

INTERNAL MEMORANDUM

Date: May 3, 2010

From: Saburo Hamanaka, Chief Executive Officer

To: All Sepracor Employees

Subj: Conference Attendance Approval Process



As you know, it is vitally important that all employees at Sepracor protect confidential company information from unauthorized disclosures, whether internal or external. The purpose of this Memo is to remind you of the requirements for all Sepracor employees related to obtaining permission to attend or speak at third-party conferences and also reminds all employees of the obligations we share to protect confidential information from unauthorized disclosures of any type. Given the importance of its confidential business information to Sepracor, **you will be required to acknowledge that you have reviewed and understand this Memo by clicking on your email's voting button.**

Industry Conferences or Other Third-Party Meetings

As many of you are aware, Sepracor has had a longstanding tradition of supporting professional development opportunities for all of its employees. While Sepracor respects your interest in acquiring new skills and enhancing your knowledge base by participating in externally sponsored events, the following procedures continue to remain in place for obtaining approval to attend or speak at any third party events or conferences.

Obtaining Approval for Attendance at Third Party Events: Attendance at any conference or meeting sponsored by third parties must be approved in advance and in writing by your department head as well as your department Vice President. Such approval is now required for any non-Sepracor sponsored event (e.g., industry conferences, medical conventions, etc.). If you have already signed up for a conference, please make sure you reconfirm your attendance with your department head.

Obtaining Approval for Speaking Engagements and Presentation of Materials: All speaking invitations (e.g., lectures, presentations, panel moderation and panel participation) at conferences or meetings sponsored by third parties must be approved in advance and in writing by the employee's Departmental Vice President, or in the case of a Department Vice President, by a Sepracor Executive Committee member. All materials including written presentations, lecture notes, slides or speaking points will need to be approved in advance and in writing and must be submitted for approval no less than one week prior to any planned presentation. The contact person for such approval is Susan Adler at extension 4006 or Susan.Adler@sepracor.com. Please refer to our External Communications Policy for further information about external communications.

General Confidentiality Obligations

I also want to remind you of the general obligations all employees have to protect confidential company information from any unauthorized disclosures. The Sepracor Code of Conduct and Ethics (the "Code") states that:

Confidential information is any information or data that has not been disclosed to the public that you have encountered as a result of your position with the Company. This includes, for example, (but is not limited to) customer lists, marketing or strategic plans, any specifics — including prices — regarding deals offered to individual customers, research reports, acquisition plans, marketing plans, or potential equity interests. It also includes business proprietary or trade secret data such as chemical formulas. Personal information regarding employees also constitutes confidential information.

Confidential and business proprietary information are the property of Sepracor, not of any individual employee. Accordingly, you should regard all confidential or business proprietary information to which you gain access at work as the property of Sepracor. You must not therefore, disclose such confidential or business proprietary information to anyone who does not work within the Company without first receiving the proper authority to do so. Furthermore, such information should not be shared with other employees except *on a need-to-know basis in order for them to perform their own jobs*.

Unauthorized disclosure of Sepracor's confidential information, whether internal or external, is a serious breach of the Code and is cause for disciplinary action, up to and including termination for employment.

Confirm Your Understanding

This memo further reaffirms your obligations under the Invention, Non-Disclosure and Personal Conduct Agreement and Code of Conduct and Ethics, both of which you signed as a condition of employment with Sepracor as well as the procedures and requirements for disclosure of Company confidential information to any party.

Please join Sepracor in redoubling our efforts to protect confidential company information from disclosure to others and from needless dissemination inside the company. By so doing, you help the company attain its business goals, comply with laws covering such information and reduce the chances that information may be even inadvertently disclosed to competitors or other third parties.

If you have any questions regarding this message, please contact the Chief Compliance Officer or a member of the Compliance or Legal Affairs Departments.

Thank you very much for your cooperation.

Please acknowledge your understanding of this memorandum by utilizing the voting button which is located at the top left of your email screen.