



INTERCEPT PHARMACEUTICALS EX-US AND EX-CANADA

SUPPLIER AND DISTRIBUTOR CODE OF CONDUCT

May 2019

Intercept Supplier and Distributor Code of Conduct

Intercept is a biopharmaceutical company focused on the development and commercialisation of novel therapeutics to treat progressive non-viral liver diseases. Intercept is dedicated to building a healthier tomorrow for patients through key discoveries and innovating treatment to solve some of today's toughest medical challenges. Intercept strives to promote and protect the best interests of all stakeholders; patients, healthcare providers, shareholders, regulators, employees, suppliers, distributors and payers.

Intercept is committed to conducting business in a responsible, sustainable and ethical way and we expect the same of our “suppliers and distributors” – whether service providers, consultants, agents, subcontractors and/or intermediaries. Intercept operates within a framework of six core values representing the behaviours and standards we expect from our own employees. This Supplier and Distributor Code of Conduct embodies those core values:

- **Embody Integrity** – Integrity is central to everything we do, we harvest a culture that inspires and rewards high levels of integrity.
- **Innovate Everyday** – We foster an environment of innovation and recognise the need for creative solutions and continuous improvement in order to bring new treatments to patients to improve lives and restore hope.
- **Strive for Excellence** – We continually challenge ourselves to be better, do better and learn from our mistakes, we are committed to excellence, knowing that our tenacity and perseverance achieves results.
- **Be Collaborative** – We work as a community internally and with our third parties to enable alignment across the business and create a strong, positive morale.
- **Work Passionately** – We inspire excitement around shared goals, demonstrate optimism and credit teams for successes and achievements.
- **Stakeholder and Patient Centricity** – We cultivate a patient and stakeholder centric environment where teams are encouraged to identify solutions and that put patients first.

Suppliers and distributors are required to comply with all applicable laws, mandatory rules and regulations in force, together with this Supplier and Distributor Code of Conduct.

Ethical Business Practices

Fair Competition

Intercept is committed to fair competition and does not tolerate any violation of antitrust laws, competition laws or related regulations. Suppliers and distributors should conduct their business fairly and in compliance with all applicable antitrust and fair competition laws and regulations.

Information such as pricing and costs should never be exchanged with competitors.

Prohibited behaviours include making any statements known or intended to be misleading, untrue, deceptive or fraudulent about Intercept's products, services or prices, or those of Intercept's competitors, as well as using deceptive or disruptive practices to obtain information from third parties.

Conflict of Interest

Suppliers and distributors must avoid situations that may present a conflict of interest (or appear to do so) in their work with Intercept. Suppliers and distributors must notify Intercept upon becoming aware of an actual or perceived conflict of interest in their work with Intercept and follow any guidance provided as required by Intercept.

Anti-Bribery and Corruption

Intercept does not tolerate any form of bribery or corruption, including money laundering, fraud, kickbacks or embezzlement. The US Foreign Corrupt Practices Act 1977, the UK Bribery Act 2010 and other relevant local laws and regulations prohibit giving, accepting, soliciting or arranging for payment or items of value in any form (cash or in kind) either directly or indirectly for the purpose of: inducing or rewarding someone for purchasing, prescribing, endorsing or recommending a service or product.

Suppliers and distributors must never pay, offer, accept or otherwise authorise bribes (whether directly or indirectly) and shall ensure the establishment of robust bribery and corruption prevention programmes and training and the proper maintenance of accurate reports, records and invoices.

Gifts, Meals and Entertainment

Intercept does not request, accept or offer, authorise or provide gifts, meals or entertainment from persons who seek to do business with Intercept or that may improperly influence - or give the appearance of improperly influencing - Intercept's business decisions or those of our suppliers, distributors or customers. Intercept has established hospitality and gift policies outlining acceptable circumstances and monetary limits for business-related hospitality and/or exchange of gifts of nominal value which must be observed by Intercept employees when interacting with suppliers and distributors.

Suppliers and distributors should not provide gifts, meals or entertainment to Intercept employees, customers, suppliers, distributors, payers, healthcare professionals or government officials.

In particular, these must not be provided to customers, payers, healthcare professionals (HCPs) healthcare organisations (HCOs) or government officials where it might appear to influence.

Marketing and Promotional Practices

All marketing and promotional materials and activities must adhere to high ethical, medical and scientific standards and comply with applicable laws, rules and regulations and Intercept policies/principles. Promotional materials and activities that mention non-Intercept product (e.g. competitors) must be fair, balanced and accurate. Interactions with HCPs must adhere to applicable codes of practice, local industry laws/code and regulatory requirements and are relevant to interactions with HCPs/HCOs. If there are interactions that require legitimate payment for services (with HCP/HCO or Government officials) these should be in accordance with applicable fair market value and must be commensurate with the services.

Privacy

Suppliers and distributors must protect the confidentiality, security and privacy of personally identifiable information and should limit their use of such information to those purposes that are appropriate and necessary in accordance with applicable laws and regulations.

Environmental Responsibility

It is everyone's responsibility to help reduce and eliminate waste at its source, employ recycling techniques and use non-hazardous materials whenever feasible. Suppliers and distributors should conduct their business in an environmentally responsible manner that complies with all applicable environmental laws and regulations and obtain all required environmental permits and licenses as required.

Labour

Child-labour and Modern Slavery

Suppliers and distributors must comply with all applicable employment laws and regulations and shall not use forced, bonded or involuntary prison labour. Workers shall not be required to surrender their passports or legal documents in order to start or remain at work.

Suppliers and distributors shall not use child labour. A country's legal age for employment or age established for completing compulsory education must always be observed, provided that no workers shall be used who are younger than 16 years of age.

Suppliers and distributors shall observe and pay workers accordingly to all applicable wage laws (including overtime hours, minimum wages and mandated benefits).

Non-discrimination

Suppliers and distributors shall provide a workplace free from harassment and discrimination whether based on race, gender, colour, national origin, religion, age, sexual orientation, disability, familial status

or otherwise. This also applies to the terms and conditions of employment, including hiring, placement, promotion, termination and compensation.

Health and Safety

Suppliers and distributors must create and maintain a safe and healthy workplace for their workers and comply with all applicable occupational health and safety laws and regulations.

Management Systems

Identification of concerns

Suppliers and distributors should have a formal confidential, robust internal reporting system in place that enables their workers to report any suspected violations of law, regulations or policies, concerns or risks. Corrective and timely action should be taken by suppliers and distributors where necessary. Intercept is committed to non-retaliation and will maintain, as appropriate, confidentiality and anonymity with respect to all disclosures.

This includes reporting misconduct of Intercept employees with whom they do business. To report any misconduct by Intercept employees, Intercept has a Compliance and Ethics hotline that operates 24 hours a day, 7 days a week and is run by an independent, third-party provider (Navex) via toll-free telephone or the web. This can be accessed at the following web address <https://secure.ethicspoint.com/domain/media/en/gui/54533/index.html>.

Training

Suppliers and distributors should provide regular and consistent training to their management and workers to ensure the maintenance of an appropriate level of knowledge and skill in order to conduct their tasks and work. Worker performance should be regularly monitored and assessed against set expectations and corrective and timely action should be taken where any deficiencies are identified.

Should you have any questions, please contact your Intercept business partner.