



**CODE OF BUSINESS CONDUCT AND ETHICS  
(APPROVED DECEMBER 19, 2002, AS AMENDED ON JULY 31, 2007)**

## **Introduction**

It is InterMune's policy that all of our directors, officers and employees conduct all activities in accordance with the highest standards of honesty, ethics and in compliance with the statutes, regulations, and written directives of Medicare, Medicaid, and all other Federal health care programs (as defined in 42 U.S.C. § 1320a-7b(f)) (Federal health care program requirements) and the statutes, regulations and written directives of the Food and Drug Administration (FDA requirements). We believe that we should follow ethical business practices and behavior throughout all our operations. This includes our commitment to market, sell, promote, research, develop, and advertise our products in accordance with the above mentioned regulations. This Code of Business Conduct and Ethics is intended to serve as a guide to help us maintain the highest ethical and professional standards in each of our relationships: with our co-workers, customers, contractors, vendors, competitors, governments, stockholders and members of the community. Please note that other InterMune and non-InterMune documents provide additional rules and guidelines to which those associated with InterMune must adhere (e.g., *Policy Against Trading on the Basis of Inside Information; Stock Trading Limitations for Directors, Officers and Other Members of Management; Employee Handbook; Commercial Policies; Compliance Policies; Proprietary Information and Inventions Agreement; AMA Guidelines; OIG Guideline; Corporate Integrity Agreement; and the PhARMA Code on Interacting with Health Professionals*).

This Code of Business Conduct and Ethics is intended to emphasize the commitment that InterMune, its management and board of directors have made to integrity and fairness and is not intended to be a complete list of acceptable and unacceptable actions. Rather, it provides general guidance on InterMune's obligations and our expectations for the conduct of our directors, officers and employees. Any questions or concerns about this Code of Business Conduct and Ethics or our other policies should be directed to your supervisor or the Chief Compliance Officer.

## **The Compliance Committee**

The Compliance Committee is comprised of the members of the Executive Committee and the Chief Compliance Officer, and reports to the Compliance Committee of the Board of Directors. The Compliance Committee is responsible for our Compliance Program and Code of Business Conduct and Ethics, including:

- Ensuring that any questions or concerns any employee may have are appropriately answered and addressed;
- Assessing if the goals and principles of our Code of Business Conduct and Ethics are being followed;
- Ensuring that InterMune's commitments with respect to any agreements with the government are being followed;



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- Directing investigations of any alleged violation of our Code of Business Conduct and Ethics; and
- Ensuring that appropriate actions are taken if there is a violation.

**Honest and Ethical Conduct**

Everyone related to InterMune shall practice the highest standards of honesty, accuracy, integrity and truthfulness, and shall not knowingly disseminate any false or misleading information. If required to do so as part of your job responsibilities it is imperative that you do not illegally market our products to doctors and patients to treat illnesses for which the drugs are not approved as this can result in the submission of false and fraudulent claims for drugs that are not eligible for reimbursement because they are for unnecessary and/or off label uses.

**Compliance with Laws, Rules and Regulations**

InterMune and every employee, agent and contractor must obey and comply with all laws, rules and regulations in conducting our business. These include, but are not limited to the written directives of Medicare, Medicaid, and all other Federal Health Care program and FDA requirements, securities, regulatory, tax, labor, employment, consumer protection, etc.). This is the most fundamental policy underlying our commitment to integrity and ethical conduct. Employees, agents and contractors are responsible for being aware of and complying with the legal requirements affecting their jobs and communicating that standard to any persons they supervise. InterMune's management is available to advise and assist you—but remember that compliance with this policy is your responsibility. If you have any questions about compliance, please contact your supervisor or the Chief Compliance Officer.

**Honesty with Regulators and Other Government Officials**

Because InterMune is subject to a variety of laws and regulations, particular care must be taken to ensure that no inaccurate or misleading reports, certifications, claims or statements are made to any government agency or official. When dealing with government officials and employees, employees should also avoid even the appearance of impropriety. Any activity that could be perceived as an attempt to improperly influence or mislead government officials to obtain favorable treatment or for any other purpose must be avoided.

**Public Disclosure and Communications**

As a public company, we are committed to full, fair, accurate, timely and understandable disclosure in reports and documents we file with, or submit to, the Securities and Exchange Commission (SEC) and in other public communications, including press releases, made on our behalf. In support of this commitment, each officer and



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employee must follow InterMune's Disclosure Controls and Procedures established by InterMune's Disclosure Committee, our Corporate Communications Policy and Press Release Policy, must maintain complete and accurate records and must not knowingly misrepresent, or cause others to misrepresent, facts about InterMune to others, whether within or outside InterMune, including to InterMune's independent auditors, governmental regulators, self-regulating organizations and other governmental officials, as appropriate. Each officer shall, in relation to his or her area of responsibility, carefully review and critically analyze proposed public disclosure for accuracy and completeness. All such disclosure is managed and monitored by the Disclosure Committee.

**Ethical Business Practices**

We must be ethical, honest and fair with all customers, vendors and suppliers. We must market, sell, promote, research, develop, and advertise our products in accordance with the written directives of Medicare, Medicaid, and all other Federal Health Care program and FDA requirements. Failure to comply with Federal Health Care Programs and FDA requirements will negatively affect your performance evaluation, could lead to legal sanctions against you and InterMune and result in large fines and/or imprisonment. We must honor our commitments. You must not inappropriately or illegally try to influence customers, vendors and suppliers. You should avoid any other circumstance that might likely affect your ability to be impartial when doing your job. We depend on you and every other employee to use your best judgment and to be free of any influence other than the desire to legally and ethically obtain the best possible results for InterMune.

**Confidential and Proprietary Information**

The protection of confidential business information and trade secrets is vital to the interest and success of InterMune. In the course of your work, you may have access to confidential information or sensitive, private information regarding InterMune, its products, suppliers, customers, patients or employees. It is one of your most serious responsibilities that you in no way reveal or divulge any such information, unless it is necessary for you to do so in the performance of your job at InterMune and such information is protected by a confidentiality agreement that has been approved by an authorized person at InterMune. Access to confidential information should be on a valid business "need-to-know" basis and must be authorized by your supervisor. All employees are required to sign an Employee Proprietary Information and Inventions Agreement promising they will not divulge InterMune's proprietary material outside of InterMune; and that the ideas, inventions, products and processes developed while working for InterMune are the property of InterMune.

**Improper Influences: Gifts and Entertainment**

Our customers, suppliers and the public at large must know that an employee's



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judgment is not for sale. Never offer, make, solicit or receive a bribe, kickback, illegal political contribution or other improper payment. It is not only a violation of this Code of Business Conduct and Ethics to do so, but it also may be a serious crime.

As a general rule, do not give or accept gifts of any kind from customers, vendors or suppliers, unless the gift is not in cash or a cash equivalent (e.g., gift certificates are a cash equivalent), and is worth no more than \$100, or unless the gift is approved by your supervisor in advance (e.g., honoraria or the like). Do not solicit or request any gift and do not give or accept any gift that would affect or influence, or give the appearance of affecting or influencing, the business relationship at hand or your judgment in carrying out your duties and responsibilities for InterMune. You may accept or provide meals that are not extravagant (i.e., reasonable), as long as it does not influence, or have the appearance of influencing, objectivity or decision making. Please always use common sense and good judgment.

**Political Support**

To avoid any conflicts, InterMune will not provide facilities or funds to support any political activities that are not directly connected to InterMune's business interests.

**Conflicts of Interest**

Our policy on conflicts of interest is straightforward – conflicts of interest are prohibited. You must at all times be free from any influence that might conflict with the interests of InterMune. Do not deprive InterMune of your undivided loyalty in business dealings.

A conflict of interest will arise any time:

- you allow a personal or outside interest to interfere with or influence the performance of your duties; or
- you make a decision or engage in conduct that is not in the best interest of InterMune.

Therefore, do not become involved in any business dealings:

- that are adverse to the interests of InterMune;
- that create or may create a personal or financial interest or opportunity for you, or your family or friends, that may cause you to be unable to perform impartially your duties for InterMune;
- that would interfere with or improperly influence your job performance; or



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- that are for or on behalf of any entity that is a competitor of InterMune.

For purposes of this document, a “competitor” is an entity that engages in the same or substantially similar business activity as InterMune and competes with InterMune for the same customers, prescribers, patients, product label indications or other resources specific to InterMune’s business.

If you think that you may have a conflict of interest, please complete the Potential Conflict Disclosure Form that is attached as Appendix 1 at the end of this Code and give the completed form to the Chief Compliance Officer. The Chief Compliance Officer will review the disclosure with the Executive Committee who will determine whether there is a conflict of interest. The following are some examples of situations that may give rise to conflicts of interest. Of course, no list can include every possible situation in which a conflict of interest could arise, and you must not take any action that interferes, with your duties for InterMune.

### **Employing Multiple Family Members**

It is not against our policies for more than one family member to work for InterMune. However, no family member should be employed in a position that reports to another family member or works within another family member’s line of authority. Also, an employee should never make or be involved in any promotion decision or any other significant decision or action involving the employment of a member of his or her family.

### **Interests Adverse to or in Competition with InterMune**

Whenever you become involved in another activity or business outside of InterMune, the potential for a conflict arises:

- You must not be personally involved with any business relationship between InterMune and any customer, supplier, contractor, consultant or other service provider in which you or a member of your family has a personal or financial interest outside of InterMune.
- You and your family members must not be employed by or own any significant financial interest in, borrow money from (other than regular loans at lending institutions for which you receive customary business terms), lend money to, or have any other business relationship with any InterMune customer, supplier, consultant or other service provider or any organization in competition with InterMune.
- You may not receive for free or at a discount any product or service from any InterMune customer, supplier, contractor, consultant or other service provider unless approved in advance by your supervisor in writing.



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- You may not solicit contributions for any political candidate from any InterMune employee, customer, supplier, contractor, consultant or other service provider unless approved in advance by your supervisor in writing.
- There may be instances in which InterMune wants to do business with or is considering acquiring a company in which you have a financial interest. You must immediately notify your supervisor if you learn of any such transaction.
- You should also notify your supervisor if you have a non-financial interest in any transaction. Non-financial interests can also cause a conflict of interest. If, for example, your family member is employed by a company being acquired by InterMune, you must inform your supervisor immediately on learning about the potential acquisition.

### **Board Memberships**

Subject to the general rules on conflicts of interest outlined above, you are not prohibited from serving as a corporate, civic or charitable director or trustee. However, because it is possible that such a board membership may create a conflict of interest prior approval of InterMune is required.

- **Non- Executive Directors:** If you are a non-executive member of the Board of Directors of InterMune, you do not need the approval of InterMune to serve on the board of directors of another corporate, civic or charitable organization. However, you must provide timely notification of the commencement of such activity to the Chairman of the Board of Directors of InterMune.
- **Executive Directors and Members of Executive Management:** If you are an Executive member of InterMune's Board of Directors or an Executive officer of InterMune, you must have the prior approval of the InterMune Board of Directors in order to serve on an outside board of directors or trustees. Please complete Appendix 2, the "Approval to Serve as a Corporate, Civic or Charitable Director or Trustee Form" and give the completed form to the CEO. The CEO will review the application with the Corporate Governance and Nominating Committee of the Board who will determine whether there is a conflict of interest. The Corporate Governance and Nominating Committee will consider requests and make recommendations to the Board as to whether to approve or deny such requests.
- **Non-Executive Employees:** If you are not an Executive Director or Executive officer of InterMune and you wish to serve as a corporate, civic or charitable director or trustee, you must have the prior approval of the InterMune Compliance Committee. Requests for approval must be made to the Chief Compliance Officer. Please complete Appendix 2 at the end of this Code, the "Approval to Serve as a Corporate, Civic or Charitable Director or Trustee Form"



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and give the completed form to the Chief Compliance Officer. The Chief Compliance Officer will review the application with the InterMune Compliance Committee who will determine whether there is a conflict of interest.

- **Existing Board and Trustee Relationships.** If you currently serve on any corporate, civic or charitable board of directors or trustees, please complete Appendix 2, the "Approval to Serve as a Corporate, Civic or Charitable Director or Trustee Form" in a timely fashion to inform the Chief Compliance Officer for review by the Executive Committee.

Any such request for approval, whether by officers or other employees, must include an acknowledgement from the employee that:

- such employee would serve as a director or trustee of the other entity in an individual capacity and not as a representative or agent of InterMune; and
- any liability incurred by such employee in his or her capacity as a director or trustee of such entity
- will be the individual responsibility of such employee; and
- will not be covered under any director and officer insurance policy that InterMune may maintain on behalf of its officers and directors.

You may not serve on the board of directors or trustees of a competitor of InterMune or any entity that has an adverse relationship to InterMune. If you serve on a board of directors or trustees of an entity that becomes a competitor or otherwise adverse to InterMune, you must resign immediately from such board of directors or trustees.

If InterMune's Chief Executive Officer or the Board of Directors determines, in their sole discretion, that your service as a director or trustee adversely affects the performance of your duties for InterMune, you must resign immediately from such board of directors or trustees.

### **Outside Consulting and Employment**

If you wish to pursue the possibility of providing limited services, as a consultant or otherwise, to another entity, you must ensure that such activity does not create a conflict with the interests of InterMune or in any way use InterMune resources or risk disclosure of the confidential information of InterMune. You may not solicit business on InterMune premises or while working on InterMune time. Furthermore, you are not permitted to use InterMune facilities, equipment, telephones, materials, resources or proprietary information for any outside work. All such work should be outside InterMune's normal business hours. Limited and incidental use of InterMune resources



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or incidental work during normal business hours for outside work purposes would not be considered a violation of this Code of Business Conduct and Ethics.

- **Executive Directors and Members of Executive Management:** If you are an Executive Director or Executive officer of InterMune, you must have the prior written approval of the Board of Directors in order to enter into any healthcare-related employment, consulting, volunteer activities or professional affiliations with other companies and/or institutions (whether or not you are paid for your services).
- You must complete the Outside Consulting and Employment Disclosure Form (Appendix 3) and forward the completed form to the Chairman of the Corporate Governance and Nominating Committee of the InterMune Board of Directors. The Corporate Governance and Nominating Committee will consider requests and make recommendations to the Board as to whether to approve or deny such requests.
- **Non-Executive Employees:** If you are a Non-Executive employee of InterMune, you must complete the Outside Consulting and Employment Disclosure Form and forward the completed form to your immediate supervisor as well as the Executive Committee representative for your department in order to enter into any consulting or similar arrangement with a third party. Your Executive Committee member will consult with the Chief Compliance Officer and the InterMune Compliance Committee who will determine whether there is a conflict of interest.
- **Existing Consulting or Employment Relationships.** If you are currently serving as a consultant or employee to an entity other than InterMune, please complete the Outside Consulting and Employment Disclosure Form and forward the completed form to your supervisor and Executive Committee member who will consult with the Chief Compliance Officer and the InterMune Compliance Committee to determine whether the relationships creates a conflict of interest.

You may not provide services, including as a consultant, to a present competitor of InterMune or any entity that has an adverse relationship to InterMune. If you provide services to an entity that becomes a competitor or has a relationship otherwise adverse to InterMune, you must immediately discontinue your work for such entity.

Although your activities as a consultant or as a corporate, civic or charitable director or trustee may not be in conflict with the interests of InterMune, it is possible that your activities may give the appearance of a conflict to a reasonable person who is experienced in our business. If you are granted permission to serve as a consultant or as a corporate, civic or charitable director or trustee, you have the duty and obligation to



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take any and all reasonable steps to avoid creating the appearance of a conflict, as would be judged by a reasonable person who is experienced in our business.

If InterMune's Chief Executive Officer, determines, in his or her sole discretion, that your outside work creates an undesirable environment at InterMune, you will be given a period of time to correct the environment. If the unproductive or distracting environment is not corrected (in the sole discretion of the Chief Executive Officer) after that period of time, you must immediately discontinue your outside work.

### **Company Assets**

We have a duty to safeguard and to wisely use InterMune's assets, including our physical plants and equipment, computers, computer software, records, customer information, human resources, and InterMune's names and trademarks. InterMune's assets should be used for InterMune business only.

All InterMune purchases and subcontract awards should be made strictly on the basis of quality, suitability, service, price and efficiency. We should treat our suppliers fairly and equitably. It is InterMune's policy to award orders and contracts on the basis of merit and without favoritism.

### **Maintenance of Corporate Books, Records, Documents and Accounts**

Employees must ensure that all InterMune records are prepared accurately, truthfully, in a timely manner, and, when applicable, are properly authorized. The making of false or misleading entries in any InterMune record is strictly prohibited.

Examples of InterMune records include laboratory and research notebooks and records, clinical trial records, general accounting records, employee and payroll records, and expense reports, among others.

Financial activities are to be recorded in compliance with all applicable laws and accounting practices. All employees must cooperate fully with the Finance Department, as well as our independent public accountants, and provide complete and accurate information to them to help ensure that all of InterMune's financial books and records are accurate. No asset, fund, expenditure, or account should be established unless it is accurately reflected in the records of InterMune.

Upon termination of employment with InterMune, each employee shall return to and not take from InterMune any InterMune property (as defined in the next sentence). InterMune property includes, without limitation: (i) any inventory, material, supply, communication, correspondence, document or product; (ii) any idea, invention, and/or process that was developed while working for InterMune; (iii) any form of reproduction or copy of any of (i) or (ii) above, including without limitation any electronic (e.g., email)



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versions; and/or (iv) any proprietary or confidential property or information of InterMune as defined in InterMune's Proprietary Information and Inventions Agreement.

**Questionable Payments**

Employees may not participate in any way in the unlawful or unethical receipt or payment of InterMune or other funds, or in maintaining any unrecorded cash or non-cash funds or assets for the purpose of any unlawful or unethical receipts or payments. You cannot take part in any improper payments to any local, state, federal or foreign government officials, employees or agents, nor can you offer bribes, kickbacks or other payments to obtain favored treatment with respect to InterMune's business or operations.

**International Business**

All employees are expected to comply with the laws in all countries in which they operate. The fact that in some countries certain laws prohibiting particular conduct are not enforced in practice, or that violation of these laws is not subject to public criticism or censure, will not excuse non-compliance. All employees also must comply strictly with United States laws and regulations applicable to the conduct of business outside the United States.

Some of these U.S. laws and regulations, which extend to all our activities outside the United States, include:

***The Foreign Corrupt Practices Act:*** Prohibits the giving of anything of value to a foreign governmental official to obtain or retain business and requires the maintenance of accurate books of account, with all InterMune transactions being properly recorded. Section 020.031 (Foreign Corrupt Practices Act) of the Policies and Procedures Manual provides further discussion of this important law and the obligations of all employees to abide by it.

***Antiboycott Laws:*** Prohibit United States persons, companies and their subsidiaries, wherever located, from taking actions or entering into agreements that have the effect of furthering the Arab boycott of Israel, or of furthering any other unsanctioned boycott of a country that is friendly to the United States.

***United States Embargoes:*** Restrict, and in some cases prohibit, United States persons, companies and their subsidiaries, wherever located, from doing business with certain other countries. A few examples of the countries currently on this restricted list (which changes periodically) include Cuba, Iran, Iraq, Libya, Angola (partial), Burma (partial) and North Korea.

***Export Controls:*** Restrict business travel to designated countries or prohibit (without an appropriate Commerce Department license) the export of goods, services,



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technology or certain types of information from the United States, or the re-export of United States origin goods from the country of original destination to a third country. This also applies to exports of foreign-made goods with United States content. A “transfer of technology or information” can occur in circumstances as casual as a conversation or a plant tour, or innocently carrying a computer disk with protected information on it out of the United States on a business trip.

If you have a question as to whether certain activities are prohibited, please contact the General Counsel before getting involved.

### **Reporting Procedures**

You have a responsibility to report any misconduct such as discrimination, harassment or other violations regarding InterMune’s policies, accounting, internal accounting controls, disclosure controls or auditing matters, illegal activities, fraud, abuse of InterMune’s assets or violations of the standards in this Code of Business Conduct and Ethics, InterMune’s compliance program and InterMune’s Corporate Integrity Agreement with the Office of the Inspector General. You are required to report any violations of the written directives of Medicare, Medicaid, Federal Health Care programs and FDA requirements. Of particular concern are the deceptive and illegal marketing of our products to doctors and patients to treat illnesses for which the drugs are not approved as this can result in the submission of false and fraudulent claims for drugs that are not eligible for reimbursement because they are for unnecessary and/or off label uses. Any such activities should be reported to at least one of the following individuals:

- your supervisor
- any member of the Executive Committee
- the Chief Compliance Officer
- the General Counsel
- the Chief Executive Officer

If you believe that misconduct or an improper activity may have occurred, but you are unsure, we encourage you to discuss your concern with the Chief Compliance Officer or any member of the Executive Committee. This discussion will be kept confidential, consistent with conducting a thorough investigation. If, after consultation with the Chief Compliance Officer or an Executive Committee member, it becomes clear that misconduct or an improper activity has taken place, you should report the activity to one of the individuals listed above.



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Reports may be made anonymously in writing, or via InterMune's Anonymous Tip Line which is operated by an outside vendor. The Anonymous Tip Line is available 24 hours a day, seven days a week, by phone (1-866-384-4277); or the via the InterMune intranet:

[https://secure.ethicspoint.com/domain/en/report\\_custom.asp?clientid=8663](https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=8663)

The Anonymous Tip Line has been set up so that all anonymous reports route directly to the Chief Compliance Officer, General Counsel, the CEO and the Chairman of the Board of Directors who will inform the appropriate members of senior management and, if appropriate, other members of the Board of Directors.

Any anonymous reports that concern accounting and auditing matters, conflicts of interest, embezzlement, falsification of contracts, reports or records, misconduct of inappropriate behavior, securities violations and violations of policy will be routed to the Chairpersons of InterMune's Compliance Committee, Audit Committee and Chairman of the Board of Directors.

If you choose to identify yourself, your identity will be kept strictly confidential to the extent possible.

InterMune will treat any report of misconduct with the utmost gravity and urgency. All reports will be thoroughly investigated. InterMune has established these reporting procedures in order to promptly and appropriately respond internally to allegations of misconduct and allow our senior management and Board of Directors, with the advice of InterMune's advisors, to determine the appropriate course of action, including possible disclosure of any misconduct to stockholders or regulators. Circumvention of these internal Reporting Procedures may cause unwarranted damage to an individual and the company.

***No retaliatory action will be taken against employees making good faith reports.*** InterMune prohibits retaliation against a director, officer or employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

### **Investigative Procedures**

Upon learning of an allegation of misconduct, the Chief Compliance Officer shall conduct a timely, full and fair fact-finding to determine whether a violation has occurred. Depending on the nature of the report and those implicated by the violation, the Chief Compliance Officer will immediately seek advice and assistance from the General Counsel, the Board of Directors, the CEO, the Executive Committee and/or outside counsel, as necessary.



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Violations of this Code of Business Conduct and Ethics may result in the immediate termination of employment. Any illegal action will be dealt with swiftly. Any violations of the law will be reported to the appropriate authorities and may subject employees to civil damages, criminal fines and even imprisonment. InterMune may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Accordingly, any misconduct by you, as a representative of InterMune, could result in serious consequences for both you and InterMune.

InterMune's Audit Committee shall be timely informed of any allegations of misconduct regarding accounting, internal accounting controls, disclosure controls or auditing matters.

**Waivers**

InterMune's CEO, on behalf of InterMune, with advice of the General Counsel, may waive the requirements of this Code of Business Conduct and Ethics in writing on a case-by-case basis. Notwithstanding the foregoing, with respect to any corporate officer, only the Board of Directors may approve a waiver, and each such waiver shall be promptly disclosed as required by law or regulation, along with the reasons for the waiver.



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**APPENDIX 1**  
**Potential Conflict Disclosure Form**

Please describe below any relationships, positions or circumstances in which you or any of your family members are involved that you believe could be a conflict of interest, as defined in the InterMune Code of Business Conduct and Ethics. *No retaliatory action will be taken for good faith disclosure of any potential conflicts of interest.*

Name: \_\_\_\_\_ Department: \_\_\_\_\_

*I hereby certify that the information set forth above is true and complete to the best of my knowledge.*

Submitted By: \_\_\_\_\_ Date: \_\_\_\_\_

Approved By: \_\_\_\_\_ Date: \_\_\_\_\_



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**APPENDIX 2  
Request for Approval to Serve as a Corporate, Civic or Charitable  
Director or Trustee**

Please describe below the position you wish to assume in which you would serve as a corporate, civic or charitable director or trustee:

I am an Executive Director /Officer       I am not an Executive Officer

Name: \_\_\_\_\_ Department: \_\_\_\_\_

Submitted By: \_\_\_\_\_ Date: \_\_\_\_\_

Approved By: \_\_\_\_\_ Date: \_\_\_\_\_

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**Appendix 3**

**Outside Consulting and Employment Disclosure Form**

Please describe below any healthcare-related employment, consulting, volunteer activities or professional affiliations with other companies and/or institutions (whether or not you are paid for your services) in which you are involved.

*No retaliatory action will be taken for good faith disclosure of any potential conflicts of interest.*

Name: \_\_\_\_\_ Department: \_\_\_\_\_

I am paid for these services YES / NO (circle one)

I am paid for these services YES / NO (circle one)

I am paid for these services YES / NO (circle one)

I am not involved with any healthcare-related employment, consulting, volunteer activities or professional affiliations with other companies and/or institutions.

*I certify that the above information set forth above is true and complete to the best of my knowledge.*

Submitted By: \_\_\_\_\_ Date: \_\_\_\_\_

Approved By: \_\_\_\_\_ Date: \_\_\_\_\_



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**ACKNOWLEDGEMENT**

I have read InterMune's Code of Business Conduct and Ethics, and I understand its contents.

I agree to comply fully with the standards, policies and procedures contained in the Code and InterMune's related policies and procedures. I commit to market, sell, promote, research, develop, and advertise our products in accordance with compliance with the written directives of Medicare, Medicaid, and all other Federal Health Care Programs and FDA requirements. Furthermore, I understand that failure to comply with Federal Health Care Programs and FDA requirements will negatively affect my performance evaluation could result in legal sanctions against me and the company.

I further certify that I am currently in compliance and am not aware of any current violations of or actions contrary to the standards and procedures set forth in the Code and InterMune's related policies and procedures. I have disclosed on the attached Potential Conflict Disclosure Form all potential conflicts of interests, as discussed in the Code, in which I am involved, and I have disclosed any outside board memberships and consulting or similar arrangements, as required by the Code.

I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date