 INTRINSIC THERAPEUTICS	Document Title: Intrinsic Therapeutics Code of Business Conduct		Page: 1 of 9
	Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020

1.0 PURPOSE


- 1.1 This Code of Business Conduct (“Code”) pertains to Intrinsic Therapeutics, Inc. (“Intrinsic” or “Company”) and is intended to address common business practices and interactions with Health Care Professionals. The most fundamental principle of this Code is that all business conducted by the people who represent the Company must meet high standards of business and personal ethics, as well as comply with all applicable laws, regulations, and Company policies. While this Code cannot provide definitive answers to all questions, it is intended to provide general guidance regarding common ethical and legal issues that are vital to maintaining Intrinsic’s business reputation. Accordingly, we must ultimately rely on our own good sense to comply with these fundamental principles, including a sense of when it is proper to seek guidance on the appropriate course of conduct.
- 1.2 This Code is intended to be consistent with the principles set forth in the Company’s Compliance Policy, the MedTech Code of Ethics (“MedTech Code”), the Advanced Medical Technology Association Code of Ethics on Interactions with Health Care Professionals (“AdvaMed Code”), Medical Device Manufacturers Association (“MDMA”) guidance, as well as all applicable U.S. federal and state laws.
- 1.3 Our relationships with Health Care Professionals (“HCPs”), including customers and consultants, are very important to us, and we are firmly committed to complying with all applicable laws and regulations governing our interactions with them. How to interact with HCP’s is described in our Compliance Policy.

2.0 SCOPE

- 2.1 This Code applies to all employees (full-time, part-time, and temporary), members of the Board of Directors, independent contractors, consultants, sales agents, distributors, distributor employees, sub-distributors and all others performing services on behalf of the Company; this Code refers to any person in one of these categories as a “**Company Representative**”. Nothing in this Code shall be construed to influence the independent professional judgment of a Health Care Professional in regard to patient care and treatment.
- 2.2 All Company Representatives shall adopt this Code of Business Conduct as defined under the regulations of the Securities and Exchange Commission.
- 2.3 Every Company Representative bears personal responsibility for complying with all applicable laws and regulations and all provisions of this Code and the Company’s related policies and procedures.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title: Intrinsic Therapeutics Code of Business Conduct		Page: 2 of 9
	Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020

3.0 REFERENCES

- 3.1 ITC001 - Compliance Committee Charter
- 3.2 ITC003 – Compliance Policy
- 3.3 ITC006 - HCP Engagement FMV Determination
- 3.4 ITC012 - HCP Travel and Expense Policy
- 3.5 Equal Employment Opportunity & Prohibition of Workplace Harassment Policy
- 3.6 SOP036 - Bloodborne Pathogens Exposure Control Plan.

4.0 DEFINITIONS


- 4.1 Company Representative: all employees (full-time, part-time, and temporary), members of the Board of Directors, independent contractors, consultants, sales agents, distributors, distributor employees, sub-distributors and all others performing services on behalf of the Company.
- 4.2 Health Care Professionals (“HCPs”): individuals and entities that are (1) involved in providing health care services and/or items to patients and (2) in a position to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Intrinsic’s products. The phrase Health Care Professional is to be interpreted broadly and includes both persons providing services (such as physicians, physician assistants, nurses, operating room staff, consultants) and persons who do not provide services directly (such as facility administrators and hospital or office staff), but who may be involved in the decision to purchase, lease, or recommend Intrinsic products. Health Care Professionals also include purchasing agents, physician’s practice managers and management within group purchasing organizations.

5.0 RESPONSIBILITIES

- 5.1 Any Company Representative who believes that a prohibited act under this Code has occurred, shall promptly report such belief to the Chief Executive Officer, Chief Compliance Officer and/or to the Human Resources department of Intrinsic Therapeutics, Inc. Those with supervisory responsibilities have the additional responsibility of monitoring, directing, and reinforcing such compliance by their subordinates, including but not limited to ensuring that those who report to them have received a copy of this Code and other compliance policies and have completed Compliance training. As an alternative, reports of violations or suspected violations can be made electronically online (anonymously) at www.intrinsic.ethicspoint.com or via phone call to the (anonymous and/or confidential) hotline at 1-844-977-0473.
- 5.2 The Compliance Committee shall review and investigate any such reported prohibited act, without the participation of any Company Representative who may be the subject of such report. If the Compliance Committee determines that any such act represents a violation under this Code, then appropriate remedial or disciplinary action will be taken. The Company will disclose any such violation and the remedial or disciplinary action taken, to the extent required by the Federal or other applicable laws. If the Board determines that any such act represents a

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title:		Page:
	Intrinsic Therapeutics Code of Business Conduct		3 of 9
Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020	Revision: B

violation under this Code, but does not believe that any remedial or disciplinary action is necessary or desirable (or if the Compliance Committee agrees to waive compliance with a provision of this Code on behalf of a Company Representative), then the Company shall promptly disclose the violation or waiver and the Committee's rationale for its decision. Furthermore, the Company shall also disclose if the Committee fails to investigate or take action within a reasonable period of time after learning of any such alleged prohibited act under this Code.

- 5.3 All Company Representatives are expected to provide full assistance and disclosure to the Committee, the Company and its internal and external auditors and investigators in connection with any review of compliance with this Code.
- 5.4 Any person who knowingly submits a false report will be in violation of this Code and will be subject to disciplinary action, up to and including termination of employment, where appropriate.

6.0 PROCEDURE

6.1 Conflicts of Interest

Every Company Representative has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company. To support this process sales agents, distributors and distributor employees with HCP contact will complete a "Family Relationship with HCP Disclosure" form. A conflict, or the appearance of a conflict of interest may arise in many ways. Each Company Representative must deal at arm's length with the Company and must disclose to the Chief Compliance Officer any conflict, or any appearance of a conflict of interest on his or her part. Any activity which appears to present such a conflict must be avoided or terminated unless after such disclosure to the Committee, it is determined that the activity can be appropriately managed, is not harmful to the Company, or otherwise improper. The end result of the process of disclosure, discussion, and consultation may well be approval of certain relationships or transactions, that despite appearances, are not harmful to the Company. This may be with or without a management plan in place to address the perceived or actual conflict. But all conflicts and appearances of conflicts of interest are prohibited even if they do not harm the Company, unless they have gone through this process.


6.2 Compliance with Laws and Regulations

Consistent with our business philosophy, it is the policy of Intrinsic Therapeutics to comply with the laws of each country in which we do business. Each Company Representative shall comply with all applicable laws and regulations, and all Managers shall use all reasonable efforts to oversee compliance by Company Representatives with all applicable laws and regulations.

6.3 Conduct of Business and Fair Dealing; Anti-Trust and Competition

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title:		Page:
	Intrinsic Therapeutics Code of Business Conduct		4 of 9
Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020	Revision: B

The Company’s business activities in the marketplace must be conducted in accordance with all applicable antitrust, competition and trade practice laws and regulations, collectively referred to as “antitrust laws.” Such laws are designed to ensure fair competition in the free market system and prohibit unfair trade practices such as monopolization, or attempts to monopolize, and joint activity in restraint of trade. No Company Representative shall compete with the Company by providing service to a competitor as an employee, officer or manager or in a similar capacity; profit, or assist others to profit, from confidential information or business opportunities that are available because of service to the Company; improperly influence or attempt to influence any business transaction between the Company and another entity in which a Company Representative has a direct or indirect financial interest or acts as an employee, officer or director or in a similar capacity; or take unfair advantage of any customer, supplier, competitor or other person through manipulation, concealment, misrepresentation of material facts or other unfair-dealing practice.

Due to the complexity of these laws, the Compliance Committee should be consulted:

- whenever contact with competitors is involved;
- if special treatment of particular customers is being considered; or
- if there is any doubt as to whether a certain discussion or activity might violate the antitrust laws.

6.4 Gifts

No Company Representative shall solicit or accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company. Social amenities customarily associated with legitimate business relationships are permissible. These include the usual forms of entertainment such as lunches or dinners as well as occasional gifts of modest value. While it is difficult to define "customary," "modest" or "usual" by stating a specific dollar amount, common sense should dictate what would be considered extravagant or excessive. If a disinterested third party would be likely to infer that it affected the judgment of a Company Representative, then it is too much. All business dealings must be on arm's-length terms and free of any favorable treatment resulting from the personal interest of our Company Representatives.


6.5 Economic Sanctions, Boycotts, and Export Controls

As a global company, Intrinsic complies with all economic sanctions, export control, anti-boycott, foreign currency exchange, and other trade control laws of any country in which Intrinsic does business. Company Representatives involved in the transfer of goods or services across national borders on behalf of Intrinsic must comply with applicable laws, regardless of the geographical location.

6.6 Use of Company Funds, Assets and Information

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title: Intrinsic Therapeutics Code of Business Conduct		Page: 5 of 9
	Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020

Each Company Representative shall protect the Company's funds, assets and information and shall not use the Company funds, assets or information to pursue personal opportunities or gain. No Company funds, assets or information shall be used for any unlawful purpose.

No false or artificial entries shall be made in the books and records of the Company for any reason, and no Company Representative shall engage in any arrangement that results in such prohibited act.

6.7 Training

Each Company Representative shall annually complete Compliance training on the Company's Code of Business Conduct, the MedTech and AdvaMed Codes, appropriate Compliance policies as well as applicable state and local laws. Any formal training records shall be stored in the Company Representative's training file. New Company Representatives will complete this training within 30 days of start date.

6.8 Review and Update of Compliance Materials


The Company's Chief Compliance Officer will annually review its Compliance Policies and adherence to the AdvaMed and MedTech Codes and ensure appropriate updates are being made in a timely manner.

6.9 Non-Retaliation

Retaliation against any individual who has in good faith reported any compliance concern or prohibited act under this Code of Business Conduct is prohibited. This prohibition also applies to anyone who has cooperated in the investigation of such concern. Retaliation is unlawful and is a serious violation of this Code. Any person who believes he/she or another individual is being retaliated against for reporting a compliance concern or prohibited act must report this information through any of the same channels set forth in the Reporting Section 5.0 of this policy. Reports of retaliation will be promptly and thoroughly investigated. Any person found to have retaliated against another individual for reporting a prohibited act will be subject to a separate disciplinary action by the Company, up to an including the termination of employment.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title:		Page:
	Intrinsic Therapeutics Code of Business Conduct		6 of 9
Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020	Revision: B

6.10 Unlawful Harassment

The Company is committed to maintaining a collegial work environment in which all individuals are treated with respect and dignity and which is free of sexual and other forms of harassment. In keeping with this commitment, the Company will not tolerate harassment of employees by anyone, including any supervisor, coworker, vendor, client or customer, whether in the workplace, at assignments outside the workplace, at company-sponsored social functions or elsewhere. You are required to comply with the Equal Employment Opportunity and Prohibition of Workplace Harassment Policy, a copy can be requested from the Human Resources department.

6.11 Environment, Safety, and Health

Intrinsic is committed to safeguarding the health and safety of its Company Representatives by eliminating hazards from the workplace at Intrinsic and complying with all applicable occupational safety and health laws at the Intrinsic workplace. All Company Representatives are responsible for reporting unsafe work conditions, threats and actions or situations - including those relating to vendors or customers - that have the potential for workplace violence. For additional guidance please refer to the Safety Officer of the company and the Bloodborne Pathogens Exposure Control Plan (SOP036).

The Company also recognizes its obligation as a corporate citizen to carry out its activities in ways to preserve and promote a clean, safe, and healthy environment. We continuously seek ways to ensure that our business activities meet or exceed applicable environmental standards. The consequences of failure to adhere to our environmental policies can be serious for the Company and the individuals involved, as well as the Company's workforce and the communities in which we operate and live. If you learn from any source that material manufactured, processed, or distributed by Intrinsic may present a risk of injury to health or degradation of the environment, you should report this to your supervisor immediately.


6.12 Patient Health Information

Protection of Confidential Patient and Prescriber Information is critical. While the Company is not subject to the Health Insurance Portability and Accountability Act ("HIPAA"), the Company is committed to safeguarding protected health information ("PHI") when encountered. This protected information includes all individually identifiable information relating to:

- An individual's past, present, or future physical or mental health or condition;
- The provision of health care to an individual; or
- Payment for providing healthcare to an individual.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title: Intrinsic Therapeutics Code of Business Conduct		Page: 7 of 9
	Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020

6.13 Confidential or Proprietary Information

Confidential or proprietary information may include information on any aspect of the business of Intrinsic, its customers or suppliers not generally known to the public, such as trade secrets, and any other confidential information. As Company Representatives of Intrinsic, individuals may have access to confidential or proprietary Company information, and its disclosure to competitors, to any other person or entity outside Intrinsic, or to others within the Company having no legitimate business need to know, is prohibited.

Intrinsic also prohibits the improper use of proprietary information obtained from former employers or other third parties. Care should be taken to avoid inadvertently disclosing confidential information, since even such inadvertent disclosure may harm Intrinsic's interests and under certain circumstances may subject you to civil and criminal claims and liabilities.

6.14 Intellectual Property

Intrinsic owns and uses a number of trademarks, patents, copyrights, and trade secrets that are vital to the Company's success. To protect the Company's rights, the use of all such intellectual property by Company Representatives must be in accordance with all applicable laws.

Third parties are not permitted to use our trademarks, or other intellectual property, without proper authorization. Intrinsic's Finance department can provide further information regarding the authorization of intellectual property use. In addition, Company Representatives shall not make unauthorized copies of any written materials (e.g., books, articles, magazines, drawings, and logos), photographs, videotapes, or advertising and promotional material.

6.15 Legal Proceedings, Government, and Media Inquiries


All governmental inquiries, requests for information, on-site visits, investigations, or notices and all civil or criminal summonses, complaints, subpoenas or other court papers related to the Company should be forwarded immediately to the Company's Chief Financial Officer (CFO) for appropriate handling. Individuals contacted by government authorities or lawyers outside the Company (whether formally or informally or orally or in writing), or served with any form of legal process, should immediately notify the CFO. The CFO will, if appropriate, engage outside legal counsel.

In no event should the recipient of any inquiry, notice or legal paper respond without first referring the matter to the CFO. In all cases, Company Representatives are expected to deal honestly and straightforwardly with governmental representatives.

It is possible that Company Representatives may receive inquiries from the media related to the Company. To ensure that accurate factual information is reported, all such inquiries from the media should be immediately referred to the Chief Executive Officer (CEO) for handling.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title:		Page:
	Intrinsic Therapeutics Code of Business Conduct		8 of 9
Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020	Revision: B

6.16 Product Regulatory and Quality Compliance

Quality has been, and continues to be, the hallmark of Intrinsic’s products. Intrinsic conducts business in compliance with all applicable laws and regulations governing the approval, manufacture, labeling, and distribution of the Company’s products. Accordingly, Company Representatives are required to conduct business in compliance with all applicable quality and safety standards, as well as adhere to established Company quality standards and control procedures. Any deviation from established quality standards and procedures, whether intentional or accidental, must be immediately reported to the Quality department.

6.17 Advertising and Promotion

All advertising claims about the Company’s products (including claims on packaging) must be truthful, balanced, and have a reasonable basis in fact. Fair and accurate advertising is essential to:

- preserving the integrity and reputation of the Company;
- complying with laws that prohibit deceptive advertising in the promotion and sale of the Company’s products; and
- maintaining consistency in all marketing initiatives regarding the product indications approved by various government agencies such as the U.S. Food and Drug Administration (“FDA”).

It is imperative that all advertising and product claims be reviewed by the appropriate risk management functional areas (e.g., Regulatory Affairs department, and Quality and Compliance when requested by Regulatory) to ensure compliance with Company policy prior to being disseminated.

For additional guidance on Product Regulatory and Quality Compliance, please contact the Regulatory Affairs department or the Compliance Committee.


No one may alter, change, mark or revise approved promotional materials without Company approval. Additionally, no one may distribute or use outdated or obsolete promotional materials.

6.18 Investigations

All reports of violations and suspected violations of laws, regulations, this Code, and related Company policies and procedures will be promptly investigated and treated confidentially to the extent practicable. Investigations often involve complex legal issues and, as such, will be coordinated by the Chief Compliance Officer, (external) Legal Counsel, and/or the Compliance Committee.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.

 INTRINSIC THERAPEUTICS	Document Title:		Page:
	Intrinsic Therapeutics Code of Business Conduct		9 of 9
Document Number: ITC002	Process Owner: Compliance Committee	Effective Date: 2/25/2020	Revision: B

Investigation assistance may be provided by other appropriate Company officials or external third parties. Company Representatives are expected to cooperate with investigators, but must not conduct their own investigations. As circumstances prompting investigations may involve complex legal issues, acting independently may adversely impact the Company or the integrity of the investigation.

In certain cases, an investigation may result in the need for corrective action and/or disciplinary measures. The Company will carry out such corrective measures in accordance with published Human Resources personal conduct guidance regarding progressive discipline.

6.19 Global Conduct Standards

Intrinsic’s business activities are conducted in a complex world of laws and regulations. As a company with a global presence, such laws and regulations vary from one geographic region to another, and it is the responsibility of our Company Representatives to ensure that their business activities comply with all laws and regulations relative to their respective locations. Company Representatives must also ensure that they are engaging in business activities that are in compliance with this Code and other applicable policies and procedures.

This Code is not intended to, and does not, provide an exhaustive discussion of the legal and ethical requirements Company Representatives must adhere to, but rather is intended to alert Company Representatives of many of the common issues which may confront them from time to time in conducting the Company’s business. If you have any doubt as to the lawfulness of any proposed activity, you should seek advice from the Chief Compliance Officer or a member of the Compliance Committee before such action is undertaken.

Notice – Confidential Information

This document is proprietary and its contents are the exclusive property of Intrinsic Therapeutics, Inc. This document may not be reproduced in any form whatsoever, without written permission from Intrinsic Therapeutics, Inc.