

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 30, 2023

**REZOLUTE, INC.**

(Exact Name of Registrant as Specified in Charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

001-39683  
(Commission  
File Number)

27-3440894  
(I.R.S. Employer  
Identification No.)

275 Shoreline Drive, Suite 500, Redwood City, CA 94065  
(Address of Principal Executive Offices, and Zip Code)

650-206-4507  
Registrant's Telephone Number, Including Area Code

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	RZLT	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On May 30, 2023, the Rezolute, Inc. (the "Company") Board of Directors (the "Board") approved an Amended and Restated Code of Business Conduct and Ethics in its entirety (the "Code"). The Code supersedes the Company's Code of Business Conduct and Ethics previously adopted by the Board (the "Prior Code"). The Code was approved and adopted by the Board as part of its ordinary course recurrent review of the Company's codes and policies.

The Code applies to all officers, employees and non-employee Directors of the Company and its subsidiaries, and constitutes a "code of ethics" as such term is defined in Item 406(b) of Regulation S-K. The Code sets forth guiding principles of business ethics and certain legal requirements, including, but not limited to, the Company's policies with respect to insider trading, conflicts of interest, competition and fair dealing, discrimination and harassment, health and safety, and compliance with laws. The Code also provides that, for conduct involving an executive officer or Director of the Company, only the Board has the authority to waive a provision of the Code.

The purpose of amending and restating the Prior Code was to improve its readability and clarify certain areas of importance, including with respect to compliance with laws, accounting and auditing matters, conflicts of interest, insider trading, confidentiality obligations and reporting of Code violations. The adoption of the Code did not relate to or result in any waiver, whether explicit or implicit, of any provision of the Prior Code.

The foregoing summary of the Code is not intended to be exhaustive and is qualified in its entirety by reference to the Code, a copy of which is attached as Exhibit 14.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.05. The Company has posted a copy of the Code on its website, <https://www.rezolute.com>.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following Exhibits are furnished as part of this Current Report on Form 8-K.

**Exhibit No.**

14.1

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**Description**

Rezolute, Inc. Code of Ethics, as amended and restated as of May 30, 2023

Cover Page Interactive Data File (formatted as inline XBRL)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REZOLUTE, INC.**

DATE: June 2, 2023

By: /s/ Nevan Charles Elam

Nevan Charles Elam

Chief Executive Officer

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**REZOLUTE, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

The Board of Directors (the “**Board**”) of Rezolute, Inc. (the “**Company**”) adopted this Code of Business Conduct and Ethics (the “**Code**”) on May 30, 2023 and last updated this Code on December 31, 2017. The Board will periodically review this Code of Business Conduct and Ethics to ensure that it is adequate and up-to-date. This Code is intended to be part of and supplementary to our employment policies and procedures. Copies of such detailed policies are available from our Director, People & Culture.

**INTRODUCTION**

**Purpose**

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. This Code should be considered to be a minimum standard. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and employees, wherever they are located and whether they work for the Company on a full or part-time basis. We refer to all persons covered by this Code as “Company employees” or simply “employees.” When we refer to executive officers, we mean “executive officers” of the Company as defined in Rule 3b-7 of the United States Securities Exchange Act of 1934.

**Seeking Help and Information**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you are faced with a difficult business decision that is not addressed in this Code, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of the Company?
- How does this make me feel about myself and the Company?
- Would I feel comfortable if an account of my actions was published with my name in the newspaper?

If you still feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s high ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question, or if you do not feel comfortable contacting your supervisor, please contact our Director of People & Culture (the “**Compliance Director**”).

**Reporting Violations of the Code**

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this Code by others should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its employees.

If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the Compliance Director, who will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Compliance Director directly. The Compliance Director will work directly with you to investigate your concern. You may also utilize our Red Flag Reporting System (the “**Red Flag System**”). To file a report using the Red Flag System use our client code “Rezolute” and pick one of the following options:

Click: [www.RedFlagReporting.com](http://www.RedFlagReporting.com)

Text: RFR to 234-231-9005

Call: 1-877-647-3335

Fax: 330-572-8146

Email: [redflag@redflagreporting.com](mailto:redflag@redflagreporting.com)

Mail: RFR, P.O. Box 4230, Akron, Ohio 44321

You may remain anonymous and will not be required to reveal your identity in the Red Flag System, although providing your identity may assist the Company in addressing your questions or concerns.

It is the Company’s policy that any employee who violates this Code will be subject to appropriate discipline, including potential termination of employment, determined by the Compliance Director based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue to the Compliance Director prior to any determination of appropriate discipline. Any employee who fails to report known or suspected violations by another employee may also be subject to appropriate discipline. Furthermore, employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties in such situations, not to mention damage to the Company’s reputation and standing in the community. In short, your conduct as an employee of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company. If any officer of director violates or is suspected of violating this Code, the chair of the audit committee of the Board of Directors (the “**Audit Committee**”) will provide oversight of, and direction to, the Compliance Director on any investigations and discipline related thereto.

In addition, the Audit Committee is responsible for the receipt, retention and treatment of complaints regarding the Company’s accounting, internal accounting controls or auditing matters, and to protect the confidential, anonymous reporting of employee concerns regarding questionable accounting or auditing matters.

## Confidentiality and Policy Against Retaliation

All questions and reports of known or suspected violations of the law or this Code will be treated with sensitivity and discretion. Your supervisor, the Compliance Director and the Company will protect your confidentiality to the extent possible consistent with law and the Company's need to investigate your concern. The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

## Waivers of the Code

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code for employees may be made only by an executive officer of the Company at the request and with the concurrence of the Compliance Director. Any waiver of this Code for our directors or executive officers may be made only by our Board of Directors or the audit committee of our Board of Directors and will be disclosed by the Company as required by law and any applicable listing standards.

## CONFLICTS OF INTEREST

### Identifying Conflicts of Interest

A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. You should actively avoid any private interest that may influence your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively. It is difficult to list all of the ways in which a conflict of interest may arise. However, the following situations may be cases of a conflict of interest. Before engaging in any of the activities or transactions discussed below, or in any other activity that is a potential conflict of interest, employees must receive the approval of an executive officer of the Company or the Board of Directors, as applicable, in accordance with the approval provisions described below under "Disclosure of Conflicts of Interest".

- **Outside Employment.** Employment at, or service as a director of, or provision of any services to a company that is a material partner, supplier or competitor of the Company.
- **Improper Personal Benefits.** Receipt of improper personal benefits or favors because of the employee's position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- **Financial Interests.** Having a significant financial interest (ownership or otherwise) in any company that is a material partner, supplier or competitor of the Company. A "significant financial interest" means (i) ownership of 5% or more of the equity of a material partner, supplier or competitor whose securities are traded on any securities exchange or (ii) an investment in a material partner, supplier or competitor that represents more than 5% of the total assets of the employee, provided that nothing will prevent such employee from investing in any mutual fund or any other fund whereby the employee has no discretion over the investments of the fund.
- **Loans or Other Financial Transactions.** Obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company that is a material supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.
- **Service on Boards and Committees.** Service on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of the Company. Employees must obtain prior approval from the Compliance Director before accepting any such board or committee position. The Company may revisit its approval of any such position at any time to determine whether service in such position is still appropriate.

For purposes of this Code, a company is a "material" if the company has made payments to the Company in the past year in excess of 5% of the Company's gross revenues. A company is a "material" if the company has received payments from the Company in the past year in excess of \$200,000 or 5% of the company's gross revenues, whichever is greater. If you are uncertain whether a particular company is a material partner, supplier or competitor, please contact the Compliance Director for assistance. With respect to any business opportunity that is in the Company's line of business, you must follow the procedures under "Corporate Opportunities" below.

### Disclosure of Conflicts of Interest

The Company requires that employees fully disclose any situations that reasonably could be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to your supervisor or the Compliance Director. While such situations are not automatically prohibited, they are not desirable and may only be approved by an executive officer of the Company at the request and with the concurrence of the Compliance Director. All transactions that would give rise to a conflict of interest involving a director, any of the executive officers, the Vice President of Finance or Controller, or any persons performing similar functions must be approved by the Board of Directors, or the Audit Committee, and any such approval will not automatically be considered a waiver of this Code.

## Family Members and Work

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on behalf of the Company. For example, it is a conflict of interest if a family member is employed by, or has a significant financial interest in, a company that is a material partner, supplier or competitor of the Company. It is also a conflict of interest if a family member obtains loans or guarantees of personal obligations from, or enters into any other personal financial transaction with, any company that is a material partner, supplier or competitor of the Company. Similarly, receipt of improper personal benefits or favors by family members creates a conflict of interest.

Employees should report to a supervisor any situation involving family members that reasonably could be expected to give rise to a conflict of interest. Your supervisor will contact the Compliance Director to discuss appropriate measures, if any, that should be taken to mitigate the potential conflict of interest. If a member of your family is an employee of, or has a significant financial interest in, a company that is a material partner, supplier or competitor of the Company, you will be prohibited from participating in business decisions with respect to such company. It is also inappropriate for you to discuss the Company's confidential information with members of your family that have such conflicting interests. For purposes of this Code, "family members" or "members of your family" include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

### **CORPORATE OPPORTUNITIES**

As an employee of the Company, you have an obligation to put the interests of the Company ahead of your personal interests and to advance the Company's interests when the opportunity to do so arises. If you discover a business opportunity that is in the Company's line of business, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position for personal gain, and no employee may compete with the Company either directly or indirectly.

The Company requires that you fully disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Compliance Director and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, which must be authorized by an executive officer of the Company with the concurrence of the Compliance Director, you may pursue the business opportunity on the same terms and conditions offered to the Company and consistent with the other ethical guidelines set forth in this Code.

Business opportunities available to directors and executive officers may only be waived by our Board of Directors or the Audit Committee of our Board of Directors.

### **CONFIDENTIAL INFORMATION**

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its partners, if disclosed. Employees have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after an employee leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company and could result in legal liability to you and the Company.

When discussing or in possession of confidential information, employees should always be aware of their surroundings. Employees should not discuss Company business in the presence of employees or others who do not have a right or need to know. Employees should be particularly careful in public places, including restaurants, airplanes and commuter trains. In appropriate circumstances, disclosure of confidential information may be authorized by your supervisor or other appropriate Company personnel. Any outside requests for Company information should only be handled by authorized persons. Any question or concern regarding whether disclosure of Company information is legally mandated should be promptly referred to the Compliance Director.

As a result of the Company's business relationships, Company employees may also have access to and be entrusted with confidential information of other companies. In these cases, other companies' confidential information must be afforded the same protection as the Company's confidential information.

### **COMPETITION AND FAIR DEALING**

The Company competes vigorously but fairly. All employees are obligated to deal fairly with the Company's partners, suppliers and competitors. Employees will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair-dealing practice.

#### **Relationships with Partners**

Our business success depends upon our ability to foster lasting relationships with our partners and other organizations in which we collaborate with to achieve our goals. Trust is the cornerstone of these relationships. To build trust, the Company is committed to dealing with its partners fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with partners:

- Information we supply to our partners should be current, accurate, and complete to the best of our knowledge. Employees should never deliberately misrepresent information to our partners.
- Partner entertainment should never exceed reasonable and customary business practice. Employees should never provide entertainment or other benefits that could be viewed as an inducement to or a reward for, partner decisions. Please see "Gifts and Entertainment" below for additional guidelines in this area.

#### **Relationships with Suppliers**

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers must carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products or services and prices. Please see "Gifts and Entertainment" below for additional guidelines in this area.

#### **Relationships with Competitors**

The Company is committed to free and open competition in the marketplace and throughout all business dealings.

Employees must avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. This includes misappropriation and/or misuse of a competitor's confidential information, tampering with a competitor's products or making false statements about the competitor's business and business practices.

### **GIFTS AND ENTERTAINMENT**

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should never compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from partners or suppliers only if the gift or entertainment could not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses must be properly accounted for on expense reports. The following specific examples may be helpful:

- **Meals and Entertainment.** You may occasionally accept or give meals, refreshments or other entertainment if:
  - The items are of reasonable value;
  - The purpose of the meeting or attendance at the event is business related; and

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- The expenses would be paid by the Company as a reasonable business expense if not paid for by another party. Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other partners, suppliers or vendors of a similar potential value to the Company.
- **Advertising and Promotional Materials.** You may occasionally accept or give advertising or promotional materials of nominal value.
- **Personal Gifts.** You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- **Gifts Rewarding Service or Accomplishment.** You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Compliance Director, which may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Compliance Director for additional guidance.

Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. If you have any questions about this policy, contact your supervisor or the Compliance Director for additional guidance.

### **PROTECTION AND USE OF COMPANY ASSETS**

All employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Promptly report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company's voicemail, other electronic communication services or written materials for business related purposes only and in a manner that does not reflect negatively on the Company or its partners. Employees may make reasonable use of the Company's voicemail and other electronic communication services for non-business-related purposes, but any excessive use or use in a manner that interferes with their work responsibilities is strictly prohibited.

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- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems or by written media. Employees and other users of this property have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

### **COMPANY RECORDS**

Accurate and reliable records are crucial to our business. Our records are the basis of our clinical programs, financial reports and other disclosures to the public. In addition, our records are the source of essential data that guides business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and 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. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

Note: The Company has a document retention policy that each employee must follow with respect to Company records within such employee's control. Please contact your supervisor or the Compliance Director to obtain a copy of this policy.

## ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

We are a public company and are required to report our financial results and a great deal of financial and other information about our business to the public and the Securities and Exchange Commission. We are also subject to various securities laws and regulations. It is our policy to promptly disclose accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and cause legal liability.

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Employees should be on guard for, and promptly report, evidence of improper financial reporting or inaccurate disclosure to the Company's Disclosure Committee. Examples of suspicious activities that should be reported include:

- Financial results that seem inconsistent with the performance of underlying business transactions;
- Inaccurate Company records, such as overstated expense reports, or erroneous time sheets or invoices;
- Transactions that do not seem to have a good business purpose;
- Requests to circumvent ordinary review and approval procedures; and
- Misstatements or omissions from the Company's reports that will be or are filed with the SEC.

The Company's senior financial officers and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such employees must understand and strictly comply with generally accepted accounting principles as adopted by the Company and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages its employees to participate in the political process as individuals and on their own time.

However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Compliance Director.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- **Contribution of Funds.** You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- **Volunteer Activities.** You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- **Use of Company Facilities.** The Company's facilities may not be used for political activities (including fundraisers or other activities related to running for office). The Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Compliance Director.

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- **Use of Company Name.** When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Compliance Director if you have any questions about this policy.

## COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with the laws of the cities, states and countries in which the Company operates. We will not tolerate any activity that violates any laws, rules or regulations applicable to the Company. This includes, without limitation, laws covering commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Compliance Director.

## COMPLIANCE WITH INSIDER TRADING LAWS

Company employees are strictly prohibited from trading in the stock or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Company employees are strictly prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material, nonpublic information. Company employees who obtain material nonpublic information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered "material" include:

- Financial results or forecasts, or any information that indicates a company’s financial results may exceed or fall short of forecasts or expectations;
- Clinical data, the initiation or conclusion of clinical trials and expected clinical results;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- Possible management changes or changes of control;
- Pending or contemplated public or private sales of debt or equity securities;
- Significant write-offs;
- Initiation or settlement of significant litigation; and
- Changes in the Company’s auditors or a notification from its auditors that the Company may no longer rely on the auditor’s report.

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company’s securities should be promptly brought to the attention of the Compliance Director. See the Company’s Insider Trading Policy for additional information.

## **PUBLIC COMMUNICATIONS AND REGULATION FD**

### **Public Communications Generally**

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. It is our policy to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Compliance Director. The Compliance Director will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

### **Compliance with Regulation FD**

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for “fair disclosure”).

Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. “Securities market professionals” generally include analysts, institutional investors and other investment advisors.

To ensure compliance with Regulation FD, we have designated the following officials as “Company Spokespersons”: the Company’s Chief Executive Officer or other persons specifically designated by them to speak with respect to a particular topic or purpose.

Only Company Spokespersons are authorized to disclose information about the Company in response to requests from securities market professionals or stockholders. If you receive a request for information from any securities market professionals or stockholders, promptly contact the Compliance Director to coordinate a response to such request.

Company employees who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the Compliance Director if you have any questions about the scope or application of Regulation FD.

## **ENVIRONMENT, HEALTH AND SAFETY**

The Company is committed to conducting business with integrity. This core value is embedded in the Company’s culture and reflected in its commitment to conducting all of its activities in accordance with the highest ethical standards, sound corporate governance policies, and in compliance with all legal and regulatory requirements, including all local, state, and federal environmental, and health and safety-related legislation and regulations. Similarly, the Company expects its vendors and third-party providers to also comply with all relevant environmental and health and safety-related legislation and regulation.

It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Compliance Director if you have any questions about the laws, regulations and policies that apply to you.

### **Environment**

The Company is committed to following environmentally friendly practices with regard to energy and water efficiency, alternative power sources, waste management, and other initiatives that will help the Company and its partners preserve and protect the environment. The Company’s Environmental, Social and Governance Policy sets forth the Company’s strategy, initiatives and policies with respect to the Company’s environmental practices in more detail.

### **Health and Safety**

Numerous laws and regulations cover employee health and safety. The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies



relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Resources Department.

## **EMPLOYMENT PRACTICES**

The Company pursues fair employment practices in every aspect of its business. Company employees must comply with all applicable labor and employment laws, including antidiscrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Compliance Director or the Human Resources Department if you have any questions about the laws, regulations and policies that apply to you. You may also utilize the designated Ethics Hotline. You may remain anonymous and will not be required to reveal your identity, although providing your identity may assist the Company in addressing your questions or concerns.

### **Harassment and Discrimination**

The Company is committed to providing equal opportunity and fair treatment, in all types of work situations including, hiring, firing, promotions, training, wages and benefits, to all individuals on the basis of merit, without discrimination because of race, color, creed, religion, national origin or ancestry, sex (including pregnancy), marital status, sexual orientation, age, disability, veteran status, citizenship, physical or mental ability, genetic information, sexual orientation, gender identity or expression, or any other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, visual, verbal or physical conduct of a sexual nature, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures or any form of sexually offensive behavior.

If you have any complaints about discrimination or harassment in any type of work situation including, hiring, firing, promotions, training, wages and benefits, report such conduct to your supervisor, the Human Resources Department or the Compliance Director. You may also utilize the designated Redflag System. All complaints will be treated with sensitivity and discretion. Your supervisor, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation in any form, against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department and/or the Compliance Director immediately.

### **Alcohol and Drugs**

The Company is committed to maintaining a drug-free workplace. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events. Individuals who consume alcohol at such Company-sanctioned events are expected to avoid excessive consumption of alcohol at such events or encouraging the excessive consumption of alcohol by others. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, while under the influence of alcohol or any illegal drug or controlled substance.

### **Violence Prevention and Weapons**

The safety and security of Company employees is vitally important. The Company will not tolerate violence or verbal and nonverbal threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business must immediately report the situation to their supervisor or the Human Resources Department. All reports will be treated with sensitivity and discretion. Your supervisor, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your report.

Subject to applicable law, the Company does not permit any individual to have weapons of any kind in Company property or vehicles, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons.

## **CONCLUSION**

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Compliance Director. We expect all of Company employees, regardless of their level or location, to adhere to these standards. Each employee is separately responsible for his or her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management. If you engage in conduct prohibited by the law or this Code, you will be deemed to have acted outside the scope of your employment. Such conduct will subject you to disciplinary action, including possibly termination of employment.

Note: This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.