



Code of Conduct

2017

Dear Colleagues,

At INSYS, we believe in doing the right thing for our patients, customers, employees, communities and business partners. Our patients and customers trust the quality, efficacy and safety of our brands and our employees trust that they will always be treated with fairness and respect. This trust is earned through each of our actions every day.

The goal of this Code of Conduct (“Code”) is to ensure that we never take ethical short cuts and that we always act honestly. Ethical conduct is not a simple declaration of principles; rather an ongoing commitment. We are all responsible for reading this Code and ensuring that we understand and follow it. While no policy can anticipate every potential situation, our Code provides guidance for identifying issues and for making ethical decisions.

If you ever suspect a violation of this Code, you must report it to either your immediate supervisor, Compliance department, Legal department or the Human Resources department. When you raise a concern in good faith, you can be confident that you will not face retaliation or retribution. If you have any questions or need additional information, please speak to your manager, a member of the Executive Committee or our Compliance Committee.

Our current and future success depends on you. As we move forward, I want to thank you for your commitment to performing your daily responsibilities with integrity and to always doing the right thing.

Sincerely,

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

President and Chief Executive Officer

Introduction to the Code

All INSYS employees are required to act with integrity in all our actions and decisions. This Code forms the foundation of our compliance program and guides us in our day-to-day business activities. Regardless of your position, location or tenure, we must all comply with this Code. This means that whether you are an officer, director, employee or a consultant, you are responsible for:

- Taking the initiative to educate yourself about the Company's policies and procedures ("Controlling Guidance") that apply to our daily business activities
- Asking questions if you are unsure or need guidance
- Reporting (and never ignoring) any suspected violations of this Code, the law or any Company Controlling Guidance to your manager, a member of the executive committee or to a member of the Compliance Committee
- Annually acknowledging and certifying that you have read, understand and will comply with this Code
- Participating and completing any required training

To ensure compliance with all federal and state healthcare laws and regulations, INSYS has developed a compliance program that is consistent with the US Department of Health and Human Services, Office of Inspector General guidance for pharmaceutical companies. Our policies and procedures are designed to comply with the US Food and Drug Administration (FDA) advertising and promotion regulations, current good clinical, manufacturing and laboratory practices. In addition to written guidelines, INSYS has also instituted auditing, monitoring and training programs. The Compliance Committee is responsible for the program oversight and enforcement.

All INSYS employees should lead by example and avoid even the appearance of impropriety. Regardless of your position, you should adhere to and promote compliance with the Company's Controlling Guidance. If you are a manager, you have additional responsibilities to be an approachable and trusted resource for your direct reports and colleagues. Managers are required to respond promptly to any concerns raised by either their direct reports or their colleagues.

To aid us in maintaining the highest level of business ethics and compliance, INSYS encourages any vendor, partner or contractor doing business with us to report any potential violation of this Code. Anyone who violates this Code or who fails to promptly report violations of this Code will be subject to disciplinary action, up to and including termination of employment.

INSYS may modify this Code in its sole discretion with or without notice. The most current version of this Code will be posted on the company's website.

Compliance with Laws and Regulations

We take our commitment to complying with all laws and regulations seriously. Accordingly, all INSYS employees must comply with the letter and spirit of all applicable laws and regulations including those that relate to the development, distribution and commercialization of our pharmaceutical products. It is therefore imperative that you comply with all FDA and state requirements that you are aware of, and all Controlling Guidance that applies to your function. You should also know when to seek advice from your manager, a member of the Executive Committee or the Compliance Committee, and feel free to do so. INSYS's Compliance Committee is comprised of its legal counsel, the Chief Compliance Officer, the CEO and the heads of the Company's Medical, Sales, Marketing, Finance, Quality, Regulatory and Human Resources departments.

Safety and Health

Each of us has a role in ensuring a healthy and safe workplace. You must therefore be aware of and comply with the Controlling Guidance that promotes workplace safety. Moreover, it is your responsibility to report any accidents, injuries, unsafe equipment or conditions to your immediate supervisor or any member of senior management. We are committed to complying with all applicable safety and health laws including US Occupational Safety and Health Act's (OSHA) standards.

INSYS is also committed to maintaining a work environment that is free from threats or acts of violence. Employees, consultants, contractors and visitors are therefore banned from possessing any weapons on INSYS's premises or during the scope of their employment or services for INSYS.

If you are aware of any safety or health issues, threats, attempted violence or acts of violence or just have a concern, please address it immediately. Failure to report a safety or health issue can expose our Company, and possibly yourself, to legal liability.

Fraud and Abuse

We operate under the scrutiny of many laws and regulations aimed at preventing, uncovering and punishing fraud and abuse. For example, some of the laws and regulations are designed to prevent false or fraudulent claims in federal healthcare programs (Federal Civil False Claims Act), while others are meant to ensure that healthcare providers' decisions are not influenced by personal gain (Federal Anti-Kickback statute). We as a Company are committed to adhering to all laws and regulations governing our business activities.

Marketing Truthfully

All employees are responsible for truthfully conveying product and Company information. Accordingly, we must ensure that our marketing and promotional materials are accurate and contain a balanced discussion of the benefits and risks of our products. Furthermore, employees cannot misstate facts, create false or deceptive impressions, omit material facts or promote a product in a manner that is inconsistent with its approved labeling. All promotional materials must comply with applicable laws and regulations. We have a committee at the corporate headquarters that reviews and approves all such materials before they are utilized externally. This committee certifies that our materials and claims are based on sound scientific and technical facts and include all required information. Accordingly, once marketing and promotional materials are approved, you may not modify them in any way. Moreover, the marketing or promotion of INSYS products for purposes other than the FDA approved indication is strictly prohibited.

Product Samples

If your job entails the handling of drug samples, you must comply with the Company's Controlling Guidance governing such activities, including the Prescription Drug Marketing Act (PDMA) regarding the storage, handling and distribution of samples. Accurate documentation regarding the entire process is essential and you may not distribute samples in a manner that is inconsistent with Company policies or the PDMA. Along these lines, you may not sell, trade or buy samples as they may only be distributed for free to licensed healthcare professionals (HCPs).

Interactions with Healthcare Providers

Building trusting and ethical relationships with our customers is critical to our current and future success. INSYS has incorporated in its business policies and procedures the guidance provided by the Pharmaceutical Research and Manufacturers of America on Interactions with Healthcare Professionals (the PhRMA Code). The goal of the PhRMA Code is to ensure that HCPs' decisions are based on their expertise and each patient's medical needs. The exchange of gifts, meals, entertainment or anything of value is strictly regulated in our industry and it is therefore important that you know the rules of engagement and also comply with all the Company's Controlling Guidance. Because of this scrutiny, we must accurately document all payments or other items of value provided to HCPs.

- 1. Payments** to HCPs are scrutinized closely in our industry. We must therefore monitor all fees, payments and compensation paid to HCPs for advisory boards, consulting or other services to avoid even the appearance of inappropriate influence. Payments for such services must therefore be pursuant to a written contract and at fair market value. Moreover, all payments in connection with Continuing Medical Education shall be made directly to the organizer without restriction on their use.

2. **Gifts** to HCPs may occasionally be provided if they are of nominal value (less than \$100) and designed for patient or HCP education (e.g., medical books, etc.). According to the PhRMA Code, items that do not serve such educational purposes (e.g., pens, notepads) are prohibited. Permitted nominal gifts must not have value to the HCP outside of their medical practice and must be approved by the Compliance department
3. **Meals** may occasionally be provided to HCPs as long as they are modest and shared at a reasonable location that is conducive to discussing educational information.
4. **Recreation**, entertainment events' (e.g. sports) tickets, trips or other forms of entertainment may not be offered or provided to HCPs.

We must always document all payments or items of value provided to HCPs on INSYS's behalf. Such documentation will enable us to comply with certain reporting requirements and laws.

Bribery and Payments to Government Officials

INSYS's employees or agents may not provide any payment or benefit to any person or entity with the intent to improperly influence a government official or to gain an unfair business advantage. We comply with the US Foreign Corrupt Practices Act which forbids employees of US companies from directly or indirectly giving anything of value to a non-US government official or political party to gain an improper business advantage. We also comply with the Federal Anti-Kickback statute which prohibits the offer of anything to a person that is intended to influence that person to recommend or purchase a product or service that may be reimbursed by the federal government. This means that we do not offer, pay or promise any bribe, kickback or anything of value to anyone for obtaining business or any unfair advantage. Bear in mind that many healthcare providers outside the US are usually affiliated with their governments and may therefore be government officials.

Competing Fairly

Although we compete aggressively, we do so fairly and honestly and in accordance with all applicable laws and regulations governing our business activities. These laws and regulations prohibit illegal agreements and other arrangements that restrict competition. Be mindful that almost any agreement with a competitor can implicate US antitrust laws. Accordingly, INSYS employees are prohibited from entering into agreements without the written approval of at least one member of the Executive Committee. Moreover, you should not engage in any conversations with competitors regarding pricing, costs, and terms of sale or allocation of markets or customers.

Sometimes, even the most benign actions or conversations can be misconstrued. Accordingly, it is best to excuse yourself or terminate the conversation if it involves the sharing of business

practices. Similarly, you should not engage in discussions with suppliers or customers intended to unfairly restrict trade or exclude competition from the market. INSYS seeks competitive advantages through superior performance and products; not through unethical business practices.

Importation and Exportation

The US has laws which govern the import and export of goods and INSYS intends to comply with all such laws. For example, it is illegal to trade with countries under a US embargo or to trade with certain individuals or organizations identified by the US government. Violations of these foreign trade laws and regulations may subject the Company and its employees to substantial penalties. Accordingly, if you are involved in importing or exporting, you must be aware of and comply with these requirements.

Insider Trading

Employees who have access to confidential (or “inside”) information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All non-public information about the Company or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of that information, is not only unethical, but also illegal. Employees must exercise the utmost care when handling material inside information.

We have adopted a separate Insider Trading Policy with which you will be expected to comply as a condition of your employment with the Company. In addition, we have adopted a Window Period Policy that applies to our officers, directors and certain other employees. You should consult our Insider Trading Policy and, if applicable, our Window Period Policy, for more specific information on the definition of “inside” information and on buying and selling our securities or securities of companies with which we do business.

Nothing in this Code or otherwise prohibits you from (i) filing and maintaining the confidentiality of a claim with the Securities and Exchange Commission (“SEC”), (ii) providing confidential Company information to the SEC to the extent permitted by law, or (iii) cooperating or assisting in an SEC investigation or proceeding without notifying the Company.

Product Quality and Safety

Our continued success depends on our ability to provide quality products that make a difference in the lives of our patients.

1. Adverse Events

An adverse event is any untoward medical occurrence associated with the use of a drug in humans, whether or not considered drug related, including any failure of expected pharmacological action (i.e., lack of effect). This includes untoward patient events occurring during the course of the use of drug in a professional practice, as a result of an overdose (intentional or accidental), as a result of drug abuse, or as a result of drug withdrawal. If you become aware of any adverse event(s) or any actual or potential safety issue(s), including Other Safety Information (see below), related to any of our products, you must report it as soon as possible, no later than 24 hours after knowledge, by contacting our Drug Safety/Pharmacovigilance department at 1-855-978-2797 or Medinfo.Insys@apcerls.com.

Other Safety Information: Information about exposure to product during pregnancy or exposure while breastfeeding without a reported adverse patient or child event; Information about misuse, abuse, medication error, or overdose without an associated adverse event.

2. Product Complaints

Product complaints include all types of product-related matters. Examples of product complaints include (i) any change in the product's appearance, (ii) non-functioning product or devices (e.g., broken or clogged spray device), (iii) labeling concerns, (iv) product tampering or (v) counterfeit product. INSYS takes all product complaints seriously and investigates all complaints. Accordingly, should you become aware of any complaint(s) related to any of our products, you must report it as soon as possible by contacting our Drug Safety/Pharmacovigilance department at 1-855-978-2797 or Medinfo.Insys@apcerls.com.

Discrimination and Harassment

The Company's diversity is a significant asset for us. It is our policy to provide equal employment opportunities and to treat applicants and employees without regard to personal characteristics such as race, color, religion, gender, sexual orientation, age, national origin, marital status, pregnancy, disability, veteran status or other characteristics protected by applicable laws. We prohibit any discrimination or harassment regarding such characteristics.

INSYS values a work environment that is free of any form of harassment. *Harassment* is any form of unwanted behavior toward another that creates an intimidating, hostile or offensive work environment and can include unwelcomed sexual conduct, threats or offensive comments. Harassment is unacceptable and will not be tolerated.

Avoiding Conflicts of Interest

We are committed to upholding our reputation of integrity by continuing to make objective decisions. Even the appearance of a conflict of interest can damage your reputation and that of the Company. We must therefore avoid any actual or potential conflicts of interest. A conflict of interest occurs when an individual's personal interests interfere in any way with those of the Company. To avoid conflicts of interest, please do not accept payments or gifts as a condition to doing business, conduct Company business with a family member or close friend or have a personal financial interest in relation to a customer, supplier or competitor. Conflicts of interest may not always be clear-cut. Accordingly, you're required to disclose any potential conflicts of interest in writing to your manager and/or to Compliance or a member of the executive team.

Intellectual Property

Protecting our intellectual property is essential to maintaining our competitive edge. Our intellectual property includes our patents, trade secrets, trademarks and copyrights. You must disclose all inventions made or conceived during your employment to the Company since they are the Company's property. Accordingly, during your employment and thereafter, you are expected to assist the Company, at the Company's expense, in connection with the prosecution, enforcement, defense or maintenance of its intellectual property. Moreover, you must respect and not use or misappropriate the intellectual property of others.

Protection of Company Property

All employees must protect INSYS's assets. These assets include computers and other electronic equipment, credit cards, cash and other tangible and intangible assets such as confidential information, intellectual property, trade secrets, business processes, pricing and customer lists as well as other non-public Company information.

Accordingly, do not forward confidential Company information to non-INSYS individuals, do not discuss confidential information in public places where others may overhear and always enter a written confidentiality agreement before disclosing Company confidential information. The duty to protect the Company's confidential information continues after your employment ends at INSYS.

During your employment, do not reveal your INSYS network email password and always be certain to immediately change your password if its confidentiality has been compromised. Similarly, you are not authorized to install unauthorized software on your computer and you are prohibited from viewing, downloading, storing or transmitting inappropriate material on your computer. The Company's IT system and other resources are for business purposes only. Although you may use Company equipment for incidental personal matters, such use may not interfere with Company business and you are not guaranteed personal privacy regarding any

information sent or received over the Company communication systems. Moreover, all data contained on the Company communication systems are Company property and subject to review at any time.

Books, Payments and Records

Accurate books and records are essential to the management of the Company. All Company books and records – including expense reports, time sheets, invoices, payroll, performance evaluations, etc. must accurately reflect Company transactions.

All monetary payments by INSYS to third parties must be for legitimate business purpose, and shall be made via an approved company financial payment system (e.g. by bank transfer, bank check, company credit card, etc.). Payments must not take the form of cash or cash equivalent (e.g., debit cards, gift cards, gift certificates, etc.), and shall be accurately and appropriately recorded in the company's books and records. Where payments are made through a specifically authorized third party, on behalf of INSYS, when genuine business needs require such an arrangement, the third party shall be contractually obligated to accurately document, track and report to INSYS the amounts paid on its behalf and the method of payment.

Political Activity

While INSYS encourages its employees to participate in politics, such activity must only occur in your individual capacity and not on behalf of the Company. Accordingly, you cannot use the Company's name in connection with your political activities and you cannot use Company equipment/assets for political purposes. A personal contribution to a politician does not violate this policy.

Compliance Resources

Compliance at INSYS is the responsibility of all of us. INSYS encourages any employee, customer, supplier or vendor to report to their supervisor or (in case of vendors) to their INSYS's Company contact any situation which they reasonably and in good faith believe may violate this Code of Conduct. In situations where you do not feel comfortable discussing a matter with your supervisor or Company contact, please discuss it with any Company executive, Corporate Compliance, Human Resources or a member of the Compliance Committee. You may also report an incident through the Compliance Hotline at 1-855-433-9921. The Compliance Hotline is available 24 hours a day, 7 days a week, and 365 days a year and is operated by third party representatives. You may choose to remain anonymous if you wish and you can be confident that INSYS does not permit retaliation of any kind against good faith reports of potential ethical violations or for participating in an investigation. All reports will be promptly, confidentially and thoroughly investigated and employees are encouraged to cooperate with the investigation(s).