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1. Policy Scope

This Policy applies to all employees, temporary workers, consultants, officers and members of the Board of Directors of OticPharma, Ltd. (together "Personnel") along with its affiliates and subsidiaries (together "Company" or "OticPharma").

2. Purpose

The OticPharma Code of Business Conduct and Ethics provides a broad set of legal and ethical principles intended to guide all of us in our work. To be useful, review the Code of Business Conduct and Ethics frequently. You should know its contents and use the guidelines whenever you are unsure of what actions to take in a given situation. If you need more information or clarification, review the policies and procedures referenced in the Code. You should also discuss questions about the Code with your manager or the Chief Compliance Officer. Managers have a responsibility to support the Code of Business Conduct and Ethics by:

- Educating all current and new personnel under their supervision in the meaning and application of the Code of Business Conduct and Ethics;
- Emphasizing, by words and action, OticPharma's commitment to compliance and the prevention, detection and correction of inappropriate conduct; and
- Ensuring strict compliance with OticPharma's non-retaliation policy.

The Code of Business Conduct and Ethics reflects OticPharma's commitment to compliance and an ethical culture, and the Company has adopted the Code to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, regulatory agencies and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations of the countries in which the Company conducts business;
- Protection of Company assets, including confidential information;

- Fair dealing practices;
- Ethical and compliance conduct; and
- Accountability for adherence to the Code of Business Conduct and Ethics

3. Definitions

None.

4. Policy Details

A. Conflicts of Interest

We should avoid any actual or apparent conflict of interest. A conflict of interest exists whenever your judgment may be influenced because of a direct or indirect personal interest, benefit or gain, or whenever you misuse your position at the Company in a way that results in a direct or indirect personal benefit or gain. With respect to Personnel, any time a conflict appears, or you are concerned that a conflict might develop, you are required to discuss the matter with your manager and the Chief Compliance Officer. After you have disclosed a potential conflict, a determination will be made by your manager and the Chief Compliance Officer, depending on the nature or extent of the conflict, as to what course of conduct to follow, including whether to divest of the conflicting interest, returning the benefit or gain received, or realigning duties and responsibilities.

It is not possible to identify every particular activity that might give rise to a conflict of interest. Examples of conflicts of interest that should always be avoided include the following:

- a. any ownership interest in any supplier, customer or competitor (other than nominal amounts of stock – usually less than 1% – in publicly traded companies);
- b. any consulting or employment relationship with any customer, supplier or competitor;
- c. any outside business activity that is competitive with any of OticPharma’s businesses;
- d. the receipt of any gifts, gratuities or excessive entertainment from any person or entity with which OticPharma has business dealings other than commonly distributed items of nominal value that are given for advertising or promotional purposes and that conform to customary industry practices (any gifts that are not of nominal value should immediately be returned and reported to your immediate manager as described under *Gifts and Gratuities*, and all Personnel are urged to make our policy known to those with whom they deal so that these situations do not arise);
- e. any outside activity of any type that is so substantial as to call into question your ability to devote appropriate time and attention to your duties and responsibilities to the Company;

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- f. the service on any Board of Directors of any customer, supplier or competitor unless such board service has been disclosed to OticPharma and approved by the Company's Chief Executive Officer;
 - g. being in the position of directly supervising, reviewing or having any influence on the job evaluation, pay or benefits of any relative or individual with whom any Personnel has an intimate personal relationship;
 - h. using for personal gain or for the benefit of others, proprietary or confidential information obtained during your employment with the Company;
 - i. taking advantage of an opportunity that you learned of in the course of your employment with the Company; and
 - j. selling anything to OticPharma or buying anything from OticPharma (except pursuant to any normal program of disposal of surplus property that is offered to all Personnel in general).

Any situation that presents a conflict of interest for you would probably also present a conflict of interest if it is related to a member of your family or a close relative and, therefore, should be avoided. For example, ownership of stock in competitors or suppliers, or receipt of gifts or entertainment by members of your immediate family would create the same conflict of interest as if the stocks were owned or the entertainment received by you.

We believe that the avoidance of conflicts of interest is an important part of our commitment to operate with honesty and integrity. From time to time, we will solicit information from certain Personnel to ensure that no conflicts of interest exist.

B. Gifts and Gratuities

It is contrary to Company policy for Personnel or members of their immediate families to accept gifts, services, discounts or favors from those with whom the Company does business or considers doing business, except as follows:

- a. Personnel may accept gifts of nominal value ordinarily used for sales promotion or consistent with local social and business customs (for example, calendars, mugs, pens, etc.)
- b. Ordinary "business meals", or reasonable entertainment consistent with local social and business customs may also be permissible, as long as they comply with Company policies.

If you receive a gift that does not fall within these guidelines, it must be reported to your manager and returned. If return of the gift is not practical, it should be given to the Company for charitable disposition or such other disposition, as the Company deems appropriate.

C. Securities Laws and Insider Trading

It is against Company policy for any Personnel who has material non-public information about any publicly-owned company (including any of our suppliers, customers and any company in which we do business) to purchase or sell the securities of that company.

If you are uncertain about the legal or other rules involving your purchase or sale of any securities in companies familiar to you by virtue of your work for the Company, you should consult with the Chief Compliance Officer before making any such purchase or sale.

D. Protection of Confidential Information/ Intellectual Property

It is very important for all Personnel to safeguard the Company's proprietary and confidential information and to refuse improper access to such information and the confidential information of any other company, including our competitors, entrusted to us for whatever purpose.

In terms of our own confidential information, the following apply:

- a. Any Company proprietary and confidential information to which any of us has access should be discussed with others within the Company only on a need-to-know basis.
- b. If we wish to disclose OticPharma proprietary or confidential information to anyone outside of OticPharma, it should be done only after confidentiality agreements are fully executed by both parties in accordance with OticPharma's Board of Directors approved Chart of Signing Authority.
- c. Personnel wishing to publish results of Company research in scientific publications must first obtain written consent from the Publications Committee; and all such publication requests must be submitted at least 30-days before the submission deadline for publication.
- d. We should always be alert to avoid inadvertent disclosures that may arise in either social conversations or in normal discussions and correspondence with our suppliers and customers.

In terms of confidential and proprietary information of other companies, the following are our guidelines:

- a. We should not receive any such proprietary and confidential information, except pursuant to executed confidentiality agreements. Since we may incur substantial liability if we improperly use or disclose information that has been provided to us in confidence, we should receive such information only when there is a clear business reason for doing so and then only under the terms and conditions of an agreement that protects both parties' interests.
- b. While we should always be alert to our competitive surroundings and obtain as much information as possible about the marketplaces in which we operate, we must do so

only in accordance with sound and ethical business practices. We must never be a party to any situation in which such proprietary or confidential information has been improperly obtained from any other company, such as by former Personnel. If you are approached with any offer of confidential information that you have reason to believe is subject to an obligation of confidentiality or may have been obtained improperly, you must immediately disclose this matter to your manager and the Company's Chief Compliance Officer.

- c. All new Personnel joining the Company from other organizations must realize that our policy is to fully respect the trade secrets and confidential information of their previous employers, and that no such information should be disclosed to us or used by such Personnel in working for the Company.

Confidential or proprietary information of the Company, and of other companies, includes any information, whether or not in tangible form, that is not generally disclosed to the public and that is useful or helpful to the Company and/ or which would be useful or helpful to competitors of the Company. Confidential and proprietary information must not be disclosed without permission, and should never be used for personal benefit or for the personal benefit of others. Common examples include, but are not limited to, such things as financial data, sales figures for individual products or groups of products, plans for new products or advertising programs, areas where the Company intends to expand or improve its products, lists of suppliers, lists of customers, wage and salary data, capital investment plans, projected earnings, changes in management or policies of the Company, unpublished clinical trial results, testing data, product specifications or price lists. If any of such information regarding a competitor is inadvertently obtained, it must be reported to your manager and not used in the business of the Company.

E. Accurate Books and Records and Disclosure Controls

The Company requires honest and accurate recording and reporting of all Company information, both financial and non-financial. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.

- a. The laws and regulations of the countries in which OticPharma operates requires us to maintain books and records that accurately reflect the true nature of the transactions entered into or conducted by or on behalf of the Company. In all of our operations, it is against Company policy, and possibly illegal, for any Personnel to cause our books and records to be inaccurate in any way.
- b. Senior financial officers and anyone involved in preparing the Company's financial statements and disclosure documents must also ensure that these documents fully, fairly, accurately and timely present the required information in an understandable

manner. To ensure that material developments affecting the Company's business and prospects are reflected in the Company's statements, filings, and other public disclosures, it is important that any material developments affecting the Company be reported to your manager promptly. This reporting chain is necessary to allow the Company's senior officers to make a determination of whether the development needs to be reported.

- c. Transactions must be executed in accordance with management's authorization and in a manner that permits preparation of the Company's financial statements in conformity with generally accepted accounting principles ("GAAP") and other applicable criteria.

F. Transacting International Business

The Company should observe the highest ethical standards in all of its business transactions, including those involving foreign countries. We should do nothing in connection with any international transaction and take no action in any country that would be illegal or improper in that country, the United States or Israel. All Personnel are expected to observe all applicable laws to which they or the Company may be subject. This includes foreign tax laws, customs duties and regulations, drug testing, licensing, manufacturing and marketing laws, rules and regulations and currency restrictions. No actions should be taken that are intended to improperly circumvent the application of any laws to which the Company or Personnel may be subject. Some of the concerns raised by international business are as follows:

- a. *U.S. Foreign Corrupt Practices Act and OECD Anti-Bribery Convention*

The U.S. Foreign Corrupt Practices Act and Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions prohibits a company, or any Personnel or agent of that company from, among other things, making an offer, payment, promise to pay or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to any foreign official, any foreign political party or official thereof or any candidate for foreign political office, or any other person, such as a foreign agent, knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any foreign official, any foreign political party or official thereof, or any candidate for foreign political office, for the purpose of (i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage, or inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person.

Before any Personnel or agent of OticPharma makes any offer, payment, promise, or gift to any foreign official, foreign political party or official thereof or candidate for foreign political office, or authorizes any of such acts on behalf of OticPharma, such Personnel must consult with the Chief Compliance Officer and Chief Executive Officer to obtain prior written approval.

b. Anti-boycott Laws

U.S. anti-boycott laws prohibit or severely restrict the Company from participating in boycotts against countries friendly to the United States, and require the Company to report both legal and illegal boycott requests to the U.S. government. Israeli law allows individuals and organizations who publicize a call for an economic, cultural or academic boycott against a person or entity because of its affiliation to the State of Israel to be held civilly liable for damages by such a boycott. Any Personnel involved in selling our products internationally must become familiar with the anti-boycott laws and observe all of their requirements.

c. Export Controls

In general, any goods that we sell to a customer in a foreign country must be covered by an export license. There are certain statutory licenses that allow exporting of certain products — generally nonmilitary or non-high-technology goods — to U.S. or Israeli allies without any further license. Export control regulations are, however, quite complex, and any Personnel involved in any export transaction must observe at least the following two rules:

- i. Personnel should satisfy themselves that there is some regulation or specific export license that covers the export they want to make. This includes exports of technology, as well as exports of goods or services.
- ii. Any information that any Personnel furnishes either to our Personnel, to the government or to companies that we may have hired to facilitate our export transactions must be truthful and accurate. This includes both information as to the technology in question and information as to the economic value of the exports.

Personnel involved in our export business also have an obligation to be reasonably alert to situations in which inaccurate information may have been furnished, either to us or to any of our agents, involving the ultimate destination or use of the goods. This is particularly important for goods of the type that are not permitted to be shipped to certain countries. If any Company Personnel believes that there is any doubt as to the truth or accuracy of the information being furnished to us regarding the ultimate destination or use of products we export, such Personnel should contact his/her manager or the Chief Compliance Officer.

The U.S. and Israeli definitions of export are quite broad and can include conversations of a technical nature with a citizen of another country even though that conversation takes place entirely within the United States or Israel. Another example of a possible export would include tours of our facilities where foreign visitors could obtain technical information. If there is any doubt as to whether any situation involves an “export” within the meaning of our export control laws, the Chief Compliance Officer should be consulted.

d. *Imports*

All goods imported into a country must be done so in accordance with the local regulations of the importing country. All information furnished to any customs official or to any agent that the Company hires to facilitate our imports must be truthful and accurate.

G. Antitrust and Fair Competition

We will compete vigorously and comply with all applicable antitrust and fair competition laws. These laws generally prohibit agreements that tend to restrict competition (such as agreements between competitors as to their pricing, bidding, production, supply and customer practices), as well as a variety of forms of unfair conduct that may tend to create a monopoly. Because antitrust and fair competition laws are far-reaching and often complicated, you should consult with the Company’s Chief Compliance Officer if you have any questions regarding fair competition or the antitrust laws.

H. Fair Employment Practices

It is the Company's policy to make employment decisions without regard to race, religion, creed, color, gender, sexual orientation, age, national origin, marital status, physical or mental disability, medical condition, veteran status or other legally protected categories. Employment decisions include, but are not necessarily limited to, hiring, termination, job assignment, prior experience, education, acquired skills, promotion, transfer, wage review and access to Company paid fringe benefits. Additionally, it is expressly against Company policy for Personnel to influence or participate in employment decisions or the supervision of a relative or individual with whom the Personnel has an intimate personal relationship.

I. Policy Against Harassment and Discrimination

The Company is committed to creating a respectful, courteous work environment free of unlawful discrimination and Harassment of any kind, and we are committed to taking all reasonable steps to prevent it and address it. The Company will not tolerate Harassment relating to any characteristic protected under applicable law by any Personnel, vendor, or visitor. In addition to any disciplinary action taken, up to and including termination of employment, offenders may also be personally liable, in the event of litigation, for damages and

attorney's fees and other costs of litigation. The term "Harassment," as used in this Policy, refers to behavior that is related to any characteristic protected under applicable law and that is personally offensive, intimidating, or hostile, or interferes with work performance, regardless of whether it rises to the level of violating the law. In other words, this Policy is stricter than the law, in that this Policy defines harassment more broadly than does the law.

J. Drug-Free Workplace

Personnel who work while impaired by drugs or alcohol present a safety hazard to themselves and coworkers. As a responsible individual, you should report to work fit to perform the duties of your job. Any Personnel who engages in the following conduct may be subject to discipline, up to and including termination:

- a. *Use, possession, sale, or solicitation of illegal drugs while on duty, on company premises, or while otherwise performing their work duties away from the Company's primary place of business;*
- b. *Unauthorized use or possession of alcohol while on duty, on company premises or while otherwise performing their work duties away from the Company's primary place of business; or*
- c. *Reporting to work impaired by alcohol or illegal drugs.*
- d. *Misusing; abusing; or improperly obtaining, dispensing or sharing prescription medications and/or over-the-counter medications.*

The Company may conduct drug/alcohol screening under the following conditions:

- a. *Job applicants must submit to a drug test. Refusal to submit to a drug test or a positive confirmed drug test may be used as a basis for refusal to hire the applicant.*
- b. *Personnel may be required to submit to drug/alcohol screening whenever the Company has a reasonable suspicion that they have violated any of the rules set forth in this policy. Reasonable suspicion may arise from, among other factors, supervisory observation, reports or complaints from other Personnel, performance decline, attendance or behavioral changes, results of drug searches or other detection methods, or involvement in a work related injury or accident.*
- c. *Personnel in safety sensitive positions may be tested on a random or periodic basis. In addition, various job classifications are categorically subject to random or periodic drug testing to the extent permitted by applicable laws.*

In order to maintain a safe and productive workplace and to the extent permitted by applicable laws, the Company may investigate potential violations and require Personnel to undergo drug/alcohol screening, including urinalysis, blood tests or other appropriate tests and, where appropriate, searches of all areas of the Company's physical premises, including, but not limited to work areas, personal articles, employees' clothes, desks, work stations, lockers, and personal

vehicles. Personnel will be subject to Disciplinary Action for refusing to cooperate with searches or investigations, to submit to screening or for failing to execute consent forms when required by the Company.

Where a manager has reasonable suspicion that any Personnel has violated the Drug-Free Workplace section of this policy, a manager in coordination with the Head of Human Resources may inspect vehicles, lockers, work areas, desks, purses, briefcases, and other locations or belongings without prior notice, in order to ensure a work environment free of prohibited substances. Personnel may be asked to be present and remove a personal lock. Locked areas or containers do not prevent the Company from searching that area, thus Personnel should have no expectation of privacy for personal belongings brought on Company premises. Where the Personnel is not present or refuses to provide access, the Company may do so for him or her, and compensate the individual for the personal lock if it damaged. The Company may use unannounced drug detection methods to conduct searches.

K. Disclosure of Debarment, Exclusion and other Restrictions

All Personnel are required to immediately self-disclose any information that might preclude their involvement in Company business operations. This includes any restrictions preventing involvement in any domestic or international governmental health care programs. OticPharma reserves the right at any time to screen Personnel and contractors for exclusion, debarment or any other ineligibility in any governmental health care programs or government contracts.

L. Unauthorized Use of Company Property or Services

No Personnel may use or remove from Company premises any Company property or services for any personal benefit or the personal benefit of anyone else. The Company realizes that sometimes the line between personal and company benefits is difficult to draw, and sometimes there are both personal and company benefits in certain activities. The only prudent course of conduct for our Personnel is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved in advance by his/her manager.

M. Access to Electronic Communications

The Company respects the individual privacy of its Personnel, but these privacy rights do not extend to any Personnel's work-related conduct or to the use of Company-provided equipment, systems, software, or facilities. Personnel do not have an expectation of privacy with respect to their use of company provided equipment or the use of personal equipment on or connected to OticPharma's infrastructure. The Company's mobile devices, voicemail and computer systems are the property of the Company and, thus, are expected to be used primarily for job-related communications. Although Personnel each has an individual password to access the Company's systems, the contents of electronic communications are accessible at all times by the Company for any business purpose. For more details, refer to *OP-0002 Use of Electronic Tools* policy.

N. OticPharma Compliance Policies

Our discussions regarding Company's investigational products should always be truthful, balanced and not misleading. If we make specific claims about our investigational products or the performance of our investigational products, we should have substantial basis to substantiate those claims. We should not disparage any of the products, services or personnel of any of our possible or future competitors. The Company has adopted and expects its Personnel to become familiar with and adhere to, the PhRMA Code on Interactions with Healthcare Professionals.

OticPharma considers compliance with all laws and regulations to be a fundamental operating principle of our company, and a guiding principle, as to how we conduct our business. Therefore, it is imperative that our Personnel comply with applicable healthcare laws and follow Company policies that govern the way we promote our products and interact with our customers. Personnel who interact with physicians, patients, advocacy providers, and governmental officials must be familiar with, and adhere to, the policies governing commercial, development, and healthcare practices, as appropriate, as well as other applicable policies and procedures that cover their conduct at work.

O. Purchasing and Sales

The Company will purchase all of its supplies and requirements on the basis of price, quality and service. All suppliers will be dealt with fairly, honestly and openly. Suppliers will be chosen without regard to the nationality of their shareholders or management, except insofar as specific legal requirements dictate that those factors be taken into consideration. This policy extends to services such as advertising, auditing, banking, legal, construction and maintenance, as well as to purchasing goods used by the Company.

If it is necessary to forecast future milestone dates or other expectations for Product(s), such forecasts should be backed up by objective evidence to the maximum extent possible and, to the extent they cannot be objectively verified, based upon the good faith judgment of those making the estimation.

P. Laws Governing Company Operations

The Company's products under development and the operations relating to those products are subject to detailed regulation under a wide variety of laws and regulations from the United States, Israel, and the European Union. A variety of domestic and international governmental agencies administer these laws and regulations. The purpose of these laws includes the protection of the public health, worker and patient safety, and ensuring no harm to our environment.

The Company's policy is to comply with all applicable laws, rules and regulations of all agencies that have jurisdiction over any part of the Company's operations or products. Thus, Personnel are expected to be familiar with the laws, rules and regulations applicable to his/her job.

Concerns regarding compliance with governmental requirements should be communicated promptly to your manager or the Chief Compliance Officer. Personnel have the duty to bring any such issues to the attention of his/her manager or the Chief Compliance Officer.

In the course of conducting business with government officials, Personnel are expected to be courteous, factual and honest, provide information properly requested and never misrepresent or mislead any government agency or its representatives. Personnel having questions about the appropriate manner in which to interact with a government representative should seek guidance from his/her manager, the Chief Compliance Officer, or the Chief Executive Officer.

Q. Political Activity

No Company funds or assets, including the work time of any Personnel, will be contributed, loaned or made available to any political party, office, committee, organization or to the campaign of any candidate for a political office or for any referendum or initiative without the prior written approval of the Chief Executive Officer.

The Company encourages its Personnel to become involved in civic affairs and to participate in political activities. Personnel must recognize, however, that their involvement and participation must be on their own time and at their own expense. Further, when any Personnel speaks on public issues, it must be made clear that comments or statements made are those of such Personnel and not the Company.

R. Government Investigations

It is the policy of the Company to cooperate fully with any government investigation. However, the Company should have the opportunity to be adequately represented in such investigations by legal representation of its own choice. Accordingly, if any Personnel obtains information that would lead him/her reasonably to believe that a government investigation or inquiry is underway, this information should be communicated immediately to his/her manager and to the Chief Compliance Officer. In addition, if any government inquiry arises through the issuance of a written subpoena or written request for information (such as a Civil Investigative Demand), such request should immediately, and before any action is taken or promised, be submitted to the Company's Chief Compliance Officer.

Appropriate handling of government investigations is very important for the Company, for management and for all Personnel. Virtually all of the U.S. and International laws regulating the conduct of the Company's business, including antitrust, securities and tax laws, contain civil and criminal penalties. Criminal penalties can apply to the Company and to those individuals within the Company who actually took the actions that violated the law or failed to take actions that

resulted in a violation of the law and, in appropriate circumstances, may also apply to the persons supervising the individuals that actually violated the law if that manager was in a position to prevent the violation from occurring, but nonetheless the violation happened anyway.

Personnel should never, under any circumstances:

- a. destroy any Company documents under circumstances where a request for those documents has been issued or reasonably can be anticipated to be issued from any government agency, a court, or in connection with any pending or threatened litigation;
- b. alter any Company documents or records except consistent with applicable law and Company policies (e.g., via interlineations and initialing/dating the change);
- c. lie or make any misleading statements to any government employee (this includes routine, as well as non-routine investigations); or
- d. attempt to cause any other Company Personnel, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information.

We also believe that our Personnel should be made aware of the opportunity for legal representation. In some government investigations, the Company's legal representation can represent the interests of both the Company and the Personnel. In some cases, there may be a conflict of interest between the Company and one or more Personnel, and individual Personnel may need their own legal counsel.

S. Environmental

We are committed to conducting our business operations in such a way as to avoid or minimize any possible adverse impact on the environment. Of course, the Company will also comply with all environmental laws and regulations. Specifically, this includes the responsibility of the Company and its Personnel to provide truthful and accurate information to government authorities in connection with any application for any environmental permit or any reports that may be called for under such permit.

T. Copyrights/ Computer Software

Our policy is to respect copyright laws and observe the terms and conditions of any license agreements to which the Company is a party. In most cases, this means that the software used by our Personnel is copyrighted. This includes not only the substantial software programs the Company may license, but also the smaller so-called shrink-wrap programs typically used for word processing, spreadsheets and data management.

The Company generally does not purchase these programs, but instead licenses them. Both the license agreement and general copyright laws prohibit duplication of these programs. This is

true even if the programs are not “copyright protected.” Personnel should not install software without prior approval from the IT department. In addition, Personnel should not use copyrighted material, including journal articles, images, logos, or other media, without securing proper copyright permissions in advance.

U. Media and Investor Relations

We value our relationships with the media and investment community and will endeavor to provide full and prompt disclosure of all material developments or events. However, Company Personnel should not disclose internal or nonpublic information, material or otherwise, about the Company to anyone outside the Company, except as required in the performance of regular duties for the Company and in a manner consistent with the Company’s policy covering corporate disclosure. Media and investor relations are primarily the responsibility of the Chief Executive Officer, and any inquiries from the public, investors or the media regarding our performance, timelines or matters that might substantially affect our Company’s public reputation must be directed to or coordinated in advance with the Chief Executive Officer or designee. In the event that the media inquiry relates to a pending or threatened legal matter, media & investor communications should be coordinated with the Company’s Chief Compliance Officer. Any Personnel asked for a statement from a member of the media should refer the inquiry to the Chief Executive Officer or designee. Company communications to the public, investors or media must be made only by those authorized to speak on the Company’s behalf.

V. Shareholder Relations

The Company values its relationships with all of its shareholders. Any communication from a shareholder requesting information relating to OticPharma should be forwarded to the Chief Executive Officer, Chief Financial Officer, or the Chief Development Officer.

W. Fraud

It is the policy of OticPharma to comply with the law and to maintain accurate records of Company business. All Personnel are responsible for recognizing and reporting fraud, falsification of records, or other irregularities. Managers should become familiar with the types of irregularities that might occur in their areas of responsibility and must establish standards and procedures designed to prevent and detect irregularities.

Fraud applies to any irregularity or suspected irregularity related to Company business and involving Personnel, vendors, or persons providing service or materials to the Company.

Irregularities include, but are not limited to, the following:

- a. Forgery or alteration of any document
- b. Misappropriation, destruction, or disappearance of funds, inventory, supplies or other Company assets, whether tangible or intangible

- c. Impropriety in the handling or reporting of financial transactions
- d. False, fictitious, or misleading entries or reports
- e. False or misleading statements to those conducting investigation of irregularities

X. Shared Responsibilities

a. *Complying with Our Policies and Procedures*

The Code of Business Conduct and Ethics provides a framework for applying our values and integrity into action, and serves as a guide for ethical conduct. As OticPharma Personnel, we must take responsibility for our own actions. We should never engage in dishonest or illegal behavior, even if directed to do so by a manager or coworker, nor should we direct others to act in such a manner. If requested to act in such a manner, we must report it immediately to the Chief Compliance Officer or Chief Executive Officer.

b. *Reporting Compliance Concerns*

We all have an obligation to report any actual or suspected violation of the Code of Business Conduct and Ethics. Reporting suspected violations is not an act of disloyalty. Rather, it shows responsibility. The Company's ability to investigate and remediate misconduct successfully depends on prompt and confidential reporting. If you suspect misconduct, do not attempt to investigate or determine facts on your own. There are multiple communication channels at the Company to report potential misconduct or other compliance concerns:

- i. Contact your manager;
- ii. Send an email to the Chief Compliance Officer and Chief Executive Officer;
- iii. Contact the Chief Compliance Officer at 949.238.8090;
- iv. Contact the Chief Executive Officer at 949.238.8090; or
- v. Contact the Chairman of the Board.

All disclosures, interviews and reports shall also be kept confidential, to the extent permitted or required by law and Company policy.

c. *Investigations*

The Company takes all reports of potential misconduct seriously. OticPharma investigates all reports of alleged misconduct. You are required to cooperate with any investigation and provide accurate and truthful information.

d. *Disciplinary Action*

All Personnel are required to adhere to the Code of Business Conduct and Ethics, as well as all OticPharma policies. Persons who violate the Code of Business Conduct and Ethics or any OticPharma policy may be subject to disciplinary action, up to and including termination, and in appropriate cases, civil action or referral for criminal prosecution. Disciplinary action will depend on the nature of the violation and the circumstances involved. Disciplinary action may be taken for circumstances that include without limitation:

- i. Authorizing or participating in actions that violate the Code of Business Conduct and Ethics or any OticPharma policy;
- ii. Failing to report a violation of the Code of Business Conduct and Ethics;
- iii. Refusing to cooperate in the investigation of a potential violation;
- iv. Retaliating against an individual for reporting a potential violation;
- v. Making a false report of misconduct or violation of the Code of Business Conduct and Ethics.

e. Non-retaliation Policy

OticPharma understands that any Personnel's willingness to report a potential compliance violation is reduced if such Personnel believes he/she will be subject to retaliation or retribution. Any Personnel who reports, in good faith, an alleged violation will not be subject to retaliation or retribution. Any Personnel engaging in retaliatory activity will be subject to discipline, up to and including termination.

f. Notice-Of-Immunity and Retaliation to Employees, Consultants, and Independent Contractors.

Nothing in the Code of Business Conduct and Ethics is intended to interfere with or discourage a good faith disclosure to any U.S. governmental entity related to a suspected violation of the law.

Pursuant to the U.S. Defend Trade Secrets Act of 2016, an individual cannot and will not be held criminally or civilly liable under any U.S. federal or state trade secret law for disclosing otherwise protected trade secrets and/or confidential or proprietary information as long as the disclosure is made in (i) confidence to a U.S. federal, state, or local government official, directly or indirectly, or to an attorney and solely for the purpose of reporting or investigating a suspected violation of law; or (ii) a complaint or other document filed in a lawsuit or other proceeding, as long as such filing is made under seal.

The Company may not retaliate against the individual in any way for a disclosure made in accordance with the law.

In the event a disclosure is made, and the individual files a lawsuit against the Company alleging that the Company retaliated against the individual because of his or her disclosure, the individual may disclose the relevant trade secret or confidential information to his or her attorney and may use the same in the court proceeding only if (i) the individual ensures that any court filing that includes the trade secret or confidential information at issue is made under seal; and (ii) he or she does not otherwise disclose the trade secret or confidential information except as required by court order.

Y. Administrative Matters

a. *Interpretation*

The Chief Compliance Officer, together with the Chief Executive Officer, is responsible for interpreting and applying this Code of Business Conduct and Ethics to specific situations in which questions may arise. Any questions relating to how the Code of Business Conduct and Ethics should be interpreted or applied should be addressed to the Chief Compliance Officer.

b. *Violation of the Policies*

All Personnel have a moral, and, in some cases, a legal obligation to call to the Company's attention any situation in which this Code of Business Conduct and Ethics may not be observed. All such information will be received with the understanding that no discipline or other retaliatory action shall be taken against any Personnel informing the Company of any violations of the Code of Business Conduct and Ethics (except if the informant is self-reporting, in which case the act of self-reporting will be considered in mitigation of whatever the offense is that was the subject of the self-reporting). Possible situations in which our policies may not be observed should be reported directly by Personnel to their respective managers or the Chief Compliance Officer.

Any Personnel violating any of our policies may be subject to discipline up to and including termination. In other cases, the Company may have a legal obligation to call violations of these policies to the attention of appropriate enforcement authorities because, in some cases, these violations may constitute violations of law.

c. *Changes or Amendments*

In the event of any changes or amendments to this Code of Business Conduct and Ethics, such changes or amendments will be posted to the Company SharePoint site. Personnel will be advised of changes by e-mail message when an update is posted and it is your responsibility to become immediately familiar with the changes.

d. *Non-exclusivity*

No representation is expressed or implied that the policies stated herein are all the relevant policies nor that they are a comprehensive, full or complete explanation of the laws or standards of conduct that are applicable to the Company and its Personnel. All Company Personnel have a continuing obligation to familiarize themselves with applicable laws and Company policies and procedures.

e. *Disclaimer of Employment Contract*

Unless there is a specific and personal written employment agreement between the Company, signed by an authorized officer and an employee, the employee is free to leave the employment of the Company or the Company may terminate the employment of the employee at any time, for any reason. Nothing contained in this Code of Business Conduct and Ethics, or in any Company policies, is intended by the Company to be, nor shall it be construed as, an employment agreement.

Z. *Waivers*

Any request for a waiver of any provision of the Code of Business Conduct and Ethics that applies to any member of OticPharma's Board of Directors or OticPharma officer must be in writing and addressed to the Chairman of the Board. The Board will have the sole and absolute discretionary authority to approve any such waiver. Any such waiver of any provision of this Code will be disclosed in accordance with applicable law.

5. Related Policies

OP-0002 Use of Electronic Tools

6. Policy Approval

The below authorized individuals have approved this policy upon careful review and consideration. OticPharma and its management team reserves the right to amend this policy at any time. The version posted at <http://www.otcpharma.com/company/governance> is the governing policy.

Christine G. Ocampo

09-15-2016

Approved by:

Date

7. Exhibits / Appendices / Forms

None.

8. Supporting Information

None.

9. Document History

Revision 1.0: Initial Policy