

**RIGEL PHARMACEUTICALS, INC.**

**CODE OF CONDUCT**



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## **INTRODUCTION**

Rigel Pharmaceuticals, Inc. (the “Company” or “Rigel”) conducts all of its activities in accordance with the highest principles of ethics. Our organization requires officers, directors, and employees, as well as certain vendors, consultants and third party service suppliers related to our sales and marketing activities ("Third Parties") worldwide, to follow certain business practices and principles of behavior throughout our operations. This Code is intended to serve as a guide to help us maintain the highest ethical and professional standards in each of our functions and relationships.

This Code is not exhaustive. It addresses certain behaviors that are particularly important, but these are only part of our overall commitment to the proper treatment of, and dealings with, our coworkers, customers, Third Parties, competitors, federal, state, local and foreign governments, stockholders and members of the community. Since the Code depends on the honesty, fairness and integrity brought to the job by every person in the organization, each of us has a critical role to play.

This Code applies to all officers, directors, employees and Third Parties of the Company.

### **1. LEGAL COMPLIANCE**

Obeying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each person operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their area of responsibility. If you do have a question in the area of legal compliance, it is important that you seek answers from your supervisor or the General Counsel (as further described below).

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject you, as well as Rigel, to civil and/or criminal penalties. Conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation.

### **2. MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS**

Each employee must ensure that all documents of Rigel are completed accurately, truthfully, in a timely manner and, when applicable, are properly authorized.

Financial activities are to be recorded in compliance with all applicable laws and accounting practices. To ensure that accurate financial and administrative information is maintained, you should not permit or take any action that would result in the inaccurate recording of entries in Rigel’s books, records and ledgers. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;

- transactions be supported by appropriate documentation; the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions, and our books and records reflect such documentation and be accurate and complete;
- all employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the United States Securities and Exchange Commission. These reports must provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations in all material respects. All persons who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Rigel that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances, and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with our Accounting Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our statements and reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our statements and reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our statements and reports accurate in all material respects.

Any person who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the General Counsel, the Chief Compliance Officer, or anonymously as described in Section 19.

### **3. QUESTIONABLE PAYMENTS**

No person may participate in any way in the unlawful or unethical receipt by or payment by Rigel of Rigel's funds or funds of others, or in maintaining any unrecorded cash or non-cash funds or assets for the purpose of any unlawful or unethical receipts or payments.

### **4. HONESTY WITH REGULATORS AND OTHER GOVERNMENT OFFICIALS**

Because Rigel is subject to a variety of government regulations, particular care must be taken to ensure that no inaccurate or misleading reports, certifications, claims or statements are made to any government agency or official. Any attempt, or activity that could be perceived as an attempt to improperly influence government officials and employees to obtain or reward favorable treatment must be avoided.

### **5. CONFLICTS OF INTEREST**

To maintain the highest degree of integrity in the conduct of the business of Rigel and to maintain your independent judgment, you should avoid any activity involving personal interest that creates, or has the appearance of creating, a conflict between your interests and the interests of Rigel. A conflict of interest is defined as any situation in which a person has two or more duties or interests that are mutually incompatible and may tend to conflict with the proper and impartial discharge of that person's duties, responsibilities or obligations to Rigel.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with your supervisor or the Chief Compliance Officer. Factors you should consider in evaluating a potential conflict of interest include:

- Could my outside business or financial interests adversely affect my job performance or my judgment on behalf of Rigel?
- Could my outside business or financial interests adversely affect the job performance or judgment of others with whom I work?
- Can I reasonably conduct the activity outside of normal work hours?
- Will I be using the equipment, materials or proprietary or confidential information of Rigel in my activities?
- Could the activity have any potential adverse or beneficial impact on Rigel's business or its relationships with customers, partners, suppliers or other service providers?
- Could the activity enhance or support a competitor's position?
- Could the activity result in financial or other benefit (either direct or indirect) to me or one of Rigel's customers, partners, suppliers or other service providers?

- Could the activity appear improper to an outside observer?

Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to your supervisor or the Chief Compliance Officer, it is determined that the activity is not harmful to the Company or otherwise improper. The following are examples of situations that may, depending on the facts and circumstances, involve conflicts of interests:

- Activity that enhances or supports the position of a competitor to the detriment of Rigel is prohibited. As such, employment by (including consulting for) or service on the board of directors of a customer or supplier or other service provider must be disclosed and carefully considered. Changes in the competitive landscape of the industry may, however, require updated disclosure and consideration as appropriate.
- Undisclosed ownership, directly or indirectly, of a significant financial interest in any entity that does business, seeks to do business or competes with Rigel. As a general rule, a significant interest would be greater than 5% of securities or other beneficial interest in a company or other business.
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us. See Section 6 for further discussion of the issues involved in this type of conflict.
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.
- Taking personal advantage of corporate opportunities. You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with Rigel or through your use of Rigel's property or information, unless authorized by your supervisor, the Chief Compliance Officer or Rigel's Audit or Governance Committee, as appropriate.
- Conducting Rigel business transactions with your family member, significant other or person who shares your household or a business in which you have an undisclosed significant financial interest.

Loans to, or guarantees of obligations of, you or your family members by Rigel could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law. As a result, all loans and guarantees by Rigel must be approved by the Chief Financial Officer, and by the Audit or Governance Committee of the Board of Directors, if with respect to an officer or director.

In general, any transaction constituting a conflict of interest must be approved by the Chief Compliance Officer or the Chief Financial Officer. A transaction involving an executive officer (including, where required by applicable laws, our principal executive officer,

principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or a committee of the Board of Directors, to the extent permitted by applicable regulatory and Nasdaq rules and will be disclosed to stockholders as required by applicable laws, rules and regulations.

## **6. POLITICAL CONTRIBUTIONS AND ACTIVITIES**

Rigel encourages employees to participate in the political process as individuals and on their own time. In doing so, however, employees must act with integrity, obey all applicable laws and make clear that your views and actions are your own and not made on behalf of Rigel. Corporate funds, resources or assets shall not be used to make a political contribution to any political party, candidate, or purpose unless prior review for adherence to applicable laws and regulations has taken place and approval has been provided by the General Counsel and Chief Executive Officer.

## **7. GIFTS AND ENTERTAINMENT**

Giving gifts to or receiving gifts from a Third Party, an existing or potential customer or competitor may be construed as attempts to influence the performance of duties or to favor certain individuals or companies. Neither you nor any member of your immediate family may request, accept or give any gifts in connection with our business other than an infrequent small gift or consumable without the approval of the Chief Executive Officer or a vice president. This includes gifts, payments, consulting fees, loans, travel or other benefits of value received directly or indirectly from any Third Party, existing or potential customer or competitor. You may offer or accept gifts of a nominal or token value motivated by commonly accepted business courtesies. However, any gift that could create an obligation to the donor or recipient, or influence the business relationship with the donor or recipient, should not be accepted or offered.

Under some statutes, giving anything of value to a healthcare professional or a local, state, federal or foreign government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or the Chief Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

Appropriate business entertainment of non-government employees who are not health care professionals, occurring in connection with business discussions or the development of business relationships, is generally deemed appropriate in the conduct of official business. For example, it is an acceptable practice for you to provide or accept an occasional meal or outings with vendors or customers, if there is a valid business purpose involved and the expense is not extravagant. Entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

## **8. COMPETITION**

Rigel's activities are governed by federal and state antitrust and trade regulation statutes. There are many types of activities that may, in some cases, be violations of federal and state

antitrust laws. For example, various activities, the effect or intent of which is to fix prices, allocate markets or otherwise reduce competition, may violate the antitrust laws. Such activities may include certain types of discussions, meetings or arrangements with our competitors, agreements, (whether formal or informal, written or oral), or any joint activity involving Rigel and any other party.

Competitive information must be gathered with care. We must conduct all interactions with competitors, including social activities, as if they were completely in the public view, because they may later be subject to examination and unfavorable interpretation. If you have any questions about whether it is appropriate to obtain particular information, contact your supervisor or the Chief Compliance Officer.

## **9. PRIVACY AND PERSONAL DATA PROTECTION**

All Rigel employees, Third Parties, customers and patients are entitled to their personal data. These data must be used fairly, with good judgement and in accordance with the relevant data protection and privacy laws, rules and policies which vary from state to state and country to country.

## **10. CONFIDENTIAL INFORMATION**

Much of the information we use is confidential, privileged, proprietary or of competitive value to Rigel. This confidential information may have been developed by us or may belong to others, and we are required to keep it confidential. In both instances, you must be careful to guard against disclosure of the information to any individuals outside Rigel. In addition, in the course of serving our customers, you may learn confidential or proprietary information about them. It is equally important that you guard against the disclosure of our customers' confidential information.

You must exercise the utmost care when dealing with confidential information. All Rigel emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated to individuals outside of Rigel, except where required for Rigel-related business reasons.

Your obligation to treat certain information as confidential does not end when you leave Rigel. You may not disclose any confidential information to a new employer or to others after ceasing to be a Rigel employee, director or consultant.

## **11. INSIDER TRADING AND USE OF COMPANY OR CLIENT INFORMATION FOR PERSONAL GAIN**

During the course of your employment with Rigel, you may receive important information that is not yet publicly available, i.e., not disclosed to the public in a press release or SEC filing (“inside information”), about Rigel or about other publicly-traded companies with which Rigel has business dealings. Because of your access to this information, you may be in a position to profit financially by buying or selling or in some other way dealing in Rigel’s stock or stock of another publicly-traded company, or to disclose such information to a third party who does so (a “tippee”).



For anyone to use such information to gain personal benefit, or to pass on or “tip” the information to someone who does so, is illegal. There is no “de minimis” test or minimum threshold of materiality. Use of inside information to gain personal benefit and tipping are as illegal with respect to a few shares of stock as they are with respect to a large number of shares. You can be held liable both for your own transactions and for transactions effected by a tippee, or even a tippee of a tippee. Furthermore, it is important that the appearance, as well as the actuality, of insider trading in stock be avoided. The only exception is that transactions directly with Rigel, i.e., option exercises or purchases under Rigel’s employee stock purchase plan, will not create problems. However, the subsequent sale or other disposition of such stock is fully subject to these restrictions.

As a practical matter, it is sometimes difficult to determine whether you possess inside information. The key to determining whether nonpublic information you possess about a public company is “inside information” is whether dissemination of the information would be likely to affect the market price of the company’s stock or would be likely to be considered important by investors who are considering trading in that company’s stock. Certainly, if the information makes you want to trade, it would probably have the same effect on others. Both positive and negative information can be material. If you possess “inside information,” you must refrain from trading in a company’s stock, advising anyone else to do so or communicating the information to anyone else until you know that the information has been disseminated to the public. “Trading” includes engaging in short sales, transactions in put or call options, hedging transactions and other inherently-speculative transactions.

Although by no means an all-inclusive list, information about the following items may be considered to be “inside information” until it is publicly disseminated:

- financial results or forecasts;
- major new products or processes;
- proposed acquisitions or dispositions;
- pending public or private sales of debt or equity securities or declaration of a stock split;
- major contract awards or cancellations;
- scientific, clinical or regulatory results;
- issuance of marketing approval for a new product
- top management or control changes;
- possible tender offers;
- significant write-offs;

- significant litigation;
- impending bankruptcy;
- gain or loss of a significant customer or supplier;
- pricing changes or discount policies;
- corporate partner relationships; and
- notice of issuance of patents.

This policy continues to apply to your transactions in Rigel's stock even after you have terminated employment. Specifically, if you are in possession of material nonpublic information when your employment terminates, you may not trade in Rigel's stock until the information has become public or is no longer material.

Anyone who effects transactions in Rigel's stock or the stock of other public companies engaged in business transactions with the Rigel (or provides information to enable others to do so) on the basis of inside information is subject to both civil liability and criminal penalties, as well as disciplinary action by Rigel. An employee who has questions about these matters should speak with his or her own attorney or to Rigel's General Counsel, at (650) 624-1327.

## **12. BRIBERY AND CORRUPTION; INTERNATIONAL BUSINESS**

Rigel prohibits all bribes and improper payments to anyone regardless of whether it is the public or private sector. The U. S. federal and state laws make it illegal to offer or give anything to a government official or government employee in an effort to bring about that person's influence or actions on the job. In addition, the U.S. Foreign Corrupt Practices Act ("FCPA") prohibits bribes and improper payments to foreign government officials. Violations of the FCPA may result in serious criminal and civil sanctions for Rigel and any of its directors, officers, and/or employees involved in the violations.

You are expected to comply with the laws in all countries in which we operate. The fact that, in some countries, certain laws prohibiting particular conduct are not enforced in practice, or that violation is not subject to public criticism or censure, will not excuse noncompliance. You also must comply strictly with United States laws and regulations applicable to the conduct of business outside the United States.

## **13. USE OF COMPANY TECHNOLOGY**

It is extremely important that you take all necessary measures to ensure the security of your computer and any computer or voicemail passwords. You must not include sensitive or confidential information in any messages that are widely distributed or sent outside Rigel. If you have any reason to believe that your password or the security of a Rigel technological resource has been compromised, then you must change your password immediately and report the incident to your supervisor and the system administrator.

The use of technological resources must be consistent with all other Rigel policies, including those relating to sexual harassment, privacy, patents, copyrights and trademarks. You are prohibited from using Rigel's technological resources to transmit, display, store, publish or purposely receive pornographic, obscene or sexually explicit material.

Rigel respects the individual privacy of its employees, but these privacy rights do not extend to any employee's work-related conduct or to the use of Company-provided equipment, systems or facilities. While Rigel will adhere to all policies and laws regarding personal data, employees should not have an expectation of privacy with respect to the content resulting from the use of Company-provided equipment or systems, including e-mail, which shall be accessible at all times by the Company for any business purpose.

#### **14. MEDIA AND SOCIAL MEDIA**

Only designated employees are authorized to speak or post on behalf of the Company or about Company products in the media or social media, and only after the content has gone through the proper review and approval process. Social media includes sites such as Facebook, Instagram, Twitter, blogs, YouTube and forums. Inquiries from the media must be directed to the Company's Communications Department or to the Chief Executive Officer. Employees may add appropriate and accurate employment information to their LinkedIn profile or other similar social media sites.

#### **15. COMPANY ASSETS**

We all have a duty to safeguard Rigel's assets, including our physical facilities and equipment, computers, computer software, records, customer information, manpower and Rigel names and trademarks. Rigel assets should be used for Rigel business only.

All Rigel purchases should be made strictly on the basis of quality, suitability, service, price and efficiency. We should treat our suppliers fairly and equitably. It is Rigel's policy to award orders and contracts on the basis of merit and without favoritism.

#### **16. COOPERATING WITH GOVERNMENT INVESTIGATIONS**

It is Rigel's policy to cooperate with government investigations, even with those directed at Rigel. Both Rigel and employees have the right to be represented by legal counsel during any government investigation or inquiry. This means that you have the right to have an attorney present during questioning where ever or whenever that questioning occurs. If you are contacted by a third party in connection with a governmental investigation or you learn of a governmental investigation, immediately contact the General Counsel.

#### **17. HEALTHCARE INDUSTRY STANDARDS**

The United States highly regulates the healthcare industry. The laws governing drug development, approval, labeling, promotion and pricing are intended to protect the health, welfare and safety of patients. These laws also are designed to protect the integrity of the government programs and third-party insurers that purchase or reimburse for prescription drugs. This Code and Rigel's company policies contain additional rules about business transactions

(including meals, travel, and other transfers of value), scientific/medical information and conferences, educational grants, scientific research and publications, and charitable donations. Compliance is about our employees following the relevant laws and company policies as well as behaving ethically. Compliance fosters a culture that values integrity and promotes “doing the right thing”.

### *Product Safety & Quality*

The safety and quality of Rigel’s products and services are essential to physicians and their patients. Rigel protects 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 work only with reputable third-party manufacturers and distributors with a commitment to good practice quality guidelines (GxP), including good laboratory practices (GLP), good manufacturing practices (GMP) and good distribution practices (GDP). Rigel has pharmacovigilance and quality policies that facilitate the timely and effective reporting and follow-up on reports of adverse events and potentially mislabeled, defective or counterfeit products.

### *Product Advertising and Promotion*

The primary focus of all Company promotional interactions with healthcare professionals is the communication of accurate, truthful and balanced product information that is consistent with approved product labeling. All materials used in advertising and promotion of a product must be approved in accordance with the promotional review approval process. This includes, but is not limited to, exhibits, displays, and commercial displays at medical congresses. Employees and others speaking on behalf of the Company, including but not limited to sales representatives and contracted speakers, may only use materials that have received required approval.

### *Interactions with Healthcare Professionals, Customers and Third Parties*

Rigel employees or Third Parties and its interactions with healthcare professionals, customers, and/or other Third Parties must include accurate, truthful and balanced product information and relevant scientific information only. These interactions must be designed to enhance the practice of medicine and to benefit patient care and be in accordance with Rigel’s policies. Rigel does not approve or permit practices that may be perceived as buying or attempting to buy business.

### *Government Pricing and Contracting*

State and federal governments may purchase and/or pay for Company products. Because the government relies on our pricing data to determine purchase prices, reimbursement rates and rebates for Company products, the Company has an obligation to accurately report our pricing information. The Company is committed to ensure that all prices reported for products is complete and accurate and Company employees and Third Parties will comply with all Company policies and procedures governing discounting, offering other price incentives and service fees, and collecting, calculating, verifying and reporting of price information.

## **18. WAIVERS**

Any waiver of this Code requires approval of the General Counsel. Any waiver with respect to executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) or directors may be authorized only by our Board of Directors or a committee of the Board, to the extent permitted by applicable regulatory and Nasdaq rules and will be disclosed to stockholders as required by applicable laws, rules and regulations.

## **19. COMPLIANCE WITH THE CODE OF CONDUCT**

To facilitate compliance with this Code, we have implemented a program of code awareness, training and review. We have established the position of Chief Compliance Officer to oversee this program. Rigel's Chief Compliance Officer is a person to whom you can address any questions or concerns, and can be reached at (650) 624-1212.

In addition to answering questions or concerns regarding this Code, the Chief Compliance Officer is responsible for:

- investigating possible violations of the Code and disciplining consistently;
- training new persons in our organization in Code policies;
- conducting appropriate training sessions and distributing to employees copies of the Code, as appropriate, with a reminder that they are responsible for reading, understanding and complying with the Code;
- Ensuring that the Company is auditing and monitoring compliance with the Code and Company policies and procedures;
- updating the Code as needed and alerting persons in our organization to any updates, with appropriate approval of the Audit Committee and/or the Governance Committee of the Board of Directors, to reflect changes in the law, Rigel operations and in recognized best practices; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Chief Compliance Officer. In addition, the Chief Compliance Officer is responsible for receiving, reviewing and investigating reports of any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters, or other violations of federal or state laws, rules or regulations. If employees (or

consultant, vendor, etc.) have a suspected violation to report, they should report such matter to the Chief Compliance Officer.

### *Anonymous Reporting*

If you are uncomfortable speaking with someone at Rigel for any reason, we have also established a procedure under which suspected violations may be reported anonymously. One may anonymously report a suspected violation by delivering the complaint via regular mail to the Chief Compliance Officer at 1180 Veterans Boulevard, South San Francisco, CA 94080 or by leaving a voice message by calling 650-624-1127. Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the Chief Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation. Employees should realize that if an anonymous complaint cannot be properly investigated without additional information, we may have to close the matter for lack of sufficient information.

## **20. ASKING QUESTIONS AND RAISING CONCERNS**

### *Clarifying Questions and Concerns; Reporting Possible Violations*

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or the Chief Compliance Officer; even the appearance of impropriety can be very damaging and should be avoided.

Each employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters, or other violations of federal and state laws, rules or regulations or of the Code in accordance with the provisions of this Code and/or any other such policy adopted by Rigel. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation.

### *Policy of Non-Retaliation*

It is our policy to comply with all applicable laws that protect our employees against unlawful discrimination or retaliation as a result of their reporting information regarding, or their participation in, investigations involving corporate fraud or other violations of federal and state laws, rules or regulations and of the Code by Rigel or our employees or agents. Specifically, our policy is designed to prevent employees from being subject to disciplinary or retaliatory action by Rigel or any of our employees or agents as a result of an employee's:

- disclosing information to a government or law enforcement agency, where the employee has a good-faith, reasonable belief that the information demonstrates a violation or possible violation of a federal or state law, rule or regulation;
- providing information, filing, testifying or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding, regarding any conduct that the employee reasonably and in good faith believes involves a violation or possible violation of a federal or state law, rule or regulation; or
- providing information to Rigel's representatives or other persons where the employee has a good-faith, reasonable belief that the information discloses a violation or possible violation of federal or state law, rule or regulation or the Code.

Whether you choose to speak with your supervisor or the Chief Compliance Officer, you should do so without fear of any form of retaliation. If any employee believes he or she has been subjected to any discrimination or retaliation or other action by us or our agents for reporting suspected violations in accordance with the Code, he or she may file a complaint with the Chief Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

#### *Policy for Receiving and Investigating Complaints*

Supervisors must promptly report any complaints or observations of Code violations to the Chief Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Chief Compliance Officer directly. Upon receipt of a complaint, the Chief Compliance Officer will determine whether the information alleged in the complaint alleges or contains allegations that might constitute a violation of the laws and regulations to which Rigel is subject. The Audit Committee shall be notified promptly of complaints determined to involve accounting, internal accounting controls and auditing concerns. The Chief Compliance Officer will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim, under the supervision of the Chief Compliance Officer, or, in the case of complaints alleging accounting, internal accounting controls and auditing concerns, under the supervision and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Chief Compliance Officer will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim. If the matter does not concern accounting, or if the matter involves the Audit Committee or its practices, the Governance Committee of the Board will be notified and involved.

The confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. Neither you nor your supervisor may conduct any preliminary investigation, unless

authorized to do so by the Chief Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Chief Compliance Officer will consult with the legal department, the human resources department and/or the Audit or Governance Committee of the Board of Directors. In the course of any investigation, we may find it necessary to share information with others on a “need-to-know” basis. If the investigation confirms that a violation has occurred, we will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination and will also take appropriate steps to correct and remedy any such violation. Appropriate action may also be taken to deter any future violations.

#### *Retention of Complaints*

The Chief Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution. Each member of the Audit Committee or Governance Committee as appropriate, and, at the discretion of the Chief Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policy.

*Dated: October 1, 2003; Last updated May 12, 2018.*