ATTACHMENT C.1

CORPORATE COMPLIANCE PROGRAM

In order to address any deficiencies in its internal controls, policies, and procedures regarding compliance with the Foreign Corrupt Practices Act ("FCPA"), 15 U.S.C. §§ 78dd-1, *et seq.*, and other applicable anti-corruption laws, Pfizer Inc. and its subsidiaries and operating companies (collectively, "Pfizer") agree to continue to conduct appropriate reviews of its existing internal controls, policies, and procedures.

Where necessary and appropriate, Pfizer agrees to adopt new or to modify existing internal controls, policies, and procedures in order to ensure that it maintains: (a) a system of internal accounting controls designed to ensure that Pfizer makes and keeps fair and accurate books, records, and accounts; and (b) rigorous anti-corruption compliance code, standards, and procedures designed to detect and deter violations of the FCPA and other applicable anti-corruption laws. At a minimum, this should include, but not be limited to, the following elements:

1. A clearly articulated corporate policy against violations of the FCPA, including its anti-bribery, books and records, and internal controls provisions, and other applicable counterparts (collectively, the "anti-corruption laws");

2. Promulgation of compliance standards and procedures designed to reduce the prospect of violations of the anti-corruption laws and Pfizer's compliance code. These standards and procedures shall apply to all directors, officers, and employees and, where necessary and appropriate, outside parties while acting on behalf of Pfizer in a foreign jurisdiction, including but not limited to, agents, consultants, representatives, distributors, teaming partners, and joint venture partners (collectively, "agents and business partners");

3. The assignment of responsibility to one or more senior corporate executives of Pfizer for the implementation and oversight of compliance with policies, standards, and procedures regarding the anti-corruption laws. Such corporate official(s) shall have the authority to report matters directly to Pfizer's Board of Directors or any appropriate committee of the Board of Directors;

4. Mechanisms designed to ensure that the policies, standards, and procedures of Pfizer regarding the anti-corruption laws are effectively communicated to all directors, officers, employees, and, where appropriate, agents and business partners. These mechanisms shall include: (a) periodic training for all directors, officers, and employees, and, where necessary and appropriate, agents and business partners; and (b) accompanying certifications by all such directors, officers, and employees, and, where necessary and appropriate, agents, and business partners, certifying compliance with the training requirements;

5. An effective system for reporting suspected criminal conduct and/or violations of the compliance policies, standards, and procedures regarding the anti-corruption laws for directors, officers, employees, and, where necessary and appropriate, agents and business partners;

6. Appropriate disciplinary procedures to address, among other things, violations of the anti-corruption laws and Pfizer's compliance code by Pfizer's directors, officers, and employees;

7. Appropriate due diligence requirements pertaining to the retention and oversight of agents and business partners;

8. Standard provisions in agreements, contracts, and renewals thereof with all agents and business partners that are reasonably calculated to prevent violations of the anti-corruption laws, which may, depending upon the circumstances, include: (a) anti-corruption

representations and undertakings relating to compliance with the anti-corruption laws; (b) rights to conduct audits of the books and records of the agent or business partner to ensure compliance with the foregoing; and (c) rights to terminate an agent or business partner as a result of any breach of anti-corruption laws, and regulations or representations and undertakings related to such matters; and

9. Periodic testing of the compliance code, standards, and procedures designed to evaluate their effectiveness in detecting and reducing violations of anti-corruption laws and Pfizer's compliance code.

ATTACHMENT C.2

PFIZER'S ENHANCED COMPLIANCE OBLIGATIONS

In addition to and building upon the commitments enumerated in Attachment C.1, Pfizer Inc. and its subsidiaries and operating companies (collectively, "Pfizer") agree that they have taken or will undertake the following, at a minimum, for the duration of the Deferred Prosecution Agreement between the United States Department of Justice, Criminal Division, Fraud Section (the "Department") and Pfizer H.C.P. Corporation dated 8/7/12:

General

1. Pfizer will:

   a. Maintain the appointment of a senior corporate executive with significant experience with compliance with the FCPA, including its anti-bribery, books and records, and internal controls provisions, as well as other applicable anti-corruption laws and regulations (hereinafter "anti-corruption laws and regulations") to serve as Chief Compliance and Risk Officer. The Chief Compliance and Risk Officer will have reporting obligations directly to the Chief Executive Officer and periodic reporting obligations to the Audit Committee of the Board of Directors.

   b. Maintain the appointment of heads of compliance with responsibility for each of its business units ("BU Compliance Leads") who have reporting obligations through the Chief Compliance and Risk Officer or General Counsel.

   c. Establish and maintain an "Executive Compliance Committee" to oversee Pfizer's corporate compliance program with respect to both the laws and regulations applicable to Pfizer's business and to Pfizer's Code of Conduct and related

policies. The Executive Compliance Committee is chaired by the Chief Executive Officer, and includes appropriate senior leaders, such as the Chief Financial Officer, the General Counsel and senior leaders from compliance, finance, audit, human resources and Pfizer's business units.

2. Pfizer has and will maintain gifts, hospitality, and travel policies and procedures in each jurisdiction that are appropriately designed to prevent violations of the anti-corruption laws and regulations. Specifically, Pfizer has implemented and will maintain the following enhanced anti-corruption policies and procedures:

   a. A Global Anti-Bribery and Anti-Corruption Corporate Policy and an International Anti-Bribery and Anti-Corruption Procedure (the "FCPA Procedure"), which are supported by implementing standard operating procedures by market, region or function as appropriate, and which provide detailed procedures for employees to follow when interacting with foreign government officials and conducting FCPA due diligence on consultants, technical advisors, researchers and grant recipients and, where appropriate, in commercial transactions with "agents and business partners" (as defined in Attachment C.1). The FCPA Procedure establishes procedures and specific limits governing the provision by Pfizer's employees of gifts, hospitality, international travel and site visits, meeting support, educational grants, charitable donations, and consulting fees, speaker fees, honoraria, and the like to foreign government officials. All of these procedures are in the local language when appropriate.

   b. A Global Policy on Interactions with Healthcare Professionals which is supported by implementing standard operating procedures by market, region or function, as appropriate, establishing ethical standards and procedures for Pfizer employees to

follow when interacting with physicians, nurses, and other such human healthcare professionals, including standards related to product samples, support for conferences, and practice-related items.

c. At a minimum, these policies and procedures shall contain the following restrictions regarding foreign government officials, including but not limited to public health care providers, administrators, and regulators:

i. Gifts must be modest in value, appropriate under the circumstances, and given in accordance with anti-corruption laws and regulations, including those of the government official's home country;

ii. Hospitality shall be limited to reasonably priced meals, accommodations, and incidental expenses that are part of product education and training programs, professional training, and conferences or business meetings;

iii. Travel shall be limited to product education and training programs, professional training and education, and conferences or business meetings; and

iv. Gifts, hospitality, and travel shall not include expenses for anyone other than the relevant officials, unless different standards are required by local law or regulation.

Complaints, Reports, and Compliance Issues

3. Pfizer has committed and will continue the commitment of significantly enhanced resources for the international functions of the Compliance Division that have reporting obligations through the Chief Compliance and Risk Officer or General Counsel, including the following:

a. An international investigations group charged with responding to and investigating anti-corruption compliance issues reported on a global basis and ensuring that appropriate remedial measures are undertaken after the completion of an investigation;

b. An anti-corruption program office providing centralized assistance and guidance regarding the implementation, updating and revising of the FCPA Procedure, the establishment of systems to enhance compliance with the FCPA Procedure, and the administration of corporate-level training and annual anti-corruption certifications; and

c. A mergers and acquisitions compliance function designed to support early identification of compliance risks associated with complex business transactions and to ensure the integration of Pfizer's compliance procedures into newly acquired entities.

4. Pfizer shall maintain its mechanisms for making and handling reports and complaints related to potential violations of anti-corruption laws and regulations, including, when appropriate, referral for review and response by internal audit, finance, legal, compliance and other personnel as appropriate, and will ensure that reasonable access is provided to an anonymous, toll-free hotline as well as to an anonymous electronic complaint form, where anonymous reporting is legally permissible.

5. Pfizer, through its Executive Compliance Committee, will ensure that the Compliance and Legal Divisions review and respond to FCPA and corruption issues promptly and consistently.

Risk Assessments and Proactive Reviews

6. Pfizer has conducted and will continue to conduct a risk-based program of annual proactive anti-corruption reviews of high-risk markets. These FCPA proactive reviews are designed to identify anti-corruption compliance issues, examine compliance procedures and controls as implemented in the field and identify best practices to be implemented in additional markets. On the basis of those assessments, as needed, Pfizer will modify compliance implementation to minimize risks observed through the FCPA proactive review process.

7. Specifically, Pfizer will identify markets which are at high risk for corruption because of their business and location, and will select at least five of those markets to receive FCPA proactive reviews during that year. High risk markets shall be identified based on Pfizer's risk assessment process in consultation with the Chief Compliance and Risk Officer, taking into account multiple risk factors including, but not limited to: a high degree of interaction with foreign government officials; the existence of internal reports of potential corruption risk; a high corruption risk based on certain corruption indexes; and financial audit results. Each FCPA proactive review shall include, at a minimum:

   a. On-site visits by an FCPA review team comprised of qualified personnel from the Compliance and, when appropriate, Legal Divisions who have received FCPA and anti-corruption training;

   b. Where appropriate, participation in the on-site visits by qualified auditors;

   c. Review of a representative sample, appropriately adjusted for the risks of the market, of contracts with and payments to individual foreign government officials or health care providers, as well as other high-risk transactions in the market;

d. Creation of action plans resulting from issues identified during FCPA proactive reviews; these action plans will be shared with appropriate senior management, including when appropriate the Chief Compliance and Risk Officer, and will contain mandatory remedial steps designed to enhance anti-corruption compliance, repair process weaknesses, and deter violations; and

e. Where appropriate, feasible, and permissible under local law, review of the books and records of a sample of distributors which, in the view of the FCPA proactive review team, may present corruption risk.

8. Pfizer has implemented and will continue to implement an FCPA trend analysis that requires various operational functions to track and review certain categories of interactions with foreign government officials and due diligence on agents and business partners.

Acquisitions

9. Pfizer has ensured and will continue to ensure that, when practicable and appropriate on the basis of a FCPA risk assessment, new business entities are only acquired after thorough risk-based FCPA and anti-corruption due diligence was conducted by a suitable combination of legal, accounting, and compliance personnel. When such anti-corruption due diligence is appropriate but not practicable prior to acquisition of a new business for reasons beyond Pfizer's control, or due to any applicable law, rule, or regulation, Pfizer has conducted and will conduct anti-corruption due diligence subsequent to the acquisition and report to the Department any corrupt payments or falsified books and records as required by Attachment C.3.

10. Pfizer will ensure that Pfizer's policies, standards and procedures regarding anti-corruption laws and regulations apply as quickly as is practicable, but in any event no more than one year post-closing, to newly-acquired businesses, and will promptly:

a. Train directors, officers, and senior managers, and those employees working in positions involving activities covered by Pfizer's policies regarding anti-corruption and compliance with the FCPA, and, where necessary and appropriate, agents and business partners; and

b. Include all newly-acquired businesses in Pfizer's regular anti-corruption auditing schedule.

Relationships with Third Parties

11. When appropriate on the basis of a FCPA risk assessment, Pfizer will conduct risk-based due diligence of sales intermediaries, including agents, consultants, representatives, distributors, and joint venture partners. Such due diligence will be conducted prior to the retention of any new agent, consultant, representative, distributor, or joint venture partner and for all such sales intermediaries will be updated no less than once every three years. At a minimum, such due diligence shall include:

a. A review of the qualifications and business reputation of the sales intermediaries;

b. A rationale for the use of the sales intermediary; and

c. A review of relevant FCPA risk areas.

12. Where due diligence of a sales intermediary raises a serious red flag, the relevant information shall be reviewed by personnel from the compliance or legal divisions who have received FCPA and anti-corruption training.

13. Where necessary and appropriate and where permitted by applicable law, Pfizer has included and will include standard provisions designed to prevent violations of the FCPA

and other applicable anti-corruption laws and regulations in agreements, contracts, and renewals thereof with agents and business partners, including:

a. Anti-corruption representations and undertakings relating to compliance with the anti-corruption laws and regulations;

b. Rights to conduct audits of the books and records of the agent or business partner that are related to their business with Pfizer; and

c. Rights to terminate the agent or business partner as a result of any breach of anti-corruption laws and regulations or representations and undertakings related to such anti-corruption laws and regulations.

Training

14. Pfizer has provided and shall provide:

a. Biennial training on anti-corruption laws and regulations to directors, officers, executives, and employees working in positions involving activities covered by Pfizer's policies regarding anti-corruption and compliance with the FCPA;

b. Enhanced FCPA training for all internal audit, financial, compliance and legal personnel involved in FCPA proactive reviews or anti-corruption due diligence related to the potential acquisition of new businesses, if not already qualified and experienced; and

c. When appropriate on the basis of a FCPA risk assessment, provide FCPA and anti-corruption training to relevant agents and business partners, at least once every three years.

15. Pfizer has implemented and shall maintain a system of annual certifications from senior managers in each of Pfizer's Business Units, Divisions, and operational functions (at the market or regional level, or the reasonable equivalent) as appropriate, confirming that

their standard operating procedures adequately implement Pfizer's anti-corruption policies, procedures and controls, including training requirements, that they have reviewed and followed up on any issues identified in FCPA trend analyses, and that they are not aware of any FCPA or other corruption issues that have not already been reported to the Compliance Division or the Legal Division.

ATTACHMENT C.3

CORPORATE COMPLIANCE REPORTING

Pfizer Inc. ("Pfizer") agrees to periodically, at no more than 9-month intervals during the term of the Deferred Prosecution Agreement between the United States Department of Justice, Criminal Division, Fraud Section (the "Department") and Pfizer H.C.P. Corporation dated 8/7/12 (the "Pfizer HCP DPA"), report to the Department the status of Pfizer's remediation and implementation of compliance measures described in Attachments C.1 and C.2.

During the term of the Pfizer HCP DPA, should Pfizer discover credible evidence, not already reported to the Department, that questionable or corrupt payments or questionable or corrupt transfers of property or interests may have been offered, promised, paid, or authorized by any Pfizer entity or person, or any entity or person while working directly for Pfizer, or that related false books and records have been maintained, Pfizer shall report such conduct to the Department in the course of periodic communication to be scheduled between Pfizer and the Department. The first such update shall take place within 60 days after the entry of the Pfizer HCP DPA.

During the term of the Pfizer HCP DPA, Pfizer shall: (1) conduct an initial review and submit an initial report, and (2) conduct and prepare two follow-up reviews and reports, as described below:

1. Pfizer shall submit to the Department a written report within 180 calendar days of the entry of the Pfizer HCP DPA setting forth a complete description of its FCPA and anti-corruption related remediation efforts to date, its proposals reasonably designed to improve the policies and procedures of Pfizer for ensuring compliance with the FCPA and other applicable anti-corruption laws, and the parameters of the subsequent reviews

(the "Initial Report"). The Initial Report shall be transmitted to Deputy Chief – FCPA Unit, Fraud Section, Criminal Division, U.S. Department of Justice, 1400 New York Avenue, N.W., Washington, D.C. 20005. Pfizer may extend the time period for issuance of the Initial Report with prior written approval of the Department.

2. Pfizer shall undertake two follow-up reviews to the Initial Report, incorporating any comments provided by the Department on the Initial Report, to further monitor and assess whether the policies and procedures of Pfizer are reasonably designed to detect and prevent violations of the FCPA and other applicable anti-corruption laws.

3. The first follow-up review and report shall be completed by no later than 270 days after the Initial Report. The second follow-up review and report shall be completed by no later than 270 days after the completion of the first follow-up review and report, but not more than two years and seven days after the entry of the Pfizer HCP DPA. Pfizer may extend the time period for issuance of the follow-up reports with prior written approval of the Department.

ATTACHMENT C.4

COMPLIANCE AGREEMENT BY PFIZER INC.

Pfizer Inc. agrees to fulfill the commitments outlined in Attachment C.1, C.2 and C.3 of the Deferred Prosecution Agreement between the United States Department of Justice, Criminal Division, Fraud Section and Pfizer H.C.P. Corporation dated 8/7/12

AGREED AND CONSENTED TO:

For Pfizer Inc.

By: _____
AMY W. SCHULMAN
Executive Vice President and General Counsel

APPROVED:

By: _____
BRET A. CAMPBELL
PETER B. CLARK
Attorneys for Pfizer Inc.