



# Kadmon Code of Conduct and Business Ethics

# A Message from Harlan W. Waksal, M.D.

## *Kadmon President and CEO*

Dear Colleagues:

Fundamental to Kadmon's mission is our commitment to the highest ethical and behavioral standards in all aspects of our mission: the discovery, development and commercialization of innovative products for unmet medical needs. We take pride in our culture of compliant behavior throughout the organization and appreciate your commitments to upholding these standards.

Our Code of Conduct and Business Ethics ("Code") formalizes our values in guidelines and rules of ethical and compliant conduct. All Colleagues are responsible for reviewing and adhering to our Code. If you have questions or concerns about our Code, please contact our Legal and Compliance department or me directly.

Thank you for your cooperation.

A handwritten signature in black ink, appearing to read 'Harlan Waksal', with a large, stylized flourish at the end.

Harlan W. Waksal, M.D.



# I. The Kadmon Commitment

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## The Kadmon Commitment

Kadmon Holdings, Inc., including all of its subsidiaries and organizational units (collectively, “Kadmon” or the “Company”), is a biopharmaceutical company dedicated to the discovery, development and commercialization of innovative products for serious unmet medical needs. To achieve our objectives, we must beholden ourselves to do the right thing-to conduct business ethically and act with integrity in all aspects of our work-not just for ourselves, but for the patients, healthcare providers, stakeholders and members of the community that rely on us.

At Kadmon, we strive to bring the highest ethical standards and level of integrity to our business activities by committing ourselves to:

- fostering a workplace that is safe and free from harassment and/or discrimination
- complying with all laws and regulations of our industry, including upholding ethical scientific and clinical standards for the research we conduct;
- following the laws and regulations regarding the promotion, marketing and sale of products, including ensuring that our messaging is truthful and not misleading;
- conducting business ethically and honestly by ensuring compliance with not only applicable laws and regulations, but also with our own internal policies, procedures and guidelines;
- protecting the confidential and proprietary information with which we are entrusted; and
- making a positive impact on our community.

***Collectively, this is the Kadmon Commitment.***

# I. The Kadmon Commitment

## Our Code

Our Code is designed to provide an overview of the standards that apply to our business and to help guide our [Colleagues](#) in making the right choices. Our Code sets the basic requirements for business conduct and serves as a foundation for our Company policies, procedures and guidelines. While our Code cannot address every circumstance that may arise, it should be used as a tool to help you navigate the challenges you face every day.

Before making critical decisions, ask yourself the following key questions:

- Is this action inconsistent with the intent and purpose of Kadmon's Corporate and Healthcare Compliance Program?
- Will I compromise myself by this action if it becomes known to my Colleagues, family or friends?
- Could this action appear inappropriate to others, even if it is ethical?
- Could this action harm my reputation or the reputation of Kadmon?

If you are unsure as to the answer to any of these questions, you must seek guidance from our Code, or contact the Office of the General Counsel or any member of Kadmon's [Internal Compliance Committee](#) before making your decision.

# I. The Kadmon Commitment

## Our Corporate and Healthcare Compliance Program

Our Corporate and Healthcare Compliance program reflects our unwavering commitment to conducting business honestly, ethically and in compliance with those laws and regulations which govern our industry. The Corporate and Healthcare Compliance Program is designed to promote ethical culture by integrating ethical conduct, integrity and compliance into innovative, quality solutions.

To this end, Kadmon has established an [Internal Compliance Committee](#) to oversee and develop the Corporate and Healthcare Compliance Program. This committee is comprised of representatives of each functional area of the Company. The [Internal Compliance Committee](#) will report in to the Nominating and Corporate Governance Committee.

Periodically, the Company will audit Kadmon's Corporate and Healthcare Compliance Program. It may also be necessary, on occasion, to initiate internal or external investigations of certain matters. All Colleagues are expected to cooperate fully with any designated Colleagues and outside professionals who are conducting an audit, inquiry, investigation or other review.

# I. The Kadmon Commitment

## Ethical Decision Making

Making ethical decisions is the cornerstone of the Kadmon Commitment and our Code. Kadmon expects the conduct of its Colleagues to be governed by the highest ethical standards, good judgment and consideration of others. Any act that may be considered to be contrary to the spirit and purpose of our values, or our Code, is subject to disciplinary action.

Colleagues are encouraged to seek advice when they are unsure of an appropriate course of action. Moreover, every Colleague has a duty to report (see slide #9, Speaking Up) potential or suspected violations of our Code and any other policies, procedures and guidelines that comprise the Corporate and Healthcare Compliance Program.

# I. The Kadmon Commitment

## Education and Training

From time to time, Kadmon may revise or supplement our Code and/or the Corporate and Healthcare Compliance Program to respond to changes in our industry and in governing laws and regulations, particularly those promulgated by the U.S. Department of Health and Human Services (“HHS”) and the state and federal laws and regulations governing Medicare and Medicaid. Every Colleague must review and understand each of the policies of the Code and Corporate Compliance Program. Moreover, each of us is responsible for complying with our Code and for internally reporting any possible violations or concerns.

Kadmon will provide periodic training both in-person and through the Kadmon electronic training system to ensure that everyone has the education needed to comply with our policies and procedures. Compliance training is mandatory for all Colleagues.

# I. The Kadmon Commitment

## Speaking Up

Open communications between Colleagues and the Company are critical to the success of an effective compliance program. Colleagues have an affirmative obligation to report potential violations as soon as they become aware of the issue(s).

Generally, you should first raise issues with your immediate supervisor. If the issue involves your supervisor, you are not comfortable raising the issue with her/him or if you do not believe your supervisor has dealt with the matter properly, you should raise the matter with Kadmon's Legal and Compliance department directly or by calling our anonymous toll free [Hotline](tel:1-855-225-8366) at 1-855-225-8366 or by reporting online at <https://kadmon.ethicspoint.com>. This will connect you directly with a service that allows you to leave information and remain completely anonymous if you so choose. This information will be accessible by an independent third party only, who will deliver the message to the Office of the General Counsel and/or a designee.

# I. The Kadmon Commitment

## Non-Retaliation

Kadmon prohibits [retaliation](#) for [good faith](#) reporting of any violation of a law, rule, regulation, Company policy or provision of our Code. In no event will the Company take, or threaten, any action against any Colleague as a reprisal or retaliation for making a complaint, disclosing or reporting information in good faith.

An individual that was involved in improper activity may be disciplined appropriately, even if he or she was the one who self-reported the matter to the Company. Under such circumstances, however, the Company may consider the conduct of the reporting individual in reporting the information as a mitigating factor in any disciplinary decision.

If you suspect that you have been subject to retaliation or if you are aware of retaliatory conduct by others, immediately contact the [Internal Compliance Committee](#), Human Resources, Legal and Compliance or the [Hotline](#). Anyone who engages in retaliatory behavior will face disciplinary action, up to and including termination of employment.

# I. The Kadmon Commitment

## Violations of the Code

Any act by a Colleague that may be considered to be a violation, or contrary to the spirit and purpose of the Code, or harmful to another Colleague, may be cause for disciplinary actions up to, and including termination of relationship with the company. Acts that are subject to immediate disciplinary action by the Company include, but are not limited to:

- violating federal or state laws or regulations, our Code or Company policy;
- directing or encouraging others to violate laws, regulations, our Code or Company policy;
- failing to report known or suspected violations of laws, regulations, our Code or Company policy;
- interfering with or being uncooperative during an audit or an internal or external investigation; or
- retaliating against others for reporting a concern or violation.

***Kadmon adopts a zero tolerance policy for misconduct involving fraud, deceit and/or dishonesty or behavior that jeopardizes patient safety.***

All allegations of misconduct will be evaluated and investigated, as necessary, in accordance with Company policy. All Colleagues are obligated to cooperate in any internal investigations. The Company will strive to maintain confidentiality to the extent reasonably possible, taking into consideration our business and legal obligations.

If misconduct is confirmed, appropriate disciplinary measures will be imposed. Disciplinary actions for violations of our Code, or any other policy, procedure or guideline, can include verbal or written reprimands, suspension or termination of employment. Colleagues should also be mindful that violations of laws, regulations or our Code could trigger external legal action against you, your Colleagues and the Company. Criminal or government enforcement action can include suspension or revocation of licenses, sanctions, monetary fines, criminal penalties and imprisonment.

When in doubt as to whether an action or inaction is in violation of our Code, you should consult with the Office of the General Counsel or any member of the [Internal Compliance Committee](#) for further guidance.



## II. Workplace

## II. Workplace

### Respect for Others

We are a team and our success depends on your contribution and ability to inspire trust and confidence in each other. Respect for the rights and dignity of others and a dedication to the mission of Kadmon are essential.

It is the Company's policy, among other things:

- to hire, pay and assign work on the basis of qualifications and performance;
- not to discriminate on the basis of race, religion, ethnicity, national origin, color, gender, age, citizenship, veteran's status, marital status, disability, sexual orientation, predisposing genetic characteristics or any other class protected by applicable law;
- to attract and retain a highly talented workforce;
- to develop professional skills through training and education;
- to encourage open discussions among all Colleagues and to provide opportunities for feedback at all levels in the organization;
- to prohibit any sexual, physical, verbal or any other kind of harassment or abuse by others;
- to make the safety and security of our Colleagues while at Company facilities a priority;
- to recognize and reward additional efforts that go beyond our expectations; and
- to respect all workers' rights to dignity and personal privacy by protecting [confidential information](#), including protected health information.

## II. Workplace

### Preventing Discrimination and Harassment

We are committed to maintaining a respectful workplace that is free of discrimination and all forms of harassment. Kadmon does not tolerate discrimination or harassment based on an individual's race, color, religion, sexual orientation, age, gender, national origin, citizenship or other characteristics protected by law. As such, all Colleagues must conduct themselves in a manner that promotes the efficient operation of Kadmon's business and that avoids misunderstandings, complaints of favoritism, potential problems in supervision, security or morale, and possible claims of sexual harassment or other harassment.

Sexual harassment is against the law. All employees have a legal right to a workplace free from sexual harassment, and Kadmon has a zero-tolerance policy for any form of sexual harassment. Kadmon is committed to providing a harassment-free work environment and provides harassment training to new employees and to all employees on an annual basis.

Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, are strictly prohibited. This includes:

- Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
- Sabotaging an individual's work;
- Bullying, yelling, name-calling.

Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor or Human Resources.

## II. Workplace

### Health and Workplace Safety

Kadmon strives to protect the health and safety of its Colleagues through compliance with applicable health, safety and environmental laws and regulations. All Colleagues are expected to comply with the Company's policies, programs, standards and procedures, and to report accidents, injuries and unsafe equipment, practices or conditions.

Colleagues should take an active role in ensuring their own safety by complying with all workplace safety rules and procedures, including those issued by local and federal authorities. Health and safety concerns and injuries should be reported immediately to your supervisor or Human Resources.

Violence in any form is not tolerated. Any incident of violent behavior must be immediately reported to your supervisor or Human Resources.

## II. Workplace

### Prohibited Substances

We prohibit the use of alcohol, illegal drugs and legal drugs that interfere with the ability to perform one's work duties. Colleagues may be required to submit to drug and/or alcohol testing while employed at Kadmon.



### III. Industry

## III. Industry

### Industry Laws & Regulations

The federal, state and local laws and regulations that relate to our industry are substantial. Some of the U.S. laws that apply to our operations include the Food, Drug, and Cosmetic Act (FDCA), the Patient Protection and Affordable Care Act (PPACA), the False Claims Act (FCA), the Anti-Kickback Statute (AKS), the Foreign Corrupt Practices Act (FCPA) and the Health Insurance Portability and Accountability Act (HIPAA). Additionally, we adhere to industry codes (including PhRMA) to ensure the integrity of relationships with [healthcare professionals](#), payers and advocacy groups.

It is imperative that Kadmon complies with all industry laws and regulations both to ensure the quality of our products and to protect the health and safety of our patients. Non-compliance with these laws and regulations can compromise patient safety and subject Kadmon to substantial civil and criminal penalties and individual liability. Your understanding and compliance with these requirements is essential in helping us ensure the safety of our patients, maintain our reputation and protect us from civil and criminal liability.

## III. Industry

### Scientific Research

Kadmon is committed to the development of new products and technologies from innovative, high-quality research, conducted with the highest ethical standards. All Colleagues must abide by established codes of research ethics and present only information that is complete, timely and accurate.

We understand that access to clinical trial data is important for the advancement of public health and science. Accordingly, we are committed to transparent and ethical disclosure of the results of Company-sponsored clinical research.

## III. Industry

### Product Quality Concerns and Adverse Event Reporting

Kadmon strives to ensure that all of its products are safe and effective. It is crucial that we closely monitor the safety of our products and immediately evaluate any concerns that arise. Any concerns about the safety of a Kadmon product – no matter how minor the concern may appear to be – must be reported.

Kadmon has implemented procedures which allow [product quality complaints](#) and [adverse event](#) information to be reported. This may include information regarding an adverse event experienced by a patient who is currently using, or who previously used, a Kadmon product or a complaint regarding the quality of one of our products. The procedures in place allow product quality complaints and adverse event reports to be documented and handled in accordance with applicable laws and regulations.

***Colleagues who become aware of an adverse event or product quality complaint must report it by calling 1-877-377-7862 within 24 hours of becoming aware of the potential adverse event or product quality complaint.***



## IV. Promotional Activities

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### Product Promotion

Kadmon has a responsibility to promote its products in a manner consistent with the product's approved labeling. Colleagues must provide accurate, complete, fair balanced and approved promotional information. The promotion of a product for uses that are outside of the approved indication(s) or to a population for which the prescription drug is not indicated may subject Kadmon to liability under various statutes and regulations with the potential for significant fines. Additionally, promotion of a product prior to approval by the FDA may lead to a delay in the product's approval by the FDA or other sanctions, leading to lost revenues and/or fines.

All promotional materials must be developed and reviewed in accordance with Company policy which includes review by Kadmon's Promotional Review Committee (PRC). These materials are reviewed for compliance with the drug's approved indications and intended use by Regulatory, Medical Affairs and Legal. Colleagues may only use PRC approved materials to promote Kadmon products.

## IV. Promotional Activities

### Interactions with Healthcare Providers

Building appropriate and ethical relationships with [healthcare professionals \(HCPs\)](#) and [healthcare institutions \(HCIs\)](#) are an integral part of Kadmon's business operations. As such, all Colleagues must conduct themselves in the most appropriate and compliant manner when interacting with a HCP or HCI. Kadmon understands that all relationships with HCPs and HCIs must be compliant with federal healthcare fraud and abuse laws, as well as applicable state laws. These laws prohibit giving or offering [anything of value](#) to influence prescribing or purchasing decisions. Furthermore, the laws and regulations prohibit the submission of false claims or statements to federal or state healthcare programs. To ensure compliance with state and federal regulation pertaining to interactions with HCPs and HCIs, Kadmon has drafted and implemented written policies and procedures that provide guidance to Colleagues regarding appropriate interactions with these groups.

## IV. Promotional Activities

### Requests for Off-Label Information

Generally, [healthcare professionals](#) may lawfully use or prescribe products for uses or treatment regimens that are not included in the product's approved labeling. Nonetheless, federal and state laws and regulations restrict the promotion of products for uses that are outside the approved indications.

If a healthcare professional asks about off-label uses of our products or related scientific or medical information, sales and marketing personnel must respond that they **cannot** provide any information relating to uses that are not in the product's package insert. Sales and marketing personnel must then direct him/her to the Company's Medical Affairs department via the Medical Information Request Form (MIRF) process.

***Proactively offering off-label information, soliciting off-label questions or promoting any Company product for off-label uses is prohibited.***

## IV. Promotional Activities

### Product Sampling

Kadmon disburses prescription drug samples to authorized [healthcare professionals](#) for the evaluation of the efficacy and tolerability of our products for their patients. The intended purpose of Kadmon's prescription drug sampling program is to initiate immediate treatment where deemed medically appropriate and necessary by the healthcare professional for the treatment of patients pursuant to the product's approved labeling. Prescription drug samples may only be provided to prescribers who treat an appropriate patient population based upon the FDA approved product labeling.

Kadmon's policies prohibit the provision of prescription drug samples to reward prescribing behavior. Prescription drug samples may not be sold, bartered or traded by any Colleague or third party involved in the request for, or provision of, prescription drug samples. Furthermore, prescription drug samples may not be billed, cause to be billed or charged to any state or federal healthcare program or third-party payer.



## V. Business Practices

## V. Business Practices

### Fair Competition and Antitrust Law

Kadmon is committed to ensuring fair competition in our industry. The purpose of antitrust and competition laws in the U.S. and most other countries is to promote fair competition by, among other things, providing a level playing field for competitors. No Colleague, under any circumstances or in any context, may enter into an understanding or agreement, whether express or implied, formal or informal, written or oral, with an actual or potential competitor, which would illegally limit or restrict either party's actions, including offers of either party to any third party. This prohibition includes any action relating to pricing, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

Kadmon must comply with all U.S. and other applicable antitrust laws. You must understand and comply with the antitrust laws as they may bear upon your activities and decisions. Anti-competitive behavior can result in criminal penalties, both for you and for the Company. Any Colleague found to have knowingly participated in violating the antitrust laws will be subject to disciplinary action, up to and including termination of employment. Accordingly, any question regarding compliance with antitrust laws or your responsibilities under our Code should be directed to your supervisor, the Legal and Compliance department or any member of the [Internal Compliance Committee](#).

More generally, Kadmon prohibits its Colleagues from taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealings.

## V. Business Practices

### Bribes, Kickbacks, Illegal Inducement, Gifts and Gratuities

Kadmon must comply with all applicable federal and state anti-kickback laws and regulations. These laws generally prohibit giving or receiving [anything of value](#) that is intended to induce or reward patient referrals or encourage the purchase, lease, order or recommendation of an item or service that may be reimbursed under a government health care program, such as Medicare or Medicaid. You may not offer, give or accept money, gifts, loans, rewards, favors or anything of value that constitutes, or reasonably could be perceived as constituting, a bribe or any other improper business inducement.

No direct or indirect bribes, kickbacks or other illegal payments or methods of inducement shall be made, directly or indirectly, to government employees, officials, physicians or customers by any Colleague. This includes, but is not limited to, political or commercial bribery, kickbacks and/or political contributions to government officials, candidates for office and public or private employees. Colleagues may participate in partisan political activities only in their individual capacities and at their own expense. Furthermore, Colleagues shall not seek or accept personal gain, directly or indirectly, from anyone soliciting business from, or doing business with, the Company or from any person or entity in competition with us. Examples of such personal gains are gifts, non-business-related trips, gratuities, favors, loans and guarantees of loans, excessive or inappropriate entertainment or rewards. Other than common business courtesies, Colleagues and independent contractors must not offer or provide anything to any person or organization for the purpose of influencing the person or organization in his/her/its business relationship with Kadmon. If you receive an offer of money or gifts that you believe is intended to influence a business decision, you must decline the offer and immediately report it to your supervisor and/or the [Internal Compliance Committee](#). Business courtesies such as meals, transportation and entertainment provided either to you or by you must be modest in amount and related to a legitimate business purpose (e.g., a business meeting or conference).

## V. Business Practices

### Bribes, Kickbacks, Illegal Inducement, Gifts and Gratuities (CONT.)

Kadmon's business may involve dealing with federal, state and local government officials who are governed by strict rules with respect to business courtesies and gifts. In order to ensure compliance with these rules, ***Kadmon prohibits the offering of any gifts or business courtesies to any government official or employee.*** If a government official or employee requests, or demands, any such benefit, you should report this immediately to the Office of the General Counsel.

Colleagues are expected to deal with the Company's advisors, suppliers or contractors that best serve the needs of Kadmon as to price, quality and service when making decisions concerning the use or purchase of materials, equipment, property or services. Colleagues who use the Company's advisors, suppliers or contractors are expected to pay [fair market value](#) for materials and services provided.

Kadmon may compensate consultants at fair market value for services that may include research, training and educational speaking. These services must represent legitimate activities that are beneficial to the Company and unrelated to the purchase or prescribing of our products. Such arrangements must be approved in advance and reduced to a written contract that is compliant with our Code and Company policy. Such Physician consultants should be selected based solely on his or her qualifications and expertise directly related to the identified need. The selection process should not be designed or used to reward past purchases or induce future purchases of the Company's products. Honoraria or reimbursement of travel and expenses to participants must be reasonable and in compliance with our Code and Company policy.

Pursuant to the U.S. Physicians Payment Sunshine Act and similar state and international laws, Kadmon is required to submit annual reports identifying all payments and any transfer of value to certain HCPs and HCIs. Accordingly, all payments and transfers of value to HCPs and HCIs, including, but not limited to, consulting fees, speaking fees, educational items such as textbooks and journal reprints, meals, travel and related expenses and clinical trial payments, must be documented appropriately.

## V. Business Practices

### Government Reimbursement and False Claims

Kadmon is subject to federal and state laws that prohibit the submission of a false claim or making of a false record or statement in order to gain reimbursement from, and/or avoid an obligation to, a government sponsored program such as Medicare or Medicaid. Kadmon adheres to all applicable laws, rules, regulations and program requirements when filing or otherwise presenting any bid, bill or claim for payment, any cost or expenditure report, any encounter data or other medical record reports, or any other information to federal or state health programs. It is Kadmon's policy that we will not provide information to healthcare professionals or service providers regarding federal reimbursement.

If you have any uncertainty about the proper application of government program rules or requirements to any document prepared for submission to the government, or any questions about the accuracy or completeness of a submission, you have a responsibility to raise the issue with your supervisor or contact the Legal and Compliance department or any member of the [Internal Compliance Committee](#).

## V. Business Practices

### Interacting with Government Agencies

Doing business in the public sector is very different from doing business in the commercial marketplace. The laws relating to contracting with federal, state and local governments are far-reaching and complex and place responsibilities on the Company that are often more stringent than those faced in the commercial sector. The failure to comply with an applicable law or contractual obligation can have serious consequences. For example, submitting any information to an agency that is even arguably false or misleading can result in criminal prosecution and civil penalties. It is therefore imperative that all Colleagues conduct the Company's business lawfully and ethically. All questions regarding our relationships with, or submissions to, federal or state agencies should be directed promptly to the Legal and Compliance department and all such communications should be facilitated through Kadmon's Office of the General Counsel.

## V. Business Practices

### Conflicts of Interest

A [conflict of interest](#) exists whenever an individual's private interests appear to, or in fact do, interfere or conflict in any way with the interests of the Company. We must handle such situations ethically and make decisions that are solely in the best interests of Kadmon. Any business, financial or other relationship with shareholders, suppliers, customers or competitors that might impair or appear to impair the exercise of our judgment solely for the benefit of the Company is prohibited.

Conflicts of interest can arise in a variety of circumstances. They may include situations where an individual receives funds, property or services from other parties in addition to the standard compensation received from Kadmon, or where an individual's personal interests conflict or are not consistent with those of the Company. You should also be mindful that federal, state and local governments also have specific restrictions, regulations and rules on conflicts of interest.

Transactions or other commercial relationships between Kadmon and any company or firm in which you or a family member has an ownership interest can give rise to an actual or perceived conflict of interest. Gifts to family members by a supplier of the Company are considered gifts to you and must be reported. Accordingly, you must promptly report any existing or anticipated transactions or other relationships or gifts or gratuities, or offers thereof, to the Legal and Compliance department or any member of the [Internal Compliance Committee](#).

If you have any questions as to whether an actual or perceived conflict of interest may exist, please consult with the Legal and Compliance department or any member of the [Internal Compliance Committee](#).

## V. Business Practices

### Relationships with Third Parties

It is Kadmon's policy that agents, representatives or consultants must never be retained for the purpose of circumventing our ethical and business standards. In addition, the Office of the General Counsel must review and approve all consulting agreements prior to consultants providing services to Kadmon.

## V. Business Practices

### Outside Employment

Colleagues may not participate in outside employment, self-employment or serve as officers, managers, partners or consultants for outside organizations, if such activity:

- reduces work efficiency;
- interferes with the ability to act conscientiously in the Company's best interest;
- poses a [conflict of interest](#);
- requires the use of Kadmon's proprietary or confidential procedures, plans or techniques; or
- competes with the Company in any way.

You must disclose to your manager and Kadmon Human Resources all outside employment or professional engagements, including the company name and the amount and nature of work you plan to do for the company, before you start employment with them. Additionally, you must inform the Office of the General Counsel of any potential employment or professional engagements that you desire or intend to endeavor while simultaneously employed at Kadmon regardless of your own determination as to whether the factors above are triggered or not.

## V. Business Practices

### Protection of Privacy and Health Information

As part of our business, the Company may receive, collect, maintain and/or use significant amounts of personal data from individuals related to financial, medical and benefits information. We have an obligation to protect, respect and maintain personal information in accordance with our Company standards and the law.

Colleagues who have contact with personal information, including [Personally Identifiable Information \(PII\)](#) and [Protected Health Information \(PHI\)](#), must take efforts to safeguard that information from unauthorized disclosure. The information you learn about others as part of your job responsibilities should be considered [confidential information](#) and may only be disclosed for legitimate business purposes in accordance with Company policy and the law.

## V. Business Practices

### Government Audits, Inspections and Investigations

It is Kadmon's policy to cooperate with all government agencies in any audits, inspections or investigations. To facilitate this, all Colleagues should bring the following to the immediate attention of the Office of the General Counsel:

- Requests or subpoenas to appear or testify before a court of law, grand jury, government agency, commission or legislative or administrative body;
- Notification of an investigation by authorities responsible for enforcing laws;
- Non-routine inspections, visits, interview requests and requests for Company documents by any federal, state, local or foreign government agency; and
- Communications or notices received from government bodies or agencies imposing or threatening substantial fines, penalties or injunctive action.

You are required to contact the Office of the General Counsel if you are unsure whether a government inquiry, notice or communication falls within the above categories.

## V. Business Practices

### Ineligible Persons

The government has the authority to exclude individuals and/or entities that have engaged in abuse or fraud from participation in Medicare, Medicaid and other federal and state healthcare programs. Kadmon will not employ or contract with any individual or entity that has been excluded from any government-funded program. Ineligible individuals can be found on the General Services Administration's List of Parties Excluded from Federal Programs and the HHS/OIG List of Excluded Individuals/Entities (<http://exclusions.oig.hhs.gov>).

All Colleagues, contractors and agents of Kadmon, as well as potential partners and vendors, will be screened against the General Service Administration's List of Parties Excluded from Federal Programs (the "GSA List") and the U.S. Department of Health and Human Services/ Office of Inspector General List of Excluded Individuals/Entities. Kadmon also requires immediate self-disclosure (including any debarment, exclusion or suspension) by all [Ineligible Persons](#), including a specific description of the event or events making the Colleague an Ineligible Person. Kadmon will take appropriate action (including sanctions) against any [Screened Person](#) who is identified as an Ineligible Person and/or who fails to comply with the self-disclosure requirements set forth in our Code.

## V. Business Practices

### Media and Public Relations

Information disseminated about the Company, including communications with spokespersons in both routine and crisis situations must be accurate and consistent and must be in accordance with Company policy. In no event is any Colleague to speak on behalf of Kadmon unless specifically designated as an authorized spokesperson. All media inquiries should be directed to the Office of the General Counsel.

## V. Business Practices

### Social Media

Social media is a communication tool that allows for the sharing of knowledge on a near instantaneous basis. While Kadmon does not prohibit the personal use of social media, we must be sure we are communicating in a manner that is consistent with our policies and procedures.

Only specifically authorized Colleagues can use social media to speak on behalf of Kadmon in any capacity. If you write anything related to our business, and you are not a designated spokesperson, you must identify affiliation with Kadmon and state that your views are your own and not those of the Company.

Prior approval is required for any social media posting that discusses or relates to a Kadmon product. Each post must be reviewed to ensure the communication is balanced, accurate and non-misleading. All social media posts that relate in any way to our products are subject to review by regulatory authorities and can result in sanctions for non-compliant communications.

Use good judgment before creating online content. Ultimately, you are accountable for what you post online.



## VI. Company Assets

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### Protection of Company Assets

Company assets may only be used for proper and legitimate business purposes. Kadmon property may not be sold, loaned or given away, regardless of condition or value, without proper authorization. Colleagues must protect Company assets and ensure their efficient use. Theft, carelessness and waste by any Colleague will be subject to disciplinary action.

Colleagues are prohibited from:

- taking for themselves personally, opportunities that are discovered through the use of Company property, information or position;
- using Kadmon property, information or position for personal gain; and/or
- directly or indirectly competing with the Company.

Colleagues have a duty to advance Kadmon's interests when the opportunity to do so arises. Colleagues are also personally responsible for the proper expenditure of Company funds, including money spent for travel expenses or for business in accordance with Company policy.

## VI. Company Assets

### Books and Record Keeping

Kadmon is committed to making and maintaining books, records and accounts that accurately and fairly present the assets of the Company. The Company must provide complete and accurate information to federal, state or local governments, as well as to third party health insurance billing entities and its customers, as required by law.

Colleagues and other persons are prohibited from directly or indirectly:

- falsifying or causing to be false or misleading any financial documents, clinical records or accounts;
- failing to state, or causing another person to fail to state, any material fact that, when omitted from a statement, renders that statement misleading;
- manipulating an audit; or
- destroying or tampering with any record, document or tangible object with the intent to obstruct a pending or contemplated audit, review or governmental investigation.

The commission of, or participation in, one of these prohibited activities could result in disciplinary action up to and including termination of employment, and government-imposed penalties.

These prohibitions apply to the audit of financial statements by independent accountants, the preparation of any required reports, whether by independent or internal accountants, and any other work which involves or relates to the filing of a document with any governmental entity.

Kadmon's commitment to accurate financial books, records and reports extends to all transactions, including any payment or receipt of money, transfer of property, property interest, ownership or ownership interest or furnishing of services. Colleagues have a duty to accurately document the Company's records profits, losses, financial transactions and any other matter involving the Company's assets and business. Further, all Colleagues must ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Kadmon may file with any regulatory and/or governmental agency, and in all other public communications made by Kadmon.

## VI. Company Assets

### Records Retention

Kadmon has a records retention policy that establishes retention periods for all hard copy and electronically-maintained records that are created or received in the normal course of business. A record is any information, regardless of physical format (hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc.) that has been created or received in the course of transacting the Company's business.

The alteration, destruction or falsification of corporate documents or records may constitute a criminal act. Records that are possibly relevant to litigation or a government investigation may not be destroyed until the matter has been concluded and the Office of the General Counsel has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and incarceration.

You must comply at all times with all records retention policies and with any document or record preservation notices. You must consult our records retention policy and our HIPAA policy before destroying or purging any documents or records. You are required to review, follow and abide by the terms of those policies and procedures. If questions arise, you should immediately consult with your supervisor, Office of the General Counsel, or any member of the [Internal Compliance Committee](#).

## VI. Company Assets

### Documentation, Coding and Billing

Colleagues involved in any aspect of documentation, record-keeping, data management, reporting, coding or billing are required to ensure that all information is accurate and appropriate under the circumstances presented. The accuracy of data is not only a legal responsibility, it is essential to Kadmon's integrity. If you become aware of any omission, inaccuracy or false entry, you must report it immediately.

## VI. Company Assets

### Confidential and Proprietary Information

It is imperative that any confidential and/or proprietary information regarding Kadmon, including the Company's trade secrets and [Intellectual property](#), be protected. It is the duty of all Colleagues to safeguard this [confidential information](#). Confidential Information includes, but is not limited to:

- Unpublished financial information including, but not limited to, financial models, sales and revenue information, and pre-commercial product launch information
- Inventions, trade secrets, know-how
- Operational and/or marketing plans, systems, techniques, information and budgets
- Personal information including, but not limited to, compensation, wage and benefits information
- Information pertaining to specific customer, customer information and customer requirements
- Patient information or PHI (i.e., individually identifiable health information such as name, address, birth date, social security number, etc.)
- Information pertaining to Kadmon' relationship with existing or potential strategic partners, suppliers, distributors, consultants and any other information that is not publicly available

Colleagues must maintain the privacy of confidential and/or proprietary information pertaining to Kadmon's business at all times. Confidential and/or proprietary information known by a Colleague must remain confidential both during and after employment with the Company (whether such termination is voluntary or involuntary). Any Colleague who improperly uses or discloses confidential and/or proprietary information will be subject to disciplinary action, even if they do not personally benefit from the disclosure.



## VII. Community

## VII. Community

### Environmental Protection

Kadmon strives to protect the environment and is committed to minimizing negative impact on our planet. To ensure that Kadmon complies with environmental laws and regulations, all Colleagues must understand how their job duties may impact the environment, adhere to all requirements for the proper handling of hazardous materials, and immediately notify supervisors of any situation regarding the discharge of a hazardous substance, improper disposal of medical waste or any situation which may be potentially damaging to the environment.

## VII. Community

### Lobbying

Kadmon is committed to abiding by the laws and regulations relating to the lobbying of federal, state and local government officials on its behalf. For this reason, the Company requires that all lobbying activities and related expenditures be pre-approved by the Company's Office of the General Counsel and be appropriately handled in or accordance with Company policy and procedures.

## VII. Community

### **Political Contributions and Activities**

Kadmon encourages its Colleagues to participate in civic affairs and the political process. Federal and state laws, however, may prohibit the Company from making certain contributions to political candidates or political parties. Colleagues may participate in partisan political activities only in their individual capacities and at their own expense. Colleagues are prohibited from using Company funds to support, either directly or indirectly, any political candidate or political party inside or outside the U.S.

## VII. Community

### Charitable Contributions

Colleagues are encouraged to give back to the community through charitable contributions. Colleagues must ensure that these contributions are provided in accordance with applicable Company policies, laws, regulations and industry codes of conduct. If a charitable contribution is to be made on behalf of Kadmon, a request must be submitted for approval pursuant to Company policy. Questions with regards to charitable contributions may be directed to the Chief Financial Officer and/or The Office of the General Counsel.



## VIII. Glossary

## VIII. Glossary

<b>Adverse Event</b>	Any untoward medical occurrence in a patient or clinical investigation subject who is administered a pharmaceutical product and which does not necessarily have a causal relationship with this treatment. An adverse event (AE) can be any unfavorable and unintended sign (including an abnormal laboratory finding), symptom or disease temporally associated with the use of a medicinal product, whether or not related to the medicinal product. All known or suspect Adverse Events must be reported to the Company by calling 1-877-377-7862 or emailing <a href="mailto:AEReporting@kadmon.com">AEReporting@kadmon.com</a> .
<b>Colleague</b>	A person who is hired for a wage, salary, fee or payment to perform work for Kadmon, including all officers, managers, employees and agents of Kadmon, including third parties (e.g., contractors, vendors, suppliers, etc.) who act on Kadmon's behalf.
<b>Confidential Information</b>	Information our Company has or acquires that is kept private and not made available to the public, including, but not limited to, proprietary information about our Company (or companies in which we conduct business), personally identifiable information (PII) about our employees, consumers and patients, and information shared by our Company and our suppliers about pricing, terms and conditions.
<b>Conflict of Interest</b>	Any situation in which a Colleague is involved in multiple interests, financial interest, or otherwise, one of which could possibly corrupt the motivation of the Company. The presence of a conflict of interest is independent of the occurrence of impropriety.
<b>Discrimination</b>	The unequal treatment of persons, for a reason which has nothing to do with legal rights or ability. Federal and state laws prohibit discrimination in employment, rates of pay, right to promotion, civil rights and use of facilities based on race, nationality, creed, color, age, sex or sexual orientation.
<b>Fair Market Value (FMV)</b>	The estimated market value based on what a knowledgeable, willing and unpressured buyer would pay to a knowledgeable, willing and unpressured seller in the market. Company's advisors, suppliers or contractors are expected to pay fair market value for materials and services provided.

## VIII. Glossary

<b>Good Faith</b>	A sincere belief or motive without any malice or the desire to defraud or damage others.
<b>Harassment</b>	Any action that is inappropriate or unreasonably creates an intimidating, hostile, uncomfortable or offensive work environment or unreasonably interferes with an individual's ability to perform the duties or responsibilities of his or her employment.
<b>Healthcare Institution (HCI)</b>	An organization that provides healthcare and related services, including, but not limited to, the provision of inpatient and outpatient care, such as hospitals and mental health clinics, diagnostic or therapeutic services, laboratory services, medicinal drugs, nursing care, assisted living, elderly care and housing, including retirement communities, and equipment used or useful for the provision of healthcare and related services.
<b>Healthcare Professional (HCP)</b>	Any person who possesses a relevant healthcare degree and/or is licensed to prescribe, administer, dispense or purchase prescription pharmaceuticals for human use, including doctors of medicine or osteopathy, podiatrists, dentists, chiropractors, clinical psychologists, optometrists, nurse practitioners, nurse-midwives, or clinical social workers who are authorized to practice and performing within the scope of their practice as defined by state law.
<b>Hotline</b>	A resource to report issues of non-compliance with our Code, Company policies or procedures and/or laws or regulations. The Hotline is available 24 hours a day, seven days a week by phone at 1-855-225-8366 or online at <a href="https://kadmon.ethicspoint.com">https://kadmon.ethicspoint.com</a> .
<b>Ineligible Person</b>	Any Screened Person who is excluded from participation in Medicare, Medicaid and other federal and state health care program due to abuse or fraud. Kadmon will not employ or contract with any individual or entity that has been excluded from any government-funded program.
<b>Intellectual Property</b>	Intangible property that has commercial value and is the result of creative effort, including copyrighted property, patents, trademarks, business methods and industrial processes.

## VIII. Glossary

### Internal Compliance Committee

Kadmon is committed to establishing and maintaining an effective compliance program in accordance with the “Compliance Program Guidance for Pharmaceutical Manufacturers,” published by the Office of Inspector General, U.S. Department of Health and Human Services. Kadmon’s compliance program is one of the key components of our commitment to the highest standards of corporate conduct. The purpose of the Internal Compliance Committee is to develop and monitor the compliance program at Kadmon to ensure compliance with laws and regulations applicable to Kadmon’s business as well as compliance with Kadmon’s Code of Conduct and other policies. This committee is chaired by the Chief Compliance Officer and includes senior level leaders from various departments who work with employees to identify and address compliance issues.

### Payment or Transfer of Value

Any direct or indirect payment or other transfer of value provided to a covered recipient or any payment provided to a third party on behalf of a covered recipient, including all payments and transfers of value made in connection with an activity that meets the definition of research and that are subject to a written agreement or research protocol. A “transfer of value” includes providing any of the following to a covered recipient:

- Consulting Fees
- Honoraria
- Gifts
- Entertainment
- Food
- Travel
- Education
- Research
- Charitable contributions
- Royalty or license
- Current or prospective ownership or investment interest
- Direct compensation for serving as faculty or speaker for medical education program
- Grant
- Anything else of value

## VIII. Glossary

### **Personally Identifiable Information (PII)**

Information that can be used on its own or with other information to identify, contact or locate a single person, or to identify an individual in context, such as name, social security number, date and place of birth or biometric records.

### **Product Quality Complaint**

Information provided by a healthcare professional, consumer, patient, medical representative Competent Authority, alliance/collaborating company, affiliate or other party that alleges a deficiency relating to the identity, quality, labeling, durability, reliability, efficacy or performance of a medicinal product or a suspected counterfeit product. Any known or suspected Product Quality Complaints must be reported to the Company by calling 724-778-6155 or emailing [ProductComplaints@kadmon.com](mailto:ProductComplaints@kadmon.com).

### **Protected Health Information (PHI)**

Any information about health status, provision of health care, or payment for health care that can be linked to a specific individual. This information includes demographic information, medical history, test and laboratory results, insurance information and other data that a healthcare professional collects to identify an individual and determine appropriate care.

### **Retaliation**

Punishment by the Company or a fellow Colleague for engaging in legally protected activity such as making a complaint or participating in investigations. Retaliation can include any negative job action, such as demotion, discipline, firing, salary reduction, or job or shift reassignment.

### **Screened Persons**

All Colleagues must be screened against the General Service Administration's List of Parties Excluded from Federal Programs (the "GSA List") and the U.S. Department of Health and Human Services/Office of Inspector General List of Excluded Individuals/Entities in order to be eligible for employment at Kadmon.



## IX. Resources

## IX. Resources

The Office of the General Counsel [legal@kadmon.com](mailto:legal@kadmon.com)

Human Resources [HumanResources@kadmon.com](mailto:HumanResources@kadmon.com)

IT Helpdesk  
x6119  
[ITHelpDesk@kadmon.com](mailto:ITHelpDesk@kadmon.com)

Adverse Events & Product Quality Complaints  
**Adverse Events:**  
1-877-377-7862 or [AEReporting@kadmon.com](mailto:AEReporting@kadmon.com)

**Product Complaints:**  
724-778-6155 or [ProductComplaints@kadmon.com](mailto:ProductComplaints@kadmon.com)

## IX. Resources

### Kadmon Ethics & Compliance Hotline

Call toll free: **1-855-225-8366**  
24 hours a day, 7 days a week

Or visit:

<https://kadmon.ethicspoint.com>

You may remain anonymous if you so choose