

Bristol-Myers Squibb Employee Giving Program Program Guidelines

Introduction

The Bristol-Myers Squibb Employee Giving Program is a year-round initiative that helps employees achieve their charitable giving goals by facilitating employees' financial contributions to eligible charitable organizations. Contributions will be matched by the Bristol-Myers Squibb Foundation on a dollar-for-dollar basis subject to the limitations discussed in the "Matching Contribution" section below.

Employees may contribute to eligible charitable organizations by check, credit card or stock throughout the year and/or sign up for payroll contributions during the October enrollment period.

Eligible donors

Active, full-time Bristol-Myers Squibb employees (28+ hours) based in the United States and Puerto Rico who have been employed for a minimum of 90 days are eligible to participate.

Contributions must be made by individual employees and cannot be aggregated or collectively submitted by a group of employees.

Eligible organizations

Employees based in the U.S. can designate their contributions to any charitable organization that is approved by the IRS as a tax-exempt 501(c)(3) public charity.*

Employees in Puerto Rico who give by check or stock can designate their contribution to any charitable organization that is approved by the IRS as a tax-exempt 501 (c)(3) public charity.* Contributions made by Puerto Rico employees through ongoing payroll deduction can be designated only to Fondos Unidos.

Gifts to religious or sectarian organizations will be matched only if and to the extent the charity provides social services to the community on a nondiscriminatory basis without any religious teaching or promotion of a particular faith, creed or doctrine and operates these services under a separate 501(c)(3). Tithes or other religion-related financial commitments are not eligible.

Gifts to IRS-approved 501(c)(3) education / scholarship funds operated by fraternal organizations are eligible for the Foundation match, but other gifts to fraternal organizations, including satellite organizations or offices, are ineligible.

How to Make a Gift

Employees have two options for their individual charitable giving through the Bristol-Myers Squibb Employee Giving Program.

Direct Giving

Contributions can be made year-round through gifts of check, credit card or stock. Employees are directed to the Employee Giving Program web site at <http://employeegiving.bms.com>, where they can make a gift using a credit card or record gifts of check, stock or credit card payment made directly to the charitable organization and request the Foundation match.

Employees donating by check will send their donations directly to the charity and request a match for their gifts on the Employee Giving Program web site. The program administrator will contact the charity to verify the gift. Upon verification, the Foundation match payment will be mailed per the quarterly schedule below on Page 5.

To give via credit card, employees may either give directly to the charitable organization or through the Employee Giving Program web site.

1. For gifts made directly to the charitable organization, the employee will enter the donation amount and credit card details on the charity's web site. The employee also must record the gift on the Employee Giving Program web site in order to receive the Foundation match. The program administrator will contact the charity to verify the gift. Upon verification, the Foundation match will be mailed per the quarterly schedule on Page 5.
2. For gifts made through the Employee Giving Program web site, the employee will select the charitable organization to receive the gift, enter the payment method and gift amount along with credit card details. The program administrator will disburse the funds to the charity at the end of the quarter and the Foundation match payment will be included in the next scheduled disbursement.

To give via stock, the employee will work directly with their personal stock broker to transfer the stock to the charity. The employee must request a match for the gift on the Employee Giving Program web site and the program administrator will contact the charity to verify the gift. Upon verification, the Foundation match payment will be mailed per the quarterly schedule on Page 5.

Payroll Giving

Employees may choose to make charitable gifts through one-time or ongoing payroll deductions. During the open enrollment period in October, employees will be able to register for payroll giving. Employees will visit the company giving web site at <http://employeegiving.bms.com> to designate up to five charitable organizations to direct their gifts. All payroll contributions will begin with the first pay period in January of the following year with ongoing deductions to continue throughout the year.

Puerto Rico Employees

Employees based in Puerto Rico must contribute using the approved paper pledge form. Contributions can be made throughout the year but payroll deduction will only be available during the October enrollment period. To obtain a paper form, please contact your site coordinator. Pledge forms for payroll deductions will only be processed during the October enrollment period.

Changes to Payroll Deduction Pledges

Payroll contribution pledges may be revised or cancelled during the October enrollment period. Revisions to pledges will not be accepted after the close of the October enrollment period.

Employees may cancel their payroll pledges at any point during the year. Please note the entire payroll deduction amount will be cancelled; it is not possible to single out one designation to cancel. You should notify the Bristol-Myers Squibb HR Service Center and contact the program administrator, JK Group, at 877-698-5961 to stop the deduction.

Matching Contribution*

Contributions made to eligible organizations by Bristol-Myers Squibb employees are eligible for a dollar-for-dollar match from the Bristol-Myers Squibb Foundation. The annual program maximum is \$30,000 in total contributions per employee.

For payroll contributions, the match is made based on the actual donation paid or deduction amount withheld, not the amount pledged.

For direct giving, the matching gift request must be submitted via the Employee Giving Program web site within six months of the original date of the donation. The receiving organization must verify the gift before the match payment will be authorized. Disbursement of match payments to direct gifts are made quarterly per the chart on Page 6.

Only IRS-approved 501(c)(3) public charities qualify to receive matching funds. Gifts to religious or sectarian organizations will be matched only if the charity provides social services to the community on a nondiscriminatory basis without any religious teaching or promotion of a particular faith, creed or doctrine and operates these services under a separate 501(c)(3). Tithes or other religion-related financial commitments are not eligible.

Other gifts ineligible to be matched include: gifts made by or through community remainder trusts; gifts to donor-advised funds or family foundations; gifts to non-scholastic programs such as athletic scholarships; dues to alumni groups; tuition payments or student fees; stadium construction; theater productions, departments or clubs; subscription fees; insurance premiums; annuities, bequests or life income trust arrangements; gifts of real or personal property; gifts to independent scholarship funds; umbrella organizations; aggregate gifts; cumulative gifts from several individuals reported as one contribution (as when fund raising for walk-a-thons or charity

runs); payments that are not in the form of direct gifts to an eligible organization; satellite organizations/offices of fraternal organizations.

Minimum Contributions

Due to the administrative costs of running the program, minimum contributions of \$25 for direct gifts and \$26 for total annual payroll contributions to each designated charity have been established. See the chart on Page 6.

Maximum Contributions for U.S. Employees

Employees in the U.S. may donate up to \$30,000 total in a calendar year through the Employee Giving Program. Annual giving totals for direct gifts (check, credit card and stock) are calculated based on the date of the gift. Payroll gifts are included in the year in which the funds are deducted from the employee salary, not the pledge year. For example, a pledge made in October 2011 will be applied to 2012, when the payroll deductions are made.

Maximum Contributions for Puerto Rico Employees

Due to local statute, employees in Puerto Rico may not contribute more than 3% of their annual salary through payroll deduction. If an employee's pledge exceeds this limit, they will be contacted and asked to amend their pledge.

Designation of Funds to Nonprofits

Using payroll deduction during the open enrollment period, U.S. employees may designate donations to as many as five organizations. The minimum contribution to each individual charity is \$25.

Undisbursed Employee Funds

If a designated organization is deemed ineligible, employees will be requested to select another organization. If the employee does not respond to two such requests to select another organization, the undisbursed employee funds will be directed to a default organization. The designated default organization for the Bristol-Myers Squibb Foundation is "Save the Children".

Disbursements to Charitable Organizations and Minimum Check Writing Threshold

As the program administrator, JK Group will collect the payroll deduction gifts from employees and disburse the funds to the designated charities on a periodic basis, as described in the chart on Page 6. Employee funds are deposited in a non-interest bearing account until disbursed to the charities.

JK Group will maintain a \$25 minimum for disbursements of ongoing payroll deduction contributions made through the program by U.S. employees. Should the total funds being disbursed to a single charity be less than \$25 at the end of a quarter, the payment will be held

until the next disbursement period. Funds will be held no longer than six months before being disbursed to a charity.

Match Disbursement

Bristol-Myers Squibb Foundation offers a dollar-for-dollar match to eligible contributions made through the Bristol-Myers Squibb Employee Giving Program. The match is paid based on actual donation paid or deduction amount withheld, not the amount pledged.

Direct Giving: The match will be paid quarterly for direct gifts to a charity made using checks, credit card or stock. Note that all direct gifts **MUST** be recorded at the Bristol-Myers Squibb Employee Giving Program web site in order to be eligible for matching. Once a gift is recorded on the company giving web site, the charitable organization will be notified by the program administrator to verify the gift has been received by that organization. All eligible gifts verified by the charitable organization by the last day of each quarter will be included in that quarter's disbursement.

Payroll Deductions: For gifts made through one-time payroll deduction, the match will be sent in April along with the employee donation. For gifts made through ongoing payroll deduction, the first match payment is made in July of the year following the October enrollment period to match contributions made in Q1 and Q2 including one-time payroll and ongoing payroll deductions. The second match payment is in January of the following year to match Q3 and Q4 ongoing payroll deductions. See chart on Page 6 for further reference.

What happens if disbursement checks are not cashed by the receiving organization?

For employee funds (payroll deductions and credit card donations made via the Employee Giving Program web site), the first outstanding check notification letter will be sent to the charity and an e-mail will be sent to the donor 60 days after the check was mailed to inform them the check has not been cashed. If no response is received, a follow-up letter will be sent 30 days later to inform the employee that their organization has still not cashed the check and they have the option to select another eligible charity or the payment will default to the Company's designated default organization ("Save the Children") at the stale date mark (180 days outstanding). If the employee redirects his or her payroll deduction or credit card donation, the matching gift must follow.

For direct matching gift checks, the first notification letter will be sent 60 days after the check is sent. If no response is received, a follow-up letter will be sent 30 days later to inform the employee that their organization has not cashed the check and reiterate that if the check is not cashed by the 180-day stale date, the matching gift will be voided.

Disbursement of Funds for Employee Giving Program

The chart below details the disbursement schedule:

| Payment Method | Disbursement of Employee Funds to Organizations | Disbursement of Matching Funds to Organizations | Subject to Check Threshold? | Minimum Contribution |
|--|---|---|-----------------------------|----------------------|
| DIRECT GIFTS | | | | |
| Check | Employee sends directly to the charity | <i>Quarterly</i> upon verification by charity | No | \$25 |
| Credit Card made directly to the charity | Employee sends directly to the charity | <i>Quarterly</i> upon verification by charity | No | \$25 |
| Stock | Employee transfers directly to the charity | <i>Quarterly</i> upon verification by charity | No | \$25 |

| PAYROLL AND CREDIT CARD THROUGH EMPLOYEE GIVING WEB SITE | | | | |
|--|--|--|-----|---|
| Credit Card through the BMS web site <i>US Employees Only</i> | <i>Quarterly</i> | <i>Quarterly</i> | No | \$25 |
| One-time payroll <i>U.S. Employees Only</i> | <i>April **</i> | <i>April</i> | No | \$25 per designated charity |
| On-Going Payroll <i>U.S. Employees Only</i> | <i>April, July, October and then January of the following year**</i> | <i>July and then January of the following year</i> | Yes | \$26 total annual contribution per designated charity (50 cents per pay period for employees paid weekly; \$1 per pay period for employees paid every other week) |
| On-Going Payroll <i>For Puerto Rico employees</i> | <i>Monthly to Fondos Unidos</i> | <i>July and then January of the following year</i> | No | \$26 total annual contribution per designated charity (50 cents per pay period for employees paid weekly; \$1 per pay period for employees paid every other week) |

*** Disbursements are made upon completion of payroll file reconciliation and organization validation. Payments are scheduled to be mailed by the middle of the month, however some dates may vary.*

Administration

Bristol-Myers Squibb Company and the Foundation have sole authority to make decisions with respect to administration of the program.

Employees should consult with a tax advisor regarding any concerns and questions related to the tax implications of their charitable contributions.

Employees based in the United States and giving through payroll deduction must enroll via the company's Employee Giving Program web site (<http://employeegiving.bms.com>) during the October enrollment period. Employees may give at any time throughout the year if making contributions using check, credit card or gifts of stock.

Paper forms only will be accepted from employees based in Puerto Rico and must be received at the address located on the form by the date enrollment closes. Forms received after that date will be ineligible for the program. Revisions to pledges will be accepted through the last day of the enrollment period.

** Bristol-Myers Squibb Company and the Bristol-Myers Squibb Foundation reserve the right to deem an organization ineligible to participate in the program and/or to receive company matching contributions for good cause, including where it is believed that the activities of an organization might jeopardize the safety of Bristol-Myers Squibb employees or if an organization appears on the "watch lists" used to ensure compliance with the requirements of the USA Patriot Act, or are otherwise ineligible under U.S. law.*

The information contained in this document is intended for distribution to Bristol-Myers Squibb employees only. You are expressly prohibited from forwarding all or part of this message or otherwise sharing its contents with anyone outside the company.