.

I SOMETIMES ASK MY ADMINISTRATIVE ASSISTANT TO ACCESS MY E-MAIL ACCOUNT WITH MY NETWORK PASSWORD TO MANAGE MY CALENDAR AND FILE AWAY E-MAILS. DOES THIS QUALIFY AS ACCEPTABLE USE?

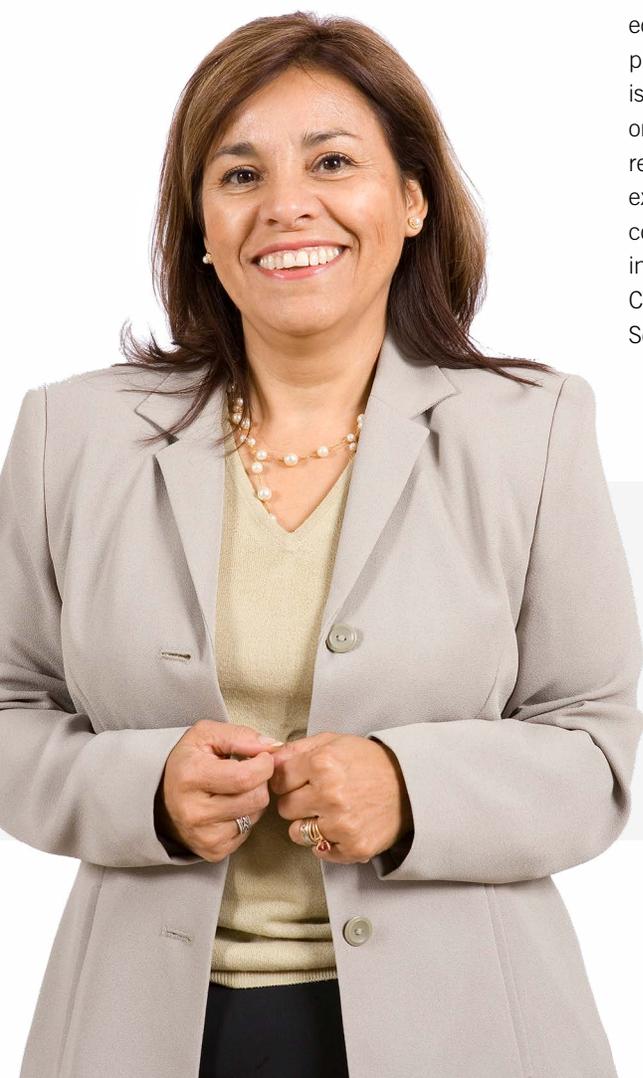
No, you may not share your network password with anyone except in limited technical support situations where you then change your password immediately thereafter. Outlook offers a range of delegation rights so that an administrative colleague can manage his or her supervisor's e-mail efficiently.

Patents, Trademarks and Trade Secrets

Protecting Capsugel's intellectual property is essential to maintaining Capsugel's competitive advantage. Capsugel's intellectual property includes its patents, trade secrets, copyrights, trademarks, scientific and technical knowledge, know-how, and the experience developed in the course of Capsugel's activities. You are expected to support the establishment, protection, maintenance, and defense of Capsugel's rights in all commercially significant intellectual property and to use those rights in a responsible way.

A COMMITMENT TO INNOVATION

Innovation is key to sustaining Capsugel's growth and profitability.



In addition to protecting Capsugel's intellectual property rights, you must respect the valid intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose Capsugel to civil lawsuits and damages. Theft and misappropriation of intellectual property may result in significant fines and criminal penalties for Capsugel and you.

Trade Secrets

Generally, any confidential information which provides Capsugel with a competitive edge may be considered a trade secret. Contrary to other forms of intellectual property (such as patents), trade secrets are protected without registration, that is, trade secrets are protected without any procedural formalities. However, in order for Capsugel to maintain certain confidential information as a trade secret, reasonable steps must be taken to keep the confidential information secret. For example, Capsugel colleagues should always mark as "confidential" any documents considered to contain confidential information and refrain from leaving confidential information in shared work spaces. For more information on how to safeguard Capsugel's confidential information and trade secrets, please see Capsugel's Trade Secret Policy on the Capsugel intranet.

IF SOMETHING IS TRADEMARKED, PATENTED OR COPYRIGHTED IN ONE COUNTRY, IS IT PROTECTED IN OTHER COUNTRIES TOO?

No, not necessarily. The Legal Department tracks the trademark, patent and copyright status of Capsugel's assets on a worldwide basis. To find out if something is trademarked, patented or copyrighted, contact the Legal Department to help you determine whether something has protected status in any country of concern to you.

Confidential and Proprietary Information

The products, services, ideas, concepts and other information we produce on a daily basis are important proprietary assets for our company. Various laws enable us to protect these assets. Examples of confidential or proprietary information include marketing plans and strategies, sales and marketing data, customer and employee records, research and technical data, manufacturing techniques, pricing information and information pertaining to business development opportunities and new products and services.

It is in Capsugel's best interest to protect and prevent inappropriate or unauthorized disclosures of our confidential and proprietary information as well as third party confidential and proprietary information provided to Capsugel.

Help protect our confidential and proprietary information by following these principles:

- » Never provide confidential information to outsiders without first getting a written confidentiality agreement and approval from the Legal Department
- » Do not provide company information from or to your own personal e-mail accounts
- » Terminate your access to any sensitive data no longer needed to perform your job (Please refer to the Data Retention Schedule for further details)
- » Do not discuss confidential information in public places where others may overhear
- » Beware of informal telephone or e-mail requests from outsiders seeking information

Please refer to the Safeguarding Corporate Proprietary/Confidential Information Policy and Acceptable Use of Information Systems Policy for more details.

Confidential or proprietary information can be a manufacturing process, product formula, software, information about Capsugel's business operations or compilation of information maintained in secrecy that is used in business and gives our business an advantage over competitors who do not know about it or use it.

Social Engineering

It is vital that Capsugel information resources be used properly in order to protect Capsugel from financial loss due to misuse, disclosure, or fraud and to protect our colleagues from invasion of their privacy. Scams and hacking threaten Capsugel's technology security. These types of fraud are known as social engineering – the psychological manipulation of individuals to divulge information. Criminals practicing social engineering can be quite convincing. They attempt to build trust with their targets through friendliness or empathy; they may stress the highly confidential nature of their assignment; or, they may resort to intimidation. Like most companies, Capsugel has been the target of social engineers before. Please remain on alert for this or similar tactics by taking precautionary measures and using common sense. If you suspect Capsugel has been the target of a social engineer, please contact the Legal Department.



Privacy of Personal Information

Protecting the privacy and security of personal information is a growing global concern. Different countries and cultures have different expectations of what information should be protected, how securely and at what cost. In addition, more and more countries are enacting or strengthening privacy laws.

These laws strive to give individuals control over their own information and establish boundaries and safeguards for the use of personal information. They also hold violators accountable.

Protecting the privacy and security of personal information is important to Capsugel. Capsugel's Protecting the Privacy of Personal Information Policy meets EU and U.S. Safe Harbor requirements. It sets forth the privacy principles that Capsugel and relevant third party service providers follow with respect to the personal information received from the EEA and/or Switzerland.

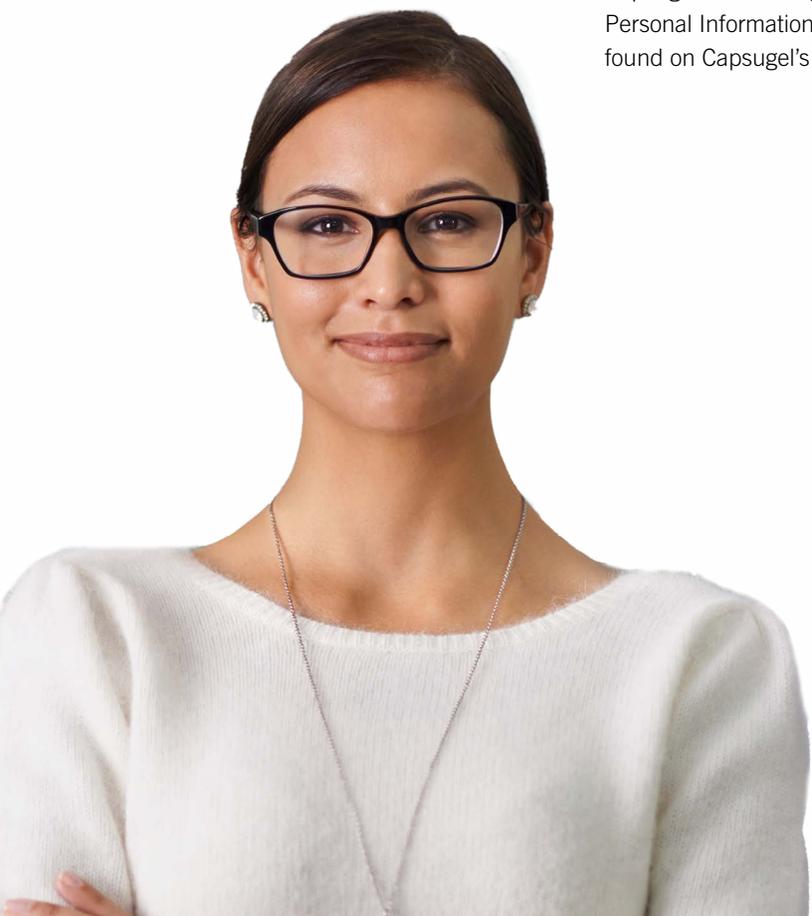
Capsugel's Protecting the Privacy of Personal Information Policy governs personal information. Capsugel will, as required by law, inform individuals about the purposes for which it collects and uses personal information, the types of third parties with which it shares that information, and the choice and means Capsugel offers individuals for limiting the use and disclosure of their personal information.

If you would like to learn more about the Safe Harbor Program, and view Capsugel's certification, please visit www.export.gov/safeharbor/.

Capsugel's Protecting the Privacy of Personal Information Policy may be found on Capsugel's intranet.

Social Media

At Capsugel, we understand that social media can be a fun and rewarding way to share your life and opinions with family, friends and co-workers around the world. However, use of social media also presents certain privacy risks and carries with it certain responsibilities. Capsugel colleagues should never post or share on social media Capsugel's, or a customer's, partner's, colleague's or supplier's confidential, private or other proprietary information. In addition, Capsugel colleagues should never discuss Capsugel's business performance or other sensitive matters about business results or plans on social media.



Insider Trading

Many of us have heard of restrictions on “insider trading.” Simply put, it is illegal to buy or sell securities (for example, stocks, bonds, options, etc.) when you are aware of “inside information” – material, non-public information – relating to the securities. Capsugel prohibits you from using or disclosing – either intentionally or by mistake – any inside information that you may acquire during the course of your employment at Capsugel.

You cannot use information gained through Capsugel, before this information is known publicly, to buy or sell the securities of any company, including Capsugel or its customers or vendors. Nor can you give inside information to anyone else so that they can trade. This applies no matter where you live or where the receiver of the information lives.

Securities law violations are taken very seriously. Penalties for trading on material inside information can be severe, for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties and civil enforcement actions. If you have any questions, or if you are aware of or suspect questionable conduct or potential violations by any colleague, agent, customer or consultant, you should immediately report these concerns to the Legal Department. Government agencies are able to monitor trading activities through computerized record searches, with violations resulting in large civil and criminal penalties against companies and individuals.

I AM A RESEARCHER WORKING ON A PROJECT WITH A CUSTOMER. I'M ON THE VERGE OF A MAJOR SCIENTIFIC BREAKTHROUGH. IF I WANT TO PURCHASE SOME STOCK IN THE CUSTOMER OR HAVE MY SPOUSE DO SO, CAN I DO SO?

No. Neither you nor your spouse, nor any other immediate family member, can purchase this stock until the information you have is known to the public. If you use this information or convey it to others, you will be violating Capsugel policy and securities laws and exposing yourself to civil and criminal penalties.



Key Terms

Material information is any information that an investor might consider important in deciding whether to buy, sell or hold securities.

Examples include financial results or forecasts; changes in dividends; possible mergers, acquisitions, divestitures or joint ventures; information concerning important product developments or related governmental rulings; major litigation developments; and major changes in business direction.

Information is considered non-public if it has not been adequately disclosed to the public. For instance, public filings with securities regulatory agencies, Capsugel press releases and meetings and webcasts between Capsugel and the press or public are generally considered to be adequate public disclosure of information. Not only must information be widely available, there must also be adequate time for the market to become aware of the information before trading would be considered legal.

Conflicts of Interest

A conflict of interest arises when you place your personal, social, financial or political interests before the interests of Capsugel. Even the appearance of a conflict can damage your reputation or that of Capsugel. Any potential conflict of interest should be disclosed in writing and approved by your manager or the Legal Department. It is important for you to be familiar with Capsugel's conflict of interest policies and procedures that pertain to your job responsibilities. Many conflicts of interest can be resolved in a simple and mutually acceptable way. The following are several types of conflicts of interest.

Personal Investments or Transactions

While Capsugel respects your right to manage your investments and does not wish to interfere with your personal life, you are responsible for avoiding situations that present – or create the appearance of – a potential conflict between your interests and those of Capsugel.

To be too specific involves the risk of restricting the application of the Conflicts of Interest Policy. However, there are obvious situations that can result in a conflict of interest, such as you or your family member:

- » Having a substantial financial interest in a supplier, competitor or customer
- » Having an interest in a transaction in which it is known that Capsugel is, or may be, interested
- » Taking advantage of Capsugel's corporate opportunities for personal profit

Receiving fees, commissions or other compensation from a supplier, competitor or customer of Capsugel.

An additional example of a conflict of interest is expert networks:

- » Expert networks are research firms that connect investors, consultants and business decision-makers with industry experts. To avoid conflicts of interest, Capsugel colleagues may not participate in expert networks related to Capsugel business, including as a client or an expert, whether such position is paid or not paid.

Personal Relationships

To avoid conflicts of interest, Capsugel discourages hiring close relatives in the same department. The actions of family members and close personal friends outside the workplace can also create a conflict if their actions cause you to lose your objectivity in the workplace.

Outside Employment

A conflict of interest exists if your outside business or other interests can affect your motivation or performance as a Capsugel colleague. A second job or affiliation with a Capsugel competitor is

not allowed. A second job or affiliation with a customer, supplier or provider of goods or services is discouraged, but may be allowed with proper management approval. Even when outside employment is allowed, colleagues are still bound by all confidentiality agreements with Capsugel.

Gifts and Accepting Gifts, Entertainment, Loans or Other Favors

Capsugel prohibits you – or someone from your immediate family – from giving and receiving gifts, services, perks, entertainment or other items of more than token or nominal monetary value to or from Capsugel's suppliers, customers, other third parties or government officials. Capsugel's International Anti-Bribery and Anti-Corruption Procedure includes, by region, specific monetary limits for gifts.

I WANT TO INVEST IN A COMPANY THAT PRODUCES AN INGREDIENT THAT IS AN IMPORTANT INGREDIENT IN A CAPSUGEL PRODUCT. WOULD THIS BE A CONFLICT OF INTEREST?

Even though your involvement in this company would only be financial, there may be a conflict depending on your position at Capsugel, your influence on purchasing decisions, the amount of your investment and the importance of the ongoing supplier. Talk to your supervisor or consult with the Legal Department before investing.

MY SPOUSE HAS AN OWNERSHIP INTEREST IN A POTENTIAL VENDOR THAT CAPSUGEL IS SEEKING TO USE TO DEVELOP CERTAIN ADVERTISING MATERIALS. HOWEVER, IN MY ROLE I WILL NOT HAVE ANY DECISION-MAKING RESPONSIBILITIES AS TO WHICH VENDOR IS SELECTED. DO I NEED TO REPORT ANYTHING?

Yes. All potential conflicts, or even the appearance of a conflict, can damage your reputation or that of Capsugel and therefore must be disclosed in writing to your manager or the Legal Department.

Potential Conflicts of Interest – Questions to Ask Yourself

There is potential for a conflict of interest if your outside financial or other interests or obligations affect your work at Capsugel.

Here are some questions to ask yourself to determine if there is a potential conflict of interest:

- » Do I have a significant financial interest in any company that does business with Capsugel?
- » Do I spend time on outside work or hobbies during my normal Capsugel business hours?
- » Do I accept valuable or frequent gifts from suppliers, customers or competitors? If so, could these gifts influence or appear to influence my decision-making at Capsugel?
- » Am I in a position to hire or directly supervise a spouse, relative or close friend?

If you have questions about conflicts of interest, contact the Legal Department.



IN MY COUNTRY, REFUSING A GIFT FROM A BUSINESS ASSOCIATE COULD BE CONSIDERED AN INSULT. WHAT SHOULD I DO WHEN A GIFT IS OFFERED?

In certain cultures, refusing a gift from someone with whom we do business may damage our business relationship with that person. If you do business in one of these cultures, you should consult with your manager or the Director of Global Compliance about how gifts should be treated. If the

gift's value makes it appear that the donor is attempting to influence you, but it must be accepted in order to preserve the business relationship, it may be possible to accept it as Capsugel property. Managers within a country should develop a consistent policy for determining how such gifts should be treated. For example, food items could be placed in a central location for everyone to share, or a clock or painting could be displayed within a Capsugel facility for all to view.

Equal Employment Opportunity

Colleagues are Capsugel's greatest asset, and Capsugel is committed to treating all employees and applicants with fairness and respect. We believe in cooperation, teamwork and trust. Hostility and harassment are not tolerated at our company.

A COMMITMENT TO RESPECT FOR PEOPLE

We recognize that people are the cornerstone of Capsugel's success, we value our diversity as a source of strength and we are proud of Capsugel's history of treating people with respect and dignity.

A COMMITMENT TO LEADERSHIP

We believe that leaders empower those around them by sharing knowledge and rewarding outstanding individual effort. We are dedicated to providing opportunities for leadership at all levels in our organization.

To create a safe work environment where people are treated respectfully and fairly, we will:

- » Provide fair and equitable treatment for all colleagues
- » Abide by all employment related laws and regulations of the countries in which we do business
- » Promote a positive and harassment-free work environment
- » Protect the health and welfare of all colleagues

We will not:

- » Engage in any form of discrimination, harassment or retaliation
- » Permit the use of illegal drugs
- » Allow the misuse or abuse of alcohol or prescription drugs in the workplace

It is Capsugel's policy to provide equal employment opportunities and to treat applicants and colleagues without regard to personal characteristics such as race, color, ethnicity, creed, ancestry, religion, gender, sexual orientation, age, gender identity or gender expression, national origin, marital status, pregnancy, child birth or related medical condition, genetic information, military service, medical condition (as defined by state or local law), disability, veteran status or other characteristics protected by applicable laws. Managers are responsible for communicating and enforcing this policy. Managers at each Capsugel location should periodically monitor, report, and, if necessary, correct or improve its performance in the area of equal opportunity.



Discrimination or Harassment

Capsugel values a work environment that is free of verbal or physical harassment. This includes any unwelcome comments or actions regarding race, color, religion, gender, sexual orientation, age, gender identity or gender expression, national origin, marital status, disability, veteran status or other characteristics protected by applicable laws.



This policy applies to conduct that is made a condition of employment; is used as a basis for employment decisions; creates an intimidating, hostile or offensive working environment; or unreasonably interferes with an individual's work performance. Capsugel may be held responsible for the harassment or discrimination of employees by managers, supervisors, other employees or non-employees if Capsugel knows (or should have known) about the behavior and fails to take appropriate corrective action.

Reporting Discrimination or Harassment

Employees who engage in acts of harassment or discrimination are subject to corrective action that may include

termination of employment. Managers are responsible for maintaining business units that are free of harassment and discrimination. Capsugel is also committed to providing an environment that is free of retaliation.

Capsugel promotes open communication throughout the company to resolve questions, concerns, problems or complaints involving discrimination or harassment. If you experience or are aware of any discrimination or harassment, you can:

- » Talk to your manager, Human Resources representative or a senior manager
- » Contact the Capsugel Compliance Helpline where available and permitted by law

At-Will Employment

Each Capsugel colleague is employed by Capsugel on an at-will basis (unless otherwise agreed upon in writing and subject to applicable laws). At-will employment means that employment is not guaranteed for any specific amount of time, and Capsugel retains the right to terminate an individual's employment at any time with or without cause or notice. No oral representations made by any Capsugel colleague with respect to continued employment can alter this relationship.

MY CO-WORKER KEEPS TELLING RACIALLY CHARGED JOKES. HE THINKS THEY'RE FUNNY, BUT THE JOKES MAKE ME FEEL UNCOMFORTABLE. WHAT SHOULD I DO?

Your co-worker should be made aware that his jokes are creating a negative work environment. You are encouraged to do this yourself if you are comfortable doing so.

You should also report this to your supervisor, who will be expected to take action, or you can call your Human Resources representative. Where available and permitted by law you may also call the Capsugel Compliance Helpline.

I KNOW THAT SEXUAL HARASSMENT IS A BIG ISSUE IN THE U.S., BUT WHAT ABOUT OUTSIDE THE U.S. WHERE WE HAVE DIFFERENT STANDARDS?

The concept of respect for our colleagues is universal and not limited by the geography of any country. All employees throughout the world should have a work environment in which they are shown respect by their colleagues. Therefore, Capsugel's policies regarding discrimination and harassment apply globally. Consult your local Human Resources representative if you are uncertain about whether certain conduct is consistent with an environment of dignity and respect. In addition, you must follow applicable local laws in your area.

Abuse of Drugs and Alcohol

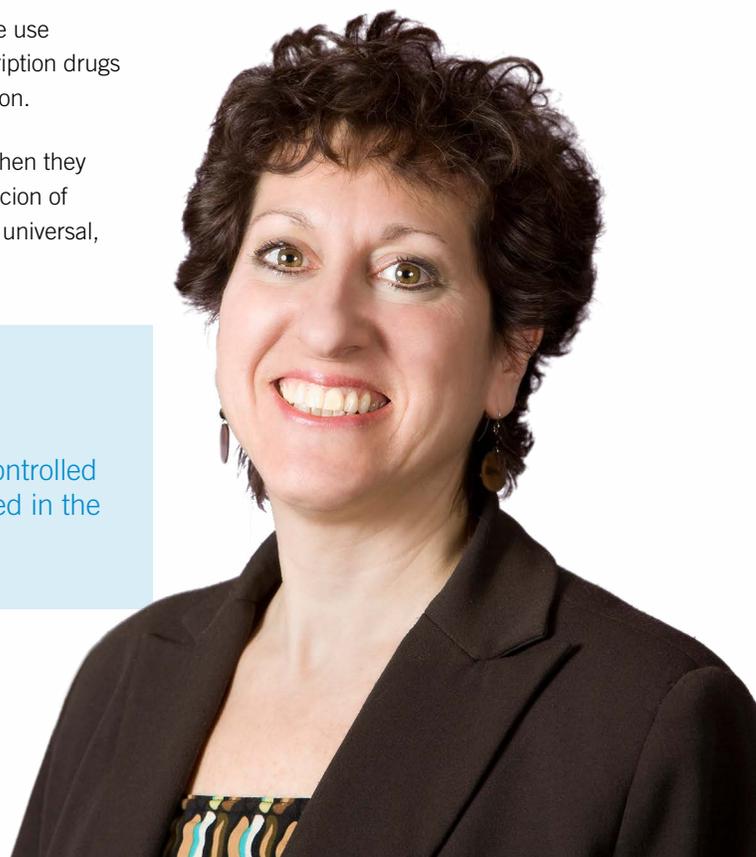
While we respect individual privacy, we also recognize that substance abuse poses serious health and safety hazards in the workplace. We are dedicated to achieving a substance-abuse-free environment for the health and well-being of employees and for the enhancement of our competitive position.

Capsugel's formal policy and guidelines are compassionate but firm. The use of illegal drugs and the misuse of alcohol and over-the-counter or prescription drugs is prohibited in the workplace during business hours regardless of location.

In addition to pre-employment drug testing, employees may be tested when they display unusual or erratic behavior such that there is a reasonable suspicion of drug or alcohol abuse. Where permitted, employees may be tested on a universal, random basis.

Key Terms

An illegal drug includes chemical substances, narcotics, controlled drugs, illicit drugs, or any restricted drugs listed or described in the laws of the locations where Capsugel does business.



MY CO-WORKER HAS RECENTLY BEEN COMING INTO WORK WITH ALCOHOL ON HER BREATH. WHILE SHE DOESN'T SEEM IMPAIRED, I WORRY THAT SHE MAY BE DRUNK ON THE JOB. I'M AFRAID TO CONFRONT HER. WHAT SHOULD I DO?

If your co-worker has an alcohol problem, she could be compromising her own and other employees' safety, as well as her ability to perform on the job. If you feel that sufficient evidence exists that she is under the influence of alcohol while at work, you should speak to your supervisor, contact Human Resources or call the Capsugel Compliance Helpline.

I THINK I MIGHT HAVE A SUBSTANCE ABUSE PROBLEM, CAN CAPSUGEL HELP ME?

If you're concerned that you may have a problem with alcohol or drugs, Capsugel encourages you to seek help by contacting counseling professionals.

A Commitment to Community

At Capsugel, everything we do is geared toward creating a sustainable future not only for our colleagues, customers and investors, but also for the communities in which we work and live.

We recognize that the ongoing vitality of our local communities has a direct impact on both the long-term health of our business and well-being of our colleagues. That's why we are committed to helping strengthen our communities through our actions. We live this commitment by:

- » Providing challenging and rewarding employment
- » Maintaining a safe workplace
- » Protecting the environment
- » Advocating charitable giving and volunteerism
- » Responding to all public, media and government inquiries in an appropriate and timely manner
- » Cooperating with local host governments

Protecting Your Safety and the Environment

Capsugel strives to strengthen both our natural and workplace environments, and is committed to conducting our operations in a safe and environmentally sound manner. Promoting strong Environmental, Health & Safety (EHS) practices is everyone's responsibility at Capsugel. Each of us is accountable for Capsugel's overall EHS performance, our own safety and the safety of our colleagues.

You can help us meet these responsibilities by:

- » Complying with applicable EHS laws, regulations and your facility's EHS management system, standards and requirements
- » Immediately reporting all EHS incidents, near-misses and hazards to your manager
- » Taking action to correct any unsafe practices or conditions, and seeking to continuously improve our EHS performance
- » Fostering openness and dialogue and actively participating in EHS efforts
- » Integrating EHS considerations into your workplace and activities
- » Promoting efficient use of energy and natural resources, and reducing waste



Media and Public Inquiries

All public disclosures, including forecasts, press releases, speeches and other communications, will be honest, accurate, timely and representative of the facts. Employees are not authorized to answer questions from the media and the public.

Only the CEO, CFO and Corporate Communications are authorized to speak to the media on Capsugel's behalf. When approached for information, you must record the name of the person making the inquiry and immediately notify the Corporate Communications department at mediainquiries@capsugel.com.

Political Activity

While Capsugel encourages employees to participate in electoral politics in those countries where appropriate, such activity must occur strictly in an individual and private capacity and not on behalf of Capsugel. Employees may not conduct personal political activity on Capsugel time or use Capsugel property or equipment for this purpose.

Government Investigations: Requests for Information or Facility Visits

If you are contacted by any government agency, notify your supervisor and the Legal Department for assistance immediately. The Legal Department must be notified of all government requests for information or facility visits that have the potential to expose Capsugel or its employees to criminal or significant civil or administrative penalties. All searches and raids by officials are considered an ethics and compliance issue and should be treated as such. Wherever there is doubt, it is best to notify the Legal Department.

Adverse Events

Public health and safety are key priorities of Capsugel, therefore; it is Capsugel's policy to comply with all regulations and laws worldwide relating to Adverse Event reporting. Adverse Events are, generally, any untoward physiological or medical occurrence associated with the use of a drug or supplement product in humans. While Capsugel has limited, if any, responsibility for reporting Adverse Events to regulatory agencies, Capsugel's Adverse Event Reporting Policy requires colleagues that learn of an Adverse Event to contact the Contact Persons listed in our Adverse Event Reporting Policy.

A REPORTER CALLED ME LOOKING FOR SOME BASIC INFORMATION ABOUT CAPSUGEL. CAN I ANSWER HIS QUESTIONS?

No. Even simple questions should be rerouted to the Corporate Communications department because you may not have all of the relevant facts. Even if you provide accurate

information, releasing it at the wrong time could interfere with marketing plans and give our competitors too much time to react. In addition, uncoordinated disclosure could pose problems under securities laws if the information released was material inside information. Even disclosures that may seem harmless can create problems.

Export Control

The last few years have seen an increased focus by government authorities on enforcing various export controls, most recently in response to actions taken by Russia in the Ukraine.

Capsugel must conduct business in a manner consistent with applicable import and export laws, comply with economic and trade sanction programs, obtain all necessary licenses and not engage in transactions with individuals, entities and companies listed on government denial lists.

Most export control laws and regulations are “strict liability” regimes, meaning that Capsugel may be subject to penalties for even negligent violations. Therefore, strict compliance with Capsugel’s Export Control Policy and Procedure, which can be accessed on the Capsugel intranet, is required of all Capsugel colleagues wherever located. For further information, please review Capsugel’s Export Control Policy and Procedure or contact the Legal Department.



Fair Labor Practices

Capsugel does not engage in or condone the unlawful employment or exploitation of children in the workplace or the use of slavery, human trafficking or forced labor.

Capsugel will not tolerate the use of unlawful child labor, slavery, human trafficking or forced labor in the research, manufacture, sale and distribution of our products and will not tolerate the use of unlawful child labor, slavery, human trafficking or forced labor by our suppliers. Capsugel's Fair Labor Practices Policy sets forth the standard for Capsugel and our suppliers.



Capsugel®