



CODE OF BUSINESS CONDUCT AND ETHICS

March 12, 2018

Dear Colleagues:

Array BioPharma's reputation for ethical scientific and business conduct is one of our most valuable assets. This reputation has been built upon a commitment to conduct all scientific and business transactions with honesty and integrity, and in compliance with all applicable laws and regulations. To support this commitment, Array, through its Board of Directors, has adopted the following Code of Business Conduct and Ethics, which we refer to as the Code. Copies of the Code can be accessed on the Array BioPharma Inc. web site at www.arraybiopharma.com.

The Code applies to all Array employees and members of its Board of Directors, and portions of the Code apply to our consultants, vendors, and other third parties with which we do business. The Code is intended to provide guidelines outlining your legal and ethical obligations to Array, our collaborators, shareholders, fellow employees, governmental agencies, and the public at large. The Code establishes principles to guide each of us make the right choices in situations that we may encounter in our daily work activities.

No Code of Conduct can cover every possible situation that may arise in the complex business, scientific and regulatory environment in which Array operates. Ultimately, Array relies on every person subject to this Code to use good judgment in the performance of their responsibilities. In exercising that good judgment, you should consider both the principles stated in the Code, as well as the Code's intent and spirit. Also, please note that the Code represents Array's own interpretation of our legal and ethical obligations and may exceed the requirements of the law.

Each one of us is responsible for reading and understanding the guidelines set out in the Code and for adhering to them. Employees, contingent staff and Board Members are expected to certify when they join the Company and on an annual basis that they have reviewed and will comply with the Code. Employees and Board Members will be notified when material changes are made to the Code and are expected to certify that they have reviewed and will comply with the Code.

By integrating the guidelines of the Code into our day-to-day operations, we will ensure that Array's reputation for the highest standards of ethical business and scientific conduct will continue.

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

Ron Squarer
Chief Executive Officer

PRINCIPLE 1. COMPLY WITH THE LAW

1.1 WE COMPLY WITH U.S. HEALTHCARE LAWS

Healthcare in the United States is highly regulated. Numerous state and federal laws, including the Federal Food, Drug, and Cosmetic Act (“FDCA”), the False Claims Act (“FCA”), the Federal Anti-Kickback Statute, and antitrust laws, govern how our industry must behave. Fundamentally, the laws and regulations governing drug development, approval, labeling, promotion, and pricing exist to safeguard patient safety and privacy and to optimize patient healthcare outcomes, as well as to protect government programs and third-party insurers that reimburse for or purchase prescription drugs.

Array is committed to preserving the integrity of the U.S. healthcare system through careful adherence to all applicable laws and regulations as well as commitment to the highest standards of corporate and personal integrity. You are responsible for understanding which laws pertain to your area of work and what is required to comply with these laws. If local laws are more restrictive than Company policies, you must follow and comply with the more restrictive requirements.

If you have any questions or concerns about a particular law, this Code, or any other Company policy, please discuss your questions or concerns with your supervisor, our General Counsel, or the Chief Compliance Officer.

1.2 WE INTERACT WITH HEALTHCARE PROFESSIONALS, HEALTHCARE ORGANIZATIONS, AND PATIENTS IN AN APPROPRIATE MANNER

Appropriate and ethical interactions with Healthcare Professionals (“HCPs”), Healthcare Organizations (“HCOs”), and patients are an integral part of Array’s business. Anti-kickback laws prohibit giving or offering anything of value (no matter how small) to influence prescribing or purchasing decisions. These laws reflect the principle that an HCP’s healthcare decisions should be based on the best interests of patients, not on the HCP’s interest in personal gain or enrichment. The Company is committed to full compliance with anti-kickback laws. Violation of anti-kickback laws can result in severe penalties, including criminal conviction, fines, and exclusion from government healthcare programs.

There are certain “safe harbors” to the federal anti-kickback statute. It is important to follow Array’s policies and procedures on interactions with HCPs, HCOs, and patients to ensure that you are complying with state and federal laws and regulations. See Array’s policies on Interactions with Healthcare Professionals and Interactions with Patients <http://policies.arraybp.com/> for more detailed information.

1.3 WE DO NOT MAKE FALSE CLAIMS OR CAUSE OTHERS TO DO SO

Federal and state laws prohibit the submission of false or fraudulent claims for payment by government programs, commercial insurers, or other healthcare plans. These laws also prohibit anyone from conspiring with another person to submit false claims. This means that a company can be liable even if the false claims actually are submitted by someone else.

Violations of these laws can lead to fines, imprisonment, or exclusion from healthcare programs. To protect yourself and the Company, you must follow this Code and all Array policies and procedures.

1.4 WE ENGAGE IN FAIR COMPETITION

Array strives to outperform its competition in a fair, honest, and legal manner. We will not enter agreements that unlawfully limit competition or appear to do so. The following practices can be considered violations of anti-trust laws or unfair competition laws, as well as this Code, and must be avoided:

- Collaborating with a competitor (or potential competitor) to discourage competition.
- Agreeing with a competitor to fix prices, divide customers or territories, or restrict sales.
- Discussing prices, pricing policies, bundling, discounts, choice of customers, or similar information with a competitor.
- Making false statements about the nature or quality of our products.
- Disrupting a competitor's business or pretending to be a customer in order to obtain confidential information.

Violations of antitrust laws can result in significant civil liability and criminal penalties for Array and our employees. These laws are complex; you must therefore contact our General Counsel or the Chief Compliance Officer for approval of any business practice conducted on behalf of the Company that may involve an interpretation of these laws.

1.5 WE PROTECT INDIVIDUALS' PRIVACY

Array receives or has access to Protected Health Information ("PHI") related to patients taking its products or participating in clinical trials, and PHI and other personal information related to our employees. Protecting the privacy of PHI and other confidential information and safeguarding this information in a manner consistent with federal, state and foreign laws is critically important.

The most important privacy law that affects the healthcare industry in the U.S. is the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). The HIPAA "Privacy Rule," as it is commonly called, aims to protect the privacy of individually identifiable health information of patients and research subjects. The HIPAA Privacy Rule directly applies to HCPs, health plans, and healthcare clearinghouses and indirectly applies to pharmaceutical company operations.

All Array employees are expected to protect individually identifiable information as it pertains to patients, employees, and other applicable individuals as described in greater detail in Array's Privacy Policy <http://policies.arraybp.com/>. It is also your responsibility to report the inappropriate disclosure of personal information that you become aware of to your supervisor, our Chief Compliance Officer, or our General Counsel.

PRINCIPLE 2. BE HONEST AND ETHICAL

2.1 WE AVOID CONFLICTS OF INTEREST AND ACT ONLY IN ARRAY'S BEST INTERESTS

As Array employees, we have a responsibility to the Company, our co-workers, and ourselves to avoid conflicts of interest. A conflict of interest may arise when personal interests (or the interests of our family members) come before the interests of the Company or have the appearance of doing so. Array employees have a duty to avoid conflicts of interest whenever possible, keeping the Company's best interests in mind at all times. Your decisions should not be made for personal gain that conflicts with your professional or ethical obligations to Array. Although there are many scenarios that can result in conflicts of interest, three general rules apply in avoiding most conflicts of interest:

- Conduct business activities with suppliers, collaborators and other individuals or entities in a fair and objective manner.
- Do not personally profit, in kind or in cash, from Array business transactions.
- Avoid any conflict of interest with family members by not recommending or using family members' businesses, services, or products.

Conflicts of interest can take many forms, not all of which can be listed in this Code. The following are examples of conflicts of interest of particular concern to Array:

- Consulting with, or working for, a competitor, supplier, or collaborator of Array;
- Holding a substantial (i.e., greater than 5%) equity, debt, or other financial interest in any competitor, supplier, or collaborator;
- Having a financial interest in any transaction involving the purchase by Array of any products, materials, equipment, services or property;
- Directing Company business to a supplier that is owned or managed by a family member or close friend;
- Using employees, materials, equipment, or other assets of Array for any unauthorized purpose;
- Making an employment-related decision about a spouse or relative;
- Accepting any gifts, entertainment, or benefits that have more than nominal value from any competitor, supplier, or collaborator; or
- Taking steps to compete against Array.

Every employee is responsible for avoiding conflicts of interest, as well as the appearance of such conflicts. If you expect a transaction or relationship could reasonably result in a conflict of interest, or if you are unsure whether a course of conduct may create a conflict of interest, you should consult our Chief Compliance Officer or our General Counsel.

2.2 WE PROVIDE AND ACCEPT APPROPRIATE BUSINESS COURTESIES ONLY

When you make business decisions on behalf of Array, we rely on you to be objective. Business courtesies such as meals, gifts, and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions. Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments, or of any foreign governments.

Array employees may accept items of nominal value (pens, paper weights, coffee mugs, etc.) from persons or organizations with which Array has a current or potential business relationship, but only if the items are permitted by law and discussed with your supervisor or the CEO.

Entertainment through special events (e. g, concerts, sporting events) must not be solicited or encouraged as a prerequisite for doing business with the Company. Such entertainment may, however, occasionally be accepted when appropriate (e.g., a meal) for business objectives and in compliance with the law. All such events should be discussed with your supervisor or the CEO.

As discussed above, meals and other transfers of value to HCPs are regulated differently and must comply with our policy on Interactions with Healthcare Professionals <http://policies.arraybp.com/>.

Consult our Chief Compliance Officer or our General Counsel if you have any questions or concerns regarding the exchange of any gifts or other things of value.

2.3 WE DO NOT TRADE ON CONFIDENTIAL OR “INSIDER” INFORMATION

All employees must comply with Array’s Insider Trading Policy, which prohibits employees from trading in Array stock or the stock of any other company on the basis of material, non-public information (i.e., “inside information”). Inside information is any nonpublic information that an investor would reasonably consider important in making an investment decision. Such information includes knowledge of acquisitions or divestitures, corporate earnings, the status of significant drug development milestones, including preclinical or clinical trial results, actions of the US Food and Drug Administration (“FDA”), regulatory approvals or denials of approval, new collaborations, senior management changes, expansion plans or other significant events.

Trading stock on the basis of inside information is a violation of the law. Violations could subject the person who trades on the information and Array to civil liability and criminal prosecution. Please refer to Array’s policy on insider trading for a more detailed description. <http://policies.arraybp.com/>

Questions concerning compliance with the Insider Trading Policy should be directed to Array’s SEC compliance officer.

2.4 WE GATHER COMPETITOR INTELLIGENCE IN AN ETHICAL MANNER

Array believes in free and open competition in the marketplace. Keeping up with the competition means having the ability to produce proper business plans, which sometimes include an assessment of competitors’ products, services, or business. Array respects the confidentiality of its competitors’ information and gathers information pertaining to competitors in an ethical manner that fully complies with applicable laws. This may include collecting information from public sources such as websites, published articles, and brochures. We may also use outside vendors to appropriately and legally gather

business information. But we must never obtain information through inappropriate means, including misrepresentation, confidential information from former employers, deception, theft, or bribery.

2.5 WE KEEP ACCURATE AND COMPLETE COMPANY RECORDS

The Company's records are an important asset and must be protected and maintained in an accurate and professional manner that complies with all applicable laws and regulations. The Company's record retention policies and procedures establish the purpose, requirements, and expectations for managing each type of record at Array. It is important to note that "records" are not just limited to paper documents—electronic data and email files also qualify as records and are subject to Array retention requirements.

In addition to complying with the law, we will maintain our financial books, records, and accounts in accordance with relevant accounting standards, and will reflect all financial transactions accurately, fairly and in reasonable detail. Employees are responsible for ensuring that there is an auditable record of financial transactions under their control. You should direct questions on the treatment of a particular accounting issue to the Chief Financial Officer.

To help ensure proper accounting of financial transactions, the Company has established internal policies and procedures that we must all follow. Falsifying records, deviating from Company policies and procedures, or reporting false or misleading financial information is prohibited under the Code and may also be a violation of securities laws.

Array employees all share the responsibility for maintaining accurate, complete, and professional records. You must never make any false or artificial entries for any purpose and must never destroy records that are potentially relevant to a violation of the law, any litigation, or any pending, threatened, or foreseeable government investigation or proceeding. If an Array employee is unsure as to whether a document should or should not be disposed, he or she should contact the Array General Counsel or refer to our Document Retention Policy.

2.6 WE SUPPORT CHARITABLE CAUSES

Array is dedicated to giving back to the community by making contributions in support of the worthwhile endeavors of various charitable organizations. While such contributions to the community are important, we must ensure they are provided in accordance with Company policies, as well as applicable laws and regulations. For this reason, all requests for charitable contributions must be approved in advance through the proper channels.

A charitable contribution must not be used to induce or reward the use, or prescription of Array products. . Return on investment analyses and other tracking of business generation may not be conducted in connection with charitable contributions. Questions regarding charitable contributions may be directed to the VP, Human Resources.

2.7 WE MAKE ACCURATE PUBLIC DISCLOSURES

The Chief Executive Officer, Chief Financial Officer, General Counsel and Controller (or other persons performing similar functions) must ensure full, fair, timely and understandable disclosure in the Company's periodic reports filed with the Securities and Exchange Commission and in other public financial communications made by the Company.

PRINCIPLE 3. ENSURE PATIENT SAFETY AND PRODUCT QUALITY

3.1 WE ENGAGE IN RESPONSIBLE RESEARCH AND DEVELOPMENT

Ensuring product quality and safety are two of the Company's highest priorities. These principles apply to all phases of a product's development, from initial research to final labeling and distribution. All Array employees must share the responsibility of upholding these principles and should never sacrifice quality and safety to meet deadlines or targets. Rather, you are encouraged and expected to raise safety concerns with your supervisors or through other appropriate channels.

3.2 WE COMPLY WITH ALL RESTRICTIONS ON PROMOTIONAL COMMUNICATIONS

Array is committed to operating its business in accordance with all applicable regulations governing the disclosure of information about product candidates that have not received approval for marketing and sale by the Food & Drug Administration ("FDA"). Only employees who have been authorized by management to speak or provide information about Array's investigational drugs to the public or to third parties may do so.

Interactions between Array employees and HCPs must always focus on the communication of accurate, complete and balanced Array product information and relevant scientific information. These interactions must be designed to enhance the practice of medicine and to benefit patients. The Company does not approve of or permit practices that could be seen as attempting to buy business and permits only those practices intended to facilitate appropriate information-focused interactions.

The primary focus of all Company promotional interactions with HCPs is the communication of accurate and balanced product information that is consistent with approved product labeling. Every aspect of the advertising and promotion of Array prescription drugs in the U.S. is governed by the FDCA and related regulations, which are administered by FDA. The Company is held to FDA's objective standards in making safety and efficacy claims about Array prescription drugs. FDA approval determines what can be included in product labeling, and product labeling is the framework for what can be said in Array advertising and promotion. All promotional statements must be consistent with approved product labeling.

3.3 WE TRACK AND REPORT ADVERSE EVENTS

Array strives to ensure that all of our products are safe and effective. It is crucial that we closely monitor the safety of our products and immediately evaluate any concerns that arise. Array has implemented procedures that allow product complaints and adverse event information to be reported to the Company. The procedures in place allow product complaints and adverse event reports to be documented and handled in accordance with applicable laws and regulations.

3.4 WE DEVELOP AND DISTRIBUTE ACCURATE AND BALANCED SCIENTIFIC INFORMATION

Array's Medical Affairs department is charged with developing and distributing unbiased, scientifically accurate, and balanced information. Medical Affairs' role includes responding to unsolicited medical inquiries. All Array employees must comply with applicable laws that prohibit pre-approval and off-label

promotion of drugs. Consistent with guidance from FDA, the Company may respond to unsolicited requests for such information as part of an exchange of scientific information that ultimately benefits patients. All such inquiries must be referred to the leader of Medical Affairs for handling in accordance with applicable policies and procedures.

The Company must maintain a boundary between the objectives of Medical Affairs and the objectives of the Company's commercial arm. This separation will maintain the Array's credibility in the industry and with government authorities.

PRINCIPLE 4. RESPECT OUR EMPLOYEES

4.1 WE VALUE A WORK ENVIRONMENT FREE OF HARASSMENT

Each of us is responsible for creating and maintaining a productive work environment. Array expects every employee to be treated with dignity and respect, and likewise to treat others with dignity and respect. Harassment of any kind is strictly prohibited. Harassment can take many forms, including unsolicited and unwelcome comments about race, color, gender, marital status, disability, age, sexual orientation, religion, citizenship, ancestry, nationality, military history, or any other legally protected status. Employees should report any act of harassment to their supervisor, Human Resources, or our General Counsel.

4.2 WE PROVIDE EQUAL EMPLOYMENT OPPORTUNITIES AND PROHIBIT DISCRIMINATION

Array is committed to the maximum utilization of our employees' abilities and to the principles of equal employment opportunity. The opportunities afforded throughout the Company are available equally to all and are filled on the basis of job qualifications—not race, color, religion, sex, age, national origin, sexual preference, marital status, disability that does not prevent you from performing the essential functions of the job, veteran status, or any other legally protected status.

For additional information, consult our Equal Employment Opportunity Policy. <http://policies.arraybp.com/> Employees with questions about the Company's policy on equal employment opportunity should consult a Human Resources representative.

4.3 WE MAINTAIN A HEALTHY AND SAFE WORK ENVIRONMENT

Array is committed to providing a safe work environment for our employees. Each of us is responsible for complying with all health, safety, and environmental rules and regulations. Every employee is responsible for promptly reporting health, safety, or environmental concerns to his or her supervisor, or the Environmental Health & Safety Department.

4.4 WE DO NOT WORK WHILE UNDER THE INFLUENCE OF ILLEGAL DRUGS OR ALCOHOL

All employees and consultants are prohibited from working in Company facilities, operating a Company vehicle or a vehicle subsidized by the Company, or conducting Array business if they are in possession of, under the influence of, or impaired by alcohol or drugs. On rare occasions, alcohol may be served in connection with an Array sponsored function or event and, if served, must be consumed responsibly.

4.5 WE CONDUCT POLITICAL ACTIVITY RESPONSIBLY

Whenever we advocate Array's position to government authorities or offer support for any political purpose, we must obey the law. You may not engage in any lobbying activities on behalf of the Company unless authorized by our Chief Executive Officer. An example of lobbying would be asking an elected official to adopt or change a law or policy that would benefit Array or its customers.

We support our employees' participation in local activities that address community needs, including personal political activity such as volunteering for a political campaign or contacting an elected official about an issue of personal importance. When engaging in these activities, you must make it clear that your views and actions are your own and not those of Array. You may not conduct personal political activity on Company time or use Company property or equipment for this purpose. If you plan to seek elective office or accept appointed office, notify your manager.

PRINCIPLE 5. PROTECT COMPANY RESOURCES AND INFORMATION

5.1 WE SAFEGUARD CONFIDENTIAL INFORMATION

As Array employees, we are responsible for safeguarding confidential information. This includes confidential information that belongs to Array, its suppliers, its customers, and even fellow employees. Array's information, products, services, ideas, and concepts are important proprietary assets of our Company, and various laws enable us to protect these assets.

Confidential information is information used by Array in the course of our business that is not generally known or readily available outside of the Company. Examples of confidential information include but are not limited to:

- unpublished financial information
- marketing plans and strategies
- customer and employee records
- research and technical data
- manufacturing techniques
- information pertaining to business development opportunities
- nonpublic information about our relationship or contractual terms with partners, suppliers, distributors, or consultants

You can help protect Array's confidential information by following these principles:

- Take reasonable measures when using the telephone, e-mail(e.g., use encryption or passwords), fax, and other electronic means of storing and sending information
- Delete any sensitive data that you no longer need to perform your job (as long as doing so is consistent with the Company's document retention policies).Do not discuss confidential information in public places where others may overhear.

- Never provide confidential information to outsiders without first getting a written confidentiality agreement and approval from the Legal Department.
- Beware of informal telephone or email requests from outsiders seeking information.

Any attempt by an unauthorized person to obtain confidential information, or to gain access to Company facilities or computers, should be reported immediately to a Corporate Officer and our General Counsel.

You also may not use Array's confidential information for your personal benefit, nor may you disclose it to any person outside of Array without the prior written authorization of the Company. This includes family members or friends who may innocently or inadvertently pass the information on to someone else.

Your obligation to protect Company confidential information applies even after your employment with Array ends. In addition, you must not use, disclose to the Company, or cause the Company to use any confidential, proprietary, or trade secret information that belongs to your prior employers or any other third party without that party's written consent.

5.2 WE PROTECT THE COMPANY'S INTELLECTUAL PROPERTY AND RESPECT THE INTELLECTUAL PROPERTY OF OTHERS

Protecting Array's intellectual property is essential to maintaining the Company's competitive advantage. Array's intellectual property includes its patents, patent applications, trade secrets, research and development, software developed for Company use, trademarks, trade names, and copyrighted material. Array employees are expected to support the establishment, protection, maintenance, and defense of Array's rights in all commercially significant intellectual property and to use those rights in a responsible way.

In addition to protecting Array's intellectual property rights, you must respect the valid intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose the Company to civil lawsuits and damages. Theft and misappropriation of intellectual property may result in significant fines and criminal penalties for the Company and the Array employees involved.

5.3 WE USE COMPANY ASSETS, ELECTRONIC MAIL, COMPUTER SYSTEMS, AND EQUIPMENT RESPONSIBLY AND APPROPRIATELY

Array offers employees access to a variety of resources such as Company property, information, resources, systems, computers, and many other supplies. These resources are intended to be used by employees for Company business and the employee assumes the responsibility to protect against theft, loss, misappropriation, and misuse. These resources should be used only for Company business and not for any personal use, though incidental personal use may be permitted at times. Employees may not take, loan, receive, donate, sell, destroy or otherwise dispose of any type of Company property unless specifically authorized by the Chief Financial Officer.

It is important to recognize that any and all data and/or other information linked to these assets, such as email, documents and any other files, are the property of Array. The Company reserves the right to retain and inspect this data with or without an employee's or third party's knowledge, consent or

approval, in accordance with applicable law, except in each case as may be limited by applicable foreign laws.

Array respects the individual privacy of each of us, but these privacy rights do not extend to our work-related conduct or to the use of Array equipment and facilities, including e-mail, voicemail and the Internet, or devices that receive or have access to company information pursuant to Array's policies that permit you to use your own devices for company business. Array may access and monitor use of these systems.

While Array permits the incidental and occasional use of e-mail for personal use, those messages are treated like work-related messages, and Array may monitor or disclose them, regardless of content. You may not send or download any information that could be reasonably regarded as insulting or offensive to another person, such as pornographic sites or those that promote violence or extreme ideological positions such as racism, and you may not use the e-mail and internet systems for any improper or illegal purpose. You may not participate in Internet chat rooms or similar internet communications regarding Array. For more information, see Array's Authorized Use Policy <http://policies.arraybp.com/>.

All Array employees shall provide reasonable and appropriate care when dealing with Array's assets, resources and property. Any misuse of Array's assets, resources and/or property that an employee becomes aware of should be reported to his or her supervisor, if appropriate, a member of the Executive Committee.

5.4 WE THOUGHTFULLY AND RESPONSIBLY DISCLOSE INFORMATION TO THE INVESTMENT COMMUNITY AND MEDIA

The disclosure of information about the Company's research and development efforts, corporate earnings, and other financial information by a publicly owned company such as Array is legally complex. To ensure that Array fulfills our legal obligations, Company policy limits the disclosure of financial and other material information to certain authorized spokespersons. Only Corporate Officers and Investor Relations personnel may discuss financial and other material information about the Company without express authorization of the Chief Executive Officer. Company representatives at trade shows and other industry events must exercise care not to engage in any unauthorized discussion regarding non-public information.

All communications from the financial and investment community and the general media, including telephone calls, e-mail messages, letters or personal inquiries, should be referred to Corporate Communications/Investor Relations. Employees are prohibited from discussing or disseminating any information about Array on any internet message board, chat room, talk show, social media outlet or other forum. Discussing or disseminating such information is a serious violation of Company policy and will result in disciplinary action, including potential termination. In addition, the disclosure of such information may violate federal and state laws and subject the employee to civil and criminal prosecution.

PRINCIPLE 6. COOPERATE WITH INVESTIGATIONS AND AUDITS

6.1 WE COOPERATE WITH GOVERNMENT INQUIRIES

It is Array policy to cooperate with all government agencies with respect to any request for information or facility visits in connection with an investigation. If you are contacted by a government representative, immediately notify the General Counsel so that appropriate arrangements can be made to fully comply with the Company's legal obligations.

You should never provide false or misleading statements to any government official, or fail to disclose or take efforts to conceal any information pertinent to an investigation.

6.2 WE COOPERATE WITH INTERNAL AUDITS AND INVESTIGATIONS

As part of Array's Compliance Program, the Chief Compliance Officer will periodically audit the Company's activities to ensure we are in compliance with internal policies as well as applicable laws and regulations. All Array employees are expected to cooperate with all audits and to be truthful and accurate when responding to audit requests.

PRINCIPLE 7. ADHERE TO THE ARRAY COMPLIANCE PROGRAM AND REPORT VIOLATIONS AND OTHER CONCERNS

7.1 WE UNDERSTAND AND SUPPORT THE COMPANY'S COMPLIANCE PROGRAM

Array has adopted a Compliance Program, which is comprised of policies, procedures, training programs, and other mechanisms to ensure compliance with applicable laws, regulations, and standards. The Compliance Program includes the seven elements of a compliance program, as identified by the Office of the Inspector General (OIG). Array has designated a Chief Compliance Officer who is primarily responsible for oversight of the Compliance Program, but all of us play an important role in building and supporting the Compliance Program for Array. You should refer to Array's Compliance Committee Charter for further information regarding the Company's Compliance Program and the role of the Chief Compliance Officer and Compliance Committee.

7.2 WE REPORT ALL COMPLIANCE CONCERNS AND POTENTIAL VIOLATIONS

It is your responsibility to bring suspected violations of the Code and other compliance concerns promptly to the attention of the Company by notifying the Chief Compliance Officer, the General Counsel or another Corporate Officer, or a Human Resources representative. The contact information for these individuals, as well as for other individuals to whom you may report a concern, is listed on the attached Appendix A.

Alternatively, you may report concerns to our Compliance Hotline. Your call will not be traced nor audio-recorded. If desired, you may submit your report anonymously, but please be aware that identifying yourself can be helpful to our investigation. The hotline may be accessed in one of the following ways:

- By calling toll free hotline at 844-435-8010
- Through the internet portal at www.mycompliancereport.com, enter ABM as the access code

When reporting a suspected violation of the Code, please supply sufficient information so that the matter may be investigated properly. Full cooperation is expected of anyone who is suspected to have violated the Code, and from any person reporting a potential violation. Any person involved in an investigation should refrain from disclosing any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice.

On an annual basis, all Array employees will be required to certify that they have read and understood Array's Code, and are not aware of any unreported compliance violations or concerns.

7.3 WE REPORT CONCERNS RELATING TO ACCOUNTING, INTERNAL CONTROLS, AND AUDITING MATTERS

Specific concerns or complaints about Array's accounting or auditing practices, or internal controls and procedures for financial disclosure, should be made directly to the Chair of the Audit Committee of the Board of Directors, to the General Counsel, or to the Compliance Hotline. The Audit Committee has adopted a Policy for Making Anonymous Complaints <http://policies.arraybp.com/> Regarding Array's Accounting, Internal Controls and Auditing Matters, which contains more information about submitting concerns and complaints.

7.4 WE INVESTIGATE POTENTIAL NON-COMPLIANCE AND TAKE APPROPRIATE CORRECTIVE ACTIONS

Reports of suspected misconduct and compliance violations will be considered immediately and thoroughly by the appropriate persons. This information will be treated as confidential and remain anonymous unless disclosure to a third party is deemed necessary for the investigation.

Cooperation is imperative during internal investigations by each Array employee involved in such investigations. Cooperation includes being available for interviews, making documents and information available upon request, and keeping the investigation confidential by not discussing it with colleagues or co-workers. Employees who fail to cooperate with investigations will be subject to disciplinary action, up to and including termination of employment.

If a violation is found to have occurred, the Compliance Committee and/or such Corporate Officers will determine the appropriate corrective and disciplinary actions, which may include suspension without pay and termination of employment. In addition, if the violation involves illegal activity, they may report the illegal activity to the appropriate authorities.

7.5 WE NEVER RETALIATE AGAINST GOOD-FAITH REPORTERS

Array employees who raise concerns help Array to correct problems before they grow. Retaliation against employees who report compliance concerns in good faith will not be tolerated, even if the report is found to be inaccurate. If you have been subject to retaliation, or know of someone who has, notify your supervisor or the Chief Compliance Officer. The Company takes allegations of retaliation very seriously and will review all complaints of threatened, attempted, or actual retaliatory action.

On the other hand, reports that are not made in good faith, such as false claims made about the Company or our employees, will not be tolerated. Array reserves the right to discipline any person who knowingly makes a false accusation of misconduct or provides the Company with false information during the course of an investigation.

7.6 WE ENSURE THAT THE CODE AND COMPLIANCE PROGRAM REMAIN CURRENT AND EFFECTIVE

The Board of Directors, through its Corporate Governance Committee, will oversee administration of the Code and Compliance Program by the Corporate Officers. The Corporate Governance Committee, with input from management, will be responsible for the periodic review of this Code and the Compliance Program and will recommend any clarifications or necessary changes to the full Board for its approval. Executive Officers and Managers are responsible for the diligent review of practices and procedures in place to help ensure compliance with this Code and the Compliance Program.

This Code may be amended at any time without prior notice. Amendments to this Code will be promptly disclosed to Array employees and our Board of Directors.

Array BioPharma Inc.
Code of Business Conduct and Ethics
Certification of Compliance

I have read, understand, and will comply with the policies set forth in the Array Code of Business Conduct and Ethics. I certify that, to the best of my knowledge, I have not violated any of the policies and will not do so in the future. I am not aware of any unreported violations of the policies in the Array Code of Business Conduct and Ethics.

Print Name / Title

Signature

Date