

Rakuten Aspyrian

CODE OF BUSINESS ETHICS AND CONDUCT

Adopted – Monday 18 June 2018

1.0 GUIDING PRINCIPLES

At Rakuten Aspyrian, Inc. (“Rakuten Aspyrian” or “Company”) we are responsible to conduct our business in strict compliance with all applicable laws, rules, and regulations, and it is our strong commitment to do so.

This Code of Business Ethics and Conduct is designed to promote:

- Our honest, professional, and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Our complete, fair, accurate, timely, and understandable disclosure of information in reports and documents that the Company submits to regulatory authorities;
- Our commitment to comply with applicable laws, rules, and regulations;
- Our accountability for adherence to this Code.

Our Company’s reputation is crucial to our success. All of us, including our directors, officers, and employees (collectively referred to herein as “Personnel”) and our agents, consultants, and contractors (collectively referred to herein as “Agents”) are responsible for conducting business activities and behave, at all times, in a manner that preserves our Company’s reputation. Rakuten Aspyrian’s success depends not only on our knowledge, skills, and abilities but also on our integrity, sound judgment, self-discipline and commitment to preserve and enhance our culture according to our Cultural Values.

All of our Personnel and Agents have the responsibility to:

- Act in accordance with the highest standards of business ethics, both on and off company premises;
- Promote and exercise fairness and respect of everyone, regardless of culture, race, religion, sex, sexual orientation, gender, gender identity and expression, marital status, immigration/citizenship status, military/veteran status age, nationality, origin, ancestry, genetic information, medical conditions, or disabilities;
- Avoid any appearance of impropriety and act in a manner that protects the Company’s reputation; and
- Comply with all applicable laws, rules, and regulations while conducting business on the Company’s behalf.

All of our Personnel and Agents are expected to abide by the spirit as well as the letter of this Code.

The topics addressed in this Code can be complex and are subject to change. This Code is not a comprehensive manual that covers every conceivable situation that may occur but, in every instance, our Personnel and Agents are required to act honestly, professionally, fairly, and ethically. Our Personnel and Agents should consult with Rakuten Aspyrian's management, People Operations, or the Compliance Officer if there is any doubt about what conduct may be appropriate in any given situation.

This Code provides a foundation to our Personnel and Agents regarding the legal and ethical requirements applicable to their roles. Where appropriate, the general provisions of this Code are supplemented by more detailed policies and procedures. Our Personnel and Agents should reference those policies and procedures for more information on the Company's requirements.

1.1 Our Commitment

We are committed to having a working environment that is supportive and that demonstrates the value that we place on individual contributions and teamwork. We are committed to support a diverse working environment that treats everyone with respect and fairness, without regard to culture, race, religion, sex, sexual orientation, gender, gender identity and expression, marital status, immigration/citizenship status, military/veteran status age, nationality, origin, ancestry, genetic information, medical conditions, or disabilities. We expect everyone to treat others with the courtesy, dignity, and respect that they would like to receive.

We encourage and expect our Personnel and Agents to confer with the appropriate person, such as Rakuten Aspyrian's management, People Operations, the Compliance Officer, or the Compliance Committee, if there are any questions or concerns regarding our work place or business activities that they believe should be addressed.

1.2 Our Cultural Values

At Rakuten Aspyrian we have identified a number of "Cultural Values" as the guide for the support and enhancement of the Company's culture and for the judgement of our business activities and working environment.

Our Cultural Values are:

1. **We are proud** to be part of Rakuten Aspyrian
2. **We are passionate and committed** to achieve our mission to Conquer Cancer
3. **We are not scared to change the status quo**
4. **We are bold to explore new transformative ideas** but with the pragmatism to translate these ideas into products of value

5. **We feel ownership** of our common success
6. **We are accountable** to each other and the team
7. **We feel the urgency to execute** and deliver outcomes
8. **We earnestly support the success of others** and the team
9. **We identify needs and take initiative:** there is nothing too big, nothing too small
10. **We persist**, no matter the challenge, no matter the hardship
11. **We yearn to improve**, to learn, to grow
12. **We respect and trust** each other
13. **We communicate proactively with an open mind** across the Company, and welcome difference of opinions

Our Company's culture encourages and expects open and active communication to provide clarity of our mission, our vision, our values, our goals, and our priorities. Our Company's culture intends to support a safe environment where everyone can communicate openly, where everyone can feel safe to express a difference of opinions but remains flexibility and committed to support the decisions made by our management. Our Company's culture intends to facilitate open lines of communication so that each of our Personnel and Agents can raise concerns or offer suggestions for the compliance with this Code.

2.0 STANDARDS OF CONDUCT

2.1 Compliance with Laws

All of our Personnel and Agents shall comply fully with all laws, rules, and regulations applicable to the Company. It is the responsibility of each of our Personnel and Agents to acquaint themselves with the legal requirements that may apply to their position and meet those requirements, including but not limited to laws relating to:

- Healthcare Fraud & Abuse
- Prescription Drug Laws
- Privacy Laws
- Competitive Practices
- Anti-Bribery & Anti-Corruption Laws
- Employment Policies, including policies against harassment and discrimination
- Marketing Laws & Transparency
- Transparency of Clinical Trial Data & Patient Safety

2.2 Antitrust and Competition

Rakuten Aspyrian's Personnel and Agents shall not engage in actions or enter into agreements that restrain trade or reduce competition. In conducting business on behalf of Rakuten Aspyrian, all of our Personnel and Agents must follow the letter and spirit of the antitrust laws of the United States and with applicable laws governing competition in any jurisdiction in which the Company does business.

2.3 Confidential Information

Rakuten Aspyrian's Personnel and Agents must safeguard the Company's confidential and proprietary information. Rakuten Aspyrian's Personnel and Agents cannot discuss Confidential Information with any unauthorized recipients, including Company Personnel and Agents who do not have a business need to know the Confidential Information. Rakuten Aspyrian's Personnel and Agents also must protect the confidential information of individuals and entities with which the Company does business and must not use illegitimate means to acquire the confidential information of any outside individual or entity, including the Company's competitors.

2.4 Conflicts of Interest

Rakuten Aspyrian's Personnel and Agents owe a duty of loyalty to the Company and are expected to act in the best interests of the Company and always describe matters related with Rakuten Aspyrian in a professional, respectful manner, and protecting the Company's reputation.

Rakuten Aspyrian's Personnel and Agents must avoid any situation that presents an actual or potential conflict of interest and must ensure that any financial, business, or other activities in which they are involved outside of the workplace are free of conflicts with their responsibilities to the Company. A "conflict of interest" may occur when personal interests interfere, or even appear to interfere, or facilitate the interference, with the interests of the Company. A conflict situation can arise when Personnel and Agents have interests that may impair the objective performance of their responsibilities to the Company. Conflicts of interest may also arise when Personnel or Agents (or their family members) receive improper personal benefits as a result of their position in the Company. Furthermore, personal involvement with a competitor, potential competitor, or involvement in activities that could damage the business interest of Rakuten Aspyrian is considered a conflict of interest. Involvement with a customer, vendor, supplier, or subordinate Personnel or Agents of the Company, which impairs an individual's ability to

exercise good judgment on behalf of the Company's best interest, creates an actual or potential conflict of interest.

Rakuten Aspyrian's Personnel and Agents owe a duty to advance the Company's legitimate interests. Therefore, Personnel and Agents may not (i) take for themselves corporate opportunities that are discovered through the use of Company's property, information, or position, without first offering such opportunities to the Company; (ii) use corporate property, information, or position for personal gain; or (iii) compete with the Company or enable others to compete with the Company.

2.5 Gifts, Business Meal, and Entertainment

Rakuten Aspyrian's Personnel and Agents shall not give or accept gifts or entertainment if such gifts or entertainment would improperly influence, or appear to influence, their decision making on behalf of the Company or improperly influence the decision making of individuals with whom Rakuten Aspyrian does business or seeks to do business. Rakuten Aspyrian's Personnel and Agents may provide and accept business meals with individuals with whom they are doing business where such meals are directly related to the active pursuit of company business and consistent with other Company policies applicable to business meals.

Improper personal gain may result not only when an employee or relative has a significant ownership interest in a company with which the Company does business but also when an employee or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving the Company. The Company prohibits the acceptance of any amount of cash or equivalent valued at more than \$100.00, unless approved by the President or CEO, in any format such as credits, gift cards, bills, coins. The receipt of occasional flowers, candy, or similar type of gifts worth less than \$100.00 from clients, customers, or vendors fall outside the intent of this policy and acceptance of such items is permissible.

2.6 Fair Dealing

Rakuten Aspyrian Personnel and Agents must deal fairly and in good faith with the Company's customers, suppliers, business partners, regulators, competitors, other employees and representatives, and other stakeholders. No Personnel or Agent may take unfair advantage of anyone through manipulation, misrepresentation, concealment, threats, fraud, or abuse of confidential information or other related conduct.

2.7 Proper Use of Company Assets

The Company's assets, including facilities, materials, supplies, time, information, intellectual property, software, email, and other assets owned or leased by the Company, or that are otherwise in the Company's possession, may be used only for legitimate Company related business purposes. Rakuten Aspyrian prohibits personal use of the Company's assets, other than incidental personal use, without the Company's approval.

2.8 Accurate Books & Record Management

Accurate books and records are essential for the management of the Company and compliance with federal, state and local laws, rules, and regulations. This requirement applies to all Company books and records, including those containing business and financial information. Rakuten Aspyrian strictly prohibits the falsification of Company's information, books and/or records. All Rakuten Aspyrian's Personnel and Agents are expected to report information accurately and timely, and to cooperate with internal and external auditors.

2.9 Political Activity

Rakuten Aspyrian Personnel and Agents shall not make contributions to political parties, candidates, political action committees, or other political organizations using Company funds, on the Company's behalf, or in a manner that may appear to be an endorsement by the Company. You may exercise your right to participate in the political process but shall not do so on Company time or with Company funds.

3.0 ADMINISTRATION OF THE CODE

Rakuten Aspyrian's supervisors are responsible for monitoring the Personnel and Agents reporting to them to ensure compliance with this Code; other Company policies and procedures; and any laws, rules, or regulations that govern the Company's business activities. The Company will require that Personnel and Agents acknowledge that they have read and understand this Code and will comply with it terms in the performance of their duties at Rakuten Aspyrian. The Company reserves the right to revise this Code from time to time and will promptly distribute any revisions of this Code to Employees and Agents.

3.1 Reporting of Suspected Violations

Rakuten Aspyrian Personnel and Agents are responsible for reporting suspected violations of this Code; other Company policies and procedures; and any laws, rules, or regulations that govern the Company's business activities. The Company is committed to its Open-Door Policy so you should feel free to report any concerns to your Rakuten Aspyrian's management, People Operations, or the Compliance Officer.

If you do not feel comfortable reporting your concerns internally, you also may anonymously report suspected violations to the Compliance HelpLine as arranged by the Company.

3.2 Non-Retaliation

Rakuten Aspyrian prohibits any acts of retaliation against an Employee or Agent who makes a good faith report of a violation of this Code; other Company policies and procedures; or any laws, rules, and regulations that govern the Company's business activities. Rakuten Aspyrian also prohibits retaliation against any Personnel or Agent who cooperates in the investigation of a suspected violation of the same. Such retaliation constitutes a violation of this Code and may result in disciplinary action, up to and including the termination of employment or a contractual arrangement for services.

3.3 Investigations

Rakuten Aspyrian will investigate suspected violations consistent with procedures established by the Company for conducting such investigations. You are expected to cooperate with any inquiries or investigations concerning a suspected violation of this Code; other Company policies and procedures; or any laws, rules, and regulations that govern the Company's business activities.

The Company's Executive Management, and the Compliance Committee, in coordination with the Board of Directors, is responsible for interpreting this Code; other Company policies and procedures; or any laws, rules, and regulations that govern the Company's business activities.

3.4 Discipline

Violations of this Code may warrant disciplinary action. Under appropriate circumstances, the Company may subject Personnel to a range of disciplinary action that includes, but is not limited to, verbal warnings, written warnings, suspension, or termination. The system is not formal, and the Company may, in its sole discretion, utilize whatever form of discipline is deemed appropriate under the circumstances, up to and including immediate termination of employment. Neither the existence of this Code nor the Company's use of varying forms of discipline alters the at-will employment relationship in any way. Employment is at the mutual consent of the employee and the Company. Accordingly, either the employee or the Company can terminate the employment relationship at-will, at any time, with or without reason and with or without notice.

Violation of this Code by a Company Agent may warrant termination of the relationship with the Agent in accordance with any written agreement between the Company and the Agent.