

Example of an Upjohn Warning Used in Internal Investigations

We are conducting an investigation for the Company into certain events related to [INSERT RELEVANT ISSUE IN GENERAL TERMS]. We believe that you may have facts and/or documents that may be relevant to our investigation and we appreciate you meeting with us.

To be clear, we serve as counsel to the Company. We are not your personal counsel and cannot give you legal advice. If you wish to obtain separate counsel, we will re-schedule this interview so that you may do so.

In addition, your communications with us, as part of this investigation, are confidential and protected by, among other things, the attorney-client privilege. As the Company is our client, the attorney-client privilege belongs solely to the Company. Accordingly, the Company, in its sole discretion, may elect to waive the privilege and reveal your communications with us to third parties, including the government.

As part of this investigation, we are interviewing a number of employees to gain a better understanding of the relevant issues. The fact that we are conducting this investigation does not mean the Company believes that any current or former employee has engaged in improper or illegal conduct. It simply is the process through which the Company ensures that it maintains the highest standards of corporate integrity. Your candor and honesty are critical to our ability to conduct effectively our investigation. To maintain the integrity of this investigation, we request that you keep our conversations today confidential. We appreciate your cooperation.

May we continue?