



Braeburn Inc.

Corporate Code of Conduct and Ethics

Effective Date: March 29, 2018

Introduction

Braeburn Inc. (“Braeburn” or “Company”) is committed to conducting our business with integrity and according to the highest ethical standards. Braeburn’s Corporate Code of Conduct and Ethics (“Code”) is the cornerstone of our corporate compliance program and embodies our commitment to conducting our business properly, ethically and in a reputable manner at all times.

The principles and guidelines set forth in the Code apply to every employee, including our officers and directors, and govern our conduct at all times. The key to compliance with the Code is *exercising good judgment*. If you are confronted with situations not covered by this Code, or have questions regarding the matters that are addressed in the Code, consult with your supervisor or the Compliance Officer.

All employees are required to report actual or suspected violations of the law, Code, or any Braeburn policy. Employees are also obligated to report any concerns brought to them by a third-party. Concerns may be reported anonymously through the following: <https://www.whistleblowerservices.com/braeburnrx> or by phone at 866-257-6068. Employees reporting in good faith will be protected from retaliation and the Company will investigate all reports of alleged violations. If it is determined that an employee has violated the law, Code or any other Braeburn policy, disciplinary action up to and including termination, may be taken.

I. GENERAL REQUIREMENTS

This Code states our commitment, as a company and as individuals, to conduct our business in accordance with all applicable legal and ethical standards. When conducting business on behalf of Braeburn always:

- Be honest, fair, and accountable in all business dealings and obligations;
- Ensure the ethical handling of conflicts of interest between personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in public communications made by Braeburn;
- Comply with applicable governmental laws, rules and regulations; and
- Be accountable for adherence to the Code and promptly report all suspected or actual violations of the Code.

II. CONFLICTS OF INTEREST

Avoid situations that may involve, or even appear to involve, a conflict between your personal interests, or those of your immediate family members, and the interests of Braeburn. In dealings with all internal and external parties including, without limitation, current or potential partners, customers, suppliers, contractors, competitors and the medical community, you should exclusively act in the best interests of Braeburn to the exclusion of your personal advantage. Examples of situations that should be avoided include:

- Having an undisclosed financial interest in a competitor or any entity that does, or seeks to do, business with Braeburn;
- Serving as a director, officer, employee or consultant of an actual competitor;
- Having a significant undisclosed interest in a transaction when you know that Braeburn is actively engaged in pursuing the transaction;
- Diverting to yourself any business opportunity in which Braeburn has, or may have, an interest;
- Using company property or information in your possession for your own personal gain; or
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business, or seeks to do business with Braeburn.

Always consult with your supervisor, and where necessary the Compliance Officer, prior to engaging in a situation where your personal interest may conflict with those of Braeburn.

III. PROTECTION AND PROPER USE OF COMPANY ASSETS

Proper protection and use of all Company assets, and assets entrusted to Braeburn by others, is a fundamental responsibility of each employee of Braeburn. You must adhere to all Company policies, security programs and exercise good judgment so as to safeguard these assets against unauthorized use or removal, as well as against loss or damage.

A. Proper Use of Company Property

Braeburn provides computers, voice mail, electronic mail and internet access to certain employees for the purpose of achieving the Company's business objectives. Employees must not use these resources for any illegal, improper or personal purposes or in any manner that is contrary to Braeburn's policies. The Company has the right to access and retain any information created, sent or contained in any of the Company's computers, voice or e-mail systems.

The proper use of Company's assets includes the use of materials created by other entities and licensed to Braeburn. You should not make copies of, resell or transfer any copyrighted material such as software, articles, databases, etc. unless authorized to do so under the applicable license agreement. Braeburn's property remain Braeburn's property before, during and after an individual's employment terminates.

B. Confidential Information

The Company provides you with confidential information relating to Braeburn and its business with the understanding that the confidential information is private and will be held in confidence. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You may not disclose any confidential information to an unauthorized third party or use it for your own personal benefit.

C. Accurate Records and Reporting

Braeburn is required by law to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements. We have controls and procedures to ensure that all of the information required for preparing government reports is recorded, processed, summarized and reported accurately and timely. Because the integrity of our financial statement and external reports depends on the integrity of Braeburn's internal reports and record-keeping, you must adhere to the highest standards of care with respect to our internal records and reporting. If you believe our books and records are not in accord with these requirements, you should immediately report the matter to the Compliance Officer.

D. Document Retention

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In addition, any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once you have become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. Employees are expected to comply with applicable laws, regulations and Braeburn policy regarding document retention.

IV. FAIR DEALING PRACTICES

We pride ourselves in competing aggressively and strive to outperform our competition fairly and honestly. We seek to outperform our competition through superior performance and not through unethical or illegal business practices. Acquiring proprietary information from competitors 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. 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, be certain to immediately consult with the Compliance 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.

A. Gifts

The receipt and provision, as a normal business courtesy, of gifts or entertainment (including meals), while common and acceptable in some industries, is subject to regulations and restrictions in our industry. Gifts and entertainment are prohibited, and may not be offered, provided or accepted from a healthcare professional or government official without the prior written consent of the Compliance Officer. Gifts and entertainment also may not be offered, provided or accepted by any employee, directly or indirectly from any third party, unless consistent with Braeburn policies and is not (i) of more than nominal value (must be less than \$50) and (ii) affecting, or likely to be perceived by others to affect, the employee's judgment or actions in the performance of his or her duties (e.g. accepting a small fruit basket from a vendor during the holidays would be acceptable however, accepting the latest iPhone would not be acceptable). Offering, giving, soliciting or receiving any form of bribe, incentive or other form of compensation (monetary or otherwise) to or from anyone is strictly prohibited.

B. Competitive Practices

Although the free enterprise system is based upon competition, rules have been imposed stating what can and what cannot be done in a competitive environment. Certain practices can lead to liability for "unfair competition" and should be avoided, including disparagement of competitors, disrupting a competitor's business or making misrepresentations about the nature, price, quality or character of Braeburn's products.

C. Antitrust Concerns

Federal and state antitrust laws preserve the free enterprise system by ensuring that competition is the primary regulator of the economy. A primary focus of antitrust laws is on dealings between competitors and therefore Braeburn employees must not engage in conduct that may create an impression of conspiring with competitors. Employees should not create or participate in any understanding or agreement with any competitor regarding prices, pricing policies, fees, or terms or conditions of sale of any product. Employees must never discuss past, present, or future prices, pricing policies, bundling, discounts or allowances, royalties, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, allocation of customers or territories, or bidding on a job with a competitor. Keep in mind that, an "agreement" that violates the antitrust laws may be not only a written or oral agreement, but also a "gentlemen's agreement" or a tacit understanding.

D. Political Contributions

Company funds, products, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government.

V. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Braeburn seeks to comply with both the letter and the spirit of the laws and regulations of the cities, states and countries in which it operates. Employees must comply with all applicable laws, rules and regulations. Violation of laws or regulations could result in individual indictment, prosecution and penalties and the Company could be subject to the same. If you violate any laws, whether or not described in this Code, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with the Company.

A. Employment Laws

Braeburn complies with all employment laws including Equal Opportunity Laws, Anti-Harassment and Anti-Discrimination laws as described in the employee handbook. Braeburn makes employment-related decisions without regard to a person's race, color, religion, creed, national origin or ancestry, ethnicity, sex, gender (including gender identity, expression, nonconformity and status as a transgender or transsexual individual), age, physical or mental disability, pregnancy, citizenship, past, current or prospective service in the uniformed services, genetic information, sexual orientation, affectational orientation, marital status, civil union status and domestic partnership status, atypical hereditary cellular or blood trait, or any other category or characteristic protected by law. "Employment decisions" generally mean decisions relating to hiring, recruiting, training, promotions and compensation, but the term may encompass other employment actions as well. Braeburn encourages you to bring any problem, complaint or concern regarding any alleged employment discrimination to the attention of your manager or Human Resources.

B. Health, Safety & Environment Laws

Health, safety, and environmental responsibilities are fundamental to Braeburn's values. Employees are responsible for ensuring that Braeburn complies with all provisions of the health, safety, and environmental laws of the United States, any states and of other countries where Braeburn does business. The penalties that can be imposed against Braeburn and its employees for failure to comply with health, safety, and environmental laws can be substantial, and include imprisonment and fines.

If you see, perceive or are concerned about actual or potential unsafe work conditions or circumstances, please report this immediately to the Compliance Officer.

C. Health Care Regulations

The commercialization of Braeburn products is heavily regulated under federal and state laws. Braeburn is committed to full compliance with federal and state laws, including laws prohibiting fraud and abuse such as the Federal Anti-Kickback Statute, the Stark Law, applicable state anti-kickback laws, false claims laws and financial transparency laws. A violation of these laws and statutes can result in severe consequences including criminal conviction.

As the application of federal and state anti-kickback and false claims laws is very complicated and nuanced, it is imperative that an employee with questions about the application of these laws contact the Compliance Officer for guidance in advance of taking any action.

D. GXP Regulations and standards

The manufacture of our products is regulated by Good Manufacturing Practices (GMP) and our research and development activities are guided by Good Clinical Practices (GCP) and Good Laboratory Practices (GLP). Braeburn strives to achieve a state of sustainable and substantial compliance in the development and supply of products by meeting or exceeding applicable regulations, regulatory guidance and expectations of regulatory health authorities.

E. Foreign Corrupt Practices Act

Under the Foreign Corrupt Practices Act (“FCPA”), employees of the company are prohibited from making certain gifts to foreign officials. “Foreign officials” include not only persons acting in an official capacity on behalf of a foreign government, agency, department or instrumentality, but also representatives of international organizations, foreign political parties and candidates for foreign public office as well as companies or organizations that are partially or wholly owned by governments or governmental organizations. The gift is “corrupt” under the FCPA if it is made for the purpose of:

- influencing any act or decision of a foreign official in his official capacity;
- inducing a foreign official to do or omit to do any act in violation of his lawful duty;
- inducing a foreign official to secure any “improper advantage”; or
- inducing a foreign official to use his position to affect any decision of the government.

A gift is still “corrupt” even when paid through an intermediary. Any employee who has questions as to whether a particular gift might be “corrupt” under the FCPA, please contact the Compliance Officer.

VI. REPORTING VIOLATIONS UNDER THE CODE: NON-RETALIATION POLICY

A. Obligation to Make Reports and Procedures

If you have any information or knowledge regarding the existence of any violation or suspected violation of the Code, you have a duty to report in good faith the violation or suspected violation to your manager or to the Compliance Officer. Failure to make a good faith report of suspected or actual violations is itself a violation of the Code. Reports may be made on confidential and anonymous basis. To the extent any investigation is necessitated by a report, Braeburn will endeavor to keep the proceedings and your identity confidential to the fullest extent permitted by applicable law and the surrounding circumstances.

B. Anti-Retaliation

If you report in good faith a suspected violation under the Code by Braeburn (or its agents acting on behalf of Braeburn) or raise issues or concerns regarding Braeburn's business or operations to the Compliance Officer, you may not be fired, demoted, reprimanded or otherwise harmed based on your reporting of the suspected violation, issues or concerns. In addition, if you report in good faith a suspected violation under the Code which you reasonably believe constitutes a violation of a federal statute by Braeburn, or its agents acting on behalf of Braeburn, to a federal regulatory or law enforcement agency, you may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment based on the reporting of the suspected violation, regardless of whether the suspected violation involves you, your supervisor or senior management of Braeburn. This anti-retaliation pledge will protect you for your good faith reporting of the suspected or actual violation but does not extend protection or provide a defense in the event of your own poor performance or violation or breach of the Code or the policies set forth in the company's policies or employee agreements.

IV. QUESTIONS UNDER THE CODE

You are encouraged to consult with your supervisor or the Compliance Officer about any uncertainty or questions you may have under the Code. If any situation should arise where a course of action would likely result in a violation of the Code (but for which you think that a valid reason exists), contact the Compliance Officer prior to taking any action.