

Code of Conduct



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Introduction: Commitment to Compliance

Shionogi is committed to the highest ethical standards in our business transactions and with each other. Obeying the law, both in letter and in spirit, is one of the foundations on which Shionogi's ethical standards are built. Ethical conduct is not simply a declaration of principles but an ongoing process. We must perform with the highest level of integrity.

This Code of Conduct provides guidance on business ethics applicable to Shionogi employees, members of the Board of Directors, agents, consultants and other third parties who work on the Company's behalf. It should be read and understood in the context of related company policies, guidelines, departmental guidance, and the Employee Handbook.

To ensure adherence to Federal and State healthcare laws, Shionogi has developed a compliance program consistent with the U.S. Department of Health and Human Services (HHS) Office of Inspector General (OIG) guidance for pharmaceutical manufacturers and the U.S. Sentencing Guidelines. Our policies and guidelines are designed to comply with Food and Drug Administration (FDA) advertising and promotion regulations, Good Clinical Practices (GCPs), Good Manufacturing Practices (GMPs) and Good Laboratory Practices (GLPs). In addition to written guidelines, Shionogi has also instituted audit, monitoring, and employee training programs. The Compliance Office is responsible for program oversight, review, investigations, and enforcement of violations.

It is the obligation of every Shionogi employee to immediately report any violation to a manager, Legal, Human Resources, or the Compliance Office. Shionogi has also established the Alert Line for employees to report suspected misconduct anonymously. The Alert Line telephone number is **1-800-792-8117**.

All allegations will be promptly investigated by the Compliance Office or an appropriate designee, and detected violations will result in corrective action and/or employee discipline. Shionogi does not permit retaliation of any kind against employees for good faith reports of misconduct or ethical violations nor for participating in an investigation.

Commitment to Patients

Clinical Research

Shionogi is committed to the research and development of innovative medicines that enable patients to live longer, healthier lives. We adhere to Good Clinical Practices (GCPs) in accordance with FDA regulations that incorporate the International Code of Harmonisation (ICH).

Research in human subjects carries certain risks and benefits that must be fully disclosed to individuals so that they can make informed decisions concerning clinical trial participation. To that end, Shionogi publicly discloses clinical trial information pursuant to applicable laws, regulations and industry standards and requires human research subjects to provide informed consent prior to taking part in clinical studies.

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Additionally, the conduct of clinical research at Shionogi must be performed by qualified investigators with the relevant knowledge and expertise, and free from bias or conflicts of interest. Healthcare professionals (HCPs) who conduct clinical trials for Shionogi must disclose payments and other benefits provided by the Company as required by the FDA and other government authorities.

Product Safety & Quality

To ensure the safety and quality of our products, and in the interest of protecting patients and the public, Shionogi employees are required to comply with all U.S. and foreign product safety laws and regulations, including Good Manufacturing Practices (GMPs), Good Laboratory Practices (GLPs) and Good Clinical Practices (GCPs). We understand the importance of rigorous monitoring and prompt disclosure of safety signals, risks, and benefits. It is the responsibility of all individuals to promptly report adverse events related to Shionogi products. Adverse events related to Shionogi products may be reported by contacting DrugSafety@shionogi.com.

Patient Interactions

At Shionogi we respect and abide by the laws that govern patients' privacy and protection of personal medical information. Our systems, and those of third party vendors, must effectively protect patient data. Shionogi will not disclose patient-specific information without the patient's consent or as required by law.

In our communications with patients, we follow the FDA guidelines for Direct to Consumer advertising, with complete and clear disclosure of our products' risks and benefits.

Privacy

Shionogi comes into contact with the private information of individuals, patients, employees, HCPs and others in the course of conducting our business. All employees and vendors must follow all applicable laws and regulations and take necessary precautions to ensure that personal information is gathered and used only for legitimate business purposes. When such information is collected, it must be maintained in a safe, secure environment with access rights granted only to those who need the information and who are directly involved in the particular project. These records should be disposed of in accordance to Shionogi's Record Retention Policy.

Commitment to Ethical Conduct in Business

Interactions with Healthcare Professionals

As part of its core business, Shionogi interacts with healthcare professionals (HCPs) in research, clinical trials, advisory boards, medical education programs, and in various other capacities. We value the expertise and knowledge of HCPs as customers, consultants, advisors, and investigators.

To ensure that our interactions with HCPs are free from conflicts of interest or the appearance of impropriety, Shionogi engages only qualified HCPs to assist the Company in developing and delivering innovative therapies for patients. Whether the HCP is a customer or a consultant, Shionogi employees are prohibited from offering or providing cash, services, gifts,

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entertainment, meals or any other item of value for the purpose of influencing or rewarding the prescription, use, referral, or purchase of a Shionogi product.

In the interest of transparency, Shionogi adheres to Federal and State disclosure laws that require publication of payments, educational items, and meals to HCPs; with Federal and State Anti-Kickback statutes, and industry guidelines including the PhRMA Code on Interactions with Healthcare Professionals, the Accreditation Council for Continuing Medical Education (ACCME) Guidelines for Commercial Support of Continuing Medical Education, and the American Medical Association's (AMA) guidance on Interactions with Pharmaceutical Representatives.

Marketing & Sales Activities

Shionogi markets, promotes, and sells its products in a truthful and balanced manner, consistent with approved labeling and in compliance with all FDA regulations. Each employee is responsible for communicating product information in a truthful manner, without misstating or omitting relevant safety information, inappropriately broadening the approved indication, or over-stating product efficacy. Marketing and promotion of Shionogi products for purposes other than the FDA-approved use is strictly prohibited.

Shionogi permits the distribution of drug samples in accordance with the Federal Prescription Drug Marketing Act (PDMA) and applicable State laws. Generally, employees must follow all sampling guidance and may not illegally sell, purchase, trade, or encourage others to seek reimbursement for drug samples. Further guidance and the procedures for inventory, monitoring, auditing, reporting, and enforcement of sampling activities can be found in the Samples Standard Operating Procedure and the Compliance Field Manual.

Anti-Bribery

Interactions with government officials or employees (both foreign and domestic) are regulated by Federal, State, local and international laws. Shionogi employees may not offer or provide money, gifts, meals, travel, lodging, or any other service or item of value to any government official or employee without the express approval of the Compliance Office. It is important to note that HCPs and allied healthcare professionals who are employed by a government agency, university, or hospital are considered government employees.

Bribery of foreign government officials and employees is also strictly prohibited and is a criminal violation under U.S. laws, including the Foreign Corrupt Practices Act (FCPA). The anti-bribery rules apply to foreign officials as well. Shionogi employees and others covered by this Code may not offer or provide anything of value to foreign officials or employees for the purpose of obtaining or retaining Shionogi business, or to secure an improper business advantage. The prohibition equally applies to third party vendors, law firms, lobbyists, and consultants acting on behalf of Shionogi.

Further, contributions to foreign political candidates, political parties, lobbying, or non-profit organizations may not be made with Shionogi funds without the express prior approval of the Compliance Office.

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Financial Integrity

Uncompromising financial integrity is of paramount importance to Shionogi. Shionogi's financial statements and disclosures must at all times be accurate, reliable and complete, in compliance with Generally Accepted Accounting Principles (GAAP) and other rules and regulations of local, state and federal governments.

Shionogi requires honest and accurate reporting of information in order to make business decisions. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If an employee is not sure whether a business expense is legitimate, he or she should seek guidance from a manager or Human Resources. Rules and guidelines are also available from the Finance and Accounting Department, the Travel, Entertainment and Business Expense Reporting Policy and the Employee Handbook.

Shionogi stands firmly against money laundering and financial fraud, and will take all reasonable measures to prevent our products and services from being used for illegal purposes. If there is any concern about the reputation, integrity, or source of funds of a customer or business associate, Shionogi will investigate the matter, and, in the case of a finding of fraud, money laundering or other unlawful or unethical transaction, Shionogi may contact the proper legal authorities and cease doing business with the individual or organization. Employees who are involved in such activities will also be disciplined, up to and including, termination.

Antitrust & Fair Competition

All Shionogi employees are prohibited from entering into any agreement or understanding, written or oral, which violates U.S. antitrust or applicable foreign competition laws. The following is a representative list of the types of arrangements with competitors which have been identified as clear violations of antitrust and competition laws: (i) agreements with competitors to fix or affect prices; (ii) agreements to allocate customers, markets or territories; (iii) agreements to fix production levels or quotas; (iv) agreements to boycott third parties; and (v) agreements with a customer concerning the price or price levels at which the customer can resell products.

Other activities such as price discrimination, tie-in sales, "most favored nation" clauses, and exclusive dealing or reciprocity arrangements may violate the law if they are found to substantially reduce competition. Employees should consult with the Legal Department before engaging in such activity.

A vast array of public information about Shionogi competitors is publicly available and we may use public information for competitive business purposes as long as it is collected in an ethical and legal manner. The use of covert methods, misrepresentation, or deceit to gather business intelligence is strictly prohibited. If employees have questions about competitive intelligence, they should contact the Legal Department.

Trade Control Issues

While importing or exporting products, services, information, or technology, all Shionogi employees shall comply fully with all applicable customs, anti-boycott, embargo, and trade control laws, rules, and regulations. These laws restrict or prohibit trade with certain persons,

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companies, and countries based on national security and policy interests.

These laws also regulate the conditions under which certain goods, technology, funds, and services may be supplied to or obtained from foreign parties and locations, not only to or from the U.S., but for products of U.S. origin or with a specified threshold of U.S. content.

Violations of foreign trade control laws may subject Shionogi to substantial penalties, including fines and imprisonment. Prior consultation with and written approval by the Legal Department is required before any business unit enters into or performs any transaction involving any of the countries, entities, persons, or groups that are the subject of the U.S. foreign trade sanctions.

Consult the Legal Department for more information about the status of trade control issues.

Commitment to Our Company

Corporate Assets and Confidentiality

Use of Corporate Assets

Shionogi owns various corporate assets, both tangible and intangible. We trust our employees to respect and protect Company property. Any suspected incident of fraud or theft of Shionogi property or assets must be reported immediately to the Legal Department.

Shionogi's information technology resources may be used only for legitimate business-related communications; however, occasional personal use is allowed if it does not interfere with business responsibilities.

Proprietary/Confidential Information

Shionogi assets include confidential and proprietary information such as intellectual property, trade secrets, patents, trademarks, copyrights, as well as lists of customers, employees, data, codes, programs, methods, business plans, processes, and procedures in connection with the research, development, marketing, promotion, and sale of Shionogi products. Any commercially sensitive document that is not available through public channels must be protected by Shionogi employees. Unauthorized use or distribution of this information violates Shionogi policy and could also be illegal, resulting in civil or criminal penalties. The obligation to preserve confidential information continues after an individual's employment ends.

Intellectual Property

As a condition of employment, all "inventions" (whether patentable or not) made or conceived by employees during employment with Shionogi, plus one year thereafter, are the property of Shionogi Inc. This applies to all inventions, discoveries, improvements, systems, processes, methods, machines, designs, drawings, configurations, formulas and developments of any kind, whether or not done during regular working hours, which are in any way attributable to, or in any way result from, employment with Shionogi. All employees are required to disclose, in full and promptly, all details of such inventions to the Company. All rights to such inventions must be assigned to Shionogi and will remain the property of the Company, whether patentable or not. During employment and thereafter, employees are expected to assist the Company upon request, and at the Company's expense, to obtain patents in the Company's name for all such

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inventions.

Conflicts of Interest

Conflicts of interest are prohibited as a matter of Shionogi policy. A conflict arises when an employee, officer, or director (or an immediate family member) has a personal or financial interest in a vendor, supplier or competitor which makes it difficult for the individual to perform his or her role in an objective, unbiased manner.

There are certain situations when conflicts are likely to arise: personal relationships, financial relationships, and outside employment arrangements with competitors, suppliers, vendors or others who do business or seek to do business with Shionogi. If an employee's or director's interest in the outside party is substantial, or if the relationship involves outside employment, it must be disclosed to Shionogi's Legal Department.

Employees and their immediate family members must also avoid giving or receiving improper benefits, payments, entertainment or promises of employment from those who do business with, or seek to do business with Shionogi. Receiving or accepting gifts of modest value and not considered excessive or extravagant entertainment or recreation (such as tickets to entertainment or sporting events) are permissible. It is never acceptable to give or receive any item of value if it has the effect or appearance of being offered for the purpose of obtaining favorable business treatment or as a "kickback."

Conflicts of interest are not always clear. If you have questions, consult your manager, Human Resources, or the Legal Department.

Insider Trading

Employees, officers, and directors who have access to confidential information about Shionogi's business partners or potential business partners are not permitted to use or share non-public information for stock trading purposes or for any other purpose except to conduct Shionogi business. All non-public information about Shionogi is considered confidential and may not be disclosed.

It is important to understand that employees are not immune from "insider trading" laws merely because Shionogi is not a publicly traded company in the United States. These laws prohibit trading in stock or other securities of any company, including Shionogi or its business partners (e.g., suppliers, vendors, co-promotion partners), on the basis of material, "inside information." Material, inside information is non-public information that could reasonably be expected to affect the price of the stock or security, including: contracts or proposed contracts with business partners; proposed acquisitions, joint ventures or divestitures; new products or services; regulatory approvals or disapprovals, and financial performance. Material inside information used for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have questions about the insider trading prohibitions, please contact the Legal Department.

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Government and Litigation Inquiries

Shionogi may be subject to information requests, inspections, investigations or other types of inquiries by government entities, agencies or third party litigants. Shionogi's policy is to cooperate fully with all reasonable legal information requests, inspections and investigations. The Legal Department is responsible for determining how Shionogi will respond to such actions; individual employees are not authorized to respond without first consulting with the Legal Department. Employees should notify the Legal Department immediately about any governmental or third party information request, inspection, investigation, search warrant, subpoena or other legal inquiry about Shionogi or its customers.

Retention of Records

Shionogi employees must comply with Shionogi's policy for the creation, maintenance and retention of business records. The Records Retention Policy is based on legal and regulatory requirements that Shionogi must follow. Please consult the Policy and relevant Department Schedules for specific guidance.

Commitment to Our Employees

Harassment & Discrimination

The diversity of Shionogi's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind.

Equal Opportunity

Shionogi provides equal opportunities to its employees and applicants, without considering an individual's age, race, sex, ethnicity, religious values, national origin, disability, sexual orientation, or any other protected group status as defined by law and Shionogi guidelines.

Managers are responsible for enforcing these provisions and related guidelines. Employees who engage in discrimination or harassment of any kind will be subject to discipline. If an employee becomes aware of, or is the subject of discrimination or harassment, he or she should contact a manager, Human Resources, or the Legal Department.

For additional information on these topics, consult the Employee Handbook.

Employee Health & Safety

Shionogi is committed to providing a safe work environment for its employees. We comply with all applicable safety and health laws and have developed related safety and health programs. As appropriate, Shionogi will develop, implement, review, and update programs designed to comply with the U.S. Occupational Safety and Health Act's (OSHA) standards and applicable foreign equivalents. All programs are designed to foster employee involvement and open communication regarding safety and health issues, and will include training and consistent enforcement.

The Shionogi workplace must be free from threats or acts of violence. Employees may not possess any weapons while on Shionogi property or in any other location while conducting

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business for Shionogi.

Employees share the responsibility for maintaining a safe and healthy workplace by taking an active role in understanding and following Shionogi guidelines and reporting accidents, injuries, unsafe equipment or conditions. In addition, employees are responsible for reporting threats, attempted violence and acts of violence, bomb threats, suspected terrorist activity, and any other security concerns to their managers or the Human Resources Department.

Please consult the Employee Handbook for additional information.

Environment and Natural Resources

Shionogi's policy is to respect and protect natural resources and the environment through compliance with all applicable local, state, and federal environmental, health and safety laws and regulations, including those related to the humane treatment of animal subjects used for clinical research.

Waivers to the Code of Business Conduct

Any employee, officer or member of the Board of Directors who desires a waiver of any provision of this Code shall request a waiver in writing from the Legal Department, which will review the request and determine whether a waiver should be granted. An independent director requesting a waiver shall recuse him or herself from the Board of Directors' consideration of the waiver request. In determining whether to grant a waiver, the Legal Department or the Board shall consider whether doing so is consistent with the interests of Shionogi. The Legal Department will notify the requestor in writing or as required by law.

Employee Complaint Procedures

Shionogi is firmly committed to conducting its business operations with the utmost integrity. Any Shionogi employee may submit good faith complaints or concerns regarding unlawful or unethical activities related to accounting, finance, sales, and marketing of Shionogi products or potential fraud, waste, or abuse of products or services reimbursed by Federal or State government programs.

Shionogi employees, including managers, vendors, agents, and consultants are obligated to report illegal activities or potential violations of this Code or Shionogi policies and guidelines. Reports may be made to an employee's manager, Legal, the Compliance Office, Human Resources, or anonymously by calling the Alert Line at **1-800-792-8117**. Information an individual shares regarding compliance violations will be kept anonymous to the extent possible; in some cases, Shionogi may be subject to legal reporting obligations that require the individual's identity to be disclosed. Written complaints may be sent to **Shionogi Inc., Attn: Compliance Office, 300 Campus Drive, Florham Park, NJ 07932**.

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RECEIPT AND ACKNOWLEDGMENT

The undersigned hereby acknowledges his or her receipt of the Shionogi Inc. Code of Conduct in its entirety and agrees to uphold its commitments, principles, and guidance.

Signature: _____

Date: _____

Printed Name: _____

