



Code of Conduct

Our Commitment to Compliance

Revised May 31, 2017

Table of Contents

| | |
|--|-----------|
| Introduction | 3 |
| Our Principles | 3 |
| Our Code | 4 |
| Our Commitment to Compliance | 5 |
| Raising Issues and Concerns (Mandatory) | 5 |
| Manager Responsibility | 5 |
| Reporting | 6 |
| Violations/Disciplinary Measures | 6 |
| Our Workplace & Employees | 7 |
| Workplace Safety & Health | 7 |
| Discrimination & Harassment | 7 |
| Substance Abuse | 7 |
| Hiring Practices | 7 |
| Computer Use | 8 |
| Social Media | 8 |
| Our Company | 9 |
| General Compliance with Laws & Regulations | 9 |
| Conflicts of Interest | 9 |
| Insider Trading | 9 |
| Accurate Recording Keeping | 9 |
| Records Management | 10 |
| Confidentiality & Data Privacy | 10 |
| Our Company Information | 10 |
| Our Business Partners | 10 |
| Our Patients | 10 |
| Communicating with External Parties | 11 |
| Our Business (Business Partners & Third Parties) | 12 |
| Antitrust and Fair Competition | 12 |
| Anti-Corruption and Anti-Bribery | 12 |
| Gifts and Entertainment | 12 |
| Selection and use of Third Parties | 13 |
| Our Patients & Healthcare Providers (Customers) | 14 |
| Patient Safety | 14 |
| Interactions with Healthcare Providers | 14 |
| Truth in Advertising | 14 |
| Acknowledgment and Certification of Compliance with the Code of Conduct | 15 |

Introduction

Our Principles

Alfasigma USA, Inc., and its affiliate Brand Direct Health, L.L.C. (collectively the “Company”), is a proud, wholly-owned subsidiary of Alfasigma, a major pharmaceutical group created in 2015 by the aggregation of two historic Italian companies, Alfa Wasserman and Sigma Tau. Alfasigma delivers pharmaceuticals with passion. It is our privilege to share our Company Code of Conduct (the “Code”) with you, highlighted by the Alfasigma mission below which is central to our corporate culture.

MISSION

Alfasigma works to create lasting, shared values:

- For people by improving their health and quality of life and finding solutions to treat a population which is becoming increasingly elderly, thanks precisely to scientific progress;
- For the company and its staff by striving to create wealth, nurturing ideas and projects, and capitalizing on the enthusiasm of its employees;
- For society by endeavoring to provide security, working sustainably with a view to the long term, and providing far-reaching solutions for healthcare needs, which are becoming increasingly global;
- For future generations by providing innovation and responding to the needs of a changing society.

Alfasigma strives to be a strong, healthy company in a strong, healthy world.

Our Code

The Code establishes the basic groundwork of the Company's ethics by communicating our philosophy and commitments. Our Code is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we file with regulatory agencies and in our other public communications;
- Compliance with applicable laws, rules, and regulations (collectively referred to as "laws");
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

The Code is applicable to all directors, officers, and employees of the Company, its contractors, consultants, and anyone the Company authorizes to act on its behalf. The Code is not meant to cover all possible situations that may occur. It should be used as a resource when questions of legal or ethical appropriateness arise. It is not a comprehensive rulebook, but rather a statement of how we commit to do business. As members of the Company's team, we all have a personal responsibility to uphold and ensure the letter and spirit of our code of conduct in our individual roles, every single day. It is important that you are aware of, and never intentionally violate the Code, relevant laws because doing so, exposes the Company to risk to its reputation and its well-being.

Our Commitment to Compliance

Raising Issues and Concerns (Mandatory)

Company employees must understand and comply with all of our policies and laws that apply to their job, even if they feel pressured to do otherwise. Our Code also requires employees to seek guidance if they have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of employment. Periodically, Company employees may be asked to provide a written certification that they have reviewed and understand the Code, will comply with its standards, and are not personally aware of any violations of the Code by others. This certification is the employees pledge to live up to our Code and its expectations and to promptly raise concerns about any situation that employees think may violate our Code.

Company employees and consultants or those otherwise engaged to work on the Company's behalf are expected to comply with both the letter and the spirit of our Code. When engaging in business activities for the Company, consider the following:

- What feels right or wrong about the planned action?
- Is the planned action consistent with the Code and Company policies?
- How will the planned action appear to your supervisor, Company executives, the Board, or the general public?

Individuals that know of or suspect a violation of applicable laws, this Code, or any of the Company's policies, have an obligation to immediately report it as set forth below.

Manager Responsibility

Employees who supervise others have an important responsibility to lead by example and maintain the highest standards of behavior. All Company employees that have one or more direct reports must show a commitment to our values through their actions. They also must promote an environment where compliance is expected and ethical behavior is the norm.

All Company managers, those with one or more direct report, have a responsibility to support the Code, and will be measured in performance for:

- Ensuring all current and new employees understand and follow the Code, other Company policies, and laws that affect their job;
- Encourage an environment where employees feel comfortable raising issues and concerns without fear of retaliation; and
- If an issue is raised, taking prompt action to address the employees' concerns and correct problems that arise.

Reportin g

To report a known or suspected violation, you have several options:

- Discuss the issue with your supervisor, or your supervisor's supervisor;
- Contact Human Resources;
- Contact Legal; or
- Contact the Company's Integrity Helpline via a toll-free number, 855-654-5552 or via the Internet at www.alfasigmausa.ethicspoint.com.

Individuals are encouraged to identify themselves when reporting a possible violation and the Company will make every effort to protect their identity. However, if an individual wishes to remain anonymous they may do so through the Company's Integrity Helpline.

Violations/Disciplinary Measures

Once a report is received, the Company will investigate it promptly and thoroughly. The Company expects all employees to cooperate in investigations fully and candidly. Anyone who violates the Code, Company's policies, or the law is subject to disciplinary action. Anyone who knowingly makes a false allegation or fails to report a suspected or known violation is subject to discipline. Additionally, anyone who deliberately provides false information or refuses to cooperate in an investigation will be subject to disciplinary action. Any supervisor who fails to take appropriate actions after receiving a report of a suspected violation will be subject to disciplinary action. The Company will take the appropriate disciplinary action in response to each case, up to and including termination. In addition, as applicable, individuals may be subject to government fines or criminal or civil liability.

Our Workplace & Employees

Workplace Safety & Health

Our Company strives to provide a safe and healthy workplace for employees and visitors to all of its premises. Employees are responsible for observing all safety and health rules, practices and laws that apply to their jobs, and for taking precautions necessary to protect themselves, their co-workers and visitors. Employees are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to their supervisor. Threats, acts of violence and physical intimidation are strictly prohibited. Possession of weapons is also prohibited. Employees have a responsibility to report any unsafe behavior or condition regardless of whether they are directly involved or a witness.

Discrimination & Harassment

Our Company endeavors to provide a work-environment free from discrimination and harassment. We provide equal opportunities to all employees and applicants. We do not tolerate conduct that disrupts our workplace including behavior that is disrespectful, hostile, violent, intimidating, threatening or harassing. Discrimination and harassment based on age, race, color, religion, national origin, gender, sexual orientation, physical or mental disability, and veteran status or other protected classes is prohibited. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment advantages is specifically prohibited. Employees are expected to follow all policies regarding employee conduct, including the Equal Employment Opportunity, Reasonable Accommodation and No Harassment policy contained in our Employee Handbook.

Substance Abuse

Our Company provides a drug and alcohol free work-environment. Employees are expected to follow the Drug and Alcohol Free Workplace policy contained in our Employee Handbook and any other applicable Company policies.

Hiring Practices

Our Company is fair and objective in its hiring, promotion and development decisions. Immediate family members or relatives of employees may be hired as employees or consultants only if the decision is based on qualifications, performance, skills and experience and provided that there is no direct or indirect reporting relationship between the employee and his or her immediate family member or relative.

Computer Use

Company Computers and all information on Company computers, as well as any Company information on your home computer or other devices, are Company property. Employees must use licensed software or documentation according to licensing agreements, and do not duplicate it without express permission. Protect any passwords that provide access to our Company networks. Employees must use Company information systems, networks and tools in accordance with Company standards and policies, including the Technology Use and Lack of Privacy Policy in the Employee Handbook and any other Company information systems policies.

Social Media

Social media is of growing importance in the marketplace. Our Company is committed to using electronic communications to promote the Company's visibility and maintain communications with current and prospective employees, customers, business partners, and the general public. Employees are expected to follow the Social Networking policy contained in our Employee Handbook and any other Company social media policies.

Our Company

General Compliance with Laws & Regulations

This Code is not a comprehensive rulebook, but rather a statement of how we commit to do business. Employees must be aware of, and never intentionally violate, relevant laws. Violating applicable laws, or this Code, or encouraging others to do so, exposes the Company to risk, including risk to its reputation. Employees should also be alert to changes in the law or new requirements that may affect their business unit, as well as new products or services that may be subject to special legal requirements. This Code is not intended to cover every issue or situation an employee may encounter at the Company. Our Code should be used as a guide in addition to other Company policies and guidelines.

Conflicts of Interest

Employees have an obligation to make sound business decisions in the best interests of the Company without the influence of personal interests or gain. Employees must avoid any conflict, or even the appearance of a conflict, between your personal or business interests and the interests of our Company. A conflict exists when your interests, duties, obligations or activities, or those of a family member are, or may be, in conflict or incompatible with the interests of the Company. Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to your department head for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. As it is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity.

Insider Trading

Employees are prohibited from trading or enabling others to trade stock of a company – such as Nestlé, a customer, supplier, competitor, or alliance – while in possession of confidential information (“inside information”) about that company. All non-public information about our Company and companies we do business with is considered confidential.

Accurate Recording Keeping

Our Company is committed to maintaining accurate company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. Company records include payroll, timecards, travel and expense reports, e-mails, accounting and financial data, performance records, electronic data files, and all other records maintained in the ordinary course of our business. All Company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Company accounting and financial records must meet the highest standards of accuracy and completeness. Reporting accurate, complete and understandable information about our business, earnings, and financial condition is an essential responsibility of each employee.

Records Management

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Examples of Company records include paper documents, e-mail, electronic files stored on disk, tape or any other medium (CD, DVD, USB data storage devices, etc.) that contains information about our Company or our business activities. All records are the property of the Company and should be retained in accordance with Company policies and applicable laws. Employees must not destroy official Company documents or records before the legally required retention time expires or during any litigation/legal hold issued by the Legal Department.

Confidentiality & Data Privacy

Our Company Information

Company confidential information consists of any information that is not or not yet public information. This includes trade secrets, business plans, marketing ideas, manufacturing ideas, product information, records and personal information of its employees, salary information and financial or other data. Unless required by law or authorized by the Company, employees shall not disclosure confidential information or allow such disclosure. This obligation continues beyond the termination of employment. Employees must use their best efforts to avoid unintentional disclosure by carefully storing or transmitting Company confidential information.

Our Business Partners

The Company takes the protection of privacy for our business partners and other third parties that have entrusted us with information seriously. We follow all applicable laws directed toward privacy and information security. Employees must safeguard all confidential information our business partners and other third parties share with us by ensuring that their information is only used for the reasons for which the information was gathered and treat this information with the same degree of care as if it was Company's confidential information. Employees that do not have a business reason to access this information should not do so. Employees that do have a business reason to access the information must also take steps to protect the information against unauthorized use or release.

Our Patients

The Company follows the Health Insurance Portability and Accountability Act ("HIPAA") and its amendments in the access, use and disclosure of patient protected health information, as defined under HIPAA ("PHI"). As required by law, the Company obtains written Authorization for Use or Disclosure of PHI for treatment and payment for treatment the Company performs on behalf of a patient. In addition, the Company requires all business partners to sign a business associate agreement, as defined under HIPAA, if they will receive, use or could gain access to PHI on the Company's behalf.

Communicating with External Parties

All Company press releases or release of nonpublic information on a non-confidential basis requires express authorization from the Company's Chief Executive Officer ("CEO"). All telephone calls or other press inquiries from the media, analyst, or business press, etc. should be referred to the Company's Director of Corporate Communications or other employee expressly authorized by our CEO.

Our Business (Business Partners & Third Parties)

Antitrust and Fair Competition

Our Company is committed to free and open competition. All Company employees and individuals acting on our behalf must comply with all applicable antitrust, competition and fair dealing laws. Commercial policy and prices will be set independently and will never be agreed, formally or informally, with competitors or other non-related parties. Allocation of customers, territories, or markets, boycotts of customers or suppliers, and limits on output will never be established between the Company and its competitors but will always be the result of fair competition. Customers and suppliers will be dealt with fairly. Employees should contact the Legal Department with any questions about the legality of practices or conduct under antitrust, competition and fair dealing laws.

Anti-Corruption and Anti-Bribery

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Company employee or individual acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, contract to do business, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. All employees and individuals acting on our behalf must strictly abide by these laws. Employees should contact the Legal Department with any questions regarding anti-corruption, anti-bribery or anti-kickback laws.

Gifts and Entertainment

No gift, favor, or entertainment should be accepted or provided if it will obligate, or appear to obligate, the receiver. No Company employee or individual acting on behalf of the Company shall offer to or accept from any third party gifts taking the form of any of the following, whatever the value involved even if they would be acceptable by local custom: money, loans, kickbacks, bribes, similar monetary advantages, or frequent or regularly provided gifts.

Gifts, favors, or entertainment may be accepted in the form of meals or non-cash items that are modest in value only if: (1) it would not violate the prohibitions in the paragraph immediately preceding; (2) it would not embarrass the Company, (3) its value does not exceed that of accepted business practices; and, (4) it could not be construed as improperly influencing the recipient's good business judgment.

Specific laws apply to interactions with government officials, agents and employees. For example, the U.S. and other countries have strict laws that prevent providing anything, including food or beverages, to a government employee. Employees and individuals acting on behalf of the Company are prohibited from providing gifts, entertainment or favors to any government officials, agents, and employees regardless of the country.

In addition, the PhRMA code and certain state laws define limits on gifts, including food or beverages, or prohibit gifts entirely to certain healthcare providers. Company employees or individuals acting on behalf of the Company are expected to follow applicable Company policies governing gifts and entertainment to licensed healthcare providers. Employees should contact the Legal Department with any questions regarding providing gifts or entertainment to Healthcare providers.

Selection and use of Third Parties

Our Company believes in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. Our Company requires our business partners to implement and follow our Code of Conduct. Further, our business partners are part of the Company team and Company employees should treat them according to our values. The manner in which we select our business partners will be made on a fair and competitive basis based on total value, which could include but is not limited to such items as quality, suitability, performance, service, technology, and price.

Our Patients & Healthcare Providers (Customers)

Patient Safety

Our Company is committed to patient safety during research and development, manufacturing, and distribution of our products. Our Company monitors side effects or adverse events associated with our products and as applicable reports those to the appropriate authorities. All side effects, adverse effects or safety issues associated with Company's products must be reported to our Regulatory Department.

Interactions with Healthcare Providers

Our Company engages the services of healthcare providers for bona fide services that are legitimately needed by the Company. Employees and individuals acting on behalf of the Company must not enter into a business relationship, offer or provide gifts, entertainment or anything else of value to a healthcare provider to induce, reward or could be perceived as intending to induce or reward favorable decisions about our products and services. All interactions with healthcare providers must follow applicable Company policies.

Truth in Advertising

Company employees and individuals acting on behalf of the Company are responsible for accurately representing the Company and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees is inconsistent with our values. All marketing, advertising and sales materials must be approved through our established review and approval procedures prior to distribution.

This Code of Conduct will be revised periodically as needed.

Acknowledgment and Certification of Compliance with the Code of Conduct

By signing below, I acknowledge and certify that I have received, read and understand the Company's Code of Conduct.

Agreement to Comply

I recognize that I must at all times comply with the Code of Conduct as all other Company policies and procedures as a condition of my continued employment.

Obligation to Seek Guidance

If I have any questions regarding the policies listed above or if at any time I encounter a situation where I am uncertain of the appropriate action to be taken in accordance with these policies, I understand that it is my responsibility to seek guidance from my supervisor, my supervisor's supervisor, Legal or Human Resources.

Requirement to Report Suspected Violations

I recognize that I have an obligation to report any activities that are or may be violations of law or any of Company's policies. I understand that I may report suspected or potential violations to my supervisor, my supervisor's supervisor, Legal or Human Resources. In addition, I understand that I may also report any suspected or potential violations to our Integrity Helpline; the 24-hour independently operated confidential hotline, that can be reached via toll-free number, 855-654-5552 or via the Internet at www.alfasigmusa.ethicspoint.com.

Name (Please Print)

Signature

Date

Sign and return this certification either: electronically via LMS, or hard copy via U.S. mail or email to:

Alfasigma USA, Inc. Attention: Legal Department
4099 Highway 190
Covington, La 70433
legalcompliance@alfasigmausa.com