CORPORATE CODE OF ETHICS AND CONDUCT

OF

UROGEN PHARMA LTD.

Amended and Restated: September 14, 2026

UroGen Pharma

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CORPORATE CODE OF ETHICS AND CONDUCT

INTRODUCTION

UroGen Pharma Ltd. and its subsidiary UroGen Pharma Inc. (the "***Company***" or "***UroGen***") are committed to promoting integrity, honesty and professionalism and maintaining the highest standards of ethical conduct in all of the Company's activities. The Company's success depends on its reputation for integrity and fairness. Therefore, it is essential that the highest standards of conduct and professional integrity be observed in all contacts made by the Company's directors, officers and employees with customers, shareholders, suppliers, government officials, fellow directors, officers and employees and members of the general public. In this regard, the Company has established this written set of policies dealing with the rules and policies of conduct to be used inconducting the business affairs of the Company (this "***Code***").

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of the Company's directors, officers and employees. For instance, this Code references separate more detailed corporate compliance policies. Examples include:

- Whistleblower Protection and Non-Retaliation Policy
- Insider Trading Policy
- Corporate Disclosure Policy
- Anti-Corruption Policy
- Employment Policies set forth in the Company's Employee Handbooks (Israel and the U.S.), including Policies Prohibiting Unlawful Harassment, Discrimination and Retaliation

No code or policy can anticipate every situation that the Company's directors, officers and employees may encounter. Accordingly, this Code highlights areas of ethical risk, provides guidance in recognizing and dealing with ethical issues, and establishes mechanisms to report unethical conduct.

Each director, officer and employee is responsible for adhering to the standards in this Code. Any reference to "employees" in this Code also includes consultants and contractors who devote all or substantially all of their time to the Company, without derogating from their independent contractor status or implying the existence of an employer-employee relationship in any way. Supervisors are also expected to ensure that all agents, contractors or any other third parties conform to Code standards when working for or on behalf of the Company.

When in doubt, all directors, officers and employees are encouraged to seek guidance and express any concerns they may have regarding this Code. Questions regarding these rules and policies should be directed, and concerns or possible violations of these rules and policies should be promptly reported to the Company's compliance officer for purposes of this Code (the "***Compliance Officer***").

Status of this Code, Modification and Waiver

The provisions of this Code are intended to promote positive conduct and in no way does this Code derogate from the provisions contained in the individual agreements between the Company and its directors, officers and employees or from any applicable law. In addition, certain matters covered by this Code are also regulated by applicable law. The provisions of this Code are in addition to any applicable law and subject to any such law. Directors, officers and employees are encouraged to approach the Compliance Officer with any questions they may have regarding the respective applications of this Code and the applicable laws, rules and regulations.

The Company reserves the right to amend, modify, waive or terminate any or all of the provisions of this Code at any time for any reason, without advance notice, except as required by law. The Company will report any changes to this Code to the extent required by the rules of the Securities and Exchange Commission (the "***SEC***") and the Nasdaq Stock Market ("***Nasdaq***").

Any waiver of any provision of this Code granted to any director or officer of the Company must be approved by the Company's Board of Directors (the "***Board***" or "***Board of Directors***"). The Company will publicly disclose any waivers of, or amendments to, this Code made in favor of any officer or director of the Company (including a Named Officer, as defined below) to the extent required by the provisions of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), and the rules thereunder, and any applicable rules of Nasdaq.

The UroGen Code of Ethics and Conduct, as may be amended from time to time, is available on UroGen's website at www.urogen.com.

CORE COMPANY RULES AND PRINCIPLES

Compliance with Applicable Governmental Laws, Rules and Regulations

The Company and its directors, officers and employees shall comply with both the letter and the spirit of all laws, rules and regulations applicable in any jurisdiction where the Company conducts business. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate supervisor or the Compliance Officer.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation, civil litigation or other investigations or legal proceedings. It is in everyone's best interests to know and comply with our legal and ethical obligations.

Human Rights

The Company is committed to respecting and promoting internationally recognized human rights across all aspects of its operations and business relationships. The Company encourages employees, contractors, and partners to promptly report any concerns about potential human rights violations via our Compliance Officer or confidential compliance hotline.

Fair Dealing

Each employee, officer and director should endeavor to deal fairly with customers, creditors, shareholders, suppliers, competitors, government officials and other employees, officers and directors of the Company. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, including but not limited to competitively sensitive information, misrepresentation of material facts or any other unfair dealing practice. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Compliance Officer.

Officers and employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

Supply Chain Standards

UroGen expects all suppliers, vendors, contractors, and other third-party partners to conduct their business in full compliance with all applicable laws and regulations, and to uphold the same high ethical, legal, and quality standards that we require of ourselves. The Company expects its partners to implement effective systems for anti-corruption, data protection, and product quality.

Conflicts of Interest

Employees and Officers

Conflicts arise in numerous situations, and it is not possible to categorize every potential conflict. Each employee and officer are responsible for evaluating these situations and conferring with his or her supervisor or the Compliance Officer. In connection with this Code, the Company has also adopted the following conflicts policies relating to business or financial interests of employees andofficers:

- Officers and employees having any material ownership interest in any competitor, customer or supplier of the Company must (i) disclose such interest to the Compliance Officer and (ii) recuse themselves from all business decisions and discretionary authority of the Company relating to such competitor, customer or supplier. If an officer or employee proposes to purchase a material ownership interest in a competitor, customer, or supplier of the Company and such officer or employee has discretionary authority in dealing with that competitor, customer or supplier, then the material ownership interest may only be purchased with the prior approval of the Compliance Officer, or, in the case of any officer, the prior approval of the Audit Committee of the Board of Directors (the "***Audit Committee***").
- Officers and employees must disclose any financial interest they may have in any transaction between the Company and a third party of which an officer or employee is aware, and that interest must be approved by the Compliance Officer prior to the transaction or, in the case of an officer, that financial interest must be disclosed to, and approved by, the Audit Committee. If the financial interest relates solely to the fact that a spouse/significant other, or other relative, works at the third party (but is

not a director or officer of such party), then no prior approval will be required for employees other than Company's officers, unless the employee deals with the supplier or customer, or the spouse/significant other or other relative deals with the Company or any subsidiary of the Company. Nevertheless, the employee must still disclose to his or her supervisor the potential interest in any proposed transaction of which he or she has knowledge. It is hereby clarified that any financial interest of an officer, even such that results solely from the fact that a spouse/significant other or other relative of such officer works at the third party, must be disclosed to, and approved by, the Audit Committee.

- No officer or employee may directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information, or position unless the opportunity is fully disclosed in writing to the Compliance Officer and the Compliance Officer determines whether the opportunity should be presented to the Board of Directors. If the opportunity is presented to the Board of Directors, the officer or employee may only pursue the opportunity if the Board of Directors declines to do so.
- No officer or employee may perform any services as a director, officer, employee, agent, contractor, service provider or consultant for any (i) competitor of the Company or (ii) any customer, supplier or any other entity that has a business relationship with the Company, without the prior approval of the Compliance Officer, or, in the case of any officer of the Company, the prior approval of the Audit Committee.

No officer or employee shall, in his or her personal capacity or on behalf of a family member or a third party, solicit, directly or indirectly, business from any entity with which the Company has a business relationship, without the approval of the Compliance Officer, when such business solicitation conflicts with or has the potential to conflict with the business interests of UroGen. Loans to, or guarantees of obligations of, officers, employees or their respective family members by the Company could constitute an improper personal benefit to the recipients of these loans orguarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law, and applicable law requires that the Board approve all loans and guarantees to officers and employees. As a result, all loans and guarantees by the Company must be the subject of written agreements to be signed by duly authorized representatives and approved in advance by the Board or the Audit Committee.

The foregoing list of conflicts is not exclusive, and other situations or circumstances that are not listed could give rise to conflicts. It is the responsibility of each officer and employee to identify potential conflicts and consult with his or her supervisor or other appropriate personnel concerning conflicts.

Non-Employee Directors

Members of the Board of Directors who are not also officers or employees have special responsibilities to the Company but are often also individuals with substantial other responsibilities. Members of the Board will be required to disclose to the Board of Directors any personal, financial, business, or other economic interest they may have, directly or indirectly, in any existing or proposed transaction of the Company. Such personal, financial, business, or other economic interest of a non-employee director must be disclosed to the Company as soon as

practicable after the non-employee director in question becomes aware of the transaction in which he or she has said interest, but in any event prior to the first meeting of the Board of Directors in which such transaction or dealing is first discussed and considered. Each non-employee director must promptly (but in any event prior to the first meeting of the Board of Directors in which such transaction or dealing is first discussed and considered) inform the Company if he or she performs services as a director, officer, employee, consultant, contractor, or agent for any customer, supplier, or other third party with which the Company has a business relationship. No non-employee director may serve as a director, officer, employee, consultant, contractor, or agent for any competitor of the Company.

Corporate Opportunities

Without derogating from the duties of office holders pursuant to the Israeli Companies Law, 5759-1999, directors, officers and employees of the Company are prohibited from taking (or directing to a third party) a business opportunity that is discovered by them through the use of Company property or information or presented to them in their capacity as a director, officer or employee, unless duly approved. In addition, directors, officers and employees are prohibited from using corporate property, information or their position for personal gain, and from competing with the Company, unless duly approved. Directors, officers and employees owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

Political Activities

Each director, officer or employee is free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. While directors, officers or employees may freely participate in community activities and in the political process, they may not create the impression that they are speaking or acting for or on behalf of the Company. Employees, directors and officers may not use Company resources or coercive solicitations to further their own personal political activities or contributions. Company resources include money, use of the Company's facilities, supplies, letterhead, corporate names, logos or working time.

Please see also the "Anti-Corruption Policy" for procedures regarding donations to political causes.

Inside Information; Prediction Markets

Directors, officers and employees of the Company may not purchase or otherwise trade in securities of the Company or any other company, directly or indirectly, while in possession of "material nonpublic information" about the Company or such other company. "Material nonpublic information" is any information which could reasonably be expected to affect the price of securities or that a reasonable investor would find relevant in the total mix of information when deciding whether to buy, sell or hold securities of the company to which the information relates. If a director, officer or employee is considering buying, selling or holding shares or other securities based on nonpublic information he or she possesses through his or her work at the Company, he or she should assume that such information is material.

If family or friends of a director, officer or employee ask for advice about buying or selling

the Company's shares, such director, officer or employee should not provide any such advice. U.S. federal law, the Israeli Securities Law and Company policy prohibits any director, officer or employee from "tipping" others (e.g., family or friends) regarding material nonpublic information that such director, officer or employee learns about the Company or other publicly traded company in the course of their employment or engagement.

Beyond disciplinary action, a violation of this policy may lead to civil and criminal penalties against the director, officer or employee. The same penalties apply to "tipping", regardless of whether the director, officer or employee derives any benefit from the trade.

For additional information, directors, officers and employees should refer to the Company's Insider Trading Policy. Directors, officers and employees who have any questions about specific securities transactions should obtain additional guidance in advance of the transaction from the Compliance Officer.

In addition, directors, officers, employees and consultants of the Company may not use inside information to bet or wager on third-party platforms or "prediction markets." Moreover, as prediction markets continue to proliferate and become increasingly accessible, it is essential to uphold the integrity of the Company and to avoid any actions that may raise even the appearance of impropriety. In view of that, directors, officers, employees and consultants of the Company may not bet or wager on third-party platforms or "prediction markets" with respect to business, financial, or any other developments regarding the Company, whether or not such activity is based on inside information.

Regulatory Compliance

The Company's business, specifically, the research, development and commercialization of pharmaceutical products, is subject to, or may in the future be subject to, a number of legal and regulatory requirements including standards related to ethical research and development procedures, proper scientific conduct, promotional practices and interactions with healthcare professionals, customers and other referral sources. The Company expects officers and employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility and to comply with all such requirements. The Company may hold periodic training sessions to ensure that all officers and employees comply with the relevant laws, rules, regulations and Company policies and procedures associated with their employment.

International Business Laws

Directors, officers and employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where the Company otherwise does business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, the Company expects officers and employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and regarding corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all Company activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their officers and employees from doing business with, or traveling to, certain countries subject to sanctions imposed by the U.S. government (currently including, Cuba, Iran, North Korea,Syria, the Crimea Region, Donetsk People's Republic and Luhansk People's Republic in the Ukraine), as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

Also, the Company expects officers and employees to comply with Israeli laws, rules and regulations governing the conduct of business by its citizens and regarding corporations outside of Israel. These Israeli laws, rules and regulations, which extend to all Company activities outside of Israel, include:

- Sections 291 and 291A, 293 and 294 of the Israel Penal Law, 5737-1977, and the rules and regulations thereunder, which prohibits improper benefits provided to officials of governments or private-sector recipients;
- Trade with the Enemy Ordinance 1939 which prohibits Israeli companies, their subsidiaries and their officers and employees from doing business with certain countries which are categorized as enemies of Israel (which currently include, Iran, Lebanon, and Syria).
- Section 2A of the Prevention of Infiltration (Offences and Jurisdiction) Law, 5714-1954, and Section 7A of the Entry into Israel Law, 5712-1952 regarding exit from Israel, pursuant to which a person may not knowingly and unlawfully travel from Israel to Lebanon, Syria, Egypt, Transjordan, Saudi Arabia, Iraq, Yemen, Iran, or any part of the Land of Israel outside Israel, and an Israeli citizen or resident may not enter any such country except pursuant to a permit granted by the Minister of the Interior or the Prime Minister.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws.

Antitrust Matters

Antitrust laws are intended to protect and promote free and fair competition. Israeli and U.S. antitrust laws may apply to the Company, as well as similar laws in any other jurisdiction in

which the Company does business. Therefore, directors, officers and employees should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be construed as a violation of antitrust laws (see below under "Confidential Information and Trade Secrets" for additional information).

The following agreements and arrangements are among those that may constitute violations of applicable laws and must not be engaged in under any circumstances:

- agreements with competitors to fix prices or any other terms and conditions of sale, or agreements with competitors to boycott specified suppliers or customers;
- agreements with competitors to allocate products, territories or markets, or to limit the production or sale of products or product lines;
- agreements with competitors to refrain from bidding or any other form of influencing a bid illegally (bid-rigging);
- agreements with resellers to fix their resale prices; and
- any behavior that can be construed as an attempt to monopolize.

Failure to comply with antitrust or competition laws could result in heavy fines for the Company and/or imprisonment of employees, officers and/or directors. In the United States and Israel, it is not uncommon for individuals to be criminally prosecuted or heavily fined. The practice of prosecuting individuals is also developing elsewhere. Directors, officers and employees should report to the Compliance Officer any instance in which such discussions are initiated by representatives of other competing companies.

Business Courtesies, Gifts and Gratuities

A business courtesy is a gift (whether in money or other thing of value) provided to a business counterparty. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. The Company, however, does not seek to improperly influence the decisions of its business counterparties or government officials or seek referrals by offering business courtesies, and the Company requires that the decisions of directors, officers and employees at the Company not be affected by having received a business courtesy. Additionally, under some statutes, such as the U.S. Foreign Corrupt Practices Act (further described above), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction.

In general, the solicitation or acceptance by officers, employees or directors of gifts, loans or other special preferences from a person or organization that does or wants to do business with the Company or is in competition with the Company is prohibited. As an exception, a director, officeror employee may accept on an occasional basis unsolicited gifts of modest value extended as a business courtesy, if the modest gift (i) will not compromise the ability to act impartially and in the best interests of the Company, and (ii) is not intended as a bribe or payoff. This might include sales promotion items of modest value, a modest and occasional meal, or an invite (or tickets to) a sporting or entertainment event. Cash or cash equivalent business courtesies, even those of modest value, are prohibited. All gifts provided that (i) are not of modest value, or (ii) have become

frequent and not merely occasional, should be reported to the employee's immediate supervisor or, in the case of an officer or director, to the Compliance Officer or the Company's General Counsel ("**General Counsel**"), in which case the gift can be returned or disposed of in the discretion of the Company. If an officer or employee is in doubt as to the propriety of any gift, the officer or employee should consult with his/her supervisor, the Compliance Officer or the General Counsel. Directors should consult with the Compliance Officer or General Counsel.

For additional information, directors, officers and employees should refer to the Company's Anti-Corruption Policy, Policy on HCP Meals, Entertainment and Gifts, and other applicable policies and procedures. Directors, officers and employees who have any questions about specific business courtesies, gifts, gratuities or referrals should obtain additional guidance in advance of the transaction from the Compliance Officer.

Confidential Information and Trade Secrets

Without derogating from any other agreement or legal obligation such as non-disclosure agreements signed with the Company, every director, officer and employee of the Company is obligated to protect and maintain the confidentiality of the Company's confidential information and trade secrets, as well as that of customers, suppliers, shareholders, fellow officers, directors and employees and third parties who disclosed information to the Company in confidence, except when disclosure is authorized by the Company or legally permitted in connection with reporting illegal activity to the appropriate regulatory authorities.

Trade secrets consist of confidential information of proprietary nature not generally available to the public that may give one who uses it an advantage over competition.

Confidential information may include methods, products, trade secrets, formulae, resources, databases, internal office structure, personnel, financial data, projections, forecasts, price lists, pricing methods, trading conditions, technical data and information, research studies, technologies, marketing, marketing research and practices, business plans, prospects, client/customer lists, investors, personal or financial information, and Company contracts and their terms. Confidential information can be in any form and on any medium, whether written or otherwise tangible. Proprietary information includes, but is not limited to, information that an employee, officer or director, acting alone or together with any other persons, may discover, create, develop, or improve while employed or engaged by UroGen. Of special sensitivity is clinical data, which should under all circumstances be considered confidential except where its disclosure is approved by the Company.

Upon termination of an employee's or an officer's employment or director's or consultant's engagement, he or she must return to the Company all confidential information in his or her possession and refrain from disclosing to any third party or using any confidential information for any purpose.

Notwithstanding anything in the foregoing to the contrary, and notwithstanding any other confidentiality or nondisclosure agreement (whether in writing or otherwise, including without limitation as part of an employment agreement, separation agreement or similar employment or compensation arrangement) applicable to current or former officers, employees or any other

individual, the Company does not restrict any individual (including any current or former officer or employee) from communicating, cooperating or filing a complaint with any U.S. federal, state or local governmental or law enforcement branch, agency or entity (collectively, a "***Governmental Entity***") with respect to possible violations of any U.S. federal, state or local law or regulation, or otherwise making disclosures to any Governmental Entity, in each case, that are protected under the whistleblower provisions of any such law or regulation, provided that (i) in each case such communications and disclosures are consistent with applicable law and (ii) the information subject to such disclosure was not obtained by the individual through a communication that was subject to the attorney-client privilege, unless such disclosure of that information would otherwise be permitted by an attorney pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or otherwise. Any agreement in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

Privacy

In the course of business, the Company will collect and store personal information about directors, officers, employees, business partners, patients, health care professionals, consumers and others, such as birth dates, addresses and financial, medical and other information. Officers and employees engaged in collecting and processing personal information must comply with applicable laws and Company privacy policies and procedures.

Personal information should be collected only for legitimate business purposes, shared only with those who are allowed access, protected in accordance with Company security policies and retained only for as long as necessary. Under Israeli law, the Company is legally obligated to ensure that third parties with access to personal information are contractually obligated to protect it, and specifically, not to use or disclose such personal information other than for the sole purpose stated in the contract, and not to sell or otherwise exploit such personal information for any other purpose.

Use and Protection of Company Assets

Company assets are to be used only for the legitimate business purposes of the Company and only by authorized directors, officers and employees or their designees. This includes both tangible and intangible assets.

Some examples of tangible assets include equipment such as computers, supplies, vehicles, telephones, copy machines and furniture. Some examples of intangible assets include intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form). UroGen's name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Company and may not be used by directors, officers or employees for any purpose except in connection with the furtherance of Company business.

Directors, officers and employees are responsible for ensuring that appropriate measures are taken to properly protect Company assets. In addition, directors, officers and employees should take appropriate measures to ensure the efficient use of Company assets, since theft, carelessness and waste may have a direct impact on the Company's profitability and may cause significant damage to the Company.

Compliance with Company Cybersecurity Policies, Procedures and Training

Directors, officers and employees shall adhere to the Company's policies, procedures and training relating to: (i) protecting the security of data, confidential information, personal information, protected health information and Company assets stored electronically on Company computers, vendor computers or other electronic systems; (ii) notifying designated Company personnel of any known or suspected breach of security measures in place to protect such electronically-stored information; and (iii) participating as required in Company measures to stop, remediate and potentially report any known or suspected cybersecurity breaches. Specifically, directors, officers and employees shall adhere to the Company's Global Information Assets Protection Policy, the Company's Cybersecurity Incident Response Plan and all Company trainings provided under such policies and all related cybersecurity policies and procedures.

Appropriate Use of Company Equipment

Unless otherwise provided in an employment agreement and other agreement between the Company and an employee, officer or director, each employee, officer or director will use the Company's equipment for the purpose of his or her employment or engagement only. Therefore, the use of computers or laptops, and any Company email account, shall be subject to scrutiny by the Company or on its behalf (for more information, please see the provision below dealing with Computer Software, Email and Internet).

Removal of Equipment from Company Premises

To protect the Company's physical assets, management approval is required for the removal from the Company premises of any equipment that is not designated as portable and for the director's, officer's or employee's use. This restriction is intended to enable use of the equipment by all of the Company's directors, officers or employees.

Upon termination of an employee's or officer's employment or director's tenure, he or she will return to the Company all equipment and/or other property of the Company, including computers, documents, magnetic media, and all other materials belonging to the Company and/or related to his or her activities while employed or engaged by the Company.

Government Investigations

It is Company policy to fully cooperate with any appropriate government investigation. If a director, officer or employee learns about a possible government investigation or inquiry, he or she shall inform the Company's Compliance Officer immediately.

The Company prohibits any director, officer or employee from altering, destroying, mutilating or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Directors, officers and employees shall comply with all Legal Hold Notices issued by the Legal Department. Furthermore, the Company prohibits any director, officer or employee from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

Public Company Reporting and Other Public Communications

As a public company, it is of critical importance that the Company's filings and submissions with the SEC and all other public disclosures or communications with shareholders be accurate and timely. Depending on his or her position with the Company, any director, officer or employee may be called upon to provide necessary information to assure that the Company's public reports and documents filed with the SEC and in other public communications by the Company are full, fair, accurate, timely and understandable. The Company expects its directors, officer and employees to provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements. For additional information, directors, officers and employees should refer to the Company's Corporate Disclosure Policy.

Record Management

Corporate integrity is at the foundation of this Code. All directors, officers and employees are expected to record and report information accurately and honestly, whether that information is submitted to the Company or to organizations or individuals outside the Company.

Records should be maintained to comply with applicable statutory, regulatory or contractual requirements, as well as pursuant to prudent business practices. The Company prohibits any director, officer or employee from:

- altering, destroying, mutilating, concealing, covering up, falsifying or making a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an investigation by an appropriate governmental authority or a bankruptcy proceeding, or in relation to or contemplation of any such matter, or with the intent to impair the object's integrity or availability for use in an official proceeding, otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so; and
- assisting or encouraging any other person, such as the independent accountant, in destroying corporate audit records, such as workpapers, documents that form the basis of an audit or review, memoranda, correspondence, communications, other documents, and records (including electronic records) which are created, sent or received in connection with an audit or review and contain conclusions, opinions, analyses, or financial data relating to such audit or review.

Directors, officers and employees shall comply with all Legal Hold Notices issued by the Legal Department. In connection with these policies, please consult the Company's Compliance Officer or Legal Department in the event of litigation or any investigation or proceeding.

Recording Transactions

The Company seeks to maintain a high standard of accuracy and completeness in its financial records. These records serve as the basis for managing the Company's business, for measuring and fulfilling its obligations to directors, officers, employees, customers, suppliers and others, and for compliance with tax and financial reporting requirements. These records are available for inspection by management, directors and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of the Company's internal controls over financial reporting, all directors, officers and employees must, to the extent applicable to the function of such director, officer or employee at the Company, make and keep books, invoices, records and accounts that accurately and fairly reflect the financial transactions of the Company and maintain accurate records of transactions, time reports, expense accounts and other financial records. If a director, officer or employee discovers significant deficiencies or material weaknesses in the Company's internal control over financial reporting or any fraud involving directors, officers or other employees, he or she must report such information to the Audit Committee. Directors, officers and employees of the Company may not intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries, knowingly make a representation, either in a document or in oral communication, that is not fully accurate, or establish any undisclosed or unrecorded funds or assets for any purpose.

Directors, officers and employees of the Company are encouraged to submit any concerns or complaints regarding accounting, internal accounting controls or auditing matters via the procedures set forth in the Company's Whistleblower Protection and Non-Retaliation Policy. Such submissions may be made confidentially and anonymously.

Competitive Information

Collecting information on competitors from legitimate sources to evaluate the relative merits of their products, services and marketing methods is proper and often necessary. However, the ways information should be acquired are limited. Directors, officers and employees are prohibited from using improper means, such as theft, illegal entry or electronic eavesdropping in the gathering of competitive information. Directors, officers and employees are also prohibited from seeking confidential information from a new director, officer or employee who recently worked for or was engaged by a competitor or misrepresenting their identity in the hopes of obtaining confidential information from a competitor. Any form of questionable intelligence gathering is strictly against Company policy. Employees, officers and directors should refrain from conversing with employees, officers and directors of any Company competitor about competitive information.

Computer Software, Email and Internet

Computer Software

The Company's policy is to respect the copyrights that protect computer software and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Company, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice. For the avoidance of doubt, the foregoing does not apply to malware that are the subject of the Company's protective efforts with respect to its customers.

Email and Internet

All electronic media and communication systems, including the Company's electronic mail (email) system, intranet, Internet access and voicemail are Company assets and are to be used for appropriate purposes only. Therefore, the Company urges employees, officers and directors to

avoid making any personal use in the Company's systems and take into consideration that stored personal information, if any, may also be disclosed or accessed as part of the Company's efforts to maintain appropriate security measures.

All employees, officers and directors are generally expected to use external services for their personal needs, such as Internet-related email services and cloud storage services. Directors, officers and employees should not abuse access to the Internet for personal purposes.

All directors, officers and employees should use the same care, caution and etiquette in sending email messages as in all other written or oral business communications. The Company will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet aside from what may be occasionally required by certain officers or employees to perform ordinary Company duties and responsibilities. Generally, the situs of employment may determine the level of oversight that may be taken by the Company for electronic communications. Since the Company's computers, network, servers, email system and Internet connection are Company resources, in the State of Israel the Company reserves the right at any time to intercept, record, read, copy, disclose, monitor and inspect without notice, all electronic communications through the email system for official and Company purposes, including Company and/or criminal investigations. The Company shall conduct such investigation in accordance with the Israeli Privacy Protection Law, 5741-1981 and the regulations promulgated thereunder, and the guidelines of the Israeli Privacy Protection Authority. In the United States, the Company reserves the right at any time to monitor and inspect without notice, all electronic communications on personal computers or laptops owned by the Company or computers or laptops on the Company's network, premises or used in the business of the Company, including inspections of electronic mail transmissions, internet usage and inspections of their content. (For the avoidance of any doubt, it is hereby clarified that all findings of any such inspection shall be the Company's sole property.)

To the extent that a director, officer or employee decides to make personal use of the Company's computer or laptop, he or she shall do so in a reasonable manner, at his or her own risk, and will treat the Company's resources with respect as to their value and availability at all times. The Company reserves the right to limit such personal uses from time to time in accordance with its policies and as reasonably determined in case the Company believes that anyone is exploiting its resources. All directors, officers and employees are urged to clearly indicate and mark as personal those items they may keep on Company personal computers and laptops, in the Company's email, or otherwise on any Company resource, and may not so mark work-related items. When monitoring and inspecting the Company's personal computers or laptops or the Company's network, the Company shall make reasonable efforts not to access such items indicated or marked as personal but makes no guarantees to that effect.

Unless otherwise provided for in employment agreements and other agreements between the Company and its employees, officers and directors, each employee, officer or director will use the Company's equipment for the purpose of his or her employment or engagement only. Each employee, officer and director acknowledges and agrees as follows: (i) the Company shall have the right to allow other employees, officers or directors and other third parties to use personal computers or laptops, services, users and accounts associated with the Company, *provided, however*, that such employees, officers or directors or other third parties will be instructed to avoid, to a reasonable extent, accessing information clearly indicated or marked as personal; (ii) in the

State of Israel, the Company shall have the right to conduct inspections on any and all of the Company's computers, including inspections of electronic mail transmissions through the Company's e-mail; *provided*, *however*, that the Company shall avoid accessing personal items which are clearly indicated as such; (iii) in the United States, the Company shall have the right to conduct inspections on any and all of the Company's computers, including inspections of electronic mail transmissions, internet usage and inspections of their content (for the avoidance of any doubt, it is hereby clarified that all examination's finding shall be the Company's sole property); *provided, however,* that the Company shall use reasonable efforts to avoid accessing items which are clearly indicated as personal; and (iv) at any and all times such employee, officer or director will transfer to the Company his or her log-on passwords to Company resources upon request.

Employee Relations and Non-Discrimination

It is UroGen's policy to provide equal opportunity in employment, development, and advancement for all qualified persons without regard to race, ethnicity, national origin, religion, sex (including pregnancy or fertility treatments), sexual orientation, marital status, age, disability, genetic information, veteran or military status (including active or expected service in reserve duty), or any other legally protected status, to the extent applicable in the relevant country of employment, including the protected status detailed under Section 2 of the Israeli Labor Equal Opportunities Law, 5748-1988. Additionally, UroGen expects all employees, directors and officers to conduct themselves in a professional manner with courtesy and respect for fellow employees, directors and officers, vendors, guests, clients, and the public. This policy applies to all areas of employment or engagement, including recruitment, hiring, training and development, promotion, transfer, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment or engagement, in accordance with applicable federal, state and local or Israeli laws.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share in the responsibility for assuring that, by their personal actions, the policies are effective and apply uniformly to everyone. All members of the staff are obliged to act in a manner that respects the identities and cultures of all Company staff and encourages all Company staff to reach their full potential. Any employees, including supervisors, or officers determined by UroGen to be involved in discriminatory practices may be subject to disciplinary action and may be terminated. If any employee or officer perceives any discriminatory actions or practices, he or she is urged to report them directly to his or her immediate supervisor. If, however, such employee or officer is not comfortable talking with his or her supervisor, he or she should contact the Compliance Officer.

Anti-Harassment Policy

UroGen prohibits harassment based upon an individual's race, ethnicity, national origin, religion, sex, sexual orientation, marital status, age, disability or handicap, veteran status, and under any other basis protected under federal and state or Israeli laws. The policy applies to all of UroGen's employees, officers and directors and any third party they come into contact within the course of doing their job or engagement and to any work environment, whether at UroGen's premises or in other work-related settings.

When UroGen receives a complaint, it will promptly investigate the allegation in a fair and

expeditious manner. Although UroGen cannot guarantee confidentiality, the investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. UroGen's investigation will include a private interview with the person filing the complaint and with witnesses, if any. Employee and officer witnesses are expected to fully cooperate with an investigation. Failure to do so may result in disciplinary action up to and including termination. UroGen will also interview the person alleged to have committed harassment. When UroGen has completed its investigation, it will, to the extent appropriate and subject to applicable law, inform the person filing the complaint and the person alleged to have committed the conduct of the results of the investigation.

If it is determined that inappropriate conduct has been committed by one of its employees, officers or directors, UroGen will take such action as is appropriate under the circumstances. Such action may range from counseling to termination of employment or engagement and may include such other forms of disciplinary action as are deemed appropriate under the circumstances.

Sexual Harassment

While all types of harassment are prohibited, sexual harassment requires particular attention.

In the State of Israel, the legal definition for sexual harassment includes, among others, sexual overtures or references to a person who does not want them, or while exploiting a position of authority, as well as degradation and humiliation of a sexual nature or based on a person's sexual advances, requests for sexual favors, and verbal or physical conduct, or any other form of communication, of a sexual nature made by: (a) one exploiting a position of authority towards a subordinate, even if the subordinate did not explicitly or implicitly demonstrate she or he does not want them; or (b) one colleague to another person, where the person explicitly or implicitly demonstrated she or he does not want them.

In the United States, the legal definition for sexual harassment includes, among other things,

1) submission to or rejection of such advances, requests or conduct is made either explicitly or implicitly a term or condition of employment or as a basis for employment-related decisions; or
2) such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

Under these definitions, direct or implied requests by a supervisor for sexual favors in exchange for actual or promised job benefits, such as favorable reviews, salary increases, promotions, increased benefits, or continued employment, constitute sexual harassment.

If a director, officer or employee believes he or she may have been harassed, he or she should notify the designated Commissioner for the prevention of sexual harassment in the Company (Israel only), his or her immediate supervisor or the Compliance Officer. Any supervisor who was notified of a sexual harassment complaint is required to promptly forward the complaint to the Compliance Officer and may not take independent mitigation actions in this regard.

UroGen will promptly investigate every complaint of harassment in accordance with the applicable laws and regulations promulgated thereunder (in Israel – Sexual Harassment Regulations (Duties of Employer), 5758-1998). Standard steps in an investigation include separate interviews with those involved, putting statements from each party in writing, identifying and questioning witnesses, and notifying the complaining party on his or her entitlement to press charges to the local authorities. If it is determined that harassment has occurred, UroGen will take appropriate actions required under applicable law and as reasonably deemed by it to address the offending conduct.

This policy shall also generally apply (with the necessary changes) to the conduct of directors, officers and employees when dealing with persons engaged by entities with which the Company has a business relationship.

For additional information, directors, officers and employees should refer to our Prevention of Sexual Harassment Policy, which is posted at the Company's offices as required by law and is also available with the Commissioner for the prevention of sexual harassment in the Company (Israel only) and to the employee handbooks and regulations that govern the terms of your employment with the Company (as applicable in the jurisdiction in which you are employed). Officers and employees who have any questions about specific instances of harassment should reach out to the Commissioner for the prevention of sexual harassment in the Company (Israel only), their immediate supervisor or the Compliance Officer.

Environment, Safety and Health

The Company is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations and permits in a manner that has the highest regard for the safety and well-being of its directors, officers, employees, customers and the general public. Therefore, the Company expects all employees, officers and directors to strictly follow the letter and the spirit of all applicable laws and regulations relating to workplace health and safety. If an employee's or officer's work involves compliance with any safety and health laws, it is the responsibility of the employee or officer to familiarize himself or herself with the relevant laws and regulations, including record keeping. Employees and officers with questions regarding the requirements that apply to their work area should contact the Compliance Officer.

All employees, officers and directors must immediately report any potential or suspected threat to human health to the Compliance Officer. Such reports must be made as soon as possible and, in all cases, not later than 24 hours after the occurrence. Applicable laws and regulations regarding reporting requirements must be complied with within the mandated time frames.

An employee, officer or director must not report to work or work under the influence of unauthorized or illegal drugs and/or alcoholic beverages.

Export, Customs and Trade Controls

It is the Company's policy to fully comply with all applicable export, customs and trade control laws and regulations, licensing requirements, relevant countries' and international laws and applicable export and trade sanctions. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the Compliance Officer prior to taking any action. The Compliance Officer is available

to answer any questions regarding customs, export licensing and trade controls and should be consulted as the need arises. For additional information, directors, officers and employees should refer to the Company's Trade Compliance Policy.

Public Statements

It is the Company's policy to provide accurate and consistent communication with the public. To maintain the consistency and accuracy of the information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Generally, an employee, officer and director of the Company is prohibited from making public statements regarding issues or matters about which he or she is not an authorized spokesperson of the Company. If an employee, officer or director is contacted by the media about a matter regarding the Company, he or she must refer the media contact to the Company's communications team at: communications@urogen.com.

All employees, particularly those in management, and directors are expected to conduct themselves in a manner that reflects positively on the Company. Employees, officers and directors are expected to be fair and courteous to fellow associates, customers, members, suppliers or people who work on behalf of the Company when expressing personal views in any media, including television, radio, online chat rooms, forums, social media platforms and other electronic media. It should be clear that such statements are personal and do not represent the Company's point of view.

For additional information, directors, officers and employees should refer to the Company's Corporate Disclosure Policy.

Litigation and Claims

The Company, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If a director, officer or employee ever receives a legal document related to the Company, such as a summons, complaint, subpoena or discovery request, whether from a governmental agency, customer, supplier or otherwise, he or she must immediately contact the Compliance Officer or Legal Department to ensure an appropriate and timely response. No employee, officer or director should respond to any request, answer any questions or produce any documents without first discussing with the Compliance Officer or Legal Department. Also, it is not appropriate to attempt to list legal matters or pending litigation in vendor or supplier qualification forms, requests for proposals or quotes, or in any questionnaires, unless prescribed by the Company's internal or external legal counsel. Under no circumstances should an employee, officer or director threaten or initiate legal action on behalf of the Company without appropriate authorization.

CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

This section (which ends immediately prior to the section titled "***Reporting and Discipline***") applies specifically to the Company's Chief Executive Officer and all senior financial officers, including the Chief Financial Officer, the Controller and persons performing similar

functions (the"***Senior Financial Officers***" and together with the Chief Executive Officer, the "***Named Officers***"). This special Code of Ethics has been adopted to comply with Section 406 of the Sarbanes-Oxley Act of 2002. While this Code of Ethics is specifically addressed to the Named Officers, it sets forth broad principles that run throughout this Code and that the Company expect all of its executive officers and financial employees as well as all of its directors, officers and employees to follow.

Named Officers shall:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. Avoid conflicts of interest and disclose to the Company's legal counsel (or, in his or her absence, the Chair of the Audit Committee) any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
3. Take all reasonable measures to protect the confidentiality of non-public information about the Company and its customers obtained or created in connection with their activities and prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.
4. Take all reasonable measures to achieve responsible use of and control over the Company's assets and resources.
5. Promote full, fair, accurate, timely, and understandable disclosure in all material respects in reports and documents that the Company files with, or submits to, the SEC and other regulators and in other public communications made by the Company in accordance with the following guidelines:
    - all accounting records, and the reports produced from such records, must be in accordance with all applicable laws;
    - all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
    - all accounting records must fairly and accurately reflect in reasonable detail in accordance with generally accepted accounting principles the Company's assets, liabilities, revenues and expenses;
    - all accounting records must not contain any materially false or intentionally misleading entries;
    - no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
    - all transactions must be supported by accurate documentation in reasonable detail and in all material respects to be recorded in the proper account and in the proper accounting period;
    - no information should be concealed from our internal auditors or our independent auditors; and
    - compliance with the Company's system of internal controls is required.
6. Comply with all governmental laws, rules and regulations applicable to the Company's

business, including taking necessary steps to avoid and, where possible, prevent any violations of the securities laws.

7. Promptly report to the Chair of the Audit Committee (or if the Chair is unavailable, to all other members of the Audit Committee) any fraud, whether or not material, involving management or other employees of the Company who have a significant role in the Company's disclosures or internal control over financial reporting.
8. Promptly report any possible violation of this Code to the Compliance Officer or General Counsel, or in his or her absence, the Chair of the Audit Committee.

REPORTING AND DISCIPLINE

Reporting Violations of Company Policies and Illegal or Unethical Behavior

Directors, officers and employees shall take steps to ensure compliance with the standards set forth in this Code in the operations of the Company. If there are instances of non-compliance, whether found by internal or external monitors, directors, officers and employees shall ensure timely and reasonable remediation of such non-compliance and ensure that adequate steps are taken to prevent the recurrence and/or occurrence in the Company.

Directors, officers and employees are encouraged to promptly report information or knowledge of any act in violation of the laws, rules, regulations or this Code, or which he or she believes to be unethical, to the Compliance Officer. As deemed appropriate by the Compliance Officer, such concerns, complaints or reports may then be directed to the attention of the Chair of the Audit Committee or Compliance Committee of the Board of Directors (the "***Compliance Committee***"), or, in the case of violations by employees who are not officers, to the Chief Executive Officer or designee(s) thereof, for further review and investigation. Failure to report known wrongdoing may result in disciplinary action against those who fail to report.

In no event will any action be taken against an employee, officer or director for making a complaint or reporting, in good faith, known or suspected violations of Company policy. Such employee, officer or director will not lose his or her job or position for refusing an order he or she reasonably believes would violate the provisions of this Code, and any retaliation against such employee, officer or director is prohibited.

Any report by a director, officer or employee will be kept confidential to the extent permitted by law and regulation and the Company's ability to address such concerns. In certain instances, the identity of the reporting director, officer or employee may be provided to those persons involved in the investigation.

For additional information, directors, officers and employees should refer to the Company's Whistleblower Protection and Non-Retaliation Policy. Directors, officers and employees who have any questions about specific violations of Company policies or illegal or unethical behavior should obtain additional guidance from the Compliance Officer.

Compliance Resources

To facilitate compliance with this Code, UroGen has implemented a program of Code awareness, training and review that is part of its broader compliance programs overseen by the

Compliance Officer and the Compliance Committee. The Company has established the position of Compliance Officer to oversee this program. The Compliance Officer is a person to whom you can address any questions or concerns related to this Code, the Company's other policies and procedures or any other matters relating to legal or regulatory compliance. In addition to fielding questions or concerns with respect to potential violations of this Code or any other matters relating to legal or regulatory compliance, the Compliance Officer is responsible for:

- investigating possible violations of this Code;
- training new directors, officers and employees in Code policies;
- conducting regular training sessions to refresh directors', officers' and employees' familiarity with this Code;
- distributing copies of this Code regularly via email or otherwise to each director, officer and employee with a reminder that each director, officer and employee is responsible for reading, understanding and complying with this Code as well as all legal and regulatory requirements applicable to each director's, officer's and employee's respective business unit and/or area(s) of responsibility;
- updating this Code as needed and alerting directors, officers and employees to any updates, with appropriate approval of the Compliance Committee, to reflect changes in the law, the Company's operations and in recognized best practices, and to reflect the Company's experience;
- reviewing Company adherence to this Code and Company compliance policies and procedures;
- developing, implementing and maintaining an effective compliance program that includes standards, policies and procedures applicable to the Company's business;
- overseeing the Company's compliance program and reporting to the Compliance Committee material matters that may arise relating to the Company's legal and regulatory compliance efforts; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

A toll-free compliance hotline and email address are also available to those who wish to ask questions about the Company's policy, seek guidance on specific situations, submit concerns regarding questionable accounting or auditing matters or report violations of this Code. The toll-free compliance hotline is 844-421-1607, and you may submit an anonymous email to Compliance@urogen.com. You may call the toll-free number or use the email address if you prefer, although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the toll-free compliance hotline or use of the compliance email will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

Disciplinary Measures

The Company has adopted Corporate Policy 3160 – UroGen Employee Discipline Progression. This policy provides a corrective-action process to address wrongdoing and promote accountability for adherence to this Code and Company policies and procedures. Depending on the nature and severity of the violation, the Company's disciplinary process may include the

involvement of senior management for a functional area; Human Resources, the Compliance Officer or his or her designate, and other applicable senior Company leadership (e.g., the Chief Executive Officer), as appropriate. Violations of this Code and/or Company policy or procedure may result in one or more of the following disciplinary actions, if and as permitted under applicable law:

- counseling and a verbal warning;
- a written warning, including a written reprimand or a written Performance Improvement Plan, which will be included in the employee's or officer's personnel record);
- probation;
- demotion;
- temporary suspension;
- forfeiture or clawback of discretionary bonus, incentive compensation, or other form of discretionary compensation;
- required reimbursement of losses or damages;
- termination of employment; and/or
- referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations or has knowledge of them and does not promptly correct them.

Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report.

Further, conduct that violates this Code may also violate Israeli law, United States federal or state laws, or laws outside of the State of Israel and the United States. Such violations may subject the director, officer or employee to prosecution, imprisonment and fines. The Company may also be subject to prosecution and fines for the conduct of employees, officers or directors.