

ZYDUS AMERICAS

Code of Conduct 2021



VIONA PHARMACEUTICALS INC.

Zydus Healthcare (USA) LLC



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January 1, 2021

Dear Colleague,

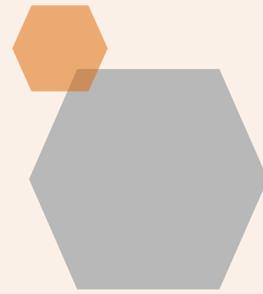
We operate in an increasingly complex and highly regulated industry. As employees of Zydus Americas, we are all responsible for understanding the important ethical and legal issues that affect our business, complying with the laws, and acting in accordance with our core value of absolute honesty and integrity, at all times.

As we continue to grow our business and build our future, we must continue to comply with all applicable laws and act with the highest ethical standards. This Code of Conduct is an essential resource designed to set forth the company's policies on business conduct as well as guide sound, ethical decision-making. This Code of Conduct reflects our core values and outlines your personal accountability to sustain our reputation for legal and ethical behavior.

As a Zydus Americas employee, you are required to review this Code of Conduct annually and adhere to all aspects of it in order to ensure that we uphold our legal and ethical responsibilities to each other, our customers, the healthcare community, patients, regulators and the communities in which we work and live.

Thank you for your commitment to compliance and to the organization. Your support, and the work you do every day, is critical to the continuous success of the company.

Zydus Management Team



We believe that the best way to operate a business is to base it on well-founded fundamental beliefs. We call these “core values.” Our core values include:

Safety, Quality, and then Quantity

Every aspect of our business reflects our priorities: safety first, quality and then quantity. We will sacrifice quantity to produce a quality product in a safe manner.

Absolute honesty and integrity

As a member of our team, your actions reflect back on the Company and other team members. It is expected that every member of our team acts with absolute honesty and integrity.

Customer driven, both internal and external

Each employee is responsible for delivering exemplary service to both our external and internal customers. Our success is based on our desire and ability to respond to our customers' needs. Customer satisfaction ultimately allows for the success of our Company.

Reward on merit

We believe employees should be recognized and rewarded for their value to the organization and specifically for skills and competencies they have learned and demonstrated. We strive to create an environment in which individuals can work to reach their maximum potential and a reward system that recognizes the contributions of those individuals.

Resources allocated based on the expectation of profitable growth

The Company invests in ideas, products, and people based on their ability to contribute to the profitable growth of the Company.

Innovative in quality products and service

Entrepreneurial spirit is at the core of our Company. We pride ourselves on being innovative in our products, processes, and services. This is the foundation of our success.

Valuing Diversity

It is Zydus Americas' policy to hire and retain a diverse group of talented and dedicated people who are focused on the success of the Company. We value and respect each and every employee in the organization and strive to create and maintain an environment that celebrates the many differences that make each of us unique.

USING THE CODE OF CONDUCT

Zydus Americas (the “Company”) is committed to conducting its business in accordance with our stated ethical values and in full compliance with all applicable laws. As part of this commitment, the Company has adopted this Code of Conduct. All Company directors, officers, managers and employees (collectively, “Associates”) are expected to understand and abide by this Code of Conduct, and are expected to conduct themselves with the highest degree of integrity and honesty and in full compliance with all applicable laws.

This Code of Conduct is reviewed and updated annually to ensure it reflects current laws and regulations, business practices, policies and procedures. The Company will conduct periodic compliance training regarding the Code of Conduct and any related Company policies and procedures.

This Code of Conduct is not intended to be a comprehensive manual of all Company policies or responsibilities under the law that apply to your role, but rather a general guide to assist you in performing your job duties in accordance with applicable laws and the Company’s ethical principles. In addition to the Code of Conduct, your specific business unit has compliance policies and procedures, including the Employee Handbook, applicable to your business unit (“Business Policies”). If you are unsure of the right course of action, Associates are encouraged to contact their manager, the Human Resources Department or the Compliance Officer for help.

In addition to the information set forth in this Code, Associates are responsible for knowing and following the laws and regulations that apply to the work we do. Associates are expected to be familiar with the rules and regulations that affect his or her particular job. If you are uncertain about any laws and regulations, reach out to the Legal Department before taking action.

Should you have any questions about this Code of Conduct, please contact the Legal Department or Compliance Officer.

When in doubt, ask yourself:

1. Is it legal?
2. Does it comply with the Code of Conduct?
3. Does it comply with Business Policies?
4. Does it reflect our company values and ethics?

YOUR ROLE

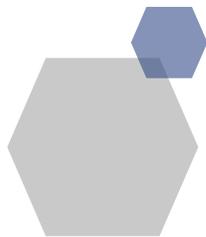
Each of us is individually accountable for acting in accordance with applicable laws, the Code of Conduct and Business Policies. The Company expects all Associates to report any known or suspected instances of non-compliance with the law, Business Policies or Code of Conduct and to seek guidance before engaging in any conduct that may involve a violation of applicable laws, Business Policies or Code of Conduct. Periodically, you must certify, in writing or electronically, that you have reviewed, read, understand and shall abide by the Code of Conduct.

If you fail to report a suspected violation of the Code of Conduct, Business Policies or law, or if you deliberately make a false report for the purpose of harming or retaliating against another Associate, you may be subject to disciplinary action, up to and including termination.



The Company expects Associates to:

- Always act with honesty, fairness and integrity
- Know and understand the Code of Conduct and Business Policies and seek guidance when necessary
- Report known or suspected violations of the Code of Conduct and Business Policies
- Cooperate with investigations of any violation of the Code of Conduct



THE ROLE OF MANAGERS

As a leader, you serve as an ethical role model and are held to a higher standard. This means proactively identifying questionable conduct, preventing problems before they occur and setting the right tone with your reports and across the company. Managers are expected to create a culture where ethical conduct is expected, recognized and valued and foster a culture that focuses on ethics and compliance.

Q&A



Question:

A colleague is doing something I believe may violate our Code of Conduct, but I am concerned that my supervisor won't do anything if I tell him, or worse, that he will make things difficult for me if I raise a concern. What should I do?

Answer:

Zydus expects Associates to report suspected violations of the Code of Conduct. Managers are expected to foster an environment where everyone feels comfortable asking questions and raising concerns. If you are not comfortable talking to your supervisor, you can raise the issue with the Compliance Officer, Human Resources or Legal Department or use the Compliance Hotline.

WHERE TO ASK QUESTIONS OR REPORT CONCERNS

To report a concern or ask a question, you may contact any of the following:

- Your manager or another senior manager
- The Human Resources Department
- The Legal Department
- The Compliance Officer
- The Compliance Hotline

CONFIDENTIALITY

The Company strives to handle all reported concerns in a confidential manner and will only share your identity and the information provided with those individuals who need to know such information in order to address the reported issue.

NON-RETALIATION POLICY

The Company does not permit retaliation of any kind against an Associate who in good faith raises a concern (regardless of whether it is an actual or potential instance of illegal or unethical misconduct) or who assists in an investigation of suspected wrongdoing. Reporting “in good faith” means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be mistaken. Intimidating or engaging in retaliation against an Associate may result in disciplinary action, up to and including termination.

INVESTIGATIONS AND DISCIPLINARY ACTION

The Company will investigate reports of alleged misconduct to determine if the Code of Conduct, Business Policies or applicable law has been violated. Any Associate who violates the Code of Conduct, Business Policies or applicable laws may be subject to disciplinary action, up to and including termination.



You can ask questions or report any violation or potential violation of the Code of Conduct, Business Policies or applicable law by contacting:

zydususa.ethicspoint.com

844-829-5519

Associates shall comply with all applicable laws, regulations and rules, including, but not limited to, those described below.

FAIR COMPETITION AND ANTITRUST

All Associates are required to comply with antitrust and competition laws. These laws generally prohibit efforts or actions to restrain or limit competition between companies that would otherwise compete for business in the marketplace. Prohibited activities include agreements to fix prices, allocation of customers or market division agreements, participation in group boycotts, bid-rigging or other efforts to obtain or maintain a monopoly through something other than competition on the merits.

The Company believes in free and open competition and does not engage in improper practices that may hamper fair competition. The Company never looks to gain competitive advantages through unethical or unlawful business practices. We believe in competing vigorously, but always fairly.

If a competitor attempts to engage in a discussion on price fixing, customer or market allocation, bid-rigging or any topic that seems to be about restricting competition, make it clear that you do not wish to participate in the discussion. Leave the conversation immediately and report the matter to the Compliance Officer. Under competition laws, even the appearance of wrongdoing can create issues.

Question:

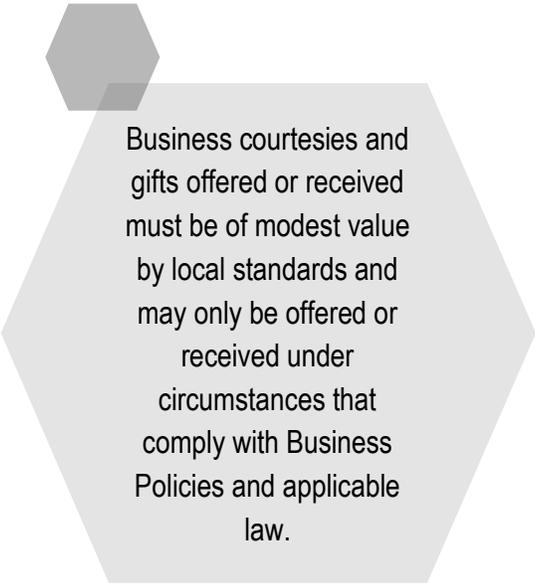
I am attending an industry trade show and several competitors are discussing their marketing and pricing strategies. What should I do?

Answer:

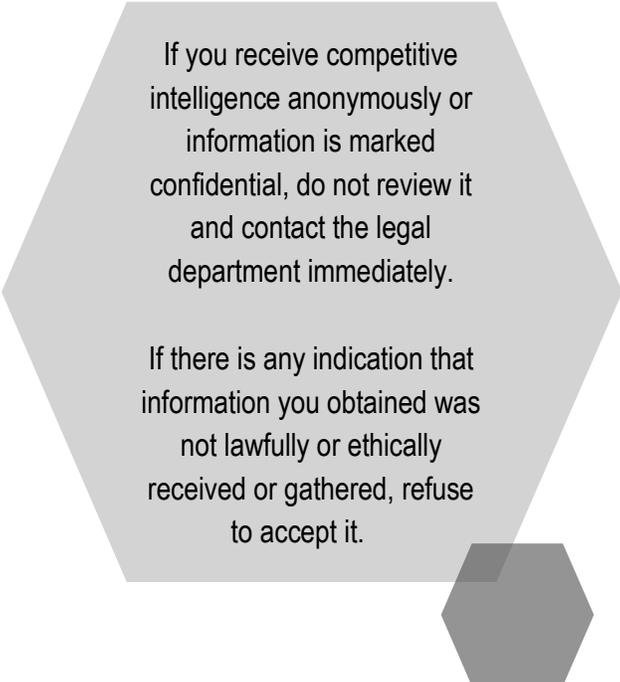
Advise the group that marketing and pricing are not appropriate topics for discussion. You should leave the discussion immediately. Report the issue to your Legal Department as soon as possible.

Q&A





Business courtesies and gifts offered or received must be of modest value by local standards and may only be offered or received under circumstances that comply with Business Policies and applicable law.



If you receive competitive intelligence anonymously or information is marked confidential, do not review it and contact the legal department immediately.

If there is any indication that information you obtained was not lawfully or ethically received or gathered, refuse to accept it.

ANTI-BRIBERY AND ANTI-CORRUPTION

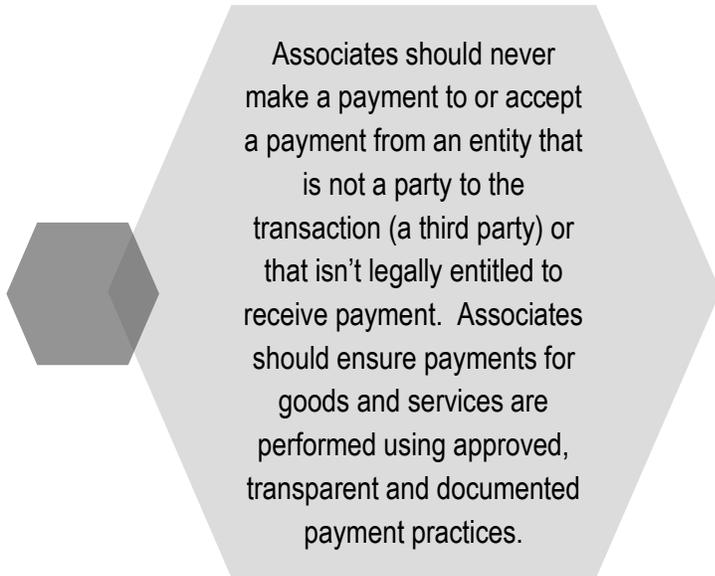
Associates are prohibited from offering, giving, requesting, accepting or receiving a bribe. Do not make, offer or promise anything of value, directly or indirectly, in an attempt to improperly influence a person's actions, obtain a regulatory advantage, influence formulary status or enhance The Company's commercial interests.

Anti-Bribery and Anti-Corruption laws prohibit the offer, payment, solicitation or acceptance of any bribes, kickbacks or improper gratuities of any kind to win business or gain any other competitive advantage. In the United States, there are both federal and state laws that prohibit offering anything of value to a person or entity to improperly induce them to purchase, recommend the purchase of or make a referral for any type of healthcare goods or services for which payment may be paid, in whole or in part, by a U.S. federal healthcare program. These payments are sometimes referred to as kickbacks, and may include upfront cash payments, prebates, free products and services, lavish gifts and entertainment.

COMPETITIVE INTELLIGENCE

Associates may not obtain information of or about our competitors ("competitive intelligence") in an illegal or unethical manner. Competitive intelligence shall be gathered using ethical and legal means. It is always acceptable to gather competitive intelligence through publicly available information. You must never use, or ask a third party to use, unlawful or unethical means to gather competitive intelligence.

The Company does not condone unethical or unlawful business practices for any purpose, including to gain a competitive advantage.



Associates should never make a payment to or accept a payment from an entity that is not a party to the transaction (a third party) or that isn't legally entitled to receive payment. Associates should ensure payments for goods and services are performed using approved, transparent and documented payment practices.

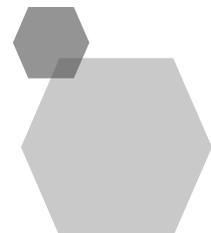
FALSE CLAIMS ACT

It is illegal to submit claims for payment to Medicare or Medicaid that you know or should know are false or fraudulent. Always report pricing information fully and accurately.

The federal False Claims Act ("FCA") and similar state laws protect the government from being overcharged and make it a crime to deliberately submit a false claim for reimbursement to a federal or state government or do anything to cause, assist or encourage customers to submit false claims to these programs. Activities that might violate the FCA or state laws include submitting false claims for government payment, fraudulently reporting false pricing information to government agencies and similar activities.

TRADE LAWS

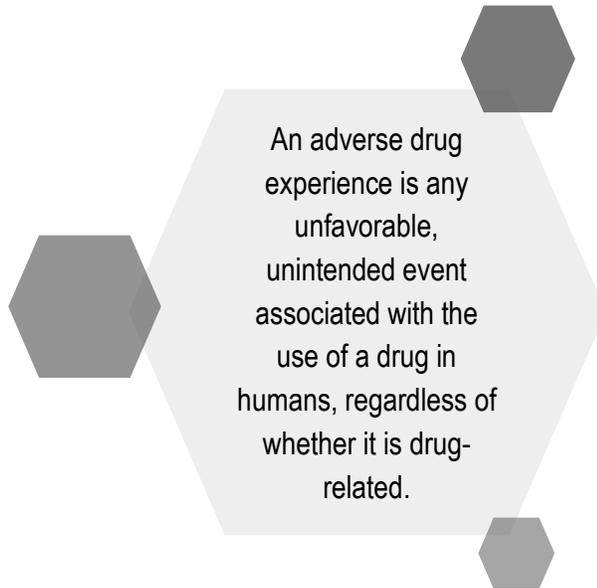
The Company is committed to maintaining compliance with applicable trade laws. Many laws govern trade across borders, including laws that are designed to ensure that transactions are not being used for money laundering, laws that prohibit companies from illegal trade boycotts and laws regulating imports and exports.



PRODUCT QUALITY AND SAFETY

The Company is committed to establishing and maintaining quality standards that assure the safety and efficacy of our products. The Company is also committed to complying with all regulations, codes and standards applicable to our business. Associates must report safety, quality and/or performance issues concerning Company products.

In addition to our ethical obligations to report product quality and safety concerns, the Company has a legal obligation to track and report relevant safety and quality information to the appropriate regulatory authorities.



ENVIRONMENTAL LAWS AND REGULATIONS

The Company is committed to conducting its business in an environmentally sound manner and will comply with all applicable environmental laws and regulations and apply responsible standards where laws and regulations do not exist. The Company has zero tolerance for violation of applicable environmental laws and regulations.

Associates are required to be familiar with environmental laws and regulations that relate to their employment responsibilities and to comply with them. This includes ensuring that reports on environmental matters filed with government agencies or required by law to be published, are complete and accurate. Site managers should respond quickly and effectively to incidents resulting from its operations, in cooperation with industry organizations and authorized government agencies.

Q&A

Question:
While on vacation, a fellow traveller told me that she developed a fever after taking one of our products. Do I have to report this conversation?

Answer:
Yes. Report the conversation for appropriate review and analysis.



Q&A

Question:

The Company is seeking to hire a consultant for a project. Can I suggest retention of my father, who consults in the area?

Answer:

Since this may present a conflict of interest, you must disclose the relationship with your manager who will review the matter and determine what steps should be taken to address the potential conflict.

Conflicts of interest arise when we place personal, social, financial or political interests before the interests of the Company.

You should not allow personal relationships to conflict with your employment responsibilities.

CONFLICTS OF INTEREST

Associates should avoid business, financial and/or other direct or indirect interests or relationships that conflict or have the potential to conflict with the interests of the Company or which may have the effect of dividing the Associate's loyalty to the Company. The Company prohibits Associates from using their position or Company relationships for private gain or benefit. Associates must avoid any situation that could impair his or her ability to make objective decisions on behalf of the Company or that has the appearance of creating a possible conflict of interest.

A conflict of interest may occur if:

1. You have an outside business interest or employment with an entity that does business with, or is a competitor, supplier or customer of the Company and/or which may interfere with your ability to perform your job responsibilities;
2. You or an immediate family member have a substantial financial interest in a supplier, competitor, consultant or customer of the Company; or
3. You use your position for personal gain.

The Company requires Associates to provide notice of actual or potential conflicts of interest as they arise. You must provide notice to your immediate manager and receive written approval from the Compliance Officer before engaging in any activity that may create or appear to create a conflict of interest.

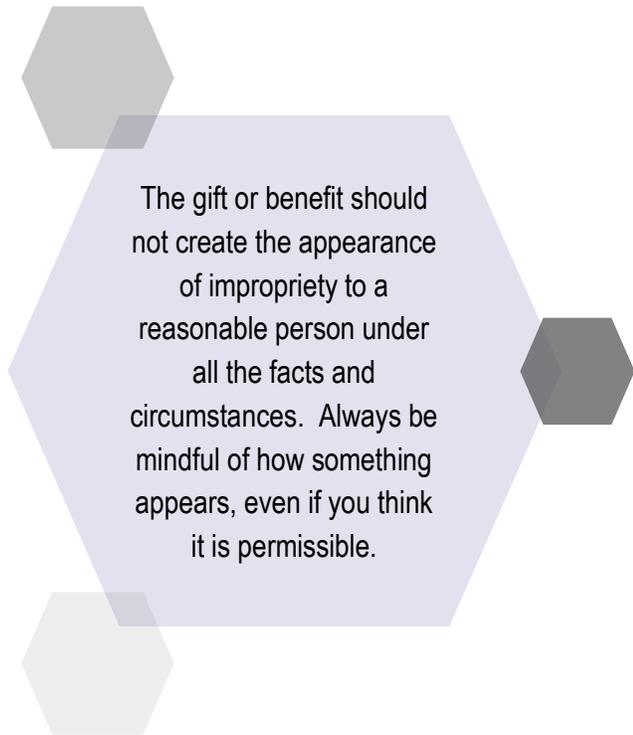
GIFTS AND ENTERTAINMENT

Associates shall not accept gifts, favors, services, entertainment, money or other items of value that are intended to influence their judgment or actions. Gifts of nominal value (not in the form of cash) may be accepted if they are permissible under applicable laws and Business Policies and are not made with any corrupt intent or intent to influence the recipient.

No gifts or benefits shall be provided to public officials to influence the prescription or use of Company products, or to secure some other improper advantage. Additionally, no benefits shall be provided to healthcare professionals to influence the prescription or use of Company products, or to secure some other improper advantage. Under no circumstances should gifts or entertainment be provided to healthcare professionals.

No gifts of cash are permissible under any circumstance.

Business entertainment and meal expenses should be reasonable, related to a business purpose and not so frequent as to create an appearance of impropriety. The entertainment and meals must be lawful under applicable law and consistent with Business Policies as well as the policies and procedures of the guest's employer. Expenses must be properly reported according to Business Policies.



The gift or benefit should not create the appearance of impropriety to a reasonable person under all the facts and circumstances. Always be mindful of how something appears, even if you think it is permissible.

POLITICAL ACTIVITIES

The Company recognizes and encourages the right of our Associates to participate in the political process as individuals, on their own time and at their own expense. Company funds, facilities or assets may not be used for personal political activities.

Question:

A friend is running for local office and I would like to help with her campaign. May I do so?

Answer:

Yes. You may engage in personal political activities on your own time, just be sure not to use Company resources or the Company's name to advance the campaign.

Q&A



Q&A



Question:

I have been asked to be a reference for a software we use, but the software company has asked me to speak with one of our competitors. What should I do?

Answer:

Advise the software company that you would be happy to be a reference, but will need them to be on the call as a moderator. Ensure that the conversation does not stray from discussion around the software and do not discuss any confidential information while on the call.

CONFIDENTIAL INFORMATION

Protecting confidential information and intellectual property is critical to the success and growth of the Company. Some of our most valued assets include patents, trade secrets, trademarks, copyrights, know-how, data, processes, experience and technical and business knowledge. Associates must protect our intellectual property and maintain the secrecy of our confidential information.

Just as we value and protect our own confidential information, the Company expects its Associates to respect the confidential information of others. Whether we received information inadvertently or through a relationship with another company, we have a duty to use it only in ways that are ethical and legal. If you receive another company's information and you do not believe (or are not sure) that you have permission to have it, do not disseminate the information in any way and contact the Legal Department immediately.

DATA PRIVACY

The Company is dedicated to respecting the privacy of personal information. During the course of normal business activities, we may collect personal information of others. Avoid collecting, using or accessing personal information unless you have a legitimate business purpose and are authorized to obtain the information. Do not share personal information with unauthorized individuals or entities.

ACCURATE BOOKS AND RECORDS

The Company is committed to creating and maintaining business records that are accurate and complete. Falsified, inaccurate or incomplete business records can cause significant administrative issues for the Company, and could expose the Company to civil and criminal liability. Associates may not record falsified, misleading or intentionally incomplete information in any Company transactions and should strive to maintain complete and accurate business records.

GOVERNMENT AUDITS AND INVESTIGATIONS

The Company's policy is to cooperate fully with all government investigations or inquiries. In order to ensure that all government inquiries and investigations are handled and coordinated in an efficient manner, all government requests for information, audit and investigation, as well as service of a subpoena and search warrants, should be reported immediately to the Legal Department for handling.

PARTICIPATION IN OTHER COMPANIES

Serving on outside boards can present conflicts of interest and should be disclosed and discussed with your manager. Before accepting memberships on any board, it is important to understand your legal responsibilities and avoid affiliations that carry the potential for distraction and conflicts of interest.

EQUAL OPPORTUNITY

The Company recruits, hires, trains and promotes Associates without regard to their race, color, religion, gender, age, national origin, citizenship, marital status, sexual orientation or identity, genetic information, disability, veteran status or other protected characteristics. The Company strives to create and foster an environment of diversity and inclusion.

USE OF COMPANY ASSETS

Associates are entrusted with the proper use of Company systems and resources. Company assets should be used for legitimate business purposes, and under no circumstance should they be used for any illegal, disruptive, offensive or harmful purpose. Associates should take care to use company assets in a safe and secure manner.

The Company reserves the right to inspect and monitor Associate email and internet use. Users should have no expectation of personal privacy in their use of Company assets.

SOCIAL MEDIA AND NETWORKING

Unless social media and networking is part of your job description, do not engage in such activities while on Company time or while using Company assets. Do not represent yourself as a Company spokesperson unless you are specifically authorized to do so.

MEDIA REQUESTS/INQUIRIES

Associates should forward all media requests or inquiries to the Legal Department or the media relations email at mediarelations@zydususa.com. Associates should never answer media questions or respond to media requests without consulting with the Legal Department.



Harassment, slurs and sexually explicit content are not acceptable in Associate workplaces, and Company assets may never be used to send or display them.

WORKPLACE HARASSMENT, BULLYING AND VIOLENCE

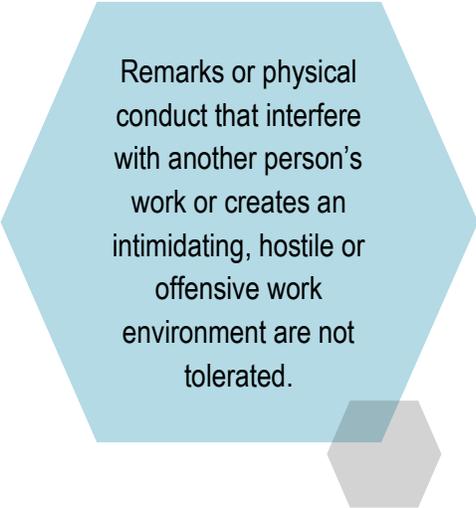
The Company expects Associates to exhibit the highest standards of professionalism and integrity and to treat each other with respect and dignity. The Company values and respects each and every employee and strives to create and maintain an environment that celebrates each Associate's individuality.

Workplace harassment is any physical or verbal act that creates an offensive, hostile or intimidating work environment.

Bullying is abusive conduct that includes threats, starting or spreading rumors, intimidation or interference with an Associates ability to perform work or humiliation of another person.

Workplace violence of any kind, including intimidation or threats that cause others to feel unsafe, will not be tolerated. Weapons of any types are not permitted on Company property.

Workplace harassment, bullying or violence, in any form, will not be permitted and may result in disciplinary action, up to and including termination.



Remarks or physical conduct that interfere with another person's work or creates an intimidating, hostile or offensive work environment are not tolerated.

Question:

One of my co-workers emailed an inappropriate joke to me and some of my fellow Associates. I found it offensive, but don't know if I should approach my co-worker about my concern.

Answer:

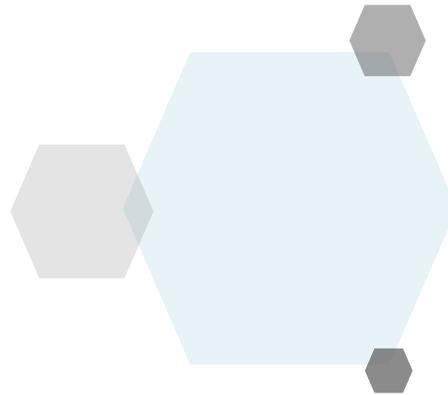
The Company is committed to maintaining a professional work environment in which all Associates are treated with respect and dignity. Offensive or inappropriate behavior is not acceptable. If you feel uncomfortable speaking with your co-worker directly, please contact your manager or Human Resources for assistance.

Q&A



SUBSTANCE ABUSE

The Company is committed to creating an environment free of substance abuse for the health, safety and well-being of our Associates and the Company. Associates are prohibited from the use of illegal drugs, and the misuse of alcohol and other intoxicating substances, including over-the-counter or prescriptions drugs. Associates are expected to report suspected violations of this policy to Human Resources.



Unsure what to do with your electronic document?

Ask yourself – if the document were in paper format, what would be done with it?

If the document would be saved in the official file, the electronic version should be saved in an electronic file. If the document would be thrown away, the electronic version can be deleted.

RECORDS AND INFORMATION MANAGEMENT

The Company is committed to maintaining business records and information in compliance with all applicable laws and legal requirements and has created record management policies and retention schedules. Associates must store and maintain, and when appropriate, destroy, Company records and information in accordance with the record management policies and retention schedules. Associates must abide by all instructions from the Company related to storing and maintaining information related to existing or potential litigation.

Q&A

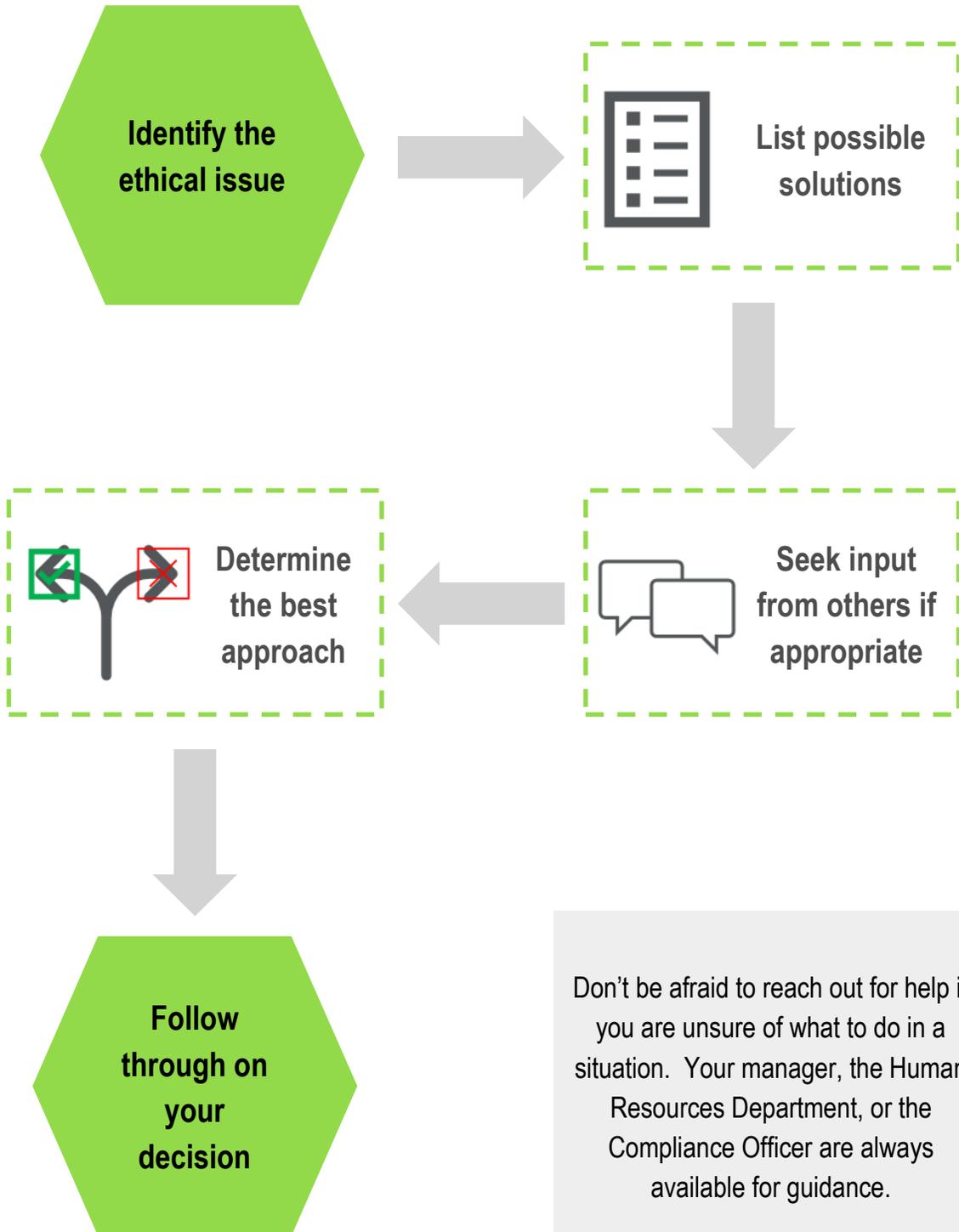


Question:

When should I dispose of my documents?

Answer:

First, determine if a legal hold applies. If so, all disposal activities must be suspended. Second, consult the record retention schedule to determine how long the document should be maintained. If there is no applicable legal hold and the record has exceeded any retention time periods specified, you may dispose of the document.



Please read carefully. Provide your initials next to each statement, sign and date below

Initials

Certification

- _____ I have received and read the Code of Conduct and will comply with the Code of Conduct and all applicable Business Policies.
- _____ I am not aware of any unreported violations of the Code of Conduct or Business Policies.*
- _____ I will promptly report, in good faith, any and all suspected violations of the Code of Conduct or Business Policies to the Company.
- _____ I will fully cooperate with any and all Company investigations by answering all questions from investigators completely and truthfully. I will not hinder the investigation process in any way, nor will I disclose to anyone what I have told the investigators unless instructed to do so by Company investigators.
- _____ I am not aware of any unreported potential or actual conflicts of interest between the Company and any of its employees, including myself.**
- _____ I have not received compensation for my time, goods or services from any other individual or entity in the healthcare of life sciences industries at any time during my employment with the Company.
- _____ I understand that failure to comply with the Code of Conduct may result in disciplinary action, up to and including termination.

Print Name

Signature

Date

*Note: if you are currently aware of any unreported potential violations of the Code of Conduct or any Business Policy, report your concerns immediately. Do not sign this form until after you have reported the suspected violation(s).

**Note: you are required to disclose any potential or actual conflicts of interest.