



# CODE OF BUSINESS CONDUCT & ETHICS

STRONGBRIDGE BIOPHARMA

## A Message From Matthew Pauls

Team Strongbridge:

At Strongbridge Biopharma, we take great pride in passionately pursuing treatments that can make a difference in the lives of patients who suffer from rare diseases. We are also firmly committed to operating our business with integrity and according to the highest ethical standards. Here at Strongbridge, we do what is right not only because a policy or the law requires it, but because the patients and their well-being are at the core of all we do.

This Code reflects Strongbridge's core principles. In addition to fully complying with applicable laws, we must avoid conduct that might suggest impropriety in our dealings; therefore, all employees are required to comply with this Code by respecting its principles and observing the conduct described herein.

If you have a question on business ethics that you feel is not covered by this Code or feel you need further guidance, please contact Brian Conner, our VP, Corporate Compliance. We also have an "open door policy" and encourage you to ask questions about topics addressed in this Code - or in any of our other policies - to your manager, other managers you believe to be knowledgeable about the subject of your question, any member of the Senior Leadership Team (SLT), or myself. In addition, please know that this Code is not intended to cover every issue that may arise.

Finally, and very importantly, if you become aware of any suspected or actual violations of this Code, please review the contained section which addresses compliance and reporting.

Sincerely,

A handwritten signature in black ink, appearing to read 'M Pauls', with a long horizontal flourish extending to the right.

Matthew Pauls  
President & CEO  
Strongbridge Biopharma plc

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# **STRONGBRIDGE BIOPHARMA**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

*Effective August 14, 2018*

### **Introduction**

Strongbridge Biopharma plc, (“Strongbridge” or the “Company”), along with its affiliated companies and subsidiaries, is committed to conducting its business in accordance with applicable laws, rules, and regulations and the highest standards of business ethics. This Code of Business Conduct and Ethics (this “Code”), 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, 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.

We expect employees, officers, and directors to read and understand this Code and abide by it in performance of his or her business responsibilities. Employees are also expected to seek to have agents and contractors conform to Code standards, when appropriate, when working for or on behalf of the Company. When we refer to our employees in this Code, we mean our directors, officers and other employees of the Company, unless we specify or the context implies otherwise.

This Code addresses conduct that is particularly important to proper dealings with the people and companies with whom we interact, but reflects only a part of our commitment. From time to time we may adopt additional policies and procedures with which our employees are expected to comply, if applicable to them. The Code is just one part of Strongbridge’s overall program to ensure that employees follow the appropriate standards and comply with legal requirements that affect the manner in which Strongbridge conducts its business, including industry guidelines and local laws, regulations, and guidance in each country in which we do business. Although this Code covers a wide range of business practices and procedures, it does not, nor is it intended to, cover every issue that may arise. If an employee is in doubt about the applicability of this Code or other guidance to particular situations, or is confronted with situations not covered by this Code or other Strongbridge guidance, the employee should seek guidance from Strongbridge’s VP, Corporate Compliance and/or the Chief Legal Officer. However, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in this Code.

Officers and supervisors are expected to develop in other employees a sense of commitment to the spirit, as well as the letter, of this Code. The compliance environment within each supervisor’s assigned area of responsibility will be a factor in evaluating the quality of that individual’s performance. However, nothing in this Code alters the at-will employment policy of Strongbridge.

Action by members of your family, significant others or other persons who live in your household (referred to in this Code as “family members”) also may potentially result in ethical issues to the extent that they involve Strongbridge business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with this Code, you should consider not only your own conduct, but also that of your family members, significant others and other persons who live in your household.

You should not hesitate to ask questions about whether any conduct may violate this Code, voice concerns or seek to clarify any perceived gray areas. Section 19 below details the compliance resources available to you, including access to our VP, Corporate Compliance. In addition, you should be alert to possible violations of this Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 19.

Violations of this Code will not be tolerated. Any employee who violates this Code may be subject to disciplinary action, as described below.

### **1. Honest and Ethical Conduct**

It is the policy of Strongbridge to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of Strongbridge depends on the honesty, fairness, and integrity brought to the job by each person associated with us. Personal integrity is the foundation of corporate integrity.

### **2. Discrimination and Harassment**

Strongbridge is committed to providing equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial or ethnic characteristics and any form of sexual harassment.

Employees can refer to the Strongbridge Biopharma Employee Handbook Section 1 for additional information on this subject.

### **3. Legal Compliance**

Obeying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their groups and areas of responsibility. If you have a question in the area of legal compliance, it is important that you not hesitate to seek answers pursuant to the procedures set forth in Section 19.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules or regulations may subject an individual, as well as Strongbridge, to civil and/or criminal penalties. You should be aware that employee conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone’s best interest to know and comply with our legal obligations.

Our policy is to comply with laws applicable to our business, including, but not limited to, health care regulatory, employment and workplace, securities, environmental, and antitrust laws, and the United States Foreign Corrupt Practices Act. Some of these laws and our related policies are highlighted below in separate sections of this Code.

#### **4. Health Care Laws, Regulations, and Guidance**

Strongbridge operates in a heavily regulated industry and is subject to a variety of legal and ethical standards. The Company is committed to operating in compliance with these laws and standards, which include the laws and ethical standards summarized below.

##### ***Pharmaceutical Product Regulation***

Strongbridge complies with laws and regulations governing the manufacture, testing, review and approval, shipment, storage, and destruction of pharmaceutical products set forth by the Food and Drug Administration, the Drug Enforcement Administration, state and local authorities and, where appropriate, international laws. In conducting clinical trials of pharmaceutical products, Strongbridge complies with rules governing human subject protection, animal welfare, and public disclosure of applicable clinical trials. Strongbridge also is subject to the Prescription Drug Marketing Act and other laws and regulations that govern pharmaceutical advertising and promotional practices. The Company's commitment to develop and manufacture safe and effective products, and legally and ethically promote their benefits to patients and their providers, requires full compliance with laws and regulations governing research, development, manufacturing, and sale of its products.

##### ***Anti-Kickback Laws***

In the United States and in many other countries, the offering of anything of value as an inducement to purchase a pharmaceutical product may be a violation of law. Such laws prohibit offering or giving anything of value to healthcare professionals or other persons, with the intent to, directly or indirectly, implicitly or explicitly, influence or encourage the recipient to purchase, prescribe, refer, sell, or arrange for the purchase or sale of any Strongbridge product. Such conduct may be a violation of the U.S. federal health care programs' Anti-Kickback Law and can lead to severe penalties, including criminal and/or civil fines for the company and individual employees, imprisonment of individuals, and possible exclusion of Strongbridge products from reimbursement under Medicare and Medicaid. Many states also have Anti-Kickback Laws that apply to items and services reimbursed under Medicaid and other state programs, and several states have Anti-Kickback Laws that apply to all items and services, even those not reimbursed under a government program.

Strongbridge is committed to complying with these laws. Many elements of our interactions with physicians or other customers and the programs Strongbridge offers are reviewed to ensure compliance with these complex laws. If you are involved in the marketing or sale of Strongbridge products in the United States, you should become familiar with the Company rules and policies in this area. Sales of Strongbridge products and services, and purchases of products and services of suppliers, may only be made on the basis of quality, price, and service, and never on the basis of giving or receiving payments, gifts, entertainment, or favors. No payment shall be approved or made with the agreement or understanding that any part of such payment is to be used for any purpose other than that described by documents supporting the payment.

### ***False Claims***

Numerous federal and state laws prohibit anyone from knowingly and willfully making or causing to be made any false statement or representation for the purpose of obtaining benefits or payments by government programs, commercial insurers, and other health care plans. A document can be false if it omits material information. These laws typically require that the person has actual knowledge that the information is false or is provided in deliberate ignorance or reckless disregard as to the truth or falsity of the information and no proof of specific intent to defraud is required. These laws also prohibit anyone from conspiring with another person to submit false claims. Thus, companies can be liable even if the false claims actually are submitted by another person. Violations of these laws can lead to fines, imprisonment, or exclusion from health care programs.

### ***Other Applicable Laws***

An increasing list of jurisdictions also have enacted laws that prohibit pharmaceutical manufacturers from providing certain economic benefits to health care practitioners, require pharmaceutical manufacturers to report certain marketing expenditures or product pricing information to state regulatory bodies, and/or require pharmaceutical manufacturers to adopt compliance programs consistent with industry guidance. The Company is committed to conducting business in compliance with these state requirements.

### ***PhRMA Code***

In addition to the laws and regulations discussed above, a number of trade groups have issued standards governing pharmaceutical promotional and educational practices. The Pharmaceutical Research and Manufacturers of America (“PhRMA”) has issued the PhRMA Code on Interactions with Healthcare Professionals (the “PhRMA Code”). Strongbridge is not a member company of PhRMA but does comply with the PhRMA Code.

## 5. International Business Laws

In conducting our business, our employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside of the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all Strongbridge transactions being properly recorded
- U.S. Embargoes, which restrict or, in some cases, prohibit companies, their subsidiaries and their employees from doing business with certain other countries identified on a list or specific companies or individuals
- Export Controls, which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, denied persons or denied entities from the U.S. or the re-export of U.S. origin goods from the country of original destination to such designated countries, denied companies or denied entities
- Antiboycott Compliance, which prohibits U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott that is fostered or imposed by a foreign country against a country friendly to the U.S. or against any U.S. person

If you have a question as to whether an activity is restricted or prohibited, seek assistance pursuant to the procedures set forth in Section 19 before taking any action, including giving any verbal assurances that might be regulated by international laws.

## 6. Insider Trading

The Company's insider trading policy prohibits trading in Company securities while a person is in possession of "material nonpublic information." Information is material if there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security, or the information, if made public, likely would affect the market price of the Company's securities. Information is considered to be nonpublic unless it has been adequately disclosed to the public, which means that the information must be publicly disseminated and sufficient time must have passed for the securities markets to digest the information. Our insider trading policy also contains requirements to "pre-clear" trades in the Company's securities and provides for certain blackout periods during which trading in the Company's securities is generally prohibited. Employees are individually responsible for complying with our insider trading policy and ensuring the compliance of his or her family or household members, as appropriate.

All employees are expected to read, understand, and comply with Strongbridge's policy regarding Insider Trading.

## 7. Conflicts of Interest

All employees must act in the best interests of the Company and avoid business or financial interests and personal activities that may give rise to a conflict of interest. A “conflict of interest” occurs when an individual’s private interest interferes with, or gives the appearance of interfering with, the individual’s ability to act in the best interests of the Company.

We respect the rights of our employees to manage their personal affairs and investments and do not wish to unnecessarily impinge on their personal lives. At the same time, employees should avoid conflicts of interest that occur when their outside associations or personal, business, financial and other relationships interfere in any way with the performance of their duties or the best interests of the Company. Employees should avoid putting themselves in situations where their private, financial, or business interest may be in conflict with those of the Company or their responsibilities to Strongbridge or might otherwise affect an employee’s job performance or independent judgment. It is impractical to conceive of and set forth rules that cover all situations in which a conflict of interest may arise. The basic factor in all conflicts of interest situations is, however, the division of loyalty, or the perceived division of loyalty, between Strongbridge’s best interests and your interests. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided.

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 should make full disclosure of all facts and circumstances to the VP, Corporate Compliance and/or the Chief Legal Officer, as appropriate.

### *Examples of Potential Conflicts*

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve conflicts of interests:

- Employment by (including consulting for) or service on the board of directors of a competitor, collaborator, supplier, or other service provider to Strongbridge.
- Owning a significant financial interest in any entity that does business, seeks to do business or competes, in each case with Strongbridge.
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with Strongbridge.
- Taking personal advantage of corporate opportunities.
- Engaging in outside employment, consulting or other activity which would conflict with Strongbridge’s interests or which would reduce your efficiency in performing your duties.
- Conducting our business transactions with a family member or a business in which you or a family member has a significant financial interest when you have not disclosed such relationship or financial interest to Strongbridge.
- Exercising supervisory or other authority on behalf of the Company over a co-worker who is also a family member, unless such relationship has been disclosed and approved in advance.

## 8. Corporate Opportunities

You may not take personal advantage of corporate opportunities of Strongbridge that are presented to you or discovered by you as a result of your position with us or through your use of Company property or information, unless authorized in advance. A “corporate opportunity” is a business opportunity that Strongbridge might reasonably be interested in pursuing (i) which has a direct or close relationship to a business or line of business in which the Company is currently engaged or (ii) in which the Company has publicly announced it intends to engage (or the employee at issue is aware the Company intends to engage). Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed areas of research or development. Significant participation in an investment or outside business opportunity that is directly related to our areas of research or development must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with Strongbridge in any way.

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

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results, test results, or other material items is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to collaborators, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- No entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods
- Transactions be supported by appropriate documentation
- Terms of commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records
- Employees comply with our system of internal controls
- No cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund

Our accounting records are also relied upon to produce reports for our management and stockholders, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the Securities and Exchange Commission (SEC). Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent. They must be certain that our reports contain all the information about Strongbridge that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances. The quality and integrity of our accounting and disclosures is of paramount importance.

In addition:

- No employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, the FDA or other applicable laws, rules and regulations
- All employees must cooperate fully with our Accounting and Legal Departments, as well as our independent public accountants, in responding to their questions with candor and providing them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC or the FDA, are accurate and complete
- No employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or FDA or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in our reports accurate in all material respects

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge pursuant to the procedures set forth in Section 19.

## **10. Fair Dealing**

We pride ourselves in competing aggressively. We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through our superior performance and capabilities, not through unethical or illegal practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. These actions will hurt Strongbridge's reputation. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you should consult the VP, Corporate Compliance or the Chief Legal Officer.

You are expected to deal fairly with our collaborators, suppliers, employees and anyone else with whom you have contact in the course of performing your job.

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

## **11. Gifts and Entertainment**

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with collaborators or facilitate approvals from government officials. The receipt and provision, as a normal business courtesy, of meals, gifts, or entertainment, while a common and acceptable practice in some industries, is subject to additional regulations and restrictions in the health care industry, particularly with respect to interactions between pharmaceutical companies and health care professionals, both at the Federal and State level. In addition, many governmental agencies have policies which prohibit the receipt of even small gifts, even where the practice is widely considered “a way of doing business.” Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our collaborators, suppliers and the public at large should know that our employees’ judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with the VP, Corporate Compliance or the Chief Legal Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

## **12. Protection and Proper Use of Strongbridge Assets**

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as computer equipment, are expected to be used primarily for Strongbridge business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any trademark owned or associated with Strongbridge or any letterhead stationery for any personal purpose without prior approval.

All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of Strongbridge and subject to inspection, retention and review by Strongbridge with or without an employee’s or third party’s knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported.

## **13. Confidentiality**

One of our most important assets is our confidential information. As an employee of Strongbridge, you will learn of, or have access to, information about the Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Employees who have received or have access to confidential information should take care to protect the confidentiality of this information. Confidential information includes non-public information that might be of use to competitors or harmful to the Company if disclosed, such as our databases, other scientific information, business plans and financial information. This information may be protected by patent, trade secret laws or confidentiality agreements.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information.

You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management, or through a scientific publication or presentation) or

otherwise approved for disclosure (for example, to a potential collaborator under a confidentiality agreement approved by or on behalf of the Company's Legal Department). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about Strongbridge learned in the course of employment, until that information is disclosed to the public or otherwise authorized for disclosure, in each case through approved channels. This policy may require you to refrain from discussing confidential or proprietary information with outsiders and even with other Strongbridge employees, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, lab or other notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any "chat room," regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company, such as the lobby.

If you have any doubt as to whether information is confidential, please consult Strongbridge's Legal Department.

#### **14. Media/Public Discussions**

It is our policy to disclose material information concerning Strongbridge to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. All inquiries regarding the Company from the investment community, media or otherwise should be referred to the individuals we have explicitly authorized as our spokespersons. These spokespersons make up our communications team. We have designated our Chief Executive Officer and Chief Financial Officer as our official spokespersons for financial matters. We have designated our Chief Executive Officer and Chief Medical Officer as our official spokespersons for technical and other related information. Our Chief Executive Officer, Chief Financial Officer, and/or Chief Legal Officer, and if applicable, outside investor relations firms, may also handle investor and media inquiries.

Our personnel that are not authorized spokespersons should not respond to such inquiries from the investment community, media or others and should forward them to the Chief Executive Officer, Chief Financial Officer, the Legal Department, or an authorized spokesperson, unless specifically designated or authorized to respond otherwise. You can also refer interested persons to our website for additional information about Strongbridge, including our press releases and documents filed with the SEC. Note that you are not permitted to provide any information to the media about the Company off the record, for background, confidentially or secretly.

#### **15. Environmental Compliance**

Federal, state and local law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws.

## 16. Loans

Loans to, or guarantees of obligations of, executive officers and directors by Strongbridge are expressly prohibited by law and are not permitted.

## 17. Political Contributions

Strongbridge encourages individual participation in the political process. It is up to each employee to abide by all laws relating to political contributions. Employees cannot contribute any Strongbridge money, property, time or services to any political candidate or political party, unless making such a contribution is permitted by law and approved by the VP, Corporate Compliance. No direct or indirect pressure in any form is to be directed toward employees to make any political contribution or participate in support of a political party or the political candidacy of any individual.

## 18. Waivers

Any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of *Nasdaq*, a committee of the Board, and will be disclosed to shareholders as required by applicable laws, rules and regulations.

## 19. Compliance Standards and Procedures, Including Reporting Responsibilities for Suspected or Actual Violations

### *Compliance Resources*

To facilitate compliance with this Code, we will periodically conduct a program of Code awareness, training and review. We have established the position of Vice President, Corporate Compliance to oversee this program. The VP, Corporate Compliance is a person to whom you can address any questions or concerns. The VP, Corporate Compliance can be reached at 610-263-2260 or at [b.conner@strongbridgebio.com](mailto:b.conner@strongbridgebio.com). In addition to fielding questions or concerns with respect to potential violations of this Code, the VP, Corporate Compliance is responsible for the following:

- Investigating possible violations of this Code
- Overseeing the training of new employees in this Code and other company policies
- Conducting periodic training sessions to refresh employees' familiarity with this Code
- Distributing copies of this Code annually (via email or otherwise) to each employee with a reminder that each employee is responsible for reading, understanding and complying with this Code
- Updating this Code as needed and alerting employees to any updates, with appropriate approval of the Audit Committee of the Board of Directors, to reflect changes in the law, Strongbridge's operations and in recognized best practices, and to reflect the Company's experience
- Promoting an atmosphere of responsible and ethical conduct

### *Clarifying Questions and Concerns*

If you wish to ask questions about this Code, seek guidance on a specific situation, or encounter a situation or are considering a course of action and its appropriateness is unclear, you should discuss the matter promptly with the VP, Corporate Compliance. You are also encouraged to ask questions about topics addressed in this Code to your supervisor, other supervisors that you believe are knowledgeable about the subject of your question, any member of the Senior Leadership Team and/or our Chief Executive Officer. If you are not completely satisfied with the answer you receive, or if you suspect or believe that this Code or any other Strongbridge policy may have been violated, then you can report the possible violations in accordance with the procedures set herein.

### *Obligation to Report Possible Violations; Certain Procedures*

If you are aware of a suspected or actual violation of Code standards by anyone, including as a result of being contacted by another employee about his or her concern that there may have been a violation, you have a responsibility to promptly report it by (i) contacting Strongbridge's VP, Corporate Compliance, the Chief Legal Officer, the Chief Financial Officer, Chief Executive Officer, and/or (ii) calling the compliance hotline. You are expected to provide a specific description of the violation that you believe or suspect has occurred, including any information you have about persons involved and the time of the violation. Whether you choose to speak to any of the individuals listed above, you can do so without fear of retaliation. We will investigate and discipline any employee who retaliates against you for making a good faith report of any suspected or actual violation of this Code.

The VP, Corporate Compliance, the Chief Legal Officer, or other appropriate person will investigate appropriate reported possible Code violations promptly and with the highest degree of confidentiality that is reasonable under the specific circumstances. You should not conduct any preliminary investigation. Your cooperation in the investigation will be expected. It is our policy to employ a fair process by which to determine violations of this Code.

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

## *The Compliance Hotline*

An effective compliance program includes mechanisms for the communication of compliance concerns, issues, and questions. Our goal is that all employees, when seeking answers to questions or reporting potential instances of improper conduct, ethical violations or fraud and abuse, should know who to turn to for a meaningful response and should be able to do so without fear of retaliation. Strongbridge fosters transparent dialogue between management and employees, therefore we encourage you to report problems, issues and concerns to your managers.

Strongbridge has adopted policies regarding confidentiality and non-retaliation including a compliance hotline.

Strongbridge has partnered with Lighthouse Services, Inc. to manage a compliance hotline. The hotline can be used to anonymously report issues such as:

- Violations of Strongbridge's Code or other policies and procedures
- Fraudulent financial reporting
- Misconduct regarding sales and marketing policies
- Insider trading
- Data privacy breaches
- Disclosure of confidential information
- Environment, health and safety information
- Harassment or discrimination

Please note that regular business issues and matters not requiring anonymity should be directed to your supervisor or the Human Resources department.

Accessing the compliance hotline:

### **On the Web**

File a report online 24/7 at:

[www.lighthouse-services.com/strongbridgebio](http://www.lighthouse-services.com/strongbridgebio)

### **By Phone**

Call trained specialists 24/7 to ask questions or discuss concerns:

844-420-0044 (English Speaking)

800-216-1288 (Spanish Speaking)

### **By E-mail**

File a report online 24/7 at:

[reports@lighthouse-services.com](mailto:reports@lighthouse-services.com)

(must include company name with report)

### **By Fax**

File a report online 24/7 at:

215-689-3885

(must include company name with report)

Strongbridge values and respects speaking up. Be assured that you are protected from retaliation if you report, in good faith, a concern or issue.

### ***Contacting the Non-Management Directors or Audit Committee of the Board***

You may also use the compliance hotline to directly contact the non-management members of the Board of Directors, or bring complaints or questions about accounting, internal controls or auditing matters directly to the attention of the Audit Committee of the Board. Our third-party hotline manager will forward your message directly to such non-management directors and/or the Audit Committee.

### ***Non-Retaliation***

Strongbridge does not tolerate retaliation. Anyone who reports, in good faith, suspected breaches of applicable laws, regulations, codes, this Code, Strongbridge policies or procedures, or concerns of other misconduct will not be subjected to retaliation, including retaliation interfering with his or her employment. Strongbridge's prohibition on retaliation extends to all reports made in good faith, irrespective of whether a subsequent investigation reveals a breach or no breach of applicable law, regulation, code, policy, or procedure.

All reports of suspected violations are taken seriously and will be investigated promptly and appropriately by the Company. Reports will also be treated confidentially except as agreed with the employee and except as necessary and proper for appropriate resolution. Reports may be made anonymously. Strongbridge will regard the employee's actions as legitimate if the employee has acted in good faith and not for personal gain or motive such as retribution. Raising concerns for the purpose of furthering any private dispute or personal grievance is unacceptable.

Deterring anyone from raising concerns under this policy is prohibited, is a serious disciplinary offense, and may breach applicable law. Disciplinary action may include termination of employment or reporting a violation of law or regulatory requirements to the appropriate authorities for further action.

### **20. Annual Certification**

Annually, each Strongbridge employee must certify that he or she has received, read and understands this Code. New employees will receive a copy of this Code during orientation, and must read it and sign a statement that they understand the Code and have received a copy of it.

### **21. Penalty for Violation of Policy**

In addition to any penalties imposed by law, any employee who has violated the law or this Code will receive prompt and appropriate discipline, which may include termination of employment.

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