

**CODE OF BUSINESS CONDUCT AND ETHICS OF  
CORIUM INTERNATIONAL, INC.  
As adopted on February 27, 2014**

Corium International, Inc. (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Code of Business Conduct and Ethics (this “*Code*”). We have adopted this Code to set expectations and provide guidance applicable to every employee and officer of the Company. It is your responsibility to read and understand this Code, and to use it as a guide to the performance of your responsibilities for the Company. No one has the authority to make you violate this Code, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable. This Code cannot address every ethical issue or circumstance that may arise; so, in complying with the letter and spirit of this Code, it is your responsibility to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code has no specific guideline. You should consider not only your own conduct, but also that of your family members.<sup>1</sup>

In addition, we expect you to comply with all other Company policies and procedures that may apply to you, many of which supplement this Code by providing more detailed guidance. These additional policies and procedures include our policies on our internal financial controls and procedures. We may modify or update these specific policies and procedures from time to time, and adopt new Company policies and procedures in the future.

Nothing in this Code is intended to alter existing legal rights and obligations of the Company or any of its employees or officers, including “at will” employment arrangements or the terms of any employment-related agreement we may have with you.

We expect all of our executives, managers and other supervisory personnel to act with honesty and integrity, use due care and diligence in performing responsibilities to the Company foster a sense of commitment to this Code among our employees, and maintain a culture of fairness, honesty and accountability within the Company. We also expect such personnel to ensure that the Company’s agents and contractors conform to the standards of this Code when working on our behalf.

If you need help understanding this Code, or how it applies to conduct in any given situation, you should contact your supervisor or our Chief Financial Officer (or his or her designee) (the “Compliance Officer”). In addition, you should be alert to possible violations of this Code by others and should report suspected violations, without fear of any form of retaliation. See Section 17 (Compliance Standards and Procedures) for a description of how to report suspected violations of the Code.

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<sup>1</sup> Throughout this Code, the term “family member” refers to a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.

Anyone who violates the standards in this Code will be subject to disciplinary action, which, in appropriate circumstances, may include termination of employment for cause, legal action or referral for criminal prosecution.

## **OBEY THE LAW**

### **1. Legal Compliance**

You must always obey the law while performing your duties to the Company. Our success depends upon each employee (throughout this Code, the term “employee” generally also refers to officers of the Company) operating within legal guidelines and cooperating with authorities. It is essential that you know and understand the legal and regulatory requirements that apply to our business and to your specific area of responsibility. While you are not expected to have complete mastery of these laws, rules and regulations, you are expected to be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have a question in the area of legal compliance, you should contact your supervisor or our Compliance Officer immediately.

#### *The Food, Drug and Cosmetic Act and Interactions with the Food and Drug Administration*

The Company’s products, product candidates and its operations are subject to extensive and rigorous regulation by the U.S. Food and Drug Administration (the “**FDA**”) under the Federal Food, Drug, and Cosmetic Act (the “**FFDCA**”) and its implementing regulations. The FDA regulates many areas of the Company’s operations, including, but not limited to, the development, design, non-clinical and clinical research, manufacturing, safety, efficacy, labeling, packaging, storage, installation, servicing, recordkeeping, premarket clearance or approval, and adverse event reporting of our products. The FDA also regulates the export of drug products manufactured in the United States to international markets. Violation of these laws and regulations can result in severe civil and criminal penalties, adverse publicity for the Company, total or partial suspension of production of a Company product, withdrawal of a Company product from the market, and disciplinary action by the Company against the responsible individuals, up to and including termination of employment.

Company employees with responsibilities in the areas governed by the FFDCA and the FDA are required to understand and comply with these laws and regulations. These employees are expected to have a thorough understanding of the laws, regulations and other relevant standards applicable to their job positions, and to comply with those requirements. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations, you should seek advice immediately from your supervisor and the Compliance Officer.

## **2. Insider Trading**

Every employee and officer is prohibited from using “inside” or material nonpublic information about the Company, or about companies with which we do business, in connection with buying or selling our or such other companies’ securities, including “tipping” others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Company policies, to tip or to trade on inside information. Employees who have access to inside information are not permitted to use or share that inside information for stock trading purposes or for any other purpose except to conduct Company business.

Employees must exercise the utmost care when in possession of material nonpublic information. The Company’s Insider Trading Policy provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how you may purchase or sell shares of Company stock or other Company securities. We strongly encourage you to review the Company’s Insider Trading Policy for additional information.

## **3. International Business Laws**

You are expected to comply with all applicable laws wherever you travel on Company business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. We also expect employees to comply with United States laws, rules and regulations governing the conduct of business by United States citizens and entities outside the United States.

These United States laws, rules and regulations, which extend to all our activities outside the United States, include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all Company transactions being properly recorded;
- United States embargoes, which restrict or, in some cases, prohibit United States persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups or individuals;
- Export controls, which restrict travel to designated countries, prohibit or restrict exporting from the United States goods, services and technology to designated countries and identified persons or entities, and prohibit or restrict the re-export of United States-origin goods from the country of original destination to designated countries or identified persons or entities; and
- Anti-boycott compliance, which prohibits United States companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

For additional information, please see the Company's Anti-Corruption Policy. If you have a question as to whether an activity is restricted or prohibited, please contact our Compliance Officer before taking any action.

#### **4. Lawsuits and Legal Proceedings**

The Company complies with all laws and regulations regarding the preservation of records.

Lawsuits, legal proceedings, and investigations concerning the Company must be handled promptly and properly. You must contact our Compliance Officer immediately if you receive a court order or a court issued document, or notice of a threatened lawsuit, legal proceeding, or investigation. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. When there is a "legal hold" in place, you may not alter, destroy, or discard documents relevant to the lawsuit, legal proceeding or investigation. Our Compliance Officer, in consultation with legal counsel, determines and identifies what types of records or documents are required to be placed under a legal hold and will notify employees if a legal hold is placed on records for which they are responsible. If you are involved on the Company's behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of the Company without prior approval of the legal department, or if a legal department has not yet been established, the finance or administration departments. You and your managers are required to cooperate fully with the Legal Department in the course of any lawsuit, legal proceeding, or investigation.

### **CONDUCT YOURSELF ETHICALLY AND WITH INTEGRITY**

#### **5. Conflicts of Interest**

We expect our employees to avoid actual or apparent conflicts of interest between their personal and professional relationships. A "conflict of interest" occurs when a personal interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole.

Sometimes conflicts of interest arise when an employee takes some action or has some outside interest, duty, responsibility or obligation that conflicts with an interest of the Company or his or her duty to the Company. Conflicts of interest can also arise when an employee or relative (including a family member of an employee) receives improper personal benefits as a result of a Company position.

In evaluating whether an actual or contemplated activity may involve a conflict of interest, you should consider:

- Whether the activity would appear improper to an outsider;
- Whether the activity could interfere with your job performance or morale or that of another Company employee;

- Whether you have access to confidential Company information or influence over significant Company resources or decisions;
- The potential impact of the activity on the Company's business relationships, including relationships with business partners, suppliers and service providers; and
- The extent to which the activity could benefit you or your relatives, directly or indirectly.

A few examples of activities that could involve conflicts of interests include:

- **Aiding our competitors.** This could take the form of service as a member of the board of directors of or passing confidential Company information to a competitor, or accepting payments or other benefits from a competitor. If you are concerned about whether an interaction with a competitor constitutes a conflict of interest you should consult with your supervisor and our Compliance Officer.
- **Involvement with any business that does business with us or seeks to do business with us.** Employment by or service on the board of directors of a business partner, supplier or service provider is generally discouraged and you must seek authorization in advance if you plan to have such a relationship.
- **Owning a significant financial interest in a competitor or a business that does business with us or seeks to do business with us.** In evaluating such interests for conflicts, both direct and indirect interests that you or a relative may have should be considered, along with factors such as the following:
  - The size and nature of the interest;
  - The nature of our relationship with the other business;
  - Whether you have access to confidential Company information; and
  - Whether you have an ability to influence Company decisions that would affect the other business.

If you have or wish to acquire a significant financial interest in a competitor, or in a business partner, supplier or service provider with which you have direct business dealings (or approval responsibilities), you must consult with our Compliance Officer. Similarly, if you experience a change of position or seniority that results in your having direct business dealings with a business partner, supplier or service provider in which you already have a significant financial interest, you must consult with our Compliance Officer.

- **Soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does or seeks to do business with us.** See Section 9 (Gifts and Entertainment) for further discussion of the issues involved in this type of conflict.

- **Taking personal advantage of corporate opportunities.** See Section 6 (Corporate Opportunities) for further discussion of the issues involved in this type of conflict.
- **Having authority on behalf of the Company over a co-worker who is also a family member, or transacting business on behalf of the Company with a family member.** If you may be involved in such a situation, you should consult with your supervisor and our Compliance Officer to assess the situation and an appropriate resolution.

You must avoid these situations (and others like them), where your loyalty to the Company could be compromised. If you believe that you are involved in a potential conflict of interest, you are expected to discuss it with our Compliance Officer. Please also refer to the section on Conflicts of Interest in our employee handbook.

### *Special Note Regarding Employee Loans*

Loans to employees or their family members by the Company, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, beginning with the adoption of this Code, Company loans and guarantees for executive officers are expressly prohibited by law and Company policy. Company loans of \$5,000 or less to non-executive officer employees are permitted upon approval of Company management, and Company loans of greater than \$5,000 to non-executive officer employees are permitted upon approval of the Compensation Committee.

## **6. Corporate Opportunities**

You may not compete with the Company or take personal advantage of business opportunities that the Company might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to the Company's existing or proposed lines of business. You owe a duty to the Company to advance the Company's legitimate business interests when opportunities arise. Accordingly, participation by employees in an outside business opportunity that is related to our existing or proposed lines of business is prohibited. Employees should consult with our Compliance Officer to determine an appropriate course of action if interested in pursuing an opportunity that you discovered through your Company position or use of Company property or information.

## **7. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting**

We strive to maintain integrity of our records and public disclosure. Our corporate and business records, including all supporting entries to our books of account, must be completed honestly, accurately and understandably. Our records are important to investors and creditors. They serve as a basis for managing our business and are important in meeting our obligations to business partners, suppliers, creditors, employees and others with whom we do business. We depend on our books, records and accounts accurately and fairly reflecting, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

To help ensure the integrity of our records and public disclosure, we require that:

- No entry be made in our books and records that is intentionally false or misleading;
- Transactions be supported by appropriate documentation;
- The terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- Employees comply with our system of internal controls and be held accountable for their entries;
- Any off-balance sheet arrangements of the Company are clearly and appropriately disclosed;
- Employees work cooperatively with the Company's independent auditors in their review of the Company's financial statements and disclosure documents;
- No cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund; and
- Records be retained or destroyed according to the Company's document retention policies or procedures then in effect.

Our disclosure controls and procedures are designed to help ensure that the Company's reports and documents filed with or submitted to the United States Securities and Exchange Commission (the "**SEC**") and other public disclosures are complete, fair and accurate, fairly present our financial condition and results of operations and are timely and understandable. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should adhere to all disclosure controls and procedures and generally assist the Company in producing financial disclosures that contain all of the information about the Company that is required by law and would be important to enable investors to understand our business and its attendant risks. In particular:

- No employee may take or authorize any action that would cause the Company's financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- All employees must cooperate fully with our finance department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company's books and records, as well as its reports filed with the SEC, are accurate and complete; and

- No employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

If you become aware that our public disclosures are not complete, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you should report the matter immediately to your supervisor or our Compliance Officer.

## **8. Conduct of Senior Financial Personnel**

The Company's Finance Department has a special responsibility to promote integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. As such, the Board requires that the Chief Executive Officer and senior Finance Department personnel adhere to the following ethical principles and accept the obligation to foster a culture throughout the Company as a whole that ensures the accurate and timely reporting of the Company's financial results and condition.

Because of this special role, we require that the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and any other persons performing similar functions ("**Senior Financial Employees**"):

- Act with honesty and integrity and use due care and diligence in performing his/her responsibilities to the Company.
- Avoid situations that represent actual or apparent conflicts of interest with his/her responsibilities to Company, and disclose promptly to the Nominating and Corporate Governance Committee, any transaction or personal or professional relationship that reasonably could be expected to give rise to such an actual or apparent conflict. Without limiting the foregoing, and for the sake of avoiding an implication of impropriety, Senior Financial Employees shall not:
  - Accept any material gift or other gratuitous benefit from a supplier or vendor of products or services, including professional services, to the Company (this prohibition is not intended to preclude ordinary course entertainment or similar social events);
  - Except with the approval of the disinterested members of the Board, directly invest in any privately-held company that is a business partner or vendor of the Company where the Senior Financial Employee, either directly or through people in his/her chain of command, has responsibility or ability to affect or implement the Company's relationship with the other company; or



- Maintain more than a passive investment of greater than 1% of the outstanding shares of a public company that is a business partner or vendor of the Company.
- Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable, including information for inclusion in the Company's submissions to governmental agencies or in public statements.
- Comply with applicable laws, rules, and regulations of federal, state and local governments, and of any applicable public or private regulatory and listing authorities.
- Achieve responsible use of and control over all assets and resources entrusted to each Senior Financial Employee.

## **9. Gifts and Entertainment**

All employees must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, you cannot offer, provide or accept any gifts or entertainment in connection with your service to the Company except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment. Gifts and entertainment must not be excessive in value, in cash, susceptible of being construed as a bribe or kickback, or in violation of any laws. This principle applies to our transactions everywhere in the world, even if it conflicts with local custom. Under some statutes, such as the United States Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or our Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness. For additional information, please see the Company's Anti-Corruption Policy. Please also refer to the section on gifts in the Business Ethics Policy in our employee handbook.

## **10. Political Contributions and Gifts**

The Company does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. However, you are free to exercise your right to make personal political contributions within legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse you for any political contribution.

## **TREAT OTHERS INSIDE AND OUTSIDE OF THE COMPANY FAIRLY AND HONESTLY**

## **11. Competition and Fair Dealing**

We strive to compete vigorously and to gain advantages over our competitors through superior business performance, not through unethical or illegal business practices. No employee may through improper means acquire proprietary information from others, possess trade secret

information or induce disclosure of confidential information from past or present employees of other companies. If you have obtained information of this variety by mistake, or if you have any questions about the legality of future actions, you must consult your supervisor or our Compliance Officer.

You are expected to deal fairly and honestly with our business partners, suppliers, employees and anyone else with whom you have contact in the course of performing your duties to the Company. The making of false or misleading statements about our competitors is prohibited by this Code, inconsistent with our reputation for integrity and harmful to our business. You may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair business practice.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on typical commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

Employees involved in sales have a special responsibility to abide by all Company policies regarding selling activities, including Company policies relevant to revenue recognition.

#### ***Special Note regarding Antitrust Laws***

Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit the Company from establishing:

- Price fixing arrangements with competitors or resellers;
- Arrangements with competitors to share pricing information or other competitive marketing information, or to allocate markets or customers;
- Agreements with competitors or customers to boycott particular suppliers, customers or competitors; or
- A monopoly or attempted monopoly through anticompetitive conduct.

Some kinds of information, such as pricing, production and inventory, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because even where no formal arrangement exists, merely exchanging information can create the appearance of an improper arrangement.

Noncompliance with the antitrust laws can have extremely negative consequences for the Company, including long and costly investigations and lawsuits, substantial fines or damages, and negative publicity. Understanding the requirements of antitrust and unfair competition laws of the jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or our Compliance Officer whenever you have a question relating to these laws.

## **12. Confidentiality**

We depend upon our confidential information, and rely on a combination of patent, copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect it. Confidential information includes business, marketing, product and service plans, research and development programs, collaboration programs, business plans of corporate partners, business and pricing strategies, financial information, forecasts, product architecture, source codes, engineering ideas, designs, databases, personnel information, and business partner and supplier lists and data, all of which is more fully described in the employee invention assignment and confidentiality agreement or the employment agreement that you signed when you joined the Company, and similar types of information provided to us by our suppliers and business partners. We cannot protect our confidential information without your help. Anyone who has had access to confidential Company information must keep it confidential at all times, both while working for the Company and after employment ends.

You must not share confidential Company information, or any confidential information of a supplier, service provider or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of this information is extremely serious; it would violate your employee invention assignment and confidentiality agreement or your employment agreement and it could be illegal and result in civil liability or criminal penalties. It would also violate our trust in you, and our business partners' trust in us.

You must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. You should not discuss sensitive matters or confidential information in public places, and you should avoid discussing confidential information on cellular phones to the extent practicable. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes. Also please follow the guidelines set forth in our employee handbook relating to electronic media, personal websites and web logs (blogs), or any other social media policy the Company may promulgate from time to time.

You are required to observe the provisions of any other specific policy regarding data protection, privacy and confidential information that the Company may adopt from time to time, as well as any applicable laws relating to data protection and privacy. If you become aware of any instance of inappropriate handling of information or data or any security breach, please report it immediately.

## **13. Protection and Proper Use of Company Assets**

All employees and officers are expected to protect the Company's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct impact on our profitability. Company property, such as computer equipment, buildings, furniture and furnishings, office supplies, products and inventories, should be used only for activities related to

your employment, although incidental personal use is permitted. Please bear in mind that we retain the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without an employee's or third party's knowledge, consent or approval. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or our Compliance Officer.

#### **14. Media Contacts and Public Communications**

It is our policy to disclose material information concerning the Company to the public only in accordance with our Communications Policy in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in our Communications Policy may address questions regarding financial matters. Please see our Communications Policy for additional information.

#### **15. Equal Opportunity**

In keeping with our commitment to the communities in which we do business, the Company is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, age, marital status, veteran status, physical or mental disability, or medical condition, or any other condition prohibited by law.

### **ADMINISTRATIVE MATTERS**

#### **16. Amendment and Waiver**

Any amendment or waiver of this Code must be in writing and must be authorized by our Board of Directors or a committee thereof. Any such amendment or waiver that applies to one of the Company's executive officers may be publicly disclosed if required by applicable laws, rules and regulations.

#### **17. Compliance Standards and Procedures**

##### ***Compliance Resources***

The Company has an obligation to promote ethical behavior. Every employee is encouraged to talk to his or her supervisor, managers and other appropriate personnel when in doubt about the application of any provision of this Code.

In addition to fielding questions with respect to interpretation or potential violations of this Code, our Compliance Officer is responsible for:

- Investigating possible violations of this Code;
- Training new employees in Code policies;

- Conducting training sessions to refresh employees' familiarity with this Code;
- Recommending updates to this Code as needed for approval by our Nominating and Corporate Governance Committee, to reflect changes in the law, Company operations and recognized best practices, and to reflect Company experience with this Code; and
- Otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to this Code is your supervisor. He or she may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with our Compliance Officer. If you are uncomfortable speaking with our Compliance Officer because he or she works in your department or is one of your supervisors, please contact our Chairperson of the Audit Committee (for matters related to accounting, internal accounting, controls or auditing) or our Chairperson of the Nominating and Corporate Governance Committee (for all other matters).

### ***Clarifying Questions and Concerns; Reporting Possible Violations***

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or our Compliance Officer; even the appearance of impropriety can be very damaging to the Company and should be avoided. If you are aware of a suspected or actual violation of this Code by others, you have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are described in the Whistleblower and Complaint Policy available on the Company's internal website. You should raise questions or report potential violations of this Code without any fear of retaliation in any form – it is our policy not to retaliate in such circumstances and we will take prompt disciplinary action, up to and including termination of employment for cause, against any director, officer or employee who retaliates against you.

Supervisors must promptly report any complaints or observations of Code violations to our Compliance Officer. Our Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. As needed, our Compliance Officer will consult with the Legal Department, the Human Resources department, the Nominating and Corporate Governance Committee and/or Audit Committee.

If the investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment for cause and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

### ***Anonymous Reporting of Possible Violations***

Employees who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in our Whistleblower and Complaint Policy.

#### **18. No Rights Created**

This Code is a statement of fundamental principles, policies and procedures that govern the Company's employees in the conduct of Company business. It is not intended to and does not create any legal rights for any business partner, supplier, competitor, stockholder or any other non-employee or entity.

#### **19. Administration of this Code**

Our Nominating and Corporate Governance Committee is responsible for reviewing this Code as set forth in such committee's charter. It may request reports from our executive officers about the implementation of this Code and take any other steps in connection with that implementation as it deems necessary. Our Nominating and Corporate Governance Committee will have the authority to amend this Code and procedures associated with this Code at its discretion. We will notify our employees of any material changes to this Code.