

STRONGBRIDGE BIOPHARMA PLC

CODE OF BUSINESS CONDUCT AND ETHICS

(Effective as of September 22, 2015)

Strongbridge Biopharma plc (the “**Company**”), a corporation organized under the laws of Ireland, is committed to conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, and to full and accurate disclosure in compliance with applicable laws, rules, and regulations. This Code of Business Conduct and Ethics (“**Code of Ethics**”), applies to all directors, officers, and employees of the Company and sets forth specific policies to guide you in the performance of your duties.

As a director, officer, or employee of the Company, you must not only comply with applicable laws, rules, and regulations; you also must engage in and promote honest and ethical conduct and abide by this Code of Ethics, as well as other Company policies and procedures that govern the conduct of our business. Your responsibilities include helping create and maintain a culture of high ethical standards and commitment to compliance, and, in the case of directors, officers, and other supervisory employees, maintaining a work environment that encourages employees to raise concerns to the attention of management, and promptly addressing employee compliance concerns.

I. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

You are required to comply with the laws, rules and regulations that govern the conduct of the Company’s business, and to report any suspected violations in accordance with the section below titled “Compliance With Code Of Ethics.”

II. CONFLICTS OF INTEREST

A conflict of interest occurs when your private interests interfere in any way, or even appear to interfere, with the interests of the Company. Your obligation to conduct the Company’s business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Before making any investment, accepting any position or benefits, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest, you must make full disclosure of all facts and circumstances and obtain the prior written approval from the Legal Department, in the case of employees, and the chairperson of the Audit Committee of the Board of Directors (the “**Audit Committee**”), in the case of directors and officers.

III. DISCLOSURES

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and in all other public communications made by the Company. All directors, officers, and employees are required to comply with this policy and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

IV. COMPLIANCE WITH CODE OF ETHICS

If you know of or suspect a violation of applicable laws, rules or regulations or this Code of Ethics, you must immediately report that information to the Chief Legal Officer or any member of the Audit Committee or the Board of Directors, as appropriate. After reporting such information, you may conduct an investigation if authorized by the Company's procedures. *Company policy prohibits retaliation against employees because of a good faith report of a suspected violation.*

Violations of this Code of Ethics may result in disciplinary action, up to and including discharge. The Audit Committee shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code.

V. WAIVERS OF CODE OF ETHICS

If you are a director or officer and would like to seek a waiver of the Code of Ethics you must make full disclosure of your particular circumstances to the Audit Committee. Amendments to and waivers of this Code of Ethics will be publicly disclosed as required by applicable law and regulations.

VI. NO RIGHTS CREATED

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's directors, officers, and employees in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer/client, visitor, supplier, competitor, shareholder or any other person or entity.

EXHIBIT A

**ANNUAL COMPLIANCE CERTIFICATION BY
EMPLOYEES AND OFFICERS**

I, _____, of Strongbridge Biopharma plc have received, read and understand the Code of Business Conduct and Ethics (the “**Code of Ethics**”). I hereby certify that for 201[●], I have adhered to and complied with the requirements of the Code of Ethics, in all material respects.

I further certify that I have not been granted a waiver from compliance with the Code of Ethics.

Executed on _____, 20[●]

Name: _____

Title: _____