



STANDARDS OF BUSINESS CONDUCT

August 17, 2016

DISCLAIMER:

These Standards of Business Conduct and the policies described within do not constitute an employment contract. No contractual rights are conferred on any individual employee by issuance of these Standards or the submission of any Certification and Confirmation of Understanding.

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Scope

The Standards of Business Conduct (the “Standards”) apply to Valeant Pharmaceuticals International, Inc. and all of its worldwide divisions, subsidiaries and affiliated companies (collectively “Valeant” or “the Company”) and are to be followed by all employees, contract employees and members of its Board of Directors.

Policy

Our policy is to (i) require the highest standard of business ethics and integrity on the part of our employees, members of our Board of Directors and third parties, (ii) comply with all applicable laws and regulations of the countries where we do business and (iii) maintain training and other related processes to ensure awareness and promote compliance with the Standards. To this end, Valeant has adopted and implemented these Standards. Compliance with these Standards is a condition of employment. All employees, members of the Board of Directors, and third parties acting on behalf of Valeant are required to acknowledge and certify compliance with the Standards on an annual basis.

Because Valeant has significant Canadian and U.S. based operations, reference is often made in this document to Canadian or U.S. laws or legal concepts. However, except where Canadian or U.S. law mandates a particular result (for example, no employee of a Valeant subsidiary anywhere in the world may make a payment to a government official that would violate the U.S. Foreign Corrupt Practices Act, regardless of whether the payment would be permissible under local law), our policy is to follow local laws and practices with a view to adhering to the spirit of these Standards to the greatest extent possible.

The Company’s management will vigorously enforce the Standards and will take prompt and appropriate action, up to and including termination of employment or other relationship, of those found to be in violation.

Along with Valeant’s Chief Compliance Officer, managers at each of Valeant’s operating units are responsible for ensuring that their employees annually receive a copy of the Standards and for establishing procedures to promote an understanding of and compliance with the Standards, in addition to any Corporate-sponsored programs.

Why Standards of Business Conduct?

The Standards are intended to accomplish the following objectives:

- Emphasize our commitment to ethical behavior and compliance with the law,
- Establish basic standards of legal and ethical behavior,
- Increase our sensitivity to legal and ethical issues,
- Describe situations in which we need to be particularly careful and to provide guidance regarding how to obtain help in dealing with legal and ethical issues,

- Inform us about procedures for reporting known and suspected violations of the Standards or laws, and
- Prevent and detect violations of the Standards and the law.

Our Responsibilities

We have important responsibilities with respect to the Standards and must:

- Be thoroughly familiar with these Standards and applicable laws and regulations that relate to our job responsibilities, and follow them at all times,
- Be sensitive to – and avoid – situations that could lead us, or those around us, to engage in improper actions, and
- Take action against improper behavior by reporting such improprieties immediately if encountered.

Valeant managers and supervisors must also:

- Maintain a work environment that is respectful and encourages open communication regarding ethical problems and concerns,
- Make a personal commitment to operate in accordance with the highest standard of ethical business conduct, and communicate this commitment to others,
- Periodically discuss ethical issues and review the Standards with employees and third parties reporting to them,
- **Ensure that employees reporting to them receive appropriate compliance and ethics training, and**
- **Be familiar with the resources available to assist in the resolution of legal and ethical questions and concerns.**

STANDARD 1: COMPETITIVE PRACTICES

We will engage only in fair and open competition in compliance with applicable laws, rules and regulations.

The Standard

We will in all respects compete fairly and ethically for contracts and other business opportunities in accordance with all applicable laws, rules and regulations.

We will deal fairly with the Company's customers, suppliers, competitors and employees. All materials used in our sales and marketing will be consistent with a product's approved indication, truthful, balanced, in good taste and free from false, misleading or exaggerated claims or statements. Valeant will only promote products consistent with their approved indications and applicable laws and regulations.

This Standard also means that we will not use any illegal or unethical practices, such as obtaining proprietary information about a competitor, price-fixing, coercion, collusion or entering into illegal anticompetitive agreements in an attempt to obtain or retain business.

Particular Areas of Concern

Gifts, Entertainment and Meals to Customers and Customer Representatives (Excluding Government Officials and Healthcare Providers)

We will not offer or make any payment, bribe or kickback, directly or indirectly. Such actions may result in severe criminal penalties both for those individuals involved and Valeant.

Moreover, any meals, entertainment, gifts or favors we furnish customers or customer representatives, will be moderate, appropriate to the business being conducted, in compliance with applicable laws, and in keeping with the principle of avoiding even the appearance of inducing customer or customer representatives to place their personal interests above that of their employer.

One key test is not whether a particular meal, gift or other benefit was actually provided to obtain favorable treatment, but whether it might give the appearance of having been provided for that reason. We apply this test in order to maintain the trust and confidence of our customers and others in the industry. We must refrain from any conduct suggesting that we seek business based on considerations other than the quality of our employees, products and services.

In some situations, even stricter tests may apply, such as with healthcare providers and government officials (see Standards 4 and 6).

Each of us who deals with customer representatives, or may otherwise be affected by a customer's rules and standards, must learn those rules and standards concerning the acceptance of meals, entertainment, gifts and other benefits. The meals, entertainment, gifts or favors provided to representatives of customers or prospective customers must never be hidden from, or

be in violation of the rules or standards, of their employers. In addition, the following guidelines must be followed:

- With respect to non-government personnel, gifts, meals, entertainment or benefits must be reasonable, comply with applicable laws and be in accordance with the Company's applicable travel and entertainment policies.
- With respect to government employees, even modest gifts, meals, entertainment or benefits may be prohibited by law. Valeant will comply with the laws of each jurisdiction in which we operate. See Standard 4.

Any questions about appropriate conduct related to gifts, meals or entertainment should be directed to an employee's supervisor, department head, Valeant's Legal Department or the Compliance Department.

Antitrust Laws

We must be aware of and comply with antitrust laws as well as other applicable laws, rules and regulations. All antitrust laws, regardless of the originating country, are extremely important.

A wide range of transactions or practices are prohibited under these laws. No agreement or understanding may be made with competitors to directly or indirectly fix or control prices including any element thereof (e.g., discounts, rebates, cost), to allocate products, markets or territories, to boycott certain customers or suppliers, or to refrain from or limit the manufacture, sale or production of any product.

We must understand that antitrust laws prohibit not only actions and discussions designed to fix prices or arrange market shares, but may also prohibit concerted actions by competitors with even beneficial objectives such as improved safety and more accurate testing of products. These kinds of actions can result in criminal penalties both for the individuals involved and Valeant. Accordingly, no concerted action with a competitor may be taken without prior input of Valeant's Legal Department.

Following are some examples of concerted actions prohibited by antitrust laws:

- Agreeing with a competitor to divide up customers or territories.
- Agreeing with a competitor that both companies will jointly cease doing business with a customer unless the customer takes certain actions ("collective boycott").
- Agreeing to restrict or increase production, including levels of production, manufacturing processes and/or the supply of services.
- Agreeing or even discussing with competitors future competitive behavior (e.g. price increases, development of new technologies).
- Discussing with a competitor either party's sales strategy, including whether to sell products or systems from a particular customer, or at which conditions.

Antitrust laws also prohibit certain agreements with suppliers, customers, or distributors where the effect of those agreements is to diminish competition. For example, exclusive contracts with suppliers would violate the antitrust laws if such contracts foreclosed competitors from accessing needed supply. Prohibiting distributors from re-selling a product below a specified price could also violate antitrust laws in a number of jurisdictions.

Finally, antitrust and related laws may prohibit certain methods of competition, even when engaged in independently from others. For example, monopolization laws restrict firms with significant market power from engaging in conduct that excludes competitors and is not justified by procompetitive benefits. In addition, unfair competition laws often prohibit making false comments about a competitor's products and making false or misleading advertising claims.

These laws and rules apply to both formal and informal communications. If we are involved in trade association activities or in other situations allowing for less formal communication among our competitors, customers or suppliers, we must be especially alert to the requirements of the law.

Anyone in doubt as to the application of antitrust laws in the United States or globally should consult Valeant's Legal Department.

STANDARD 2: INTEGRITY OF BUSINESS RECORDS AND REPORTING

We will record and report all data and information accurately, honestly, and in sufficient detail.

The Standard

All records, reports and other documents of Valeant must be prepared and maintained accurately, truthfully and in sufficient detail.

This applies both to everyday documents, such as time cards, expense reports, test reports, manufacturing records and accounting entries, and to less routine documents or reports, such as cost estimates, contract proposals, regulatory filings, and other presentations to management, customers and the public. If we prepare such records or represent or certify the accuracy of information in such records, we must be diligent in assuring their accuracy and integrity.

Particular Areas of Concern

Financial Reporting and Accounting

We must comply with accepted accounting practices and internal controls at all times. All assets, liabilities, revenues and expenses of Valeant are to be entered in the Company's books, records and other documents. These books, records and documents must also accurately reflect and properly describe the transactions they record in sufficient detail. For example:

- No undisclosed or unrecorded fund, asset or account of the Company will be established for any purpose.
- No false or artificial entries will be made in the books, records or accounts of the Company for any reason, and no employee will engage in any arrangement that results in prohibited entries.
- No payment on behalf of the Company will be approved or made with the intention or understanding that any part is to be used for any purpose other than that described by the supporting document.

Where government accounting regulations apply, we must classify and allocate costs in accordance with those regulations, including cost principles governing cost allowability and relevant contract clauses.

Various federal laws, both civil and criminal, apply to those who make false statements or false claims to the United States government. There can be severe civil and criminal penalties for both those involved and Valeant if these laws are violated.

Pricing

We will not submit or concur in the submission of any claims, bids, proposals, or other related documents that contain false or fictitious information. In particular, individuals involved in

pricing products and services for the government must comply with all applicable laws and regulations. For example, in the U.S., the Truth in Negotiations Act requires government contractors to provide “accurate, complete and current” cost or pricing data. Similarly, certain U.S. federal government healthcare programs require the reporting of certain cost and pricing data; all data reported to such programs must be accurate and complete.

Reporting of Expenses

All expense items associated with travel or local business matters, including airfare, hotel expenses, taxi/limousine services, car rental, business meals and entertainment, must be accurately and fully documented on your expense report (whether or not they are paid directly) with applicable receipts and supporting documentation attached. The documentation must include identification of the customer involved, where a customer is involved, and a brief description of the business matter that supports the expense.

Reporting of Relationships with Healthcare Providers

Under the U.S. Physician Payment Sunshine Act, similar state laws, and Valeant policies and procedures, Valeant must track and report all transfers of value to U.S.-licensed physicians or their immediate family members, as well as any known ownership or investment interests in Valeant by U.S.-licensed physicians. Valeant employees who participate in marketing products to healthcare providers shall be made aware of the current (and changing) state and federal laws related to tracking and reporting sales and marketing expenses.

Any questions related to tracking and reporting expenses should be directed to an employee’s supervisor, department head, or Valeant’s Compliance or Finance Department. See the Company’s **Records Management Policy** and related Retention Schedule with respect to the period of time required to maintain the Company’s records.

STANDARD 3: PUBLIC DISCLOSURES AND COMMUNICATIONS AND TRADING IN THE COMPANY'S SHARES

We will ensure that we comply fully with all applicable securities laws, rules and regulations, including with respect to press releases, disclosure and trading in the Company's shares.

The Standard

As a publicly traded company, Valeant must ensure that all of its public disclosures comply with Canadian and U.S. securities laws. These laws apply not only to disclosure documents that are filed with the various securities regulators, but also to press releases, presentations to securities analysts and other disclosures that are reasonably likely to be disseminated to investors in Valeant securities. No disclosure document may misrepresent a material fact or omit a material fact needed to avoid misleading the reader. A fact is "material" if a reasonable investor would consider it to be significant when deciding whether to purchase, sell, or hold Valeant securities.

All disclosure must be made in accordance with Valeant's **Corporate Disclosure Policy** and any applicable disclosure standard operating procedures.

The Company has appointed certain Designated Spokespersons. These are the only people that may speak publicly about the Company or its business. Designated Spokespersons include the CEO, the CFO and the Head of Investor Relations. All other employees, officers and directors are prohibited from responding to inquiries from the investment community, the media or others, unless specifically asked to do so by a Designated Spokesperson.

In addition, we must comply in all respects with the laws, rules and regulations regarding trading in the securities of publicly traded corporations and must specifically refrain from trading while in possession of material non-public information. The use of non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is both unethical and illegal.

For more detailed guidance see the **Company's Insider Trading Policy** and **Blackout Policy**.

Particular Areas of Concern

Press Releases and Other Public Communications

None of us can make or disseminate any public statement regarding the operations of the Company unless prior approval has been obtained from the Disclosure Committee and the Head of Investor Relations.

Selective Disclosure

U.S. federal securities laws prohibit selective disclosure of financial and other corporate information. We cannot selectively disclose non-public information to securities analysts or members of the media or public. (See the Company's **Corporate Disclosure Policy** for additional information).

STANDARD 4: DEALING WITH GOVERNMENT OFFICIALS

We are committed to complying with the letter and spirit of the United States Foreign Corrupt Practices Act (“FCPA”) and its other local equivalents.

The Basic Standard

Valeant strictly prohibits the payment of bribes and all improper payments or favors of any nature to anyone, including to government officials, healthcare providers, and/or other customers anywhere in the world.

We must at all times engage in ethical business practices while conducting business activities with government officials in all countries. Employees should not seek to influence sales or other business through the offer of bribes, incentives, meals, entertainment, gifts or other types of improper payments.

Valeant and its employees must comply with all applicable laws and regulations prohibiting or otherwise restricting improper payments to foreign, U.S. federal, state, and local government and government officials and government entities, whenever and wherever it conducts business. In addition, Valeant requires that any consultant, contractor, agent, distributor or other third party or business partner acting on its behalf comply with all applicable laws. Any improper payment made by such parties could be attributed to Valeant.

Particular Areas of Concern

The FCPA and Gift Laws

The FCPA prohibits the making, offering, promising or authorizing the giving of any payment or anything of value, directly or indirectly (whether by Valeant or anyone acting on its behalf), to any foreign government official, to induce that official to influence any governmental act or decision, to assist the Company in obtaining or retaining business, or to secure any other advantage. The FCPA also requires the Company to maintain accurate records, books and accounting controls. Violations of the FCPA can result in large fines, imprisonment and/or other severe consequences.

All finance employees or employees whose job functions could in any way involve interactions with any type of government official or healthcare provider must be familiar with, understand and comply with the Company’s **Global Anti-bribery Policy**. These employees will be required to certify at onboarding and on an annual basis that they have reviewed this Policy and agree to abide by it.

It is important for employees to be aware that the term “government official” (which for purposes of these Standards shall include “public official” and “foreign official”) is very broadly defined in the laws addressing improper payments and can include healthcare providers or other employees at state-owned or state-controlled hospitals and healthcare companies, healthcare providers paid in whole or in part by a government, and federal, state, and local government employees. It also is important to be aware that “payment” or “anything of value” includes not only money, but also entertainment, meals, hospitality, gifts, travel, employment and anything

else of value including favors, even if the benefits or favors are to be provided to an official's relative. Please see the **Global Anti-Bribery Policy** for additional guidance on key terms, including "government official," "anything of value" and "payment."

It is essential that employees keep books, records and accounts, which in reasonable detail, accurately and fairly reflect all transactions with government officials.

Since domestic and foreign laws and regulations require Valeant to be in contact with government officials on a wide variety of matters, employees who regularly make these contacts have special responsibilities for upholding Valeant's good name. The following standard rules apply:

- All employees who contact government officials must be familiar with the applicable lobbying laws and public disclosure requirements, particularly those that apply to registrations and filings.
- In addition to covering contacts regarding legislation, regulation or policy, lobby laws also may cover attempts to secure business from a government body, such as a public hospital. Lobbying activity should not be undertaken without prior review by the General Counsel.
- No employee shall make, offer or promise to make, or authorize the making of any form of payment, whether direct or indirect, to any government official, as an inducement to procuring or keeping business, or having a law or regulation enacted, defeated or violated.
- In certain limited circumstances when not prohibited by law, employees may give government officials gifts where acceptance of gifts is an established custom and a normal business practice. All such gifts shall be of reasonable value and the **presentation must be approved in advance and in writing by the General Counsel.** Moreover, such gifts must be presented in a manner that clearly identifies Valeant and the occasion that warrants the presentation.
- Employees also may give government officials gifts in the form of product models and pictures provided the models and pictures are part of Valeant's general marketing and public relations programs (except when prohibited by law). **All such gifts shall be approved in advance and in writing by the General Counsel.**
- On special ceremonial occasions, officers of Valeant may publicly give gifts of more than nominal value to public institutions and public bodies. Such gifts can, for example, commemorate special events or milestones in Valeant's history. These may be transmitted through government officials, but the gifts are to be given to the public institutions and public groups they represent, not to the officials personally. **Such gifts must be approved in advance and in writing by the General Counsel.**
- From time to time, employees may engage in business meeting meals with government officials, but only under the following conditions:

- It is legal, permissible and approved in advance and in writing by the General Counsel or his designee;
- The meal is not solicited by the government official;
- Such meals occur infrequently;
- It arises out of the ordinary course of business and is directly related to either:
 - the promotion, demonstration, or explanation of Valeant products or services, or
 - the execution or performance of a contract with the official’s government agency;
- It involves reasonable and not lavish expenditures, such as those customarily incurred for regular, ongoing business purposes;
- The expenses are paid directly by Valeant and are not reimbursed to the government official; and
- The setting and type of meal is reasonable, appropriate and fitting to our employees, their guests, and the business at hand.

Political Activities

U.S. federal law and certain states prohibit a corporation, such as Valeant, from making political contributions. This includes monetary contributions (e.g., in the form of a corporate check or a purchase of tickets to a political fundraiser) as well as “in-kind” contributions (e.g., the use of corporate personnel or facilities, or payment for services). Valeant will not make corporate contributions that are prohibited under applicable law. To ensure that Valeant is in compliance with these laws, all employees of Valeant must comply with the following requirements:

- Any proposed political contribution or expense incurred by Valeant on behalf of any candidate, campaign, political party, political committee (e.g., a PAC or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code must be approved in advance and in writing by the Legal Department.
- No corporate assets, funds, facilities, or personnel may be used to benefit any candidate, campaign, political party, or political committee (e.g., a PAC or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code without advance approval in writing by the Legal Department.
- You have the right, and are encouraged, to voluntarily participate in the political process and make personal contributions, as long as the following requirements are met:
- If you anticipate causing any corporate funds or assets (such as corporate facilities or personnel) to be used in connection with your volunteer activity, you must obtain written pre-approval, as described above.

- You may not work on a political fundraiser or other campaign activity during working hours unless you obtain written pre-approval, as described above.
- If you choose to participate in the political process, you must do so as an individual, not as a representative of Valeant. Indeed, any overt, visible, and partisan political activity that could cause someone to believe that your actions reflect the views or position of Valeant requires the prior written approval of the Legal Department.
- No one at Valeant may make a political contribution to obtain or retain business or to obtain any other improper advantage.
- Valeant shall not directly or indirectly reimburse or otherwise compensate any person for his or her personal political contributions.
- No one at Valeant may actually or threaten force or reprisal against an employee to contribute to, support, or oppose any political group or candidate.

“Pay-to-Play” Limits: Written Pre-Approval of Certain Personal Political Contributions by Certain Employees and Members of the Board of Directors

Certain state and local jurisdictions in the U.S. have enacted so-called “pay-to-play” laws that prohibit entities such as Valeant from being eligible for government contracts if certain covered employees or members of the board, and in some cases their spouse or dependent child, make or solicit political contributions to state or local candidates, political party committees, or other political committees in that jurisdiction.

To comply with these laws, members of the Board of Directors and employees who are director-level or above, in either case only if they reside in the U.S., are required to obtain written Pre-Approval from the General Counsel before making or soliciting a political contribution to a U.S. state or local candidate, political party, or other political committee in the jurisdictions listed on the [Valeant intranet](#) at [ValeantVision](#) (valeantvision.valeant.corp.vrx/corporate/Pages/Legal.aspx). Where indicated, they must also obtain written Pre-Approval for political contributions made or solicited by their spouse or dependent child. Please note that this requirement does not apply to contributions made to federal candidates, party committees or PACs.

STANDARD 5: INTERNATIONAL TRANSACTIONS

We will abide by all applicable laws, rules and regulations when conducting international transactions.

The Basic Standard

We will abide by all applicable laws, rules and regulations when conducting international transactions.

Particular Areas of Concern

Export Control

Many countries in which we do business have established export controls and similar restrictions, which govern the export, sale and transfer of Valeant's products and technology (including know-how) from the country to a foreign destination or foreign end-user (in cases of technology) and the re-export of such items from one foreign destination to another.

Failure to comply with these controls may result in civil or criminal penalties, as well as the loss of export privileges. Prior to engaging in a transaction which might possibly involve any of the foregoing restrictions and prohibitions, responsible Valeant employees must ensure that the transaction is not prohibited, that any and all regulatory approvals or licenses have been secured, and that records are kept in compliance with applicable requirements.

Specifically, U.S. and Canadian laws put restrictions on the types of products, destinations, and persons with which Valeant may deal. For instance, U.S. laws prohibit any unlicensed transactions (including answering customer support calls by phone) with anyone or any company in certain countries or territories, including, as of July 2016, **Cuba, Iran, North Korea, Sudan, Syria, and the Crimea region**, although it is currently possible to export certain pharmaceutical products to certain of these countries under closely regulated **conditions**. Exports to certain other countries may face substantial restrictions. **Please note that the list of sanctioned countries, as well as lists of sanctioned individuals and entities, may change, and there are many other U.S. and Canadian export controls, economic sanctions, and similar measures.** Our Trade Compliance or Legal Department will assist you in evaluating whether proposed transactions are prohibited or restricted.

We also need to be alert to transactions globally which we know or have reason to believe will result in Valeant products being diverted to sanctioned countries, including those listed above, or other unauthorized customers. To avoid diversion, we must check all transactions and customer support calls.

Antiboycott

U.S. law prohibits U.S. companies and individuals from supporting or participating in boycotts of countries friendly to the United States and requires timely reporting. While such antiboycott laws were enacted without reference to any particular boycott, their principal target is the Arab League's long-standing economic boycott of Israel. The antiboycott laws impose far-reaching

restrictions on actions, agreements and even the furnishing of information in connection with an unsanctioned foreign boycott, such as the Arab League boycott of Israel. Penalties for violations include civil and criminal fines, imprisonment and the loss of tax credits and export privileges.

Valeant's policy is not to comply with or support any unsanctioned foreign boycott. In addition, it is the policy of Valeant to maintain records, establish internal controls and make required reports to ensure compliance with U.S. antiboycott laws.

There are two U.S. government agencies that require Valeant to file reports under certain circumstances. First, the U.S. Commerce Department requires us to report the receipt of requests to support or further a boycott. We also must file reports with the U.S. Internal Revenue Service if we have operations in any country which is included on the U.S. Department of the Treasury's list of boycott countries (as of July 2016, these countries include **Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, Syria, United Arab Emirates and Republic of Yemen**) or if participation in a boycott were to become a condition for our operations in any other country. In such cases, we must report whether we participated in or cooperated with an international boycott, or whether we were requested to cooperate with such a boycott, and the extent of our operations conducted in connection with the boycott.

Compliance with Legal/Regulatory Enforcement Actions

If the Company is restricted in normal actions as a result of a government enforcement action, all employees will comply with such restriction.

STANDARD 6: DEALING WITH HEALTHCARE PROFESSIONALS AND HEALTHCARE ORGANIZATIONS

While recognizing the need to be commercially effective in the marketplace, we will maintain our commitment to be ethically and medically responsible and to comply with the laws that apply to our business.

The Basic Standard

As a pharmaceutical company, Valeant conducts a wide array of activities in the healthcare marketplace, including research, medical and other education, marketing, and sales. Each of these activities is subject to numerous legal, ethical and industry standards. Valeant is committed to complying with all applicable laws, rules, regulations and industry standards and adhering to the highest ethical standards in its marketing, promotional, educational and research activities.

Particular Areas of Concern

Valeant interacts with healthcare professionals and healthcare organizations in a variety of contexts. These interactions potentially raise a number of legal and regulatory issues. Valeant has created written policies and procedures to ensure compliance with applicable laws, regulations and industry standards relating to the marketing, promotion and pricing of our products in the jurisdictions where we operate. These policies recognize the need to be commercially effective in the marketplace while maintaining our commitment and obligation to be ethically and medically responsible, and to comply with the laws that apply to our business. All employees who interact with healthcare professionals must be familiar with and adhere to these policies.

U.S. Healthcare Compliance

It is important to note that Valeant conducts business in the United States and many Valeant employees have responsibilities related to the U.S. marketplace. Valeant is committed to conducting business in the United States in full compliance with U.S. healthcare program requirements and the requirements of the U.S. Food and Drug Administration (“FDA”). Employees with responsibilities in the U.S. marketplace must conduct all marketing, sales, promotional, educational and research and development activities in compliance with U.S. healthcare program requirements and the requirements of the FDA.

In particular, as noted in Standard 1, very strict rules apply when Valeant provides items of value to U.S. healthcare professionals. In order to comply with U.S. law, Valeant must ensure that all interactions with U.S. healthcare professionals serve appropriate and ethical business purposes, and do not interfere with the healthcare professional’s independent medical judgment.

All Valeant employees are responsible for reporting suspected violations of healthcare laws, including U.S. healthcare program requirements or requirements of the FDA. Suspected violations should be promptly reported to General Counsel or the Chief Compliance Officer. They may also be reported anonymously through Valeant’s Business Ethics Hotline.

All suspected violations of healthcare laws including U.S. healthcare program requirements or requirements of the FDA must in turn be reported to the Chief Compliance Officer promptly so that reporting obligations can be met.

STANDARD 7: QUALITY STANDARDS AND ASSURANCE

We will perform services and manufacture products with a commitment to a high level of quality.

The Basic Standard

As a manufacturer of health products, pharmaceuticals and medical devices, we are dedicated to ensuring patient safety. Regardless of our position in the Company, everyone involved in a product's development, production, distribution, sale or service has a responsibility to ensure our products are safe, effective and meet all applicable regulatory requirements and our customers' expectations.

This means that each of us must:

- Work to develop, continuously improve and deliver the best products and services in the industry;
- Understand and abide by all quality policies and procedures and current good manufacturing and clinical practices applicable to our jobs;
- Conduct research, product development and clinical studies ethically, honestly and with scientific rigor;
- Establish and adhere to sound quality controls in our development, production and distribution operations with the objective of getting the job done right the first time;
- Label products with accurate and complete information;
- Comply with the law and cooperate with all regulatory agencies; and,
- Take immediate action to report any issues or concerns.

Particular Areas of Concern

Production

We must never inappropriately substitute materials, components, procedures or products, or intentionally fail to provide the required quality controls.

Written approval from the appropriate level of management must be obtained before deviating in any way from the requirements of a contract, standard procedure or work order.

Managers and supervisors must not place pressure on subordinates that might cause them to deviate from these requirements. Employees or third parties should never be pressured into compromising on quality, and should never sacrifice quality to meet a deadline or target.

Testing

We must always perform the testing specified to meet customer and governmental requirements and the documentation in support of that testing must be accurate and complete. There must be no unauthorized changes in the testing requirements and no false or inaccurate testing documentation.

Once again, managers and supervisors must avoid placing pressure on subordinates that might cause them to deviate from requirements and employees and third parties may never sacrifice quality to meet a deadline or target.

STANDARD 8: CONFLICTS OF INTEREST

We will avoid conflicts of interest.

The Basic Standard

Conflicts of interest can arise in virtually every area of Company operations. We must avoid personal interests that conflict with the interests of the Company, or that might influence or appear to influence our judgment or actions in performing our duties.

Therefore, individually, we should not have any business, financial or other relationship with any individual or entity, including suppliers, customers or competitors, that might impair or even appear to impair the independence of Valeant. The word “appear” is important. Even where there is no actual conflict of interest, the appearance of such a conflict is damaging because it can undermine trust among employees and cost the Company the respect of customers, potential customers and others in the industry.

Particular Areas of Concern

Acceptance of Gifts and Gratuities

Our purchasing decisions and related activities must be based solely on quality, performance and price.

Employees and members of their families should not accept gifts of more than a token value, loans, excessive entertainment, or substantial favors from any outside concern or individual that does or is seeking to do business with Valeant, or is a competitor.

Accordingly, relations with suppliers are to be maintained on an objective basis, free from the influence of gifts and favors. Only nominal gifts in keeping with business custom and moderately priced meals or entertainment may be accepted from suppliers and even that must be done within established guidelines and with the full knowledge of our manager. We can never accept meals, entertainment, gifts or favors when such actions might reasonably be construed as attempts to secure favorable treatment, or when they create an appearance of impropriety. No gift or benefit with more than nominal value in keeping with business custom may be accepted without the prior written approval of the General Counsel or Chief Compliance Officer.

The same principles apply to all of us whether involved in purchasing or in other areas of the Company.

Outside Activities

Activities we participate in outside our employment with Valeant can give rise to conflicts of interest. We cannot compete or help others to compete with the Company. The following are the types of outside activities that can create conflicts:

- Ownership by an employee or any member of the employee’s family of a substantial interest in any concern that does business with Valeant, whether as a supplier, dealer or

customer, or as a competitor (except in the case of a publicly owned corporation whose securities are traded on the open market).

- Serving as a director, officer, employee, consultant, advisor, or in any other capacity for any business or other organization with which Valeant currently (or potentially) has a business relationship or which is, or can expect to become, a competitor of Valeant.
- Engaging in an outside activity with an individual, business or organization which currently (or potentially) has a competitive or business relationship with Valeant where such activity is likely to decrease the impartiality, judgment, effectiveness or productivity expected from an employee.
- Performance by an employee or a member of the employee's family of services for any outside concern or individual that does business with Valeant, e.g., a relative working for a travel agency doing business with Valeant.
- Outside employment which conflicts or might be reasonably expected to conflict with the normal duties of a Valeant employee.
- Employment or service with any government entity that regulates or oversees Valeant's activities, with which Valeant has or seeks a business relationship, or in whose activities Valeant is interested in a manner more substantial than the interest of the general public.

Anytime your outside activities may present a conflict, you must disclose those activities and receive prior written approval from your local General Manager or division President or, in the case of the corporate office, the General Counsel or the Chief Compliance Officer.

Inside Information

As required by securities laws, we must not buy or sell the securities of Valeant, directly or indirectly, on the basis of inside information, or communicate such information to others for that purpose. In addition, we must not trade in the securities of any other company on the basis of undisclosed information obtained in the course of our employment with Valeant, or communicate such information to others for that purpose. For more information regarding what constitutes inside information and our obligations regarding such information please see the Company's **Insider Trading Policy, Blackout Policy and Corporate Disclosure Policy.**

Former Government Employees

Before any former government employee or military officer is hired, written approval must be obtained from the division President or General Manager or, in the case of the corporate office, the General Counsel or Chief Compliance Officer. In addition, former government employees and military officers working for Valeant (and their supervisors) should familiarize themselves with the relevant laws and regulations which may prohibit them from representing Valeant with the government or taking on assignments relating to matters they worked on in the government.

Corporate Opportunities

We may not personally take advantage of or benefit from any business opportunity that may be of interest to Valeant.

This means that we may not personally take opportunities that are discovered through the use of corporate property, information or position for personal gain; or compete with the Company. We have a duty to Valeant to advance its legitimate interests when the opportunity to do so arises.

Potential Conflict of Interest Relationships

Personal relationships, which create actual or potential conflicts of interest, are to be avoided by all employees. Personal or romantic involvement with a competitor, supplier or any employee of Valeant, which impairs an employee's ability to exercise good judgment on behalf of Valeant, creates an actual or potential conflict of interest. Supervisor-subordinate romantic or personal relationships also can lead to potential conflicts of interest and morale problems. In those situations where two or more family members are employed by Valeant, they should not:

- Work in the same department,
- Serve as a direct supervisor of the other family member, or
- Supervise the family member's manager.

In other words, no family member should serve in a supervisory capacity one or two levels over another family member. In those rare circumstances in which it may be in the Company's best interest to allow an exception to this policy, the exception must be approved in writing by the Chief Executive Officer and reported in writing at the next meeting of the Audit and Risk Committee of the Board of Directors.

Prohibition of Loans and Extending Credit

In accordance with the provisions of Section 402 of the Sarbanes-Oxley Act, the Company will not make any personal loans or extend credit to any executive officer or director of the Company.

An employee involved in any of the types of relationships described in this policy should immediately and fully disclose the relevant circumstances to his or her immediate supervisor or the Chief Compliance Officer (see "Reporting, Investigating and Disciplinary Procedures" section) for a determination as to whether a potential or actual conflict of interest exists.

STANDARD 9: PROTECTION OF ASSETS AND CONFIDENTIAL INFORMATION

We will protect Company assets and the assets of others entrusted to us against loss, theft and misuse and endeavor to ensure their efficient use. We will also maintain the confidentiality of non-public Company information and intellectual property.

The Basic Standard

We are personally responsible and accountable for the proper expenditure of Company funds, including money spent as travel expenses or for customer entertainment. We are also responsible for the proper use of company assets over which we have control and assets that customers or others have entrusted to our custody. Company assets must be used for proper purposes only, both during and after employment with the Company and by third parties involved with the Company.

Company assets should not be used for personal benefit, sold, loaned, given away or otherwise disposed of, regardless of condition or value, without proper authorization. This includes computer hardware, related equipment and software.

We are also responsible for protecting the Company's proprietary information. Most of the information that we learn or develop as part of our job is proprietary – that is, it is Company property useful in Valeant's business. Such information is a valuable business asset that must be protected, because its unauthorized disclosure could destroy its value to the Company and give others an unfair advantage. In addition to refusing to disclose such information without authorization, we must take affirmative steps to assure that such information is strictly safeguarded. Other business-sensitive and confidential information should be given the same protection.

Proprietary information includes, but is not limited to, intellectual property, strategic business plans, financial results, marketing strategies, pricing decisions before being made public, customer lists, personnel records, engineering development plans, blueprints, upcoming acquisitions and divestitures, new inventions and manufacturing costs, processes and methods. It may take the form of records, practices, letters, plans, emails, drawings, or computer programs, or it may be conveyed orally. The general rule is if we question whether Company information is proprietary, we should treat it as proprietary. In addition, we understand that any proprietary information developed while employed by the Company is owned by the Company.

In addition, we must respect the proprietary rights of others. Third parties will often provide us with their own confidential information, and we are typically under contractual obligations to protect that information in the same manner that we protect our own confidential information. Similarly, we are committed to not using the intellectual property rights of other parties unless we have the appropriate license rights or other permission. If you are unsure whether Valeant has the appropriate rights, you should confirm whether you can use the third party intellectual property before you do so.

Particular Areas of Concern

Competitor, Procurement-Sensitive and Classified Information

We will not attempt to obtain, actually obtain, or use a competitor's proprietary information or any procurement-sensitive information, from any source. This includes information on a competitor's prices, bids or proposals in circumstances where there is reason to believe the release of such information was illegal or unauthorized.

Often it will be clear from the face of documents and/or the circumstances that they are proprietary or procurement-sensitive and that they therefore should not be used. For example, if you receive a competitor's proposal in the mail from an unknown source, don't read it or use it. Turn it over to your supervisor immediately.

Particular care should be taken in connection with government procurements, including subcontracts to government contractors.

Severe criminal penalties can be imposed on the individuals involved and Valeant if proprietary, procurement-sensitive or classified information is used when release was unauthorized. Accordingly, if we question whether information involved in governmental procurement is proprietary, procurement-sensitive or classified, we must not use the information without the written approval of an appropriate procurement manager.

Government Classified, Technical and Sensitive Data

We are required by law to safeguard U.S. government classified information and various unclassified technical data. We must also comply with international laws as established by each country where Valeant conducts business relative to the specific country's government requirements. Government classified information must be handled in accordance with the U.S. government security requirements, the regulations and practices of the FDA and in a manner consistent with the applicable laws of the country.

Security Over Access to Information

All of us must be vigilant to protect the security of the Company's electronic information and systems. We shall exercise appropriate precautions in accessing computer systems and in transmitting information, messages or data to others. We will also take appropriate steps to protect any devices we use to access or exchange Company information against unauthorized access and the introduction of malware, and we will maintain reasonable security and control over both Company computers and personal devices used to access Company systems and information.

STANDARD 10: EQUAL OPPORTUNITY WORKPLACE ENVIRONMENT

We will act with respect and consideration.

The Basic Standard

We have a fundamental responsibility to show respect and consideration for each other. This means that all of us should be treated fairly and with dignity, at all times in the workplace. In addition, our beliefs and concerns should be respected.

Particular Areas of Concern

Equal Employment Opportunity

Valeant is an Equal Opportunity Employer as a matter of law, ethics and good business practice. We adhere to an employment policy that prohibits discriminatory practices or harassment against applicants or employees based on any legally impermissible factor(s) including, but not limited to, race, color, religion, creed, sex, national origin, age, citizenship, marital or family status, sexual orientation, gender, gender identity or expression, genetic information, pregnancy or pregnancy-related medical conditions, disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), any protected military or veteran status, or status as a victim of domestic violence. These principles apply to all aspects of the employment relationship, including the application process and initial employment, promotion and transfer, selection for service, retirement, seniority and employee benefit plan policies.

Harassment

How we treat each other is important. Our work environment should be a place where we respect each other and ourselves. Any form of harassment – including sexual harassment – will not be tolerated. Similar to the Equal Employment Opportunity discussion above, these principles apply to all aspects of the employment relationship.

Political Activity

The Company encourages political activity and participation in electoral politics by employees. However, such activity must occur in an individual and private capacity and not, in any way, on behalf of the Company. We may not conduct any political activity during working hours or use Company property or resources for such purposes.

Drugs, Alcohol and Firearms

Any use or possession of illegal drugs, narcotic substances and firearms is strictly prohibited.

Drug and alcohol abuse and firearms threaten the welfare of employees and are detrimental to the work environment and work ethic. The use or possession of drugs (other than prescription drugs) and alcohol in the workplace is strictly prohibited. However, alcohol may be served at social events in or outside the office when sponsored or expressly permitted by the Company. In

addition, firearms may not be used or possessed in the workplace, except in those jurisdictions where possession is expressly permitted by law.

STANDARD 11: HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

We will be sensitive to the effects of our operations on the environment and will strive to prevent injury and illness in the workplace.

The Basic Standard

We have a fundamental responsibility to be sensitive to the effect of our operations on the environment and to strive to prevent injury and illness in the workplace.

Each impacted facility should have a workplace safety program as well as an environmental and waste disposal program that ensures compliance with all applicable laws, regulations, permits or licenses. Those of us having responsibilities in these areas must familiarize ourselves with these programs and the applicable laws and follow them strictly.

Valeant is committed to providing a safe and healthy workplace, which can only be realized through the dedication and participation of each of us.

STANDARD 12: REPORTING QUESTIONABLE PRACTICES

We encourage employees to ask questions and report potential compliance concerns.

Where to go for Advice and Assistance

Those of us with questions relating to the Standards, or to any other legal or ethical issue, may first raise the matter with their supervisor. In some cases, the supervisor may be able to answer your questions directly. In other cases, supervisors may need to refer questions elsewhere in the Company to have them answered fully. In either case, you should confirm you are satisfied with the response you receive.

Certain types of questions may be referred to the appropriate functional department. For example, questions relating to the proper reporting of costs or other accounting and finance matters should be referred to the Finance Department. Likewise, questions relating to possible conflicts of interest should be referred to your division Head, or, in the case of the corporate office, to the General Counsel or the Chief Compliance Officer. You also can contact any member of the Legal or Compliance Department at any time.

It is important to emphasize that if you have a question as to whether a particular action you are considering might be inconsistent with the Standards, or be improper for any other reason, you should raise that question and get it resolved before taking the action.

Obligation to Report Possible Violations

We should all be alert and sensitive to situations that could result in actions by ourselves or others that might violate applicable laws, these Standards or the various policies referenced throughout. **Employees who believe their conduct or that of a fellow employee or a third party may have violated any such laws or any portion of the Standards or the various policies referenced throughout have an obligation to report the matter to their supervisor, appropriate department head, division President, Chief Compliance Officer, and/or General Counsel.**

It is important to remember that Valeant cannot address a potential ethical or compliance issue if the Company is not aware of the issue. Employees reporting any concerns regarding ethical or compliance matters is critical to ensuring that the Company maintains compliance. Generally, such matters should be raised first with your immediate supervisor. This may provide valuable insights or perspectives and encourage resolution of problems within the appropriate work unit. However, if you are not comfortable bringing the matter up with your supervisor, or if you do not believe your supervisor has addressed the matter or dealt with the matter properly, you are required to raise the matter with the appropriate department head, division President, the Chief Compliance Officer or the General Counsel. You may directly contact the Compliance Department as follows:

**Compliance Department
Valeant Pharmaceuticals International, Inc.
400 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807 U.S.A.
Phone: +1.908.927.1400, BusinessConductHotline@valeant.com**

It is your obligation to identify any communication as a specific concern regarding violations or potential violations of applicable laws, the Standards or the various policies referenced throughout.

All supervisors who are in receipt of any communications regarding violations or potential violations shall report to the General Counsel or Chief Compliance Officer. In the event that the Chief Compliance Officer or the General Counsel is the subject of such a communication, the supervisor is directed only to report to the other.

In addition, an anonymous reporting process (the Business Ethics Hotline) is at present administered through the Ethics Point incident reporting system, a third party that speaks all the languages where we do business and provides a confidential, anonymous means of submitting concerns under this Policy. Company employees, officers and directors may contact the Business Ethics Hotline 24 hours a day, 7 days a week at **1-888-451-4510** in the U.S. The system can be accessed from international locations. See Appendix II for a complete list of global contact numbers. Reports also can be submitted by logging on to www.valeant.ethicspoint.com.

It is essential that all possible violations are reported, regardless of how such a report is made. It is the Company's policy that the reporting employee or third party will be informed of the outcome of the investigation relative to his or her report (where appropriate), unless the report is made anonymously.

The Chief Compliance Officer and the General Counsel will be responsible for managing the immediate investigation of any alleged violations of applicable law, the Standards, or the various policies referenced throughout. Depending on the nature of the alleged violation, the Chief Compliance Officer and/or the General Counsel may retain third parties to assist, including but not limited to retaining outside legal counsel, to investigate and advise on the alleged violation.

All employees are responsible for reviewing and understanding Valeant's related **Business Ethics Reporting Policy**.

No Reprisals

In no event will Valeant take or threaten any action against an employee or a third party as a reprisal for making a complaint or disclosing information in good faith, including but not limited to disclosures to a governmental entity. However, if a reporting individual was involved in improper activity, the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In such a case, a voluntary disclosure would be given favorable consideration in any resulting decisions.

Disciplinary Actions

The Standards shall be consistently enforced through appropriate disciplinary mechanisms. The Company may implement interim measures to address alleged violations of the Standards pending completion of an investigation. Disciplinary actions for violations of the Standards can include oral or written reprimands, suspension, or termination. Such disciplinary actions may also be taken (1) when an employee or third party fails to report or withholds relevant information concerning a violation of the Standards of Business Conduct, laws or regulations, or

fails to cooperate with a related investigation, or (2) when there has been inadequate supervision or lack of diligence by a supervisor or manager in connection with a violation of such standards, laws, or regulations. The violation of laws (which can subject Valeant to significant fines and other penalties) can result in criminal prosecution of the employee or third party involved.

Cooperation With Internal and Government Investigations

Valeant is committed to appropriately investigating credible reports regarding compliance or ethical concerns. In addition, from time to time, Valeant may engage in internal compliance or legal investigations. Valeant may also be subject to government investigation requests. Valeant employees, members of the Board of Directors and third parties acting on behalf of Valeant are expected to cooperate fully with any internal or government investigations, when requested to do so by their supervisor, Company management or counsel for Valeant. The Company's Employee IP Agreement contains additional information regarding the disclosure by employees of Company trade secrets to government officials, to legal counsel or in court filings.

Amendment, Modification and Waiver

Valeant will review these Standards annually. These Standards may be amended or modified by the Board of Directors. Employees will be promptly and fully informed of any revisions to these Standards.

Waivers to these Standards may be granted by the Board of Directors and also by either the Audit and Risk Committee or the Conduct and Compliance Committee, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, Canadian securities laws, the rules thereunder and the applicable rules of the Toronto Stock Exchange/New York Stock Exchange.

Any waiver of these Standards for any employee other than a director or an executive officer may also be made by the CEO.

**STANDARDS OF BUSINESS CONDUCT
COMPLIANCE ACKNOWLEDGEMENT**

I have received, read and understand the Valeant Standards of Business Conduct. I agree to comply fully with the Standards and the related policies and procedures set out in the Standards. I understand that I have an obligation to report any suspected violations of the Standards of which I am aware. In addition:

- I. I understand and acknowledge that the work for which the Company employs me includes access to information (such as customer, supplier, sales and pricing information, manufacturing drawings and processes), which is private, confidential and/or trade-secret property belonging to the Company. I promise to receive such information in confidence and will not, during or after my employment, make use of such information outside of my specific work for the Company. I understand that my obligations will continue whether or not my employment with the Company terminated voluntarily or involuntarily, or with or without cause.

- II. To the best of my knowledge, information and belief, neither I nor any member of my family has any interest or connection, or has within the past year engaged in any activity, that constitutes a conflict of interest as this term is described in the Standards, including employment by me outside the Company, except as indicated. (Write “NONE” if appropriate – attach separate page as required)

- III. To the best of my knowledge, information and belief, I am not now engaged in any actions and during the past years have not engaged in any actions that could be considered as violating the Standards, except as indicated. (Write “NONE” if appropriate – attach separate page as required)

Signature _____ Date _____

Name (Print) _____

Title _____ Location _____

Please sign and forward the original copy of this page and any attachments to your local Human Resources Department upon hiring. Annual re-certifications should be submitted as directed.

**VALEANT PHARMACEUTICALS INTERNATIONAL, INC. - CODE OF ETHICS FOR
THE CHIEF EXECUTIVE OFFICER AND
SENIOR FINANCIAL EXECUTIVES**

Policy and Scope

This Code of Ethics for the Chief Executive Officer and Senior Financial Executives applies to the Company's principal executive officer (the "CEO"), principal financial officer (the "CFO"), principal accounting officer, controller and all Vice Presidents and above in the Finance Department worldwide (collectively the "Covered Executives"). The Company expects its Covered Executives to conduct business in a highly ethical and responsible manner. This Code of Ethics is intended to supplement, but does not replace, the Standards of Business Conduct and the policies referenced therein.

Standards

All Covered Executives covered by this Code of Ethics will:

1. Act with honesty and integrity.
2. Avoid actual, apparent or perceived conflicts of interest between your personal and professional relationships and never use or attempt to use your position to obtain any improper personal benefit for yourself, your family, or any other person. In the event that an actual, apparent or perceived conflict of interest does arise, it should be reported immediately by the Senior Finance Executives to the Chair of the Audit and Risk Committee of the Board of Directors (the "Audit and Risk Committee").
3. Observe both the form and spirit of technical and ethical accounting standards.
4. Ensure that Valeant's disclosure is full, fair, accurate, complete, objective, relevant, timely and understandable, including in Valeant's disclosures and filings with, and other submissions to, the U.S. Securities and Exchange Commission, the Canadian securities regulatory authorities and any exchange on which Valeant's securities are listed.
5. Comply with all applicable laws, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
6. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting facts or allowing your independent judgment to be subordinated.
7. Respect the confidentiality of information concerning Valeant, its business, operations and customers acquired in the course of your work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of your work will not be used for personal advantage. You will also comply with your obligations in this regard under Valeant's **Insider Trading Policy** and Valeant's **Blackout Policy**.

8. Not unduly or fraudulently influence, coerce, manipulate, or mislead any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of Valeant's financial statements or accounting books and records.
9. Advance Valeant's legitimate interests when the opportunity to do so arises. In that regard you will not (a) take for yourself personal opportunities that are discovered through the use of corporate property, information or position; (b) use corporate property, information or position for personal gain; or (c) compete with Valeant.
10. Protect Valeant's assets and ensure their efficient use and acknowledge that Valeant assets should only be used for legitimate business purposes.
11. Promptly report violations of this Code of Ethics as provided below; and
12. Be held accountable for adherence to this Code of Ethics.

Failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law and may result in civil and criminal penalties for the Covered Executives.

Questions regarding this Code of Ethics should be directed to the Chief Compliance Officer. In addition, staff members with questions regarding the best course of action in a particular situation can contact the Chief Compliance Officer. The Chief Compliance Officer may consult with other officers or staff members of Valeant or the legal department as necessary or appropriate with respect to this Code of Ethics.

Waivers of compliance with this Code of Ethics may only be granted by the Audit and Risk Committee. The Company will publicly disclose any waiver or implicit waiver of compliance with items 1 to 12 above (each a "Covered Provision"), granted to any of the Company's principal executive officers, principal financial officer, principal accounting officer or controller (as applicable). Prior to any such disclosure, the Chief Compliance Officer will present to the Audit and Risk Committee such proposed disclosure. For purposes of this Code of Ethics, a "waiver" shall mean the Company's approval of a material departure from compliance with a Covered Provision; and "implicit waiver" shall mean the Company's failure to take action within a reasonable period of time regarding a material departure from compliance with a Covered Provision that has been made known to an executive officer. Notwithstanding the foregoing definition of "implicit waiver", violations of this Code of Ethics should be promptly reported to the Chief Compliance Officer as provided below.

Covered Executives shall certify compliance with this Code of Ethics on an annual basis by signing the attached certification.

If you are aware of a situation that you believe may be unlawful or unethical, you can also contact Valeant's Business Ethics Hotline at 1-888-451-4510 for U.S. and Canada, or via the internet at www.valeant.ethicspoint.com. Staff members may choose to remain anonymous in reporting any violation, or suspected violation, of this Code of Ethics. The Chief Compliance Officer and the General Counsel are responsible for advising the Audit and Risk Committee of

any violations or alleged violations of this policy in accordance with **Valeant's Business Ethics Reporting Policy**. No one will be retaliated against for raising issues in good faith.

This Code of Ethics is intended to be a code of ethics that complies with Section 406 of the Sarbanes-Oxley Act of 2002 and Item 402 of Regulation S-K promulgated under the Securities Act of 1933, as amended.

**CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND
SENIOR FINANCIAL EXECUTIVES**

ANNUAL COMPLIANCE CERTIFICATION

In my capacity as a “Covered Officer”, I, the _____ of the Company, do hereby certify that for _____ [insert year] I have adhered to and complied with the requirements of the Code of Ethics for the Chief Executive Officer and Senior Financial Executives, in all material respects.

I further certify that I have not been granted a waiver from compliance with the Code of Ethics for the Chief Executive Officer and Senior Financial Executives.

Date: _____

Signature: _____

Name: _____

Title: _____

Location: _____

APPENDIX II – THE BUSINESS ETHICS HOTLINE GLOBAL CONTACT INFORMATION

Introduction

The Ethics Line is one of many resources available to any employee who wants to raise a concern or report misconduct in the workplace. It consists of toll-free telephone lines and a web-based communication tool provided by an independent third party. These services are available 24 hours a day, 7 days a week to employees worldwide, subject to certain limitations of local law.

Calls are always free of charge and can be taken in over 100 languages. Translation service is also free of charge and available 24 hours a day, 7 days a week. **There are different ways to call the Ethics Line, depending on the country from which you are calling. While all calls are toll-free, your phone line must be capable of making an international call. To use the web-based system, you must have an active Internet connection.**

Accessing the web-based system

Reports made online are managed through a secure, third-party website that is specifically designed to protect confidentiality and/or anonymity. Online reports are handled in the same manner as reports made over the telephone.

To raise a concern or file a report online, visit the following website:
<http://www.valeant.ethicspoint.com/>

United States: Dial 1-888-451-4510

Countries with International Toll Free Numbers

1. Dial the International Toll Free Number for your country, found below.
2. You will then be greeted either by a live operator or a pre-recorded message and be placed on hold while an interpreter is obtained to assist with the call.
3. If you are connected to a live operator, they will likely be English-speaking, but will know where your call is coming from and have already begun the process of obtaining an interpreter to assist with the call.

Country	International Toll Free Number
Argentina	0-800-555-0906
Australia	1-800-339276
Austria	0800-291870
Belgium	0800-77004
Brazil	0800-8911667

Country	International Toll Free Number
Bulgaria	503-726-2427
Canada (English)	1-888-451-4510
Canada (French)	1-855-350-9393
China (North)	10-800-712-1239
China (South)	10-800-120-1239
Czech Republic	800-142-550
Denmark	80-882809
Finland	0800-1-14945
Germany	0800-1016582
Greece	00800-12-6576
Hong Kong	800-964214
Hungary	06-800-17199
India	000-800-100-1071
Ireland	1-800615403
Italy	800-786907
Japan	00531-121520
Korea	00798-14-800-6599
Malaysia	1-800-80-8641
Mexico	001-8008407907
Netherlands	0800-0226174
New Zealand	0800-447737
Norway	800-15654
Poland	0-0-800-1211571
Portugal	8008-12499
Russia	8-10-8002-6053011
Singapore	800-1204201
South Africa	080-09-92604
Spain	900-991498
Sweden	020-79-8729
Switzerland	0800-562907
Taiwan	00801-13-7956
Thailand	001-800-12-0665204
Turkey	503-726-2427
United Kingdom	08-000328483

Countries with AT&T Direct Dial Access Numbers:

Country	AT&E Direct Dial Access Number
Dubai	8000-021, then enter 888-451-4510
Ukraine	0^00-00, then enter 888-451-4510