

## ARRAY BIOPHARMA CODE OF CONDUCT

Dear Array Employee:

Array BioPharma's reputation for ethical scientific and business conduct is one of our most valuable assets. This reputation has been built upon a policy to conduct all scientific and business transactions with honesty and integrity, and in compliance with all applicable laws and regulations. To reaffirm this policy, Array, through its Board of Directors, has adopted the following Code of Conduct (the Code).

The Code applies to all Array employees and members of its Board of Directors, and informs them of their legal and ethical obligations to Array, our collaborators, shareholders and fellow employees, governmental agencies and the public at large. The Code establishes guidelines to help 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 and scientific 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 guidelines stated in the Code, as well as its 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 and Board Members are expected to certify when they join the Company 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.

# ARRAY BIOPHARMA CODE OF CONDUCT

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# ARRAY BIOPHARMA CODE OF CONDUCT

## INTRODUCTION<sup>1</sup>

This Code contains general guidelines for the ethical and legal conduct of Array's business. We expect our employees to conduct their scientific and business activities in a manner consistent with the highest ethical, professional and legal standards. Although the references in this Code are to our employees, the Code also applies to our Board of Directors. As a company, we are committed to adhering to these high standards, which are necessary for Array's continued success.

If you have any questions about these guidelines or applicable law, you may consult with your supervisor or, if you still have questions or if you are not comfortable discussing any matter with your supervisor, please contact the Compliance Officer or a Corporate Officer, who are listed on Appendix A attached to this Code. If you are a Director and you have a question regarding the guidelines contained in this Code or any other Company policy, you should contact the Chairman of the Board or the General Counsel.

## OUR OBLIGATIONS UNDER THE CODE

### Reporting Possible Violations

It is your responsibility to bring suspected violations of the Code promptly to the attention of the Company by notifying the 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. When reporting possible violations, we prefer that you identify yourself to facilitate the investigation of any report. However, you may remain anonymous. Array prohibits retaliation for reporting your good faith concerns, or for cooperating in its investigation.

When reporting a suspected violation of the Code, you are expected to supply sufficient information so that the matter may be investigated properly. As the ultimate objective of any investigation is to determine the facts, any person who is found to have misrepresented facts, made false statements or withheld information during an internal investigation or used the reporting procedures in bad faith will be subject to discipline, up to and including termination. Full cooperation is expected of anyone who is suspected to have violated the Code, and from any person reporting a potential violation. Any information provided during the investigation of a possible Code violation will be handled in a confidential manner to the greatest extent possible, and 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.

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<sup>1</sup> This Code is our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

## **ARRAY BIOPHARMA CODE OF CONDUCT**

### **Reporting Concerns Relating to Accounting, Internal Accounting 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 directed to the Chair of the Audit Committee of the Board of Directors, which can be made anonymously directly or through the General Counsel. Any concerns or complaints received by the General Counsel will be promptly forwarded to the Chair of the Audit Committee. The Audit Committee has adopted a Policy for Making Anonymous Complaints Regarding Array's Accounting, Internal Controls and Auditing Matters, which contains more information about submitting concerns and complaints.

### **Failure to Comply with the Code**

Compliance with the Code is a condition of employment at Array, and violations of the Code are considered to be outside the scope of employment. Failure to comply with the Code will result in disciplinary action, up to and including termination. The Company may also be required to report certain matters to regulators or appropriate government authorities for criminal prosecution or civil liability.

## **OUR OBLIGATIONS UNDER THE LAW**

### **Compliance with the Law**

Although laws may differ from country to country, matters of basic business integrity transcend national boundaries. Employees are expected to comply with the letter and spirit of all laws, rules and regulations relating to their employment and Array's business both in the United States and in foreign jurisdictions. Violations of U.S. or foreign law could subject you as well as Array to civil and/or criminal penalties. Each person is responsible for acquiring sufficient knowledge of the laws relating to his or her particular job and to know when to obtain guidance and advice from our General Counsel.

### **Insider Trading**

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, FDA actions, new collaborations, senior management changes, expansion plans or other significant events. Disclosure of inside information to any person, including a spouse or friend, is prohibited. Trading in stock on the basis of inside information is a violation of the law and 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. Additional questions concerning compliance with the Insider Trading Policy should be directed to Array's SEC compliance officer.

## **ARRAY BIOPHARMA CODE OF CONDUCT**

Corporate Officers, Directors, Senior Management and other designated employees are subject to additional restrictions on trading in Array stock. These restrictions are contained in Array's Insider Trading Policy and communicated to these individuals at appropriate time intervals to ensure compliance with the law.

### **Political Contributions and Activities**

Array supports the right of our employees to participate in political activities on their own time and in compliance with federal and state laws. No employee, however, may engage in political activity for any political party, political committee or candidate for public office during scheduled work hours or on Company property. In addition, no Company funds or assets may be used to support, directly or indirectly, any political party, committee or candidate for public office. Nor may employees engage in any lobbying activities on behalf of the Company without the prior approval of our Chief Executive Officer.

The Company will not make, or reimburse employees for, any contributions in support of a political party, candidate or committee. Contributions include the purchase of tickets for dinners and fund raising events, and other donations of money, property or services.

Employees who seek or hold a public office may encounter situations where obligations to the community and their obligation to the Company conflict. In such situations, they should notify our General Counsel of the potential conflict and exclude themselves from any decision-making process affecting the Company.

### **Antitrust/Fair Competition**

Antitrust laws in the U.S. and competition laws outside the U.S. exist to ensure free and open competition in the marketplace, a principle that Array fully supports. These laws are complex and require each of us to be sensitive to certain aspects of our relationships with competitors, collaborators and suppliers. Employees may not take any collaborative action with a competitor, or take any action that could have an improper anti-competitive effect. If questions arise in this area, you should consult our General Counsel. Examples of anti-competitive conduct include:

- Agreements or understandings with competitors, either directly or through others, to fix prices.
- Exchange of pricing or other proprietary information with competitors;
- Making false or deceptive comparisons with other companies; and
- Improperly acquiring or misusing competitor trade secrets.

Violations of antitrust laws can result in civil liability and criminal penalties for Array and our employees.

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### **Improper Payments to Government Officials and the Foreign Corrupt Practices Act**

This Code and other Company policies establish guidelines governing gifts and payments to collaborators and other third parties with whom the Company transacts business. What may be considered an acceptable practice in the private business sector may constitute an improper or illegal act when dealing with government officials.

All employees are prohibited from offering or making improper or illegal gifts, payments, favors or gratuities to government officials, and must obtain approval of the Chief Executive Officer or the General Counsel prior to giving any gifts or providing any entertainment to any government officials. This policy requires compliance with the U.S. Foreign Corrupt Practices Act (FCPA), which prohibits actions such as giving anything of value to government officials to obtain or retain business or favorable treatment, and with the rules and regulations of state and local governments as well as foreign jurisdictions. You should be aware that government officials can include individuals who you may not expect to be covered by the FCPA or the rules of local, state or foreign jurisdictions. You should contact the General Counsel if you have any question about whether an individual is a government official.

### **Interactions with Healthcare Professionals**

Array is committed to interacting with healthcare professionals in an ethical and professional manner, in compliance with all applicable laws, rules, and regulations. Federal law prohibits the offering of anything to a person that is intended to influence that person to recommend or purchase a healthcare product or service that may be reimbursed by Medicare or Medicaid. All employees must avoid engaging in any activity which would inappropriately influence a healthcare professional's medical judgment or choice of treatment or product. Array has adopted a Policy on Interactions with Healthcare Professionals that all employees are expected to comply with covering permissible interactions with healthcare professionals, including policies on gifts, meals, entertainment, activities, gratuities and permissible communications.

### **Communications Related to Investigational Drugs**

Array is committed to operating its business in accordance with all applicable regulations governing the disclosure of information regarding product candidates that have not received approval for marketing and sale by the United States Food and 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. When communicating information regarding Array's investigational drugs, these employees must:

- not state or imply that an investigational drug is safe or effective for the use for which it is under clinical investigation;
- not make any conclusive statements regarding the safety or efficacy of an investigational drug based on clinical trial results or scientific studies;
- make only objective, factual, and balanced statements about clinical trial results, interim results, and analyses, such that risks and adverse effects are properly disclosed;

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- be complete, accurate, and balanced in describing the regulatory status of the investigational drug;
- not misrepresent communications to, from, or with the FDA; and
- not promote the investigational drug.

### **Retention of Company Records**

Various federal and state laws govern the retention of Array's corporate records. Array also has adopted a Document Retention Policy which contains procedures regarding the proper disposal of sensitive corporate records. Employees are expected to know the retention guidelines applicable to records under their control and to adhere to corporate record disposal procedures.

## **OUR OBLIGATIONS TO THE COMPANY**

### **Avoid Conflicts of Interest**

Each of us owes a duty of undivided business loyalty to Array. This duty is breached if your personal or family interests influence, or appear to influence, your ability to act in the best interests of the Company.

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 (e.g., 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 are more than nominal in value from any competitor, supplier or collaborator; or
- Taking steps to compete against Array.

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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 General Counsel. Any potential conflicts of interest that involve an employee of Array must be approved in advance by its Chief Executive Officer. Any potential conflicts of interest that involve Array's Chief Executive Officer or members of the Board of Directors must be approved in advance by its Board of Directors or its designated committee.

### **Disclose Secondary Employment and Consulting Activities**

Employees may not participate in any outside employment or fee earning arrangement that may conflict with the Company's best interests, or affect the employee's ability to perform assigned job duties. Examples of outside activities that would normally be unacceptable include employment or consulting arrangements with firms that have business relationships with Array or compete with Array, outside employment that adversely affects attendance or work performance, and unauthorized outside employment (including self-employment) while an employee is on paid or unpaid leave of absence from Array. Unless authorized or sponsored by Array, no outside activity may involve the use of the Company's name, our assets, funds, materials or facilities. Employees shall disclose existing or proposed outside employment or consulting arrangements to our General Counsel to confirm that such activities are consistent with Company policies.

### **Disclose External Board of Directors and Scientific Advisory Activities**

Employees may not serve on an external board of directors or as a scientific advisor without prior approval from the Chief Executive Officer. The Chief Executive Officer may not serve on an external board of directors or as a scientific advisor without prior approval from the Board of Directors or its designated committee.

### **Protect Intellectual Property and Confidential Information**

Array invests substantial resources in developing intellectual property and confidential information. The Company's intellectual property includes patents, patent applications, trade secrets, research and development, software developed for Company use, trademarks, trade names and copyrighted material. 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. Such information includes technical know-how and data, product development information, business plans, marketing and sales programs, non-public financial information, personnel information, computer passwords, customer or collaborator lists, scientific data, staff reports and information relating to acquisitions and divestitures.

Array intellectual property and confidential information may be used only for legitimate business purposes authorized by the Company. Intellectual property and confidential information may not be used for your personal benefit or disclosed 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. You should also take care



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when discussing Array business in public places where conversations can be overheard, such as restaurants, airplanes, taxi cabs or elevators, and recognize the potential for eavesdropping on cellular telephones. Confidential or proprietary information should only be shared with Array employees in accordance with Company policy. Any attempt by an unauthorized person to obtain intellectual property or confidential information, or to gain access to Company facilities or computers, should be reported immediately to a Corporate Officer and our General Counsel.

Your obligation to protect Company intellectual property and confidential information applies even after your employment with Array ends. In addition to your legal obligations regarding Array's intellectual property and confidential information contained in your Confidentiality and Assignment of Inventions Agreement, laws exist that protect our intellectual property and confidential information from unauthorized use or disclosure by current and former employees, and other third parties. Array will take every step necessary, including legal measures, to protect our intellectual property and confidential information.

### **Maintain Complete and Accurate Laboratory Records**

Employees must maintain complete and accurate records of all inventions, discoveries, research and development made or performed at Array. Scientific employees are responsible for keeping clear, contemporaneous, witnessed records of their laboratory activities. Such records should be sufficiently detailed to enable other scientists to understand the procedures followed and results obtained, and to repeat the experiments described. Falsifying laboratory records or reporting false or misleading laboratory information is prohibited.

### **Environmental Compliance**

Array is committed to conducting its business in an environmentally responsible manner and to meeting or exceeding all applicable environmental laws and regulations. Every employee is encouraged to help reduce and eliminate waste, employ recycling techniques and use non-hazardous materials whenever feasible. If you have any environmental questions or concerns, contact the Environmental Health & Safety department.

### **Maintain Complete and Accurate Accounting Records**

Array will maintain our financial books, records and accounts in accordance with all applicable laws and 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. 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.

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Employees are responsible for safeguarding assets under their control from loss or unauthorized use. No funds or accounts may be established or maintained for purposes that are not fully and accurately described on the Company's books and records. No employee may establish or keep any unrecorded funds.

Receipts and disbursements must be fully and accurately described on the books and records of the Company. No employee shall request or approve any payment that is to be used for a purpose that is not reflected in the documents supporting the payment. Payments shall be made only for legitimate products and services required by the Company in the conduct of our business. No employee shall use Company funds to purchase personal items that do not have a bona fide business purpose.

The accounting and auditing functions are integral corporate functions that help ensure that the Company's financial books, records and accounts are complete and accurate. All employees are expected to provide the Company's accounting staff, and our outside auditors, with all pertinent information that may be required to maintain our records and accounts.

See the section above entitled "*Reporting Concerns Relating to Accounting, Internal Accounting Controls and Auditing Matters*" for more information about reporting questionable accounting or auditing practices or Array's internal controls and procedures for financial reporting.

### **Comply with Corporate Expense Policies**

Array's travel and corporate expense policies have been developed to ensure spending only for approved business purposes. Employees are expected to become familiar with, and to comply with, such policies. Employees will be reimbursed only for legitimate business expenses that are reasonable in amount, properly documented and consistent with corporate policies.

### **Safeguard Company Property and Assets**

Company property, funds and assets may be used only for the benefit of the Company and in a manner consistent with corporate policies. Company property includes tangible property such as funds, facilities, equipment, vehicles, computers, furnishings, tools and supplies, as well as intangible property such as software. 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.

## **OUR OBLIGATIONS WHEN DEALING WITH COLLABORATORS AND SUPPLIERS**

### **Gifts To and From Collaborators and Suppliers**

When dealing with collaborators, suppliers and other third parties with whom Array transacts business, the exchange of gifts, gratuities or entertainment, however honest the motive, can give the appearance of impropriety. Therefore, only gifts that are approved by a Corporate Officer, and that are nominal in value, are consistent with Array's policies, including the Policy on Interactions with Healthcare Professionals, are not in cash and comply with the law, may be

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exchanged with collaborators, potential collaborators, suppliers and other persons with whom the Company conducts business. Such gifts must also be consistent with the corporate policies of the recipient's employer. Special restrictions apply to gifts to government employees, public officials and healthcare professionals and are addressed in other sections of this Code.

Unless prohibited by the Policy on Interactions with Healthcare Professionals, Employees may accept promotional novelties (pens, paper weights, coffee mugs, etc.) from persons or organizations with which Array has a current or potential business relationship, but only if the gifts are of nominal value, are permitted by law and approved by your supervisor.

Entertainment through special events, such as golf outings, social dinner meetings, sporting events, theater visits and other social events, shall not be solicited or encouraged as a prerequisite for doing business with the Company. Such entertainment may, however, occasionally be accepted when appropriate for business objectives and in compliance with the law. Decisions to accept such invitations must reflect careful consideration of the cost involved, business purpose, duration of the event and compliance with the spirit and intent of this Code and any related Array policy and must be approved by our Chief Executive Officer.

Consult our General Counsel if you have any questions or concerns regarding the appropriateness of any gifts or other things of value exchanged between the Company, our collaborators, suppliers or other third parties.

### **Safeguard Collaborator Information**

Your knowledge of confidential information about our collaborators and others with whom we do business places you in a special position of trust and confidence. Safeguarding information provided by our collaborators is essential to the development and maintenance of our long-term business relationships. Confidential information provided by our collaborators may not be shared with others outside Array without the prior consent of the collaborator, except as required by law. Such information may only be disclosed to fellow employees on a need-to-know-basis in accordance with Company policy. The use of confidential information about our collaborators to trade in the stock of our collaborators is prohibited and may be illegal, as discussed above under the heading "Insider Trading."

### **Respect the Trademarks and Copyrights of Others**

All third party computer software loaded on any Array computer must be properly licensed, and use of the software must comply with the license terms. Such software includes computer programs, databases and related documentation.

The infringement of trademarks, software and other copyrighted material may subject the employee and Array to civil liability and criminal prosecution. Employees should seek guidance from our General Counsel in any circumstances where doubt exists.

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### **Appropriate Use of Company Electronic Mail, Computer Systems and Equipment**

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. 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.

### **OUR OBLIGATIONS WHEN ACTING ON BEHALF OF THE COMPANY**

#### **Communications with 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 complicated. 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 discussion regarding Company scientific plans and results, financial information and other material 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 or other forum. Discussing or disseminating such information is a serious violation of Company policy and will result in disciplinary action, including termination. In addition, the disclosure of such information may violate federal and state laws and subject the employee to civil and criminal prosecution.

#### **Inquiries from the Government**

Requests for information or non-routine documentation from any government agency or law enforcement official should be referred to our General Counsel so that appropriate arrangements can be made to fully comply with the Company's legal obligations.

#### **Rules For the Chief Executive Officer and Senior Financial Officers**

In addition to complying with all other parts of this Code, the Chief Executive Officer, Chief Financial Officer and Controller (or other persons performing similar functions) must take the

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following steps to ensure full, fair, timely and understandable disclosure in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC") and in other public financial communications made by the Company:

1. Carefully review drafts of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on ensuring that all required information is included in the report.
2. Meet with the disclosure committee, Corporate Officers and others involved in the disclosure process to discuss their comments on each periodic report and any matters they feel could compromise the integrity of the Company's financial reports or disagreements on accounting matters.
3. Establish and maintain disclosure controls and procedures to ensure that material information is collected, processed, summarized and disclosed fully, accurately, understandably and in a timely fashion in each report required to be filed with the SEC.
4. Promptly bring to the attention of the Audit Committee, either directly or through our Chief Financial Officer, any weaknesses or concerns with respect to the Company's internal controls and procedures for financial reporting and disclosure controls and procedures that they feel could compromise the integrity of the Company's financial reports, any disagreements on accounting matters and, as appropriate, any fraud involving management or other employees who have a significant role in such internal controls and procedures.
5. Confirm that the Company's outside accountants are not aware of any weakness in the Company's internal controls and procedures, as identified in their internal control report or otherwise, or any material misstatements or omissions in the periodic reports, or have any concerns about the management's discussion and analysis section of the reports.
6. Promptly bring any violations of any rules in this section of the Code to the attention of chair of the Audit Committee, which can be done directly, or through our General Counsel.

## **OUR OBLIGATIONS TO OUR FELLOW EMPLOYEES**

### **Respect for Others**

Each of us is responsible for creating and maintaining a productive work environment. Array expects every employee to be treated with respect, and likewise to treat others with respect. Respect for our fellow employees ensures that we will work in an environment free from harassment in any form.

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## **Safe Work Environment**

Array is committed to providing a safe work environment for our employees. Each of us is responsible for complying with all safety rules and regulations, to ensure our personal safety and the safety of our fellow employees. Employees are expected to operate equipment safely, adhere to safe laboratory practices and follow Company policies and procedures designed to minimize the risk of accidents. In addition, violence, threatening behavior and carrying weapons are prohibited. Employees, consultants and others we hire must report to work in condition to perform their duties and free from the influence of illegal drugs or alcohol. Every employee is responsible for promptly reporting safety concerns to his or her supervisor, or the Environmental Health & Safety Department.

## **Equal Employment Opportunity**

The Company 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. Applicants and employees are evaluated 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 characteristic governed by federal, state or local law.

The Company provides equal employment opportunities in all employment practices, including, but not limited to, promotion, demotion, transfer, recruitment, termination, rates of pay or other forms of compensation, and selection for training.

The Company strives to provide every employee with a working environment free from harassment. Individually and collectively, we share the responsibility for assuring that every employee is rewarded according to his or her qualifications and contribution to the achievement of our corporate goals and objectives.

Employees with questions about the Company's policy on equal employment opportunity should consult a Human Resources representative.

## **Adhere to Policy Against Sexual Harassment**

Company policy prohibits the harassment of employees and prospective employees on the basis of sex. All employees are responsible for complying with, and enforcing, this policy. Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature may constitute harassment.

Harassment on the basis of sex is an unlawful employment practice. All forms of sexual harassment are prohibited whether verbal, non-verbal or physical, and are prohibited both in the workplace and off the premises, including at social activities conducted or sponsored by Array.

Employees who believe that they have been subjected to conduct in violation of the Company's sexual harassment policy are required to immediately report such conduct to a Human Resources

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representative or our General Counsel. Array forbids retaliation against any employee for reporting in good faith sexual harassment or for cooperating in the Company's investigation.

### **WAIVERS OF OR AMENDMENTS TO THE CODE**

Waivers of this Code for employees may be made only by a Corporate Officer and waivers, including implicit waivers, of this Code granted to our Directors or Corporate Officers must be approved by our Board of Directors. Any waivers of or amendment to a provision of the Code that applies to the Chief Executive Officer, the Chief Financial Officer or Controller (or persons performing similar functions) will be promptly disclosed to the public to the extent required by applicable law or regulation of The Nasdaq Stock Market.

### **ADMINISTRATION OF THE CODE**

The Board of Directors, through its Corporate Governance Committee, will help ensure the Code is properly administered. The Corporate Governance Committee may delegate responsibility for investigating violations of the Code and determining whether a violation has occurred and any corrective and disciplinary action to any Corporate Officer, including the Compliance Officer and the General Counsel. In investigating reports of violations of the Code, the Corporate Governance Committee or any Corporate Officers to whom the committee delegated such authority may interview witnesses and review any documents they feel are necessary or appropriate. If a violation is found to have occurred, the Corporate Governance 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.

The Corporate Governance Committee, with input from management, will be responsible for the periodic review of the compliance procedures in place to implement this Code and will recommend any clarifications or necessary changes to the Code and the compliance procedures 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.

### **OTHER POLICIES**

Please keep in mind that the provisions of this Code are in addition to the other policies and procedures Array has in place governing the conduct of our employees and that compliance with this Code does not relieve you of your obligations under those other policies. These policies include the following:

- Array BioPharma Inc. Employee Handbook
- Array BioPharma Inc. Insider Trading Policy
- Document Retention Policy

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- Policy for Making Anonymous Complaints Regarding Array's Accounting, Internal Controls and Auditing Matters
- Policy on Interactions with Healthcare Professionals
- Sexual Harassment Policy
- Equal Employment Opportunity Policy
- Authorized Use Policy
- Travel Policy

The Code can also be accessed on the Array BioPharma Inc. web site:  
[www.arraybiopharma.com](http://www.arraybiopharma.com).

Array reserves the right to amend, supplement, or discontinue this Code without prior notice, at any time.

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# ARRAY BIOPHARMA CODE OF CONDUCT

## APPENDIX A CONTACT INFORMATION

Array BioPharma Inc.  
3200 Walnut St.  
Boulder, CO 80301

### **AUDIT COMMITTEE CHAIR**

Gil Van Lunsen

[auditcommittee@arraybiopharma.com](mailto:auditcommittee@arraybiopharma.com)

### **BOARD OF DIRECTORS CHAIR**

Kyle Lefkoff

[boardofdirectorchair@arraybiopharma.com](mailto:boardofdirectorchair@arraybiopharma.com)

### **SEC COMPLIANCE OFFICER**

Michael Carruthers, Chief Financial Officer

[mcarruthers@arraybiopharma.com](mailto:mcarruthers@arraybiopharma.com) Fax: 303-386-1390

### **CORPORATE COMMUNICATIONS/INVESTOR RELATIONS**

Tricia Haugeo, Director, Corporate Communications and Investor Relations

[thaugeo@arraybiopharma.com](mailto:thaugeo@arraybiopharma.com)

### **ENVIRONMENTAL HEALTH & SAFETY**

Greg Huckabee, Senior Director, Operations

[ghuckabee@arraybiopharma.com](mailto:ghuckabee@arraybiopharma.com)

### **GENERAL COUNSEL**

John Moore, Vice President & General Counsel

[jmoore@arraybiopharma.com](mailto:jmoore@arraybiopharma.com)

Phone: 303-381-6679 Fax: 303-386-1290

### **HUMAN RESOURCES**

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