



**CATALYST PHARMACEUTICALS, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

**I. Purpose**

It is a primary goal of Catalyst Pharmaceuticals, Inc. (“Catalyst”) to meet high ethical, moral and legal principles in every aspect of its daily business conduct. This Code of Business Conduct and Ethics (the “Code”) was created as a guide for each of Catalyst’s directors, officers and employees (collectively, “Catalyst personnel”) to follow in meeting these principles and achieve this daily goal. The Code both describes certain principles that Catalyst has established for the conduct of its business, and outlines key legal requirements of which Catalyst personnel must be aware and with which they must comply.

Specifically, the Board of Directors of Catalyst has adopted this Code in order to:

- promote compliance with all relevant governmental laws, rules and regulations;
- promote honest and ethical conduct, including the handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and clear disclosures in all company reports and in documents that Catalyst files with, or submits to, the Securities and Exchange Commission (the "SEC"), other government agencies, and in other public filings and communications made by Catalyst;
- promote the protection of Catalyst’s assets, including corporate opportunities and confidential information;
- promote fair practices within the marketplace and with each other;
- deter wrongdoing by Catalyst personnel and on Catalyst’s behalf;
- provide for timely reporting to appropriate Catalyst personnel of all potential or actual violations of the Code; and
- make all of Catalyst responsible for adherence to the Code.

All Catalyst personnel are required to understand, comply with and report any suspected violations of the Code. While this Code does not cover every issue that may arise, it sets out principles to guide Catalyst personnel while performing their duties.

The Board of Directors may revise or amend this Code periodically to ensure that it is appropriate in scope and that it achieves the goals outlined above.

A copy of this Code is available on Catalyst’s website at: <http://ir.catalystpharma.com/governance.cfm>.

**II. Compliance with Laws and Regulations**

- A. Catalyst personnel are required to comply, both in letter and spirit, with all applicable laws, rules and regulations in all areas in which Catalyst operates.

- B. Although not all Catalyst personnel are expected to know the details of all applicable laws, rules and regulations, it is important they know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Compliance Officer.

### **III. Honest and Ethical Conduct**

- A. Catalyst personnel are required to act with integrity and observe the highest ethical standards of business conduct in their dealings with Catalyst's patients, physicians, customers, suppliers, vendors, service providers, competitors, employees, and anyone else with whom they have contact when performing their jobs. This includes striving to avoid actual and apparent conflicts of interest in both their professional and personal relationships.
- B. Due to Catalyst's industry, it is particularly vital to demonstrate the highest standards of honesty and ethics when conducting clinical trials and interpreting and communicating clinical data.
- C. No Catalyst personnel may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

### **IV. Conflicts of Interest**

- A. A conflict of interest occurs when one's private life or interest interferes, or even appears to interfere, with the interests of Catalyst as a company. A conflict of interest can arise when any Catalyst personnel (or a member of his or her family) acts or has interests that make it difficult, or makes it appear difficult, to perform his or her duties for Catalyst objectively and effectively. Conflicts of interest also arise when Catalyst personnel (or a member of his or her family) receives significant personal benefits as a result of his or her position in Catalyst (other than Catalyst salary, benefits, and incentives).
- B. Catalyst personnel are expected at all times to avoid actual or apparent conflicts of interest unless specifically authorized in writing as described below.
- C. Whether a real or potential conflict of interest exists or will exist can be unclear. Persons who have questions about a potential conflict of interest or who are concerned about an actual or potential conflict should discuss the matter with their supervisor or the Chief Compliance Officer. If the supervisor is himself or herself involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Compliance Officer.
- D. Catalyst personnel may only obtain prior authorizations of potential or actual conflicts of interest exclusively from the Audit Committee of the Board of Directors (with any interested Directors abstaining).
- E. Loans by Catalyst to, or guarantees by Catalyst of obligations of, Catalyst personnel or their family members are of special concern and could present a conflict to the recipients of such loans or guarantees, depending on the facts and circumstances. Unless approved in advance by the Audit Committee of the Board of Directors, loans

by Catalyst to, or guarantees by Catalyst of obligations of, any Catalyst personnel or their family members are expressly prohibited.

- F. Catalyst personnel and their immediate family members also cannot accept material gifts or favors that could create the appearance that one's business judgment might be affected by the receipt of such gifts or favors. Catalyst personnel and members of their immediate family can accept gifts of *nominal* value from existing sources, prospective sources and persons, firms or companies with whom Catalyst does or might do business.
- G. Business entertainment and gifts are used in a commercial setting to create goodwill and sound working relationships and not to gain unfair advantage with customers. Accordingly, Catalyst personnel (or members of any of their immediate family) cannot offer gifts or favors to any employee of a competitor, supplier or customer of Catalyst, if the gifts or favors might place the recipient under any obligation to Catalyst or to Catalyst personnel.

#### **V. Ethical Stock Trading**

- A. No Catalyst personnel may purchase or sell any Catalyst securities while in possession of material non-public information regarding Catalyst, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is illegal and unethical to do so.
- B. It is also against Catalyst policies and illegal for any director, officer or employee to use material non-public information regarding Catalyst or any other company to directly or indirectly "tip" others who might make an investment decision on the basis of that information.
- C. All Catalyst personnel are subject to Catalyst's Insider Trading Policy and should reference that policy for further guidance.

#### **VI. Disclosure and Record Keeping**

- A. Catalyst requires honest and accurate recording and reporting of information in order to make responsible business decisions. Catalyst personnel responsible for reporting, filing and/or submitting all reports, records, documents or other information, and those who assist them, shall ensure that such reports, records, documents, or other information are accurately and timely reported, filed and/or submitted as defined by the law, by generally accepted accounting principles, and by Catalyst's internal controls. Any Catalyst personnel who believe an inaccurate or dishonest recording or reporting of financial transaction or information has occurred or is occurring, or that internal controls are being circumvented, shall report it as outlined in this Code.
- B. Business records and communications often become public and directors, officers and employees should avoid all exaggerations, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood and put the author and Catalyst in a bad light. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies and procedures. In accordance with those policies, in the event of litigation or governmental investigation, please consult the

Company's Senior Vice President of Legal and Compliance or Catalyst's outside counsel.

- C. Catalyst's periodic reports and other documents filed with the SEC and any other government agencies, including all financial statements and other financial information, must comply with applicable laws and regulations.
- D. Each director, officer and employee who is involved in Catalyst's disclosure process must:
  - 1. be familiar with and comply with Catalyst's disclosure controls and procedures and its internal control over financial reporting; and
  - 2. take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of Catalyst provide full, fair, accurate, timely and understandable disclosure.

## **VII. Protection and Proper Use of Company Assets**

- A. All Catalyst personnel should protect Catalyst's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Catalyst's profitability and are prohibited.
- B. All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.
- C. The obligation to protect Company assets includes Catalyst's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. All Catalyst personnel are reminded that they have signed an agreement that requires them to maintain confidentiality of all non-public company information.
- D. In the United States, corporations are prohibited from making a political contribution to any candidate for federal office. In addition, virtually every state either limits or prohibits the making of political contributions by a corporation to a state or local candidate or political party. If any of the Company's customers request that the Company make a political contribution, it is essential that prior approval is given by the Chief Executive Officer before any contributions are made.

## **VIII. Corporate Opportunities**

All Catalyst personnel owe a duty to Catalyst to advance its interests when the opportunity arises. Catalyst personnel are prohibited from taking for themselves personally (or for the benefit of family members or friends) opportunities that are discovered through Company assets, property, information, or position. Catalyst personnel may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, no Catalyst employees may engage in business in competition with Catalyst.

## **IX. Payments to Government Personnel**

Catalyst personnel must comply with all anti-bribery laws like the U.S. Foreign Corrupt Practices Act, which prohibits giving anything of value, directly or indirectly, to officials of foreign governments, political parties or candidates to obtain or retain business and prohibits making payments to any government official. No Catalyst employee may give to, or receive from, any government official kickbacks, bribes, or other illegal consideration. Catalyst personnel dealing with government agencies must be aware of, and comply with, all agency rules limiting or prohibiting gifts or other favors.

## **X. Confidentiality**

Catalyst personnel must maintain the confidentiality of information entrusted to them by Catalyst or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to Catalyst or its customers, suppliers or partners if disclosed. This obligation extends even after Catalyst employment ends.

## **XI. Document Retention**

All of Catalyst's books, records, and documents must be maintained in reasonable detail, must appropriately reflect Catalyst's transactions, and must conform both to applicable legal requirements and to Catalyst's system of internal controls. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or governmental investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. Company directors, officer and employees are subject to Catalyst's document retention policies and procedures and should reference the those for further guidance.

## **XII. Discrimination and Harassment**

Catalyst requires strict adherence to its policies and applicable laws regarding equal employment opportunities and discrimination in the workplace. Catalyst will not tolerate any illegal discrimination or harassment of any kind. Relationships with colleagues and business relationships with competitors, suppliers and customers always must be conducted free of any discrimination, including based on race, color, creed, religion, age, sex, sexual preference, national origin, marital status, veteran status, handicap or disability. Examples of illegal discrimination or harassment include derogatory comments based on any of the preceding characteristics or unwelcome sexual advances.

## **XIII. Social Media Usage**

Catalyst respects the rights of its personnel to use social media tools as a form of self-expression, for networking, research, and, in some cases, for furthering Catalyst's interests. However, when participating in their individual capacity in social media platforms or online conversations that reference Catalyst (or an individual's relationship with Catalyst) it is expected that all personnel will take reasonable steps to ensure that he or she is not to be perceived as speaking for or acting on behalf of Catalyst and that all content is appropriate. Any Catalyst social media activity will be conducted with appropriate prior approval of content.

## **XIV. Health and Safety**

- A. Catalyst strives to provide each employee with a safe and healthful work environment. All Catalyst personnel are responsible for maintaining a safe and healthy workplace for their colleagues by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

- B. Catalyst will not tolerate violence or threatening behavior in the workplace. Catalyst personnel are required to report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. Catalyst will not tolerate the use of illegal drugs in the workplace or on any Company property.

## **XV. Reporting Investigation, and Enforcement**

- A. Reporting and Investigation of Violations. **Reports can be made by phone to 844-318-4121 (for callers in the United States and its territories) or to 844-543-8350 (for callers in Canada), or via the internet (from anywhere) at [www.catalystpharma.ethicspoint.com](http://www.catalystpharma.ethicspoint.com).**
  - 1. Any Catalyst personnel who reasonably believes that there has been a material violation of this Code should report it to their supervisor, the Chief Compliance Officer, the Chief Financial Officer, the Chief Executive Officer, the Lead Director of the Board of Directors. Anonymous reports will be received but need to provide enough details and information to allow for an investigation.
  - 2. All reports will promptly be investigated to the extent possible. Investigations will be handled discreetly and appropriately, and the information will be disclosed to others only on a need-to-know basis and as required by law. There will be no adverse action taken against employees who report violations of the Code in good faith or who participate in the investigation. If the investigation leads to a conclusion that a material violation of the Code has occurred, the Company will take appropriate corrective action, which may include termination of one's position with Catalyst.
  - 3. The Company recognizes the potentially serious impact of a false accusation. Employees are expected as part of the ethical standards required by this Code to act responsibly in making complaints. Making a complaint without a good faith basis is itself an ethical violation. Any employee who makes a complaint in bad faith will be subject to appropriate corrective action, including dismissal.
- B. Enforcement.
  - 1. Catalyst must ensure prompt and consistent action against violations of this Code.
  - 2. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.
  - 3. If, after investigating a report of an alleged prohibited action by any other person, the investigation determines that a violation of this Code has occurred, the Senior Vice President, Legal and Compliance will report such determination to the Company's Chief Executive Officer.
  - 4. Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or Chief Executive Officer will direct and oversee such preventative or disciplinary action deemed appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal

conduct or other serious violations of the law, notification of appropriate governmental authorities.

5. Catalyst does not tolerate acts of retaliation against Catalyst personnel who make a good faith report of known or suspected acts of misconduct or other violations of this Code or who cooperate in investigations of such reports.

#### **XVI. Waivers.**

The Audit Committee (in the case of a circumstance involving a director not serving on the Audit Committee or executive officer -with involved Directors abstaining) and the Board of Directors (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a director or an executive officer shall be disclosed as required by the rules and regulations of the SEC and NASDAQ Stock Market.

**Approved by the Catalyst Pharmaceuticals, Inc. Board of Directors this 16th Day of November, 2017.**