



**Iterum Therapeutics plc**  
**Code of Business Conduct and Ethics**

# 1. Introduction

## **Purpose of the Code**

This Code of Business Conduct and Ethics (the “Code”) provides an overview and summary of key behavioral expectations for directors, officers, and employees of Iterum Therapeutics plc (the “Company”) and all of its subsidiaries and other business entities controlled by the Company worldwide. The Company expects all directors, officers, and employees to read, understand, and follow this Code. It is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with legal requirements and high standards of integrity. The Code also refers to other Company sources that provide additional information.

## **Compliance with Legal and Company Requirements**

The Company expects its directors, officers, and employees to be honest, act with integrity, and follow all legal and company requirements that apply to Company business activities wherever they occur. It is important to be aware that the laws of different countries and states that govern Company business activities and interactions with customers and others can vary. The Company expects employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. All employees, officers, and directors are responsible for using good judgment and common sense in seeking to identify and follow the applicable requirements. Ask for advice when there is any uncertainty about what is required, especially when engaging in an activity in a new location for the first time. Some local laws are complicated and some conflict with the laws of another jurisdiction; not all of these can be detailed in the Code. Any local law that is more restrictive than the provisions of this Code or Company requirements takes precedence and must be followed.

If you have any questions regarding the Code, more detailed legal or company requirements, or their application in any situation, help is available. Contact your supervisor, Human Resources Department or the Compliance Officer before taking action.

## **Consequences to the Company of Failing to Meet Requirements**

Failing to follow legal and Company requirements that apply to Company business can result in harm to patients, co-workers, and communities in which the company conducts its business. Compliance failures can also result in negative legal consequences, including products liability lawsuits, or civil and criminal penalties against the Company, and in some cases, against individual employees. In extreme cases, individuals may even be subject to imprisonment and/or an official prohibition on working in the pharmaceutical industry.

## **Raising Integrity Concerns (other than Accounting or Auditing Matters)**

The Company has adopted values, policies, supporting procedures, training programs, and other mechanisms to promote an atmosphere of open, honest, and respectful communication throughout the Company. The Company wants to know right away about any integrity concerns so that the Company can take action to mitigate actual or potential harms, or keep them from getting worse. Therefore, the Company expects (subject to any limitations of local law) directors, officers, and employees to report promptly to the Company any actual or suspected integrity

violation (including any violation of this Code or legal or Company requirements) by a Company employee, officer, director, or any third party doing business on behalf of the Company. Reports may be made openly to your supervisor, the Human Resources Department or the Compliance Officer. The Compliance Officer is a person to whom you can address any questions or concerns. (Any supervisor who receives a report of a violation must immediately inform the Human Resources Department.) Reports may be made in person or by mail, e-mail, or submitting the compliant via secure web form which can be accessed at <https://www.openboard.info/iterumtx/index.cfm>. Reports may also be made to the following toll-free telephone number: 888-259-6973. The Company prefers that you identify yourself when reporting concerns to enable follow up for additional information, as necessary; however, you may leave a message anonymously.

### **Concerns Regarding Accounting or Financial Auditing Matters**

Employees with concerns regarding questionable accounting or financial auditing matters or complaints regarding accounting, internal accounting controls or financial auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Chief Financial Officer or by way of the toll-free telephone number listed in the preceding paragraph. All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Chief Financial Officer and the Chair of the Audit Committee of the Board of Directors of the Company. A record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if desired, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors. You may also refer to the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters and report that violation as set forth in such policy.

### **Investigations**

All reports, concerns, and complaints will be treated with sensitivity and discretion and investigated promptly. All relevant facts known to the Company will be considered. Confidentiality of the reporter will be protected to the extent possible, consistent with law and the Company's need to investigate the concern. The Company will determine if a violation has occurred and what appropriate corrective action(s) should be taken.

The Audit Committee will evaluate the merits of any concerns or complaints received by it about Accounting or Financial Auditing Matters and authorize any follow-up actions it deems necessary or appropriate to address the substance of the concern or complaint.

When asked, employees and officers are expected to cooperate fully with any Company investigation of a potential violation regardless of who reported the matter.

### **No Retaliation**

The Company strictly prohibits retaliation against anyone who, in good faith, seeks guidance, expresses a concern, submits a report, or files a complaint. Employees, officers and directors must not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports a concern about a potential violation. (Any

reprisal or retaliation made against an employee because the employee, in good faith, sought help or submitted a report or complaint is a basis for disciplinary action.) However, if the report was made with knowledge that it was false, the Company may take appropriate disciplinary action against the reporter up to and including termination.

If you believe you have been subject to retaliation, or know of someone else who has, notify your supervisor or the Human Resources Department.

While it is the Company's desire to address matters internally, nothing in this Code is intended to discourage the reporting of any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign legal requirements that apply to company business activities, to the appropriate regulatory authority. Similarly, this Code is not intended to prohibit testifying, participating or otherwise assisting in any government administrative, judicial, or legislative proceeding or investigation.

### **Disciplinary Action**

All relevant factors and circumstances are considered carefully by the Company before discipline is imposed. Disciplinary action can vary based on the severity of the problem and circumstances involved. Certain violations may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. If the Company determines that disciplinary action is warranted, subject to local law, it can range anywhere from a warning to termination of employment. Employees may be disciplined for any of the following non-exhaustive list:

- Failing to complete required training and certification by the designated due date
- Violating this Code or a legal or Company requirement
- Authorizing, encouraging, or requesting someone else to commit a violation
- Failing to promptly raise a concern about an actual or suspected violation
- Failing to cooperate with an investigation of a potential violation
- Retaliating against another for reporting an integrity concern
- Making statements or accusations about the Company or to the Company that are known to be false
- Falsifying Company reports or records, or
- Providing the Company with false information during the course of an investigation.

In addition, supervisors are also subject to discipline for:

- Failing to demonstrate leadership and diligence in promoting integrity, or
- Failing to report a known or suspected violation in a timely manner to the Human

Resources Department.

## 2. Workplace Expectations

### **Equal Opportunity, Discrimination, and Harassment**

The Company is committed to providing equal opportunity in employment to all employees and applicants and complying with all applicable laws regarding nondiscrimination in employment. This allows the Company to provide a discrimination-free work environment for all employees, regardless of race, color, religion, national origin, citizenship, ancestry, marital status, sexual orientation, age, gender identity and gender expression, disability, genetic information, veteran status or other characteristic protected by applicable federal, state, or jurisdiction specific laws. The Company also prohibits harassment based on these characteristics in any form, whether physical or verbal. Harassment is any unwelcome or inappropriate conduct that demonstrates hostility or an aversion toward another on the basis of a legally protected characteristic. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive or racially degrading objects or pictures.

### **Drugs and Alcohol**

All employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale, and use of illegal substances. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, employees are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

### **Violence Prevention and Weapons**

The Company does not tolerate violence or threats of violence in, or related to, the workplace. Report immediately any violent or potentially violent situation that you experience, witness, or otherwise become aware of on Company property or that affects the Company's personnel or business operations. Contact your supervisor or the Human Resources Department.

### **Environment, Health, and Safety**

The Company is committed to providing an injury free workplace. To that end, employees, officers, and directors must comply with all applicable environmental, health, and safety requirements imposed by law and/or the Company. Employees with questions or concerns about unsafe conditions or tasks that present a risk of injury should report these concerns immediately to their supervisor, or the Human Resources Department. Please refer to the Employee Handbook for additional details about workplace safety.

### 3. Marketplace Expectations

#### **Gifts and Gratuities**

The use of Company funds or assets for gifts, gratuities, or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable local law, insignificant in value, and not given in consideration or expectation of any action by the recipient. It is never appropriate to provide a gift or gratuity to a government official in the form of cash or a cash equivalent.

The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees, officers, and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be politely refused or returned immediately and reported to your supervisor. If refusal or immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

#### **Meals and Entertainment**

Common sense and moderation must prevail in Company funded business meals and entertainment. Employees, officers, and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and is in compliance with applicable legal and Company requirements.

#### **Prohibition on Bribes and Kickbacks**

Bribes and kickbacks are strictly prohibited. It is a violation of the law and Company policy to offer, approve, give, solicit, or receive any form of bribe or kickback anywhere in the world. The U.S. Foreign Corrupt Practices Act prohibits any attempts to obtain or retain business by giving anything of value, directly or indirectly, to:

- officials or employees of foreign governments,
- foreign political candidates or political party officials,
- officials of certain international public organizations that are designated by Executive Order, or
- health care professionals who are reimbursed for their services by a government.

Similar restrictions apply under the U.K. Bribery Act and other local anti-bribery laws. Health care workers and others, such as academics, who are employed by a government owned hospital or institution must be considered and treated as government employees for purposes of these laws. The receipt, offer, or authorization of bribes or kickbacks between private parties in connection with commercial transactions is likewise prohibited. Discuss with your supervisor or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

### **Interactions with Health Care Professionals (“HCPs”) and Organizations (“HCOs”)**

Employees must conduct themselves in an appropriate and compliant manner when interacting with an HCP or HCO. This includes following all applicable legal and Company prohibitions on:

- giving or offering something of value to inappropriately influence prescribing or purchasing decisions,
- promoting medicines for an indication prior to receiving market authorization for the indication, or
- using materials during promotional interactions that were not previously approved for that purpose by the Company or that have been modified since Company approval.

Employees and officers who interact with HCPs and HCOs must follow detailed Company requirements that apply to these interactions. The Company will provide more specific training to relevant employees and officers on these topics. In addition, the Company will provide training on detailed requirements for reporting and tracking things of value provided to an HCP that are subject to Company transparency reporting requirements.

### **Interactions with Government Representatives**

In the course of their duties at the Company, employees, officers, and directors may interact with representatives of U.S., state, and local governments and the governments of other countries. Those whose job responsibilities include interacting with government representatives on behalf of the Company must understand and follow the special legal requirements that apply to these

Interactions as well as any applicable Company requirements. If there is any doubt about whether a course of action is lawful and appropriate, seek advice immediately from your supervisor or the Human Resources Department. If your job responsibilities do not include interacting on behalf of the Company with government representatives, refer any communications with individuals in this group to a Company employee who does have that responsibility, even if the government representative approached you initially.

### **Privacy**

In the United States, the Health Insurance Portability and Accountability Act (“HIPAA”), as amended by the Health Information Technology for Economic and Clinical Health (“HITECH”) Act, addresses the security and privacy of Protected Health Information (“PHI”), and identifies who is

responsible for maintaining the security and privacy of such information, and who may access and/or use such information. From time to time, the Company receives information in addition to PHI, such as personal and private information that is used for legitimate business purposes including, but not limited to, information concerning colleagues, job applicants, research study subjects, research investigators, patients, consultants, HCPs, vendors, and suppliers. The Company is committed to adhering to all applicable legal requirements protecting the privacy of PHI or Electronic Protected Health Information (“ePHI”) and other confidential information and safeguards this information in a manner consistent with applicable legal requirements. Employees, officers, and directors must follow all Company requirements to protect private information.

With respect to information obtained from or about individuals who live in Europe or other countries where data protection laws are more strict than privacy protections in the United States, employees, officers, and directors must follow the legal data protection requirements of the European Union or other applicable local privacy or data protection law.

## 4. Business Expectations

### **Conflicts of Interest**

Employees, officers, and directors must act in the best interests of the Company and refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest exists when a personal interest interferes, or appears to interfere, in any way with the performance of their duties or the best interests of the Company. A conflict of interest can arise whenever an employee, officer, or director, takes action or has an interest that could prevent or appear to prevent his or her performance of Company duties and responsibilities honestly, objectively, and effectively. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. The Company expects its employees to be free from influences that conflict with the best interests of the Company. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited.

Employees and Officers. Employees and officers must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a significant customer, significant supplier, or direct competitor of the Company, other than at the request of the Company;
- have, or permit any close relative to have, a financial interest in a significant supplier or significant customer of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;



- accept gifts that exceed an insignificant value or offers for free or reimbursed lodging or travel from a Company customer or vendor unless the Company has negotiated the arrangement as part of its business dealings;
- borrow from, lend to, invest in, or engage in any financial transaction with Company customers, vendors, contracted resources, other employees, or competitors other than on terms that are consistent with terms generally available to other individuals who are not Iterum employees;
- use non-public information or knowledge about the Company or a customer, vendor, or prospective business partner, or that is related to an acquisition target of the Company, for personal gain or advantage;
- supervise, review, or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that Company management, or in the case of executive directors or above, the Board of Directors, determines to constitute a conflict of interest.

Directors. Directors must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a direct competitor of the Company;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- use his or her position with the Company to influence any decision of the Company relating to a contract or transaction with a supplier or customer of the Company if the director or a close relative of the director:
  - performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier or customer; or
  - has a financial interest in such supplier or customer, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- supervise, review, or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

Definitions. The following definitions apply for purposes of Conflicts of Interest:

- “Close relative” means a spouse, dependent child or any other person living in the same home with the employee, officer or director or an individual over whose business affairs the employee, officer, or director exerts significant influence.
- “Immediate family” means a close relative and a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law.
- “Significant customer” means a customer that has made during the Company’s last full fiscal year, or proposes to make during the Company’s current fiscal year, payments to the Company for property or services in excess of one percent (1%) of (i) the Company’s consolidated gross revenues for its last full fiscal year or (ii) the customer’s consolidated gross revenues for its last full fiscal year.
- “Significant supplier” means a supplier to which the Company has made during the Company’s last full fiscal year, or proposes to make during the Company’s current fiscal year, payments for property or services in excess of one percent (1%) of (i) the Company’s consolidated gross revenues for its last full fiscal year or (ii) the customer’s consolidated gross revenues for its last full fiscal year.

It is your responsibility to disclose to your supervisor any transaction or relationship that reasonably could be expected to give rise to a conflict of interest between your personal interests and those of the Company, and to refrain from pursuing it unless prior Company approval is given through your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Audit Committee.

### **Corporate Opportunities**

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with the Company or through your use of corporate property or information, unless authorized by your supervisor, the Compliance Officer or the Audit Committee, as described above. Even opportunities that are acquired privately by you may be questionable if they are related to the Company’s existing or proposed business. Significant participation in an investment or outside business opportunity that is directly related to the Company’s business must be pre-approved. You may not use your position with the Company or corporate property or information for improper personal gain, nor should you compete with the Company in any way.

### **Dealings with Independent Auditors**

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company’s financial

statements. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

## **Protection and Proper Use of Corporate Assets**

### **Confidentiality of Information**

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees, officers, and directors must take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to those who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers), and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which all employees must follow.

Employees, officers, and directors must also must abide by any legal obligations that pertain to their former employers. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company, and non-competition obligations.

### **Managing Corporate Assets**

Employees, officers, and directors are obligated to protect the Company's physical assets, including those in which proprietary information is stored. Theft, carelessness, and waste have a direct impact on the Company's financial performance. Employees, officers, and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal gain or the personal gain of anyone else. Employees, officers, and directors must advance the Company's legitimate interests when the opportunity to do so arises and not take for themselves personal opportunities that are discovered through their position with the Company or the use of property or information of the Company.

## **Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts must be maintained in accordance with all applicable legal and Company requirements and accurately reflect the true nature of the transactions they record. The financial statements of the Company must conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund may be established for any purpose. No false or misleading entries may be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property may be made without adequate supporting documentation.

In addition, the Company requires that:

- no entry be made in the Company's books and records that intentionally hides or disguises the nature of any transaction or of any of the Company's 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 all such documentation be reflected accurately in its books and records;
- employees comply with the Company's system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

The Company's accounting records are also relied upon to produce reports for the Company's management, shareholders and creditors, as well as for governmental agencies. In particular, the Company relies upon its accounting and other business and corporate records in preparing the periodic and current reports that it files with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present the Company's financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that the Company's financial disclosure is accurate and transparent and that its reports contain all of the information about the Company that would be important to enable shareholders and potential investors to assess the soundness and risks of the Company's business and finances and the quality and integrity of its accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause the Company's 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 the Company's accounting department, as well as its independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company's books and records, as well as the Company's 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 the Company's 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 the Company's reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Compliance Officer, the Audit Committee or in accordance with the provisions of the Company's Open Door Policy on Reporting Complaints Regarding Accounting and Auditing Matters.

### **Honest and Ethical Conduct and Fair Dealing**

Employees, officers, and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors, and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of confidential and/or privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **5. Expectations Regarding Public Interactions**

### **Political Contributions and Activities**

Nothing in this Code is intended to discourage employees, officers, and directors from interacting with government representatives in their capacity as individual citizens. However, it is imperative to understand that personal engagement or activities related to the political process must not be conducted on behalf of the Company or be mistaken as Company support for or endorsement of any candidate, political party, or political position. Political activities must be conducted on personal time and without the use or involvement of any Company resources. Direct any questions about political activities to your supervisor, the Human Resources Department. If the Company chooses to engage in the political process, it will designate employees to represent it and provide appropriate approval mechanisms for use of Company resources in a manner that meets legal requirements.

### **Media and Public Inquiries**

It is extremely important that any message to the public be accurate, consistent and authorized by the appropriate person at the Company. All employees must be aware of, and adhere to, the Company requirements and restrictions on communicating with the public through the media, press releases, promotional materials, social media, or other means. Any requests for

information from the Company by an outside party should be immediately referred to your supervisor and the Chief Executive Officer.

### **Social Media**

It is acceptable for employees and officers to indicate on social media platforms that Iterum Therapeutics is their employer. However, when participating in social media platforms or online conversations for personal purposes, employees, officers, and directors, must not discuss Company activities, research, or product(s) or those of Company competitors; their employment relationship with the Company; or confidential information that belongs to the Company or others who have entrusted information to the Company. These restrictions are designed to prevent any perception that the employee, officer, or director is speaking for or acting on behalf of the Company in contexts that are not Company sponsored.

The Company may designate spokespersons to participate in Company sponsored conversations on the Internet and social media platforms. Only those so designated are authorized to speak on behalf of the Company in an on-line context about Company activities, research, and products. Communications made by Company spokespersons must all be of a professional nature and not include any confidential information owned by or entrusted to the Company.

### **Charitable Contributions**

Employees or the Company may choose to give back to the community through charitable contributions. While such contributions to the community can make a difference, these contributions must be provided in accordance with applicable legal and Company requirements. If a charitable contribution is to be made by the Company, it must be approved by your supervisor and the Chief Financial Officer and must not be made so as to exert influence over a decision to prescribe, purchase, or approve the marketing of a Company product.

## **6. Governance and Distribution of the Code**

### **Foundation for Ethics and Compliance Program**

This Code serves as the foundation for the Company's Ethics and Compliance Program. The Human Resources Department provides oversight for the development of the Code and other aspects of the program.

### **Dissemination and Certification**

This Code is being distributed to all existing Company employees, officers, and directors in 2016 and will be redistributed to them annually. It is also distributed to each new employee, officer, and director upon commencement of his or her employment or other relationship with the Company. At each distribution, employees, officers, and directors must each certify that he or she has received, read, and understands the Code and has complied with its terms. Certifications will be tracked and maintained by the Company. The Code is not an employment contract between the Company and any of its employees, officers, or directors.

## **Waiver**

Any waiver of this Code for executive officers (including, where required by applicable laws, the Company's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by the Company's Board of Directors or, to the extent permitted by the rules of Nasdaq, a committee of the Board and will be disclosed to shareholders as required by applicable laws, rules and regulations.

## **Compliance Standards and Procedures**

To facilitate compliance with this Code, the Company has implemented a program of Code awareness, training and review. The Company has established the position of Compliance Officer to oversee this program. The Compliance Officer is a person to whom you can address any questions or concerns. The Compliance Officer, Louise Barrett, can be reached at +353 1 9038354. In addition to fielding questions or concerns with respect to potential violations of this Code, the Compliance Officer is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting annual training sessions to refresh employees' familiarity with the Code;
- distributing copies of the Code annually to each employee with a reminder that each employee is responsible for reading, understanding and complying with the Code;
- updating the Code as needed and alerting employees to any updates, with appropriate approval of the Audit Committee of the Board of Directors, to reflect changes in the law, Company operations and in recognized best practices, and to reflect the Company experience; 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 Compliance Officer. If you are uncomfortable speaking with the Compliance Officer because he or she works in your department or is one of your supervisors, please contact Judith Matthews, who can be reached at +1 312 778-6073. Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters, you may report that violation as set forth in such policy.

**Amendment**

The Company may amend, alter, or terminate this Code at any time for any reason (subject to limits of local law).

Last Reviewed April 2022 - No changes