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1. Purpose

This corporate compliance policy: (a) encourages and establishes processes for the reporting and handling of concerns regarding action or suspected action taken by or within UroGen that is or may be illegal, fraudulent or in violation of any policy or procedure of the company, as well as any other matter that could cause serious damage to the company's reputation; (b) prohibits retaliation against any person who reports a concern in good faith; and (c) protects the anonymity of persons who report such concerns to the extent reasonable and practical. Non-compliance with this policy can place the company at risk and may subject employees to disciplinary action up to and including termination of employment. Any exception to this policy must be approved in writing by the company's Chief Compliance Officer. If this policy or its application is unclear to you, discuss your question with your manager, a member of the legal/compliance department, the company's Chief Compliance Officer, or email legal@urogen.com.

2. Scope and Territory

This policy covers complaints relating to financial and accounting matters including:

- fraud, deliberate error, gross negligence or recklessness in the preparation, evaluation,
- review or audit of the financial statements of the Company;
- fraud, deliberate error, gross negligence or recklessness in the recording and
- maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, our internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or
- others by a senior officer, accountant or other employee regarding a matter contained
- in the financial records, financial reports or audit reports of the Company; or

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- any other deviation from full and fair reporting of our results or financial condition.

This policy also covers complaints relating to non-financial matters including the following:

- Non-compliance with federal and state healthcare programs including Medicare and Medicaid, Tri-Care, the 340B program, the Federal False Claims Act and applicable price reporting responsibilities
- Non-compliance with the federal Anti-kickback Statute, the federal Foreign Corrupt Practices Act (“FCPA”) and similar federal and state anti-bribery laws and regulations
- Non-compliance with the Federal Food, Drug and Cosmetic Act (“FDCA”)
- Non-compliance with federal and state privacy laws including HIPAA
- Non-compliance with the federal Sunshine Act and similar state laws governing transparency of transfers of value

This policy also covers complaints relating to non-compliance with UroGen’s policies and procedures including UroGen’s Corporate Code of Ethics and Conduct. This policy supplements UroGen’s Code of Ethics and Conduct and should be read in conjunction with that policy.


This policy applies to all company employees and contractors and in all territories.

3. **Definitions**

“Covered Persons” means UroGen directors, officers, employees, contractors and vendors.

4. **References:**

- [UroGen Corporate Code of Ethics and Conduct](#)
- [US Employee Handbook](#)
- UroGen Anti-Corruption Policy

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5. Policy

Commitment to Compliance


UroGen is committed to honest, ethical and lawful conduct and compliance with all applicable laws, rules and regulations including the company own policies and procedures. In furtherance of this commitment, all UroGen directors, officers, employees, contractors and vendors (“Covered Persons”) must act in accordance with all applicable laws, rules and regulations and with the policies and procedures of the company.

Commitment to Open Channels of Communication for Reporting Non-Compliant Activity

Persons are encouraged to report non-compliant activity if they have reason to believe any Covered Person or other person associated or doing business with the UroGen has engaged, is engaging or may engage in any illegal or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the company. Any other third party, such as vendors, collaborators, partners, stockholders or competitors of UroGen, may also report non-compliant activity.

Reportable activity may include, for example, fraud relating to financial or accounting matters, suspected bribery of customers or governmental officials, unethical conduct, inappropriate and unapproved external communications, sexual harassment, or any other illegal, unethical, or proscribed conduct. While concerns may be reported at any time, persons should report a concern as soon as reasonably possible after becoming aware of the matter. No specific form is required for concerns, but reporters are encouraged to provide as much information and detail as possible so that the concern can be properly investigated. A concern may be submitted in any form including verbally or in writing, in person or electronic, under the reporter’s name or anonymously.

Concerns submitted anonymously should be detailed to the greatest extent possible because follow up questions may not be possible, making the investigation and resolution of such concerns potentially more difficult. Anonymous reports should be factual, instead

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of speculative or conclusory, and should contain as much specific information as possible to allow for an appropriate assessment of the nature, extent and urgency of the complaint.

Employees who file reports or provide information without a good faith, reasonable belief in the truth and accuracy of such information are not protected by this policy and may be subject to disciplinary action.


Compliance concerns may be reported to the following:

- (a) Your immediate manager;
- (b) UroGen's Chief Compliance Officer, Compliance@urogen.com
- (c) UroGen's Compliance Department
- (d) UroGen's Compliance Hotline 844-421-1607
- (e) <https://www.whistleblowerservices.com/urgn>
- (f) UroGen's Legal Department, Legal@urogen.com
- (g) UroGen's Audit Committee
- (h) UroGen's Compliance Committee

If the suspected violation involves the Compliance Officer or the Legal Department, the employee should instead report the suspected violation to UroGen's Chief Medical Officer (CMO), the Chief Executive Officer (CEO), or the Audit Committee.

Commitment to Investigating Good Faith Reports of Non-Compliance

UroGen takes seriously and is committed to investigating good faith reports of non-compliant activity. Our Compliance Officer is responsible for receiving, logging, reviewing and then investigating reported concerns under this policy. Company managers who receive reports of non-compliant activity from subordinates must forward such reports to the Compliance Officer for appropriate action.


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Upon receipt of a complaint, the Compliance Officer will determine whether the information alleged in the complaint pertains to an accounting, internal accounting control or audit matter. The Audit Committee of the Board of Directors will be notified promptly of all complaints that pertain to an accounting, internal accounting control or audit matter and will determine the planned course of action. Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Compliance Officer will appoint one or more internal or external investigators to promptly and fully investigate the claim(s) under the direction and oversight of the Audit Committee. The Audit Committee may also appoint other persons to provide direction and oversight of the investigation as the Audit Committee determines to be appropriate under the circumstances. The Compliance Officer will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and whether an investigator has been assigned.

Complaints regarding matters other than accounting, internal accounting control or audit will be investigated by the Compliance Officer or other appropriate person designated by the Compliance Officer.

If the investigation confirms that a violation has occurred, the company will promptly take appropriate corrective action with respect to the allegations and the persons involved, including discipline up to and including termination of employment and, in appropriate circumstances, referral to governmental authorities that may investigate and initiate civil or criminal proceedings.

The Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution, and will prepare a periodic summary report for each member of the Audit Committee or Compliance Committee, as applicable. Each member of the Audit Committee and Compliance Committee will have access to the log and the Compliance Officer may provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained for a period of no less than five (5)

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years from the date on which the complaint was submitted.

Commitment to Protecting Confidentiality and the Anonymity of Reporters

All concerns reported under this policy will be treated confidentially and the anonymity of reporters will be safeguarded to the extent reasonable and practicable under the circumstances and according to the law.

Commitment to Non-Retaliation

UroGen encourages the reporting of good faith concerns relating to the lawful and ethical conduct of the company. It is the policy of UroGen to protect persons who report such concerns in good faith. No adverse employment action may be taken, and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any person who in good faith reports any concern about non-compliant activity. Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with UroGen.