

Code of Business Conduct and Ethics

January 6, 2025



Dear Colleagues,

At Neurocrine, we have a responsibility to both “do well” and “do good” – for our shareholders, patients, customers, and partners -- and ultimately for each other. Inherent within that responsibility is our commitment to quality and to upholding high ethical standards. Our reputation is integral to our success and is one of our most important assets. Our Code of Business Conduct and Ethics provides a broad outline of our obligations for responsible business conduct. We also expect that those with whom we do business will also adhere to the Code.

We are all accountable for taking the initiative to understand our responsibilities, ask questions, seek guidance and find solutions. Our Code is designed to guide and support you. It does not cover every issue that may arise, but provides the basic principles and core values to help us resolve the sometimes challenging and difficult choices we may encounter on a day-to-day basis. The answers may not always be clear-cut or easy to see. The key to compliance with the Code is exercising good judgment. This means following the spirit of the Code, doing the right thing and acting ethically even when the law or the Code is not specific.

Our Code contains several resources and contacts you can use to help make the best ethical choices for Neurocrine, find answers to your questions and report concerns. Together, we can continue to strengthen our culture of compliance and accountability.

Thank you for your unwavering commitment to doing the right thing.

**Kyle Gano****Chief Executive Officer**

Table of Contents

• Purpose.....	1
• Reporting.....	1
• Seeking Help/Guidance.....	2
• Investigations/Non-Retaliation.....	2
• Responsibility for the Code	2
• Compliance with Laws and Regulations	3
• Healthcare Industry Standards.....	3
• Food and Drug Administration.....	3
• Safety and Quality	4
• Ethical Research	4
• Relationships with Healthcare Professionals.....	4
• Interactions with Patient Advocacy Groups.....	5
• Interactions with Government.....	5
• Integrity of Data on Pricing.....	6
• Integrity of Data in Clinical Trials	6
• Integrity of Product Information	6
• Company Standards	7
• Confidentiality	7
• Accuracy of Financial Reports and Other Public Communications	8
• Insider Trading	9
• Maintaining Records	10
• Anti-Bribery and Corruption.....	10
• Government Investigations	11
• Export Controls.....	12
• Imports.....	13
• Corporate Opportunities.....	13
• Conflicts of Interest	13
• Competition and Fair Dealing.....	14
• Gifts and Entertainment	14
• Charitable Contributions.....	15
• Protection and Use of Company Assets	15
• Access to Electronic Communications.....	16
• Public Communications.....	16
• Copyrights/Computer Software	16
• Political Contributions and Activities	17
• Environmental Health and Safety	17
• Employment Practices.....	18
• Third Party Relationships.....	19
• Data Privacy.....	19
• Disclosure of Debarment, Exclusion and Other Restrictions	19
• Waiver of the Code.....	19

- Ethical Decision Making19
- Additional Information.....20
- Acknowledgment..... 21

 Purpose

This Code of Business Conduct and Ethics (the “Code”) provides guidance to help us make the right ethical decisions while conducting business on behalf of Neurocrine Biosciences, Inc. and its subsidiaries (“Neurocrine” or the “Company”). The Code is also a tool to help us apply our values to specific situations that we may face and applies to all directors, officers, employees and contractors of the Company.

The Company has issued this Code to reflect its firm commitment to compliance and to demonstrate its belief in the highest standards of ethics and integrity. It also serves as a guide to help us achieve our goals and set expectations by highlighting many of the laws, rules and regulations that affect our industry. But, more importantly, it helps protect our reputation by ensuring to our customers, business partners, investors and our patients that together we are committed to a culture of compliance.


This Code is designed to guide our business behavior and covers a wide range of business policies and standards, but does not cover every issue that may arise. In addition to what is found in this Code, all of us at Neurocrine are responsible for knowing and following the laws and regulations and Neurocrine policies that apply to the work we do. You are expected to be familiar with the rules and regulations that affect your particular job.

 Reporting

In addition, the Company has issued this Code to deter potential wrongdoing. Neurocrine personnel are required to promptly report internally any actual or suspected violation by anyone, including any contractors or vendors of Neurocrine, of this Code, including any violation of laws, rules, regulations or any of Neurocrine’s policies. If you see something that you feel is not right, speak up.

You should report any actual or suspected violations to your supervisor, your functional vice-president, human resources, any member of the Compliance Committee, or any member of the Legal Department. If you do not feel comfortable reporting to any of these individuals, you may also report actual or suspected violations of the Code, or any Company policies anonymously through our Ethics Hotline. The Ethics Hotline is managed by a third-party vendor, and is available online at **NeurocrineEthics.com** or 24 hours a day, 7 days a week at:


- **1 (800) 688-2908 (United States)**
- **0800 0318228 (United Kingdom)**

 Seeking Help/Guidance

During the course of your responsibilities at Neurocrine, if you are faced with a difficult business decision that is not addressed in this Code or if you witness something that you feel may be a potential violation of the Code or any Company policies, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of Neurocrine?
- What is the right thing to do?
- How does it make me feel about myself and Neurocrine?
- Would I feel comfortable if an account of my actions were made public?

If you still feel uncomfortable about a situation or have any doubt about whether it is consistent with Neurocrine's high ethical standards, you should seek guidance from your supervisor, your functional vice-president, a human resources representative, any member of the Compliance Committee, or any member of the Legal Department.

 Investigations/Non-Retaliation


Neurocrine is committed to a compliant culture and will promptly investigate all good faith reports of actual or suspected violations of our Code. Violations of the Code or any of Neurocrine's policies may result in appropriate corrective and/or disciplinary action, which may include termination of employment. The Company takes violations of our Code and the law seriously. As necessary, the Company may also report violations to the appropriate authorities.

You will never face retaliation for making a report in good faith. Retaliation is an act against someone who makes a good faith report or participates in an investigation. All forms of retaliation are strictly prohibited at Neurocrine. If you believe that you have faced retaliation for raising a good faith concern, you should contact your supervisor, your functional vice-president, a human resources representative, any member of the Compliance Committee, or any member of the Legal Department.

 Responsibility for the Code

The Code is at the forefront of our compliance program at Neurocrine. The Company's Compliance Committee is committed to ensuring that the Code is consistently complied with throughout the Company. Therefore, it is crucial that you know the standards and policies that apply to you, uphold these standards in your day-to-day activities, and promptly raise concerns.

You are required to acknowledge that you have read and understand the Code and that you agree to comply with the Code. If you are unsure about any situation or section in the Code or any other Neurocrine policy, discuss the matter with your supervisor or the Legal Department.

 **Compliance with Laws and Regulations**

You are responsible for complying with all laws, rules, regulations and regulatory orders applicable to our business. The Company is organized and governed primarily by United States laws, rules and regulations, although certain operations and subsidiaries are organized and governed outside of the United States, including the United Kingdom, Switzerland and Europe. If you are engaging in business outside of the areas where we operate, you must comply with the laws, rules, regulations and regulatory orders of the United States, the United Kingdom, and Europe, in addition to the applicable laws of other jurisdictions. If compliance with this Code should ever conflict with the law, you must comply with the law.

You should always undertake to acquire knowledge of the legal requirements relating to your duties sufficient to enable you to recognize potential compliance concerns and to know when to seek advice from your supervisor or the Legal Department. In some instances, this may include knowing and understanding legal requirements related to the biopharmaceutical industry, antitrust, privacy and data breach, government contracting, export controls, and/or immigration compliance.

In addition, Neurocrine is committed to meeting or exceeding applicable regulatory authority requirements for current Good Manufacturing, Clinical, Laboratory, Tissue and Pharmacovigilance Practices (cGxPs).

 **Healthcare Industry Standards****- Food and Drug Administration**

The U.S. Food and Drug Administration (“FDA”) is the federal agency responsible for overseeing the safety of pharmaceuticals, biologics, medical devices, and other products under the Federal Food, Drug and Cosmetic Act (“FDCA”) and its implementing regulations. The FDA and its foreign equivalents, such as the European Medicines Agency, regulate almost every aspect of Neurocrine’s business, including the research, development, manufacturing, distribution, marketing, and promotion of our products. As a global company, the laws and regulatory requirements of one country may apply to activities in another country. For example, many requirements of the FDA must be followed by Neurocrine operations outside the U.S. In the event local laws and regulatory requirements differ from those of the U.S., the stricter set of laws and regulatory requirements should be followed unless otherwise decided.

- Safety and Quality

The safety of our patients is the most critical aspect of our work. To safeguard our customers' trust and our reputation, you are expected to demonstrate a firm dedication to quality and safety. In short, this means you must:

- Support all of our quality systems
- Immediately raise quality issues to appropriate personnel
- Fully understand, and follow all applicable quality guidelines and regulations created to ensure that bio/pharmaceutical products are safe, meet their intended use, and adhere to quality processes during research and development, clinical development, manufacturing, control, storage and distribution. Fully understand and follow all your department's policies and Standard Operating Procedures

As required by law, Neurocrine closely monitors all reports of adverse events associated with the use of the Company's products to ensure that we consistently adhere to the highest levels of safety and accountability. You are required to identify, record, and report any safety, quality, or performance issues, or any circumstance that suggests the occurrence of any of these issues, within 24 hours of becoming aware of the event.

Neurocrine will protect patients by overseeing the manufacturing process and supply chain of our products for clinical and commercial use, requiring compliance with applicable laws and regulations concerned with quality control. We will also work only with reputable third-party manufacturers and distributors whose record reflects a commitment to cGxP.

- Ethical Research

Neurocrine is committed to conducting our clinical research in a manner that is respectful and protects the health, safety, wellbeing, and autonomy of research participants. To ensure appropriate protection and respect for the rights of study participants, all Neurocrine-sponsored clinical trials are designed and conducted in accordance with all applicable laws and regulations.

- Relationships with Healthcare Professionals

Healthcare professionals must determine the best course of care for their patients, and Neurocrine is committed to providing timely information to assist them in treatment decisions. This includes fair, accurate, and balanced product information, scientific and medical information, and safety information. Due to the key role healthcare professionals play in determining which products to prescribe, we take special care to avoid even the appearance of unduly influencing their decisions. When Neurocrine personnel

interact with healthcare professionals, we should do so with honesty, fairness and integrity.

The Company's relationships with healthcare professionals is heavily regulated and strictly enforced by various federal and state laws and rules. Our Code, company policies, the U.S. Anti-kickback Statute and similar laws in other jurisdictions prohibit giving, getting, offering or asking for anything of value in return for referrals or prescribing our products. Our Code and company policies contain rules about business transactions, gifts, conflicts of interest, record-keeping and documentation.

The consequences for failing to comply with these rules can result in significant monetary fines and sometimes criminal penalties for both Neurocrine and individual personnel. It is important that you understand and comply with all applicable laws, rules and company policies related to interactions with healthcare professionals.

- **Interactions with Patient Advocacy Groups**

Neurocrine values open, transparent and ethical interactions with the Patient Advocacy Organization ("PAO") community. To maintain our high ethical standards: our interactions with PAOs comply with laws, rules, regulations, and applicable industry codes—including PAO specific guidelines to interactions with manufacturers; we respect the independence of PAOs and do not ask them to promote the company or product; we also provide full transparency into the nature, scope, and purpose of our engagements with PAOs, never disguising our financial or non-financial support; and, finally, Neurocrine and PAOs share a mutual interest in respecting patient privacy.

- **Interactions with Government**

Neurocrine primarily conducts business within the U.S., with certain operations outside of the United States, including the United Kingdom, Switzerland and Europe. We are committed to conducting our business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to interactions with the government. In your interactions with the government, you should:

- Be forthright and candid at all times. You should never intentionally misstate or omit any material information from any written or oral communication with the government.
- Exercise extreme care in maintaining records for and allocating costs to government contracts.
- Never offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for government employees, except in accordance with Neurocrine policies.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from the Chief Legal Officer.

- Integrity of Data on Pricing

Federal and state procedures for obtaining payments and reimbursements from government and private insurers are complex. The Company has a legal and ethical responsibility to provide transparent pricing information to governments, private payors and healthcare providers. The submission of inaccurate pricing information or fraudulent claims to a government could subject the Company to substantial fines and penalties.

Neurocrine personnel have a responsibility to:


- Always provide accurate and complete information to government and private payors
- Adhere to Neurocrine's policies on obtaining approval for, documenting and communicating lawful discounts, rebates and administrative fees
- Utilize accurate and complete information about billing, coverage, reimbursement and coding that adheres to all applicable laws

- Integrity of Data in Clinical Trials

In addition, the Company has a legal and ethical responsibility to maintain and submit accurate and complete data and information related to clinical trials. The submission of inaccurate data or information resulting from, or any fraudulent activities related to, clinical trials could not only invalidate the clinical trial, but also subject the Company to substantial fines and penalties. Neurocrine personnel have a responsibility to act in a manner that is consistent with our high standards and for internally reporting any concerns.

- Integrity of Product Information

Neurocrine is committed to complying with good marketing practices by adhering to applicable laws, regulations, relevant industry codes, and all relevant internal policies and procedures. When Neurocrine personnel communicate product information, we should do so with honesty, fairness, and integrity. Communication about Neurocrine's products should (1) never provide false or misleading information; (2) overstate the efficacy of the products; (3) downplay or minimize the risks associated with the products; (4) use messages or marketing materials that have not been properly reviewed and approved; and (5) promote products for unapproved uses.

 **Company Standards****- Confidentiality**

In the course of your work for Neurocrine, you may come into possession of certain information that has not been disclosed or made available to the general public. This non-public information may include, among other things:

- Financial data and projections, including but not limited to sales and expense forecasts
- Proprietary and technical information, such as trade secrets, patents, inventions, product plans and customer lists
- Information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions and management changes
- Clinical and regulatory information
- Personal information about Neurocrine personnel
- Non-public information of customers, suppliers and others

All non-public information must only be used for company business purposes and you have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. If you wish to disclose Neurocrine proprietary or confidential information to anyone outside of the Company, it should be done only after confidentiality agreements are fully executed by both parties. In addition, your obligations to protect confidential information continues after you leave Neurocrine.

When discussing or in possession of confidential information, you should always be aware of your surroundings. You should not discuss company business in the presence of Neurocrine personnel or others who do not have a right or need to know. You should be particularly careful in public places, including restaurants, airplanes, and trains.

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

- We should not receive any such proprietary and confidential information, except pursuant to written confidentiality agreements approved by the Chief Legal Officer. Because we may incur substantial liability if we improperly use or disclose information that has been provided to us in confidence, we should receive such information only when there is a clear business reason for doing so and then only under the terms and conditions of an agreement that protects both parties' interests.

- While we should always be alert to our competitive surroundings and obtain as much information as possible about the marketplaces in which we operate, we must do so only in accordance with sound and ethical business practices. We must never be a party to any situation in which such proprietary or confidential information has been improperly obtained from any other company, such as by former personnel. If you are approached with any offer of confidential information that you have reason to believe is subject to an obligation of confidentiality or may have been obtained improperly, you must immediately disclose this matter to your supervisor and/or the Chief Legal Officer.
- All new personnel joining us from other organizations must realize that our policy is to fully respect the trade secrets and confidential information of their previous employers, and that no such information may be disclosed to us or used by such personnel in working for Neurocrine.

Confidential or proprietary information of the Company, and of other companies, includes any information, whether or not in tangible form, that is not generally disclosed to the public and that is useful or helpful to the Company and/or which would be useful or helpful to competitors of the Company. Confidential and proprietary information must not be disclosed without permission and may never be used for personal benefit or for the personal benefit of others.

- Accuracy of Financial Reports and Other Public Communications

Because Neurocrine is a public company, we are required to report our financial status, and a great deal of financial and other information about our business, to the public and to the Securities and Exchange Commission. We are also subject to various securities laws and regulations. It is the Company's policy to promptly disclose accurate and complete information regarding our business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting can severely damage the Company and may cause legal liability.

You have an obligation to report any evidence of improper financial reporting. Examples of suspicious activities include:

- Financial results that seem inconsistent with the performance of underlying business transactions
- Inaccurate Company records, such as overstated expense reports, or erroneous time sheets or invoices
- Requests to circumvent mandated review and approval processes
- The absence or weakness of processes or controls and approval procedures.

It is your responsibility to understand and comply with the laws, regulations and policies that are applicable to your job, however, if you are a senior financial officer

then you have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such individuals must understand and strictly comply with generally accepted accounting principles as adopted by Neurocrine and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

- **Insider Trading**

You may not directly or indirectly buy or sell stocks or other securities of Neurocrine or any other company based on non-public information obtained from your work at Neurocrine. In addition, you may not “tip” others by providing them non-public information under circumstances that suggest that you were trying to help them make an investment decision. These obligations are in addition to your obligations with respect to confidentiality and non-public information generally.

Under U.S. securities laws, it is unlawful for any person who has “material” non-public information about a company to trade in the stock or other securities of that company or to disclose such information to others who may trade. Material non-public information is information about a company that is not known to the general public and that a typical investor would consider important in making a decision to buy, sell or hold securities. Examples include:

- A pending or proposed acquisition, sale or other significant transaction
- A significant expansion or cutback of operations
- Results of late-stage clinical trials
- A significant product development or important information about a product, such as serious product safety issues
- Receipt of regulatory approval or failure to obtain regulatory approval for products
- Earnings or financial performance
- Significant litigation or patent-related events

You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the probability that U.S. federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. Violations of U.S. securities laws may result in civil and criminal penalties, including disgorgement of profits, civil judgments, fines and jail sentences.

You may not make an unauthorized disclosure of any non-public information acquired in the course of your service with Neurocrine or misuse material non-public information in securities trading. You should also be familiar with Neurocrine’s policy regarding insider trading. If you have any questions about trading or securities laws, contact the Chief Legal Officer.

- Maintaining Records

Accurate and reliable records are crucial to our business. Our records are viewed broadly and include records in all mediums such as paper, audio or video records, computer-based information such as e-mails and electronic files, accounting and financial data, measurement and performance records, payroll, timecards, travel and expense reports, and all other records maintained in the ordinary course of our business.

All records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading statements in any record. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our record keeping policies.

You must not destroy records that are potentially relevant to a violation of the law, any litigation, or any pending, threatened, or foreseeable government investigation or proceeding. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation, or to otherwise obstruct, influence or impede an official proceeding. The law applies equally to all company records, including formal reports as well as informal data such as e-mail, expense reports and internal memos.

- Anti-Bribery and Corruption

Neurocrine personnel are expected to fully comply with all anti-bribery and corruption laws and regulations. Generally, anti-bribery and corruption laws prohibit making payments or gifts to obtain or retain business, or to secure any improper business advantage.

Anti-bribery and corruption laws extend beyond the borders of the countries in which they form part of the laws. For example, in the United States, the Foreign Corrupt Practices Act prohibits making an offer, payment, promise to pay or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to any foreign official, any foreign political party or official thereof or any candidate for foreign political office to assist Neurocrine or another to obtain or retain business. In addition, the U.K. Bribery Act can apply to bribery taking place outside the United Kingdom, indeed anywhere in the world and with both governmental and private organizations.

You may not offer any payment (or anything else of value), whether to a government official or any other person, to make that individual or the entity they represent act in a manner that will assist Neurocrine in obtaining or retaining or securing any improper business advantage. You are obligated to keep books, records, and accounts that accurately and fairly reflect all transactions involving Neurocrine and the use of Neurocrine assets.

Neurocrine has adopted a separate Anti-Bribery and Corruption Policy that applies to all Neurocrine officers, directors and employees, and anyone doing business on Neurocrine's behalf, including Neurocrine's agents, contractors, distributors, sales agents, customs brokers, partners and other intermediaries. It is your responsibility to familiarize yourself with the requirements of Neurocrine's Anti-Bribery and Corruption Policy and to understand and comply with the laws, regulations and policies in this area that are applicable to your job.

- **Government Investigations**

It is the policy of the Company to cooperate fully with any government investigations. However, the Company should have the opportunity to be adequately represented in such investigations by its own Legal Department. Accordingly, if you obtain information that would lead you reasonably to believe that a government investigation or inquiry is underway, this information should be communicated immediately to your supervisor and to the Legal Department. In addition, if any government inquiry arises through the issuance of a written subpoena or written request for information (such as Civil Investigative Demand) such request should immediately, and before any action is taken or promised, be submitted to the Legal Department.

Appropriate handling of government investigations is very important for the Company, for management and for all personnel. Virtually all of the federal laws regulating the conduct of the Company's business, including antitrust, securities and tax laws, contain civil and criminal penalties. Criminal penalties can apply to the Company, and to those individuals within the Company, who actually took actions that violated the law or failed to take actions that resulted in a violation of the law. In some circumstances, this may also apply to the persons supervising the individuals that actually violated the law, if that supervisor was in a position to prevent the violation from occurring, but nonetheless the violation happened anyway.

You should never, under any circumstances:

- Destroy any company documents under circumstances where a request for those documents has been issued, or reasonably can be anticipated to be issued, from any government agency, a court, or in connection with any pending or threatened litigation

- Alter any Company documents or records except consistent with applicable law and Company policies
- Lie or make any misleading statements to any government employee (this includes routine, as well as non-routine investigations)
- Attempt to cause any other Company personnel, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information.

Neurocrine also believes that our personnel should be made aware of the opportunity for legal representation. In some government investigations, the Legal Department can represent the interests of both the Company and the individual. In some cases, there may be a conflict of interest between the Company and one or more individuals, and the individual(s) may need their own legal counsel.

- Treatment of Animals

It is the Company's policy to conduct animal research in compliance with all applicable, local, national, or international laws and regulations, such as those put forth in the Animal Welfare Act, the Guide for the Care and Use of Laboratory Animals, and the Office of Laboratory Animal Welfare:

- Export Controls

In general, any goods that we sell to a customer in a foreign country (outside our base of operations) must be covered by an export license. Export regulations are quite complex, and any personnel involved in any export transaction must observe at least the following two rules:

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

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

The definition of export is quite broad and can include conversations of a technical nature with a citizen of another country even though that conversation takes place entirely within the United States. Another example of a possible export would include tours of our facilities where foreign visitors could obtain technical information. If you have any doubt as to whether any situation involves an “export” within the meaning of our export control laws, you should consult with the Chief Legal Officer.

- **Imports**

All goods imported into the United States must pass through customs and, except in some limited cases where there are exemptions, a duty must be paid. The amount of that duty is based upon the classification of the goods and the value of the merchandise. All information furnished to any customs official, or to any agent that the Company hires to facilitate our imports, must be truthful and accurate.

- **Corporate Opportunities**

You owe a duty to the Company to advance its legitimate interests. Thus, you may not take for yourself corporate opportunities that are discovered through the use of Company property or information or as a result of your position with the Company, unless such opportunities are first offered to, and rejected by, the Company. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved by the Chief Legal Officer. If you have any questions about whether you can avail yourself of a corporate opportunity, contact the Chief Legal Officer.

- **Conflicts of Interest**

A conflict of interest may arise when an individual’s private interest interferes, or gives the appearance of interference, with the Company’s interest. We all have a duty to avoid interests, investments, or associations in which a conflict of interest might arise.

The following are examples of situations that may create conflicts of interest:

- Having an ownership interest in any supplier, customer, distributor, contractor or competitor of Neurocrine. If a close family member has an ownership interest in one of these companies that may also be a conflict.
- Acting as an officer, director, employee or consultant on behalf of any of Neurocrine’s suppliers, customers, distributors, competitors or contractors.
- Competing with the Company’s business or operations.
- Having an outside activity that is so substantial that it compromises your ability to devote appropriate time and attention to your job at Neurocrine.

Neurocrine personnel are required to fully disclose any situations that reasonably could be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to your supervisor or the Chief Legal Officer.

- Competition and Fair Dealing

It is the Company's policy to lawfully and ethically compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace by abiding by all applicable laws in the course of competing. Although the spirit of these laws that are commonly referred to as antitrust/consumer protection/unfair competition laws is straightforward, their application to situations can be complex.

You are permitted to gather intelligence about companies from public sources such as their websites, published articles, price bulletins, advertisements, brochures or public presentations, however, this business information about other companies may only be collected and used in an ethical manner and in a way that does not violate any laws.

You must never use, or ask any third party to use, unlawful or unethical means such as misrepresentation, deception, theft, spying or bribery to gather competitive information.

You should have an understanding of these laws as they relate to your job function and notify the Chief Legal Officer if you have any questions.

In addition, you should never abuse dominant market position and refrain from discussions with suppliers and customers that unfairly restrict trade or exclude competitors from marketplace. Neurocrine also does not work with competitors to divide markets, customers, or territories, and do not enter into agreements with competitors regarding allocating markets or customers. Trade or industry associations, gatherings, and social networking can bring together competitors who might discuss matters of mutual concern. While many of these discussions are appropriate, care must be taken not to potentially cross the line of noncompliance with competition law obligations.

- Gifts and Entertainment

The giving and receiving of gifts is a common business practice. You may, from time to time, provide or accept business amenities, such as gifts, meals, services, entertainment or other items of value; however, it is never appropriate to provide a gift to a healthcare professional. You must not solicit gifts, gratuities, or any other

personal benefit or favor of any kind from any individual or company currently doing business with us or company that is anticipated to do such business.

Any business amenity should be consistent with customary business practice, Neurocrine policies, and should be modest, reasonable and appropriate. It is your responsibility to use good judgment in this area and to know the policies, laws and rules that apply to you. As a general rule, you may give or receive modest gifts or entertainment to or from current or potential suppliers or collaborators only if the gift or entertainment could not be viewed as an inducement to, or reward for, any particular business decision. All gifts and entertainment expenses must be properly accounted for on expense reports.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, or if you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Chief Legal Officer.

- Charitable Contributions

Neurocrine is committed to making a positive contribution to the community through grants, charitable contributions, and other initiatives. Neurocrine will ensure that our contributions are made in transparent matter and will honor individuals' and organizations' independence, integrity, and privacy, without seeking to exercise undue influence over their opinions or activities.

- Protection and Use of Company Assets

All Neurocrine personnel are responsible for the proper use of company assets. This responsibility applies to all of Neurocrine's assets, including your time, work and work product, cash and accounts, physical assets such as inventory, equipment, vehicles, computers, iPads/tablets, cell phones, systems, facilities and supplies, intellectual property, such as patents, copyrights, trademarks, inventions, technology and trade secrets, and other proprietary or non-public information. Here are some general guidelines:

- You should use all reasonable efforts to safeguard company assets against loss, damage, misuse or theft
- You should be alert to situations that could lead to loss, damage, misuse or theft of company assets, and report any loss, damage, misuse or theft as soon as it comes to your attention
- You should not use, transfer, misappropriate, loan, sell or donate company assets without appropriate authorization
- You must take reasonable steps to ensure that the Company receives good value for company funds spent

- You may not use company assets in a manner that would result in or facilitate the violation of law
- You should use, and safeguard assets entrusted to the Company's custody by customers, suppliers and others in the same manner as company assets

- Access to Electronic Communications

The Company respects the individual privacy of its personnel, but these privacy rights do not extend to work-related conduct or to the use of Company- provided equipment, systems or facilities. You should not have an expectation of privacy with respect to company provided equipment or the use of personal equipment on or connected to Neurocrine's infrastructure. The Company's mobile electronic and/or digital devices, voicemail, and computer systems are the property of Neurocrine and, thus, are expected to be used primarily for job-related communications.

Although Neurocrine personnel have individual passwords to access the systems, the contents of electronic communications are accessible at all times by the Company for any business purpose.

- Public Communications

Neurocrine places a high value on its credibility and reputation in the community. What is written or said about Neurocrine in the news media and investment community directly impacts our reputation, positively or negatively. It is the Company's policy to provide timely, accurate and complete information in response to public requests, consistent with our obligations to maintain the confidentiality of competitive and proprietary information, and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding Neurocrine must be referred to Neurocrine's Chief Corporate Affairs Officer.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Chief Legal Officer or the Chief Financial Officer.

- Copyrights/Computer Software

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

The company generally does not purchase these programs, but instead licenses them. Both the license agreement and general copyright laws prohibit duplication of these programs. This is true even if the programs are not “copy protected.” You should not use copyrighted material, including journal articles, images, logos, or other media, without securing proper copyright permissions in advance.

- Political Contributions and Activities

Neurocrine encourages its personnel to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws limit the contributions Neurocrine can make to political parties or candidates. It is the Company’s policy that Neurocrine funds or assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given in accordance with Company’s Political Contributions and Expenditures Policy.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds – You may contribute your personal funds to political parties or candidates. Neurocrine will not reimburse you for personal political contributions.
- Volunteer Activities – You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities – Neurocrine’s facilities may not be used for political activities (including fundraisers or other activities related to running for office) without the approval of the Chief Legal Officer. Neurocrine may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Chief Legal Officer.
- Use of Company Name – When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of Neurocrine.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily, with your own resources and on your own time. Please contact the Chief Legal Officer if you have any questions about this policy.

- Environmental Health and Safety

The health and safety of our workplace and its impact on the environment is of utmost importance. Neurocrine is committed to providing a safe and healthy working environment for its personnel and avoiding adverse impact and injury to the environment and the communities in which we do business.

You should strive to conserve resources and reduce waste and emissions through recycling and other energy conservations measures. You have a responsibility to promptly report any actual or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. In addition, you are expected to comply with all applicable health, safety, and environmental laws and regulations, as well as Company policies.

- **Employment Practices**

The Company pursues fair employment practices in every aspect of its business. You are expected to comply with all applicable labor and employment laws. The following is a brief summary of our employment policies and procedures and a more comprehensive summary can be found in our Employee Handbook:

- **Anti-Discrimination** – It is Neurocrine’s policy to base all employment decisions without regard or consideration to any individual’s race, religion, creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age, citizenship, veteran status, sexual orientation, or any other basis prohibited by applicable law.
- **Harassment** – Harassment on the basis of an individual’s race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, marital status, sex, age, citizenship, veteran status, sexual orientation, or any other basis prohibited by applicable federal, state or local law is strictly prohibited.
- **No Retaliation** – Neurocrine will not tolerate any form of retaliation against any employee for engaging in protected activity, such as making a good faith complaint of harassment or discrimination or for cooperating in an investigation.
- **Professional Conduct** – Neurocrine requires individuals to behave professionally and respectfully in the workplace.
- **Drug and Alcohol Abuse** – Neurocrine is committed to a substance abuse-free workplace. The use of illegal drugs and the misuse of alcohol, legal drugs, and other substances is prohibited in the workplace.
- **Violence Free Workplace** – Neurocrine will not tolerate violence or threats of violence. Employees who experience, witness, or otherwise become aware of a violent, or potentially violent, situation that occurs on Company property or while conducting Company business must immediately report the situation to their manager or the Chief Human Resources Officer.

It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. You should contact the Chief Human Resources

Officer, the Chief Compliance Officer, or the Chief Legal Officer if you have any questions about the laws, regulations and policies that apply to you.

- **Third Party Relationship**


We treat our vendors with respect and fairness and we expect our suppliers to act with integrity and in accordance with standards as defined in our Supplier Code of Conduct.

- **Data Privacy**

Neurocrine respects the confidentiality of the personal information of its customers, patients, and personnel and is committed to protecting and preserving the security, integrity, and confidentiality of this information. It is your responsibility to use good judgment in this area and to know the policies, laws and rules that apply to you.

- **Disclosure of Debarment, Exclusion and Other Restrictions**

You are required to immediately self-disclose any information that might preclude your involvement in Company business operations. This includes any restrictions preventing involvement in federal health care programs. The Company reserves the right to screen employees, contractors or consultants for exclusion, debarment and other ineligibility in federal healthcare programs or government contracts.

 **Waiver of the Code**

Waivers of this Code will be granted on a case-by-case basis and only in limited circumstances. Waivers of this Code for individuals other than directors or executive officers may be made only by the Chief Executive Officer of Neurocrine with the concurrence of the Chief Legal Officer. Any waiver of this Code for our directors or executive officers may be made only by our Board of Directors or the appropriate committee of our Board of Directors and will be promptly disclosed in accordance with SEC regulations.


 **Ethical Decision Making**

Making the right decision is not always easy. There will be times when you will be under pressure or unsure of what to do. Always remember when you have a tough choice to make, you are not alone. Your colleagues and management are available to help, and you have other resources to turn to including the Code, our policies, your supervisor, and the resources cited throughout this Code. When faced with a tough decision, it may help to ask these questions:

- Is my action ethical, legal and consistent with our Company values?
- Is it consistent with the Code and policies?
- Is it based on a thorough understanding of the possible consequences?

- Will I be able to look myself in the mirror and be proud of the decision?
- Would I still be comfortable with the decision if it were made public?

You might also use the following Headline Test to think through the soundness and impact of your business decisions and actions on behalf of the Company. Before acting on behalf of the Company, ask yourself: How would it look if my action were to be a headline on the front page of the newspaper, captured on the internet or on a leading pharma blog?

 **Additional Information**

Neurocrine personnel are responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that govern our work. If you have any questions concerning the meaning or application of the Code of Business Conduct and Ethics, any Company policies, or the legal or regulatory requirements applicable to your position, it is your responsibility to seek guidance from your supervisor, your functional vice-president, human resources representative, any member of the Compliance Committee, or any member of the Legal Department.

Code of Business Conduct and Ethics

Acknowledgment

- I acknowledge that I have received and read Neurocrine’s Code of Business Conduct and Ethics.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Business Conduct and Ethics and that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Business Conduct and Ethics.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Business Conduct and Ethics, any company policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my supervisor, functional vice-president, a human resources representative, or the Chief Legal Officer, or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgment nor the Code of Business Conduct and Ethics is meant to vary or supersede the regular terms and conditions of my employment or engagement by Neurocrine or to constitute an employment contract.
- If I become aware of a potential violation of law, regulation, this Code of Business Conduct and Ethics, or any Neurocrine policy by a company officer, director, employee, contractor, or vendor, I understand that I am required to report the suspected violation to my supervisor, my functional vice-president, a human resources representative, any member of the Compliance Committee, or a member of the Legal Department, or to the Neurocrine Ethics Hotline at 1-800-688-2908 or NeurocrineEthics.com.
- I acknowledge that I must immediately report any concerns regarding harassment, discrimination or retaliation in the manner required by Neurocrine’s Policy Prohibiting Harassment, Discrimination and Retaliation.
- I further certify that I am not aware of any activities that would violate this Code of Business Conduct and Ethics, applicable law, regulation, or Neurocrine policy since the start of my employment or engagement by Neurocrine.

Acknowledgement may be provided via physical signature below or electronically via the Company’s Learning Management System.

(print name)

(date)

(signature)