



## GILEAD SCIENCES, INC. CODE OF ETHICS

### 1. Scope and Purpose of Code

At Gilead, we are committed to maintaining the highest standards of legal and ethical conduct. This Code of Ethics (the “Code”) reflects the business practices and principles of behavior that support this commitment. It should be considered against the backdrop of Gilead’s corporate core values of Integrity, Teamwork, Accountability and Excellence. We expect every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities. Each of our officers, directors and employees is required to comply with the Code. Accordingly, references in the Code to employees are intended to also cover officers and, as applicable, directors.

The integrity and reputation of Gilead depends on the honesty, fairness and integrity brought to the job by each person associated with the company. Each employee is required to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code. Unyielding personal integrity is the foundation of corporate integrity.

Officers, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit of our core values, as well as the letter, of the Code. Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of Gilead. The compliance environment within each supervisor’s assigned area of responsibility will be a significant factor in evaluating the quality of that individual’s performance. Managers should not consider employees’ ethics concerns as threats or challenges to their authority, but as another encouraged form of business communication. Any employee who makes an exemplary effort to implement and uphold our legal and ethical standards will be recognized for that effort in his or her performance review. However, employees should understand that nothing in the Code alters the employment at-will policy of Gilead applicable to all U.S. employees.

The Code cannot possibly describe every practice or principle related to honest and ethical conduct. The Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. You should work with your manager to ensure that you are aware of all Gilead policies applicable to you and your department. Many of these policies can be found in the Employee Handbook.

Action by members of your immediate family, significant others, persons who live in your household or entities over which you have voting or investment control also may potentially result in ethical issues to the extent that they involve Gilead business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your immediate family members, significant others, persons who live in your household and entities over which you have voting or investment control.

**You should not hesitate to ask questions about whether any conduct may violate the Code, voice concerns or clarify gray areas. Section 9 below details the compliance resources available to you. In addition, you should be alert to possible violations of the Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 9.** Violations of the Code will not be tolerated. Any employee who violates the Code may be subject to disciplinary action, up to and including termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

## **2. Legal Compliance**

Obeying the law, both in letter and in spirit, is the foundation of this Code. Gilead's success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. It is therefore essential that you understand the legal and regulatory requirements applicable to your business unit and area of responsibility. We hold training sessions to ensure that all employees comply with the relevant laws, rules and regulations associated with their employment, including laws prohibiting insider trading (which are discussed in further detail in Gilead's Insider Trading Policy). While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. Some of the more important and generally applicable laws are described in the Employee Handbook. There you can find a discussion of employment laws concerning equal employment opportunity and sexual and other types of harassment; antitrust laws; environmental, health and safety laws; food and drug laws; securities laws concerning insider trading; and anti-bribery laws concerning foreign corrupt practices. If you do have a question in the area of legal compliance, it is important that you do not hesitate to seek answers from your supervisor or from an attorney in the Legal Department.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject you, as well as Gilead, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal and ethical obligations.

## **3. International Business Laws**

You are expected to comply with the applicable laws in all countries to which you travel, in which you operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, because we are a U.S. corporation, we expect all employees globally to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S. These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded. Our separate Foreign Corrupt Practices Act Policy is set forth in the Employee Handbook and should be consulted for further details and guidance;
- U.S. Embargoes, which restrict or, in some cases, prohibit or restrict companies, their subsidiaries and their employees from doing business in or with certain identified countries (including, for example, Angola (partial), Burma (Myanmar), Cuba, Iran, Iraq, Liberia (partial), Libya, North Korea, Sierra Leone (partial), Sudan, Syria and Zimbabwe (partial), or with specific companies or individuals;
- Export Controls, which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, denied persons or denied entities from the U.S. or for restricted end-uses, or the re-export of U.S. origin goods from the country of original destination to such designated countries, denied companies or denied entities or for restricted end-uses; and
- Antiboycott Compliance, which prohibits U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott that is fostered or imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance from the Legal Department before taking any action, including giving any verbal assurances that might be regulated by international laws.

#### **4. Conflicts of Interest**

It is essential that you avoid any situation or interest that might interfere with your judgment or responsibilities to Gilead. While you should be free to make personal investments and enjoy social relations and normal business courtesies, you must not have any personal interests that adversely influence the performance of your job responsibilities. A conflict of interest can arise, for example, when you

- have a financial interest that could affect your judgment;
- gain personal enrichment through access to confidential information relating to Gilead's business;
- conduct personal business (such as personal scientific experiments) on Gilead time or using Gilead resources; or
- misuse your position at Gilead in a way that results in personal gain.

A conflict of interest can also arise when you have a personal interest, direct or indirect, in any supplier or customer of Gilead. An indirect interest might arise if your family member has a personal interest in a supplier or customer of Gilead. Please refer to Gilead's Conflict of Interest Policy set forth in the Employee Handbook for examples of certain activities that would likely create a conflict of interest and should be avoided.

If you think that a conflict of interest situation exists, you are required to disclose the conflict in writing to your manager (unless your manager is involved in the conflict of interest) and the Legal Department or your department's human resources business partner. Gilead will then evaluate whether a conflict of interest exists and determine whether you should divest yourself of the interest or realign your job responsibilities to eliminate the conflict. If you receive an offer of a gift or receive a gift or other consideration that might be interpreted as creating a conflict of interest, you are required to make an immediate disclosure of the incident to your immediate supervisor and the Legal Department.

#### **5. Corporate Opportunities**

You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by the Legal Department. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. You cannot use your position with Gilead or corporate property or information for improper personal gain, nor can you compete with Gilead in any way.

#### **6. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting**

The integrity of our records and public disclosure depends on the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. You are prohibited from making false or misleading entries, whether they relate to financial results or test results. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, stockholders, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. These reports must provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. If you collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports, you should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Gilead that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- you may not take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- you must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- you may not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

If you become aware of any departure from these standards in any filing or public communication that contains untrue or misleading information or if subsequent information would affect a similar filing or public communication has a responsibility to report his or her knowledge promptly to a supervisor or an attorney in the Legal Department, or to utilize the reporting resources described in Section 9.

## **7. Fair Dealing**

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing or using trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or an attorney in the Legal Department, or utilize the reporting procedures described in Section 9.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. You may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

If you are involved in procurement, you have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

## **8. Amendments and Waivers**

This Code may be amended, modified or waived by the Board of Directors, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, as amended, and the rules thereunder and the applicable rules of the NASDAQ National Market or other stock quotation system or stock exchange where Gilead stock is traded.

## **9. Reporting Procedures for Suspected Violations**

Gilead has adopted a Complaint Procedure and Non-Retaliation Policy, which is included in the Employee Handbook. Among other things, that policy sets forth the standards and procedures for reporting questionable conduct and addresses confidentiality concerns and protection for persons reporting questionable behavior to Gilead's Ethics Committee (the "Committee"). You should use the procedures in that policy to report any suspected violations of this Code (or other questionable conduct) falling within the scope of such policy.

When you in good faith disclose suspected wrongdoing, based upon your reasonable belief, and are not engaged in associated improper conduct, Gilead will keep your identity confidential for as long as possible. In order to thoroughly investigate a matter, however, Gilead may find it necessary to share information with others on a "need to know" basis. While efforts will be made to maintain the confidentiality of your identity, the existence and particulars of the complaint itself may have to be disclosed to the individual(s) against whom the complaint is made.

In each instance, the receiving Committee member will determine the appropriateness of bringing the disclosure to the attention of some or all of the other Committee members, to the individual(s) against whom the complaint is made and to the Gilead Audit Committee of the Board of Directors. If you report improper conduct in which you have been engaged with others, confidentiality will be determined upon a case-by-case basis.

If you report suspected wrongdoing in good faith, you will not be subject to retaliation or discipline for having done so, even if the report involves management, supervisors or employees, or even if the report ultimately is established to be erroneous. Retaliation by a manager, supervisor, or any other employee will be grounds for disciplinary action by that manager, supervisor or employee, up to and including termination. If you have engaged in a conflicting activity, the fact that you reported the incident will be given appropriate consideration in any resulting disciplinary action. Failure to report wrongdoing of which you have knowledge may, in itself, be a basis for disciplinary action. Gilead will take appropriate disciplinary action where a conflict has occurred, up to and including termination.

Nothing in this Code shall be construed to prohibit you from reporting any suspected instance of illegal activity of any nature, any workplace safety, public safety or environmental concern to the United States Department of Labor or any other federal or state governmental agency, and shall not be construed to prohibit you from participating in any way in any state or federal administrative, judicial or legislative proceeding or investigation.