

INTERCEPT GROUP

**GLOBAL CODE OF BUSINESS
CONDUCT**

Effective: October 1, 2015



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Message from the CEO

Dear Colleagues:

Our company is engaged in the challenging pursuit of finding solutions for unmet medical needs. I am excited to be on this journey with you. We have assembled a team of talented professionals who are dedicated to making a significant and positive impact on patients' lives. Patients and other stakeholders eagerly await the outcomes of our research as we develop novel therapies to treat chronic liver diseases.

To be successful, we must continue to grow and maintain a reputation that inspires trust in all who are touched by our business activities. We know the work we do is valuable; we are purposeful about WHAT we do. We must also be highly conscious of HOW we do it. To promote and protect the best interests of all of our stakeholders – patients, healthcare providers, shareholders, regulators, Associates, suppliers, payers and the communities where we work – all of our business decisions must be integrity-based.

This is where you come in. Each decision you make on behalf of our company impacts our reputation as well as our stakeholders' ability to trust us. Our Global Code of Business Conduct provides you with a foundation for making integrity-based decisions. I expect each of you to read, understand, and follow the Code, both in letter and spirit; to ask for help whenever you are uncertain; and to promptly share with the company any concerns that arise during your work. When it comes to ethics and compliance, I expect each of you to speak up and be a leader.

Each of us, every day, must demonstrate integrity – follow the Code, act responsibly and professionally, exercise thoughtful judgment, and conduct business in a fair and trustworthy manner. It is your responsibility to ask questions about any expectations you do not understand. Our company provides many resources to support you. Make good use of the information in the Code and the resources it references. Our company's reputation and success, and the welfare of the patients and other stakeholders we serve, depend on it.

Thank you for your commitment to the important work we do, and to conducting our business with the greatest integrity. The ultimate responsibility for maintaining our company's ethical culture and practices rests with each one of us.



Mark Pruzanski, M.D.
Chief Executive Officer & President

Acting with Integrity

A. Follow the Global Code of Business Conduct - Intercept wants to be known and respected as an ethical company. This Global Code of Business Conduct (Code) provides the cornerstone for our company's global ethics and compliance program. It establishes company behavioral expectations that are designed to protect the reputation of Intercept and of each person to whom the Code applies (collectively referred to throughout the Code as "Associates,") namely:

- Every full and part-time employee of Intercept Pharmaceuticals, Inc. and all of its subsidiaries and affiliates globally (collectively "Intercept"), including all executives, officers, senior managers, directors, and other employees; and
- Every member of Intercept's Board of Directors, whether or not employed by Intercept.

Some provisions in this Code are based on legal requirements; others are based in prudent management practices designed to protect stakeholders and company assets, resources, and interests. Each person who is subject to the Code is accountable for reading, understanding, and following all Code requirements and for signing, periodically, a certification of the Code and compliance to it, subject to any limits of local law.

Intercept is a global, public corporation operating in an industry that is heavily regulated. The company is headquartered in the United States (U.S.) and has business operations in countries across the world. Some U.S. laws extend to company operations throughout the world. Intercept is also subject to legal requirements of other jurisdictions, some of which extend across country borders. Legal requirements can vary from one jurisdiction to another.

If any requirement of local law that applies to a given individual or situation is stricter than the requirements of this Code or company policies or procedures, the stricter local requirement takes precedence and must be followed. In situations where global transactions are subject to requirements of several jurisdictions simultaneously, seek guidance from internal company experts to determine the best course of action.

B. Follow Company Policies, Procedures, and Training - Each individual who is subject to the Code must follow any additional policies, procedures, and training required by the company on topics relevant to his or her work responsibilities, and must complete all assigned document reviews and training on time. Company policies and procedures contain more details to supplement various Code provisions.

C. Make Integrity-based Decisions and Ask for Help When Needed - Intercept expects all Associates to make Intercept business decisions that are consistent with this Code and company policies, procedures, and training. However, on occasion, it may not be readily apparent how to apply these company requirements to complex business situations. If you have any doubt about the appropriate action to take in a given situation, contact one of the individuals identified in the list below under How to Communicate Questions and Concerns. Asking for help is a sign of strength and accountability, and they will be glad to assist you.

D. Communicate Concerns Promptly - Intercept expects all Associates to inform the company promptly any time they suspect or become aware of an actual or potential violation of the Code, company policies,

procedures, or training. Associates are also encouraged to raise any ethical issues or concerns regarding the company's business or operations, following the applicable local process.

Associates must also report to the company within five business days any exclusion, debarment, suspension, declaration of ineligibility, or other restriction, and any conviction imposed on the Associate by any governmental department, ministry, or agency.

E. How to Communicate Questions and Concerns - Requests for help with decision-making, and information about any concerns regarding actual or potential violations, should be submitted to any of these individuals:

- Your supervisor or other member of management
- Member of the human resources department
- Company compliance representative
- General Counsel or other company attorney.

In certain circumstances, and subject to limits of local law, Associates may feel more comfortable submitting concerns to the Intercept Hotline. The Intercept Hotline has been created under the auspice of the Audit Committee of the Board of Directors, which oversees its operation. The Hotline is operated by an outside vendor, with operators available 24 hours a day, 7 days a week. Translation services are available. Reports made to the Hotline are referred to Intercept for evaluation. While it is most helpful to know the identity of a reporter to enable follow up, anonymous reports may be submitted to the Hotline in certain locations.

Reporting in the United States - Associates who work in the United States may contact any of the individuals named above or choose to use the Hotline for all reporting purposes by calling: 1-844-TEL-ICPT or by making a submission online here: <https://tellintercept.tnwreports.com/>

Reporting in non-U.S. locations - Local laws in some countries discourage or prohibit anonymous reporting or restrict the scope of what may be reported through the Hotline. For example, certain countries allow Hotline reports only of accounting or financial concerns. For detailed instructions on how to report in locations outside the United States and for country-specific hotline phone numbers, see the hotline website: <https://tellintercept.tnwreports.com/>

If you have any questions about the local reporting process, contact the legal and compliance department at legalcompliance@interceptpharma.com or a human resources representative.

F. Cooperate with Company Review Processes - Every individual subject to this Code is expected to provide full support for and cooperate with any investigation, monitoring, auditing, or other inquiry the company initiates, following local processes. The company's goal for these activities is to identify any problems that need to be corrected in order to protect the interests of Intercept stakeholders, including the patients we serve and our shareholders, as well as the company's reputation.

G. Additional Responsibilities of Management - Members of management have a special responsibility to set expectations in their work groups and a personal example for following the Code, policies, procedures, and training. In addition, they should:

- foster a safe environment for open communication
- listen respectfully to Associates' concerns and observations
- pass along to the compliance officer any reports of ethics and compliance concerns, and
- prevent retaliation in their areas of responsibility against any individuals who report compliance concerns or participate in investigation of alleged violations.

H. Intercept Commitments Regarding Concerns Expressed to the Company - Intercept is committed to having a comprehensive and effective ethics and compliance program designed to prevent harm and detect any issues to allow for early intervention, mitigation, and resolution. The company takes all reports of possible violations seriously and will evaluate promptly any concern expressed to it about its business. When there are sufficient facts to warrant it, the company will conduct a prompt investigation. Intercept will maintain confidentiality and share reported information only with those required to conduct the investigation and make appropriate follow up decisions (subject to legal requirements that may mandate further disclosures).

Intercept strictly prohibits any form of retaliation against anyone who reports a concern in good faith, or who participates in good faith in any investigation or other proceeding related to a report. This prohibition applies no matter how and to whom (the company or a regulatory or law enforcement authority) or about whom (any co-worker, supervisor or other member of management, executive, or agent of the company) the report was made. Reporting "in good faith" means making an honest attempt to provide accurate information, even if it is later found to be erroneous. The reporter may not be reprimanded, discharged, demoted, suspended, threatened, harassed, or in any manner discriminated against for reporting a suspected violation.

It is the company's desire and intent to address issues internally. Associates are encouraged to exhaust all internal channels and await the results of company evaluations and investigations prior to communicating concerns externally. However, nothing in this Code prevents the reporting of a possible illegal activity or other concern to a regulatory authority or testifying, participating in, or otherwise assisting a government proceeding.

I. Consequences of Compliance Failures - Intercept takes seriously its ethics and compliance obligations and expects each Associate to do the same. Potential impacts of ethics and compliance failures can be quite serious. They can include harm to people as well as legal, economic, and/or reputational consequences, any or all of which can negatively impact people's health, be a drain on company resources, and divert focus from the company's regular business. If a company investigation confirms a violation of the Code or a company policy, procedure, or training, the company will evaluate the appropriateness of corrective actions to address promptly the issues identified, which can include discipline of individuals. Disciplinary action, when needed, will be based on a progressive discipline model and may range from a warning up to and including termination of employment (subject to limits of local law). Individuals may also be subject to individual criminal consequences which can include, by way of example and not limitation, a prohibition on working in the pharmaceutical industry.

Matters for which Associates may be disciplined (subject to local law) include any of the following:

- Violating a legal requirement, this Code, or a company policy, procedure, or training
- Failing to complete required training and certification by a company designated due date

- Failing to raise promptly any known/suspected violation with a designated company contact
- Authorizing, encouraging, or requesting another to commit, or participating in a violation
- Failing to cooperate with or be truthful during a company investigation of a possible violation, or a company monitoring or auditing activity designed to detect violations
- Retaliation for reporting or participating in an investigation of an integrity concern
- Knowingly making a false accusation, statement, or report to or about the company or an Associate, or creating company records or providing information known to be false
- In the case of a supervisor, failing to demonstrate adequate oversight to detect a violation.

II. Reports Regarding Product and Patient Safety

Intercept closely monitors the safety of its products and immediately evaluates any concerns that arise, including reports based on experiences of patients who are currently using, or who recently used, a company product. Information on adverse events or product quality complaints that originate from clinical trials should be reported in accordance with applicable study protocols. Associates who become aware of any actual or potential adverse event or product quality complaint from commercially available product must report it in accordance with the Standard Operating Procedure for reporting adverse events or product complaints within 24 hours of learning the information. Reports will be documented and managed by the company's third party vendor in accordance with applicable legal requirements. Intercept will make timely reports as required under local law and by regulatory authorities.

III. Integrity in Handling Assets, Information, and Transactions

- A. Confidential Information** - Protecting confidential information is critical to success in an innovation driven industry. Intercept provides its Associates with a variety of confidential company information that is owned by Intercept. Associates must treat confidential information of the company as a valuable asset developed for the exclusive benefit of the company, and manage it appropriately according to its level of sensitivity. Associates must also demonstrate integrity by protecting and respecting confidential information owned by others who entrust their information to Intercept.
- B. Data Protection and Privacy** - Intercept is committed to protection and appropriate collection, handling, and use of any personally identifiable information (PII) that is entrusted to it by patients, customers, consumers, and Associates for the company's legitimate business purposes. When collecting, using, and managing PII, Intercept follows the requirements reflected in the company privacy policy posted on the Intercept public website.
- C. Proper Use of Company Assets** - Intercept provides company assets to Associates to support their work. Associates are accountable for using company assets (and any assets entrusted to the company by others) in an appropriate manner for legitimate company business purposes and for protecting these assets against unauthorized use and potential damage, loss, or theft. Associates should have no expectation of personal privacy in the use of company-owned assets, subject to limits of local law.
- D. Books, Records, and Records Retention** - Intercept is committed to creating and maintaining company books and records that are complete, accurate, and timely prepared, and that reflect reasonable detail about company business transactions and the disposition of company assets. Associates and external audiences,

including co-workers, business partners, customers, and regulators, rely on the integrity of reports based on company books and records. Associates must follow all company requirements for books and record-keeping and retention.

- E. Contracting, Payments, and Authorizations** - Transactions, including disbursements of company funds, contracts, and other legal commitments, made on behalf of the company must be approved by company designated individuals who have the appropriate authority, after any additional company required reviews. Each contract must accurately reflect the nature, value, and content of the proposed transaction and relationship. Payments made on behalf of the company must be of reasonable or fair market value for legitimate services and have accurate supporting documentation.
- F. Reports Required to Government Entities** - Intercept is committed to complying with laws that require that the company provide full, fair, accurate, timely and understandable reports and disclosures in periodic filings and reports to government entities. Associates who have responsibility for making reports must make timely filings, seeking input and review from expert co-workers and external advisors as required or needed.
- G. Securities Laws and Trading Restrictions** - Because Intercept is a publicly traded company, both it and its Associates are subject to strict legal requirements and U.S. restrictions that are designed to protect public interests and the integrity of the securities trading system. Associates must follow all legal and company requirements that pertain to trading in securities, and refer all inquiries from financial investment professionals to designated company contacts who manage investor relations. Associates are prohibited from doing the following, which violate both the law and this Code:
- Trading in securities when they are aware of material, non-public information
 - Communicating material, non-public information about Intercept or other companies to others.

IV. Integrity in Dealing with Others

A. Prohibitions on Corruption, Fraud, Bribes, Improper Influence, and Misrepresentation

Associates must act ethically and honestly in all business dealings with others on behalf of Intercept, whether internal or external to the company, including co-workers, government employees and officials, representatives of public international organizations, private companies or organizations, and those with whom the company conducts or seeks to conduct business as suppliers, payers, business partners, or customers. The following behaviors are all prohibited:

- Authorizing, offering, giving, soliciting, or accepting any money or anything else of value that is or could appear to others to be a bribe or other form of improper influence.
- Giving cash or cash-equivalent gifts to any person or enterprise, or accepting the same
- Engaging in any sales, marketing, or other behaviors that would violate any law designed to prevent corruption or any sort of healthcare fraud and abuse
- Taking unfair advantage of anyone through manipulation, concealment, abuse of confidential and/or privileged information, or misrepresentation of material facts
- Misrepresenting or falsifying any information submitted to the company, including by way of example when seeking expense reimbursement.

To avoid any appearance of improper influence, special attention must be focused on legal and company prohibitions and restrictions on gifts, meals, and other transfers of value to healthcare professionals, government representatives, and officials of public international organizations. In some locations, healthcare professionals are also government employees.

B. Gifts and Gratuities

Giving – It is prohibited to provide a gift to any customer, supplier, payer, or other person who does or seeks to do business with Intercept unless the gift or item is explicitly acceptable under a company policy that governs the specific interaction and/or is approved through the applicable company approval process.

Receipt – To avoid any actual or the perception of any undue influence, Associates must not solicit or accept, or permit any member of his or her immediate family or household to solicit or accept, any gifts, gratuities, or other favors from any customer, supplier, payer, or other person who does or seeks to do business with Intercept, or that is a competitor of the company, unless what is offered is of token value and consistent with customary business practices. Accepting bribes is strictly prohibited. Gifts or other offers that are not insignificant in value, and any gift of cash or a cash equivalent, must be politely refused or returned immediately and reported to the compliance officer. If refusal or return is impracticable, the items may be given to the company for charitable donation or other appropriate disposition within the discretion of company management.

C. Meals and Hospitality - From time to time, Intercept may fund meals and hospitality for individuals doing business with the company as suppliers, contractors, payers, or customers. Meals and hospitality provided must be (i) of reasonable and not lavish value, (ii) designed to serve legitimate business goals, and (iii) compliant with all Intercept policy requirements and restrictions as to frequency, value, and location. Value limits may vary by geography and stricter limits may apply to certain recipients. Associates must not provide or accept any entertainment in connection with company related meals and hospitality. Similar restrictions must be observed by Associates who are offered meals or hospitality by company suppliers and business partners.

D. Conflicts of Interest - To protect the reputations of both the company and its Associates, employee business decisions must be based on the best interests of the company, and not on the prospect of personal gain. Personal interests, outside activities, financial interests, and relationships must not conflict or appear to conflict with company interests. If an employee is in a situation where there is an actual or apparent conflict between personal and company interests, the Associate is responsible for: disclosing the situation to his or her supervisor, seeking an evaluation by the company, and abiding by the company's direction.

E. Respect for People, Equal Employment Opportunity, and Prohibition on Harassment - Intercept is committed to maintaining a collegial work environment in which all individuals are treated with respect, courtesy, and dignity, free of improper discrimination and harassment. Associates must treat all people with professionalism and respect when conducting company business.

F. Health and Safety - Intercept is committed to providing an injury-free workplace and complying with all provisions of health, safety, and environmental laws that apply to company business operations.

- G. Research** - In the interest of protecting patients and of generating quality data, Intercept is committed to using investigational compounds of high quality and to conducting company scientific and medical research, including clinical trials, in accordance with bioethics principles, sound scientific methodologies, and applicable Good Laboratory Practices and Good Clinical Practices, as well as all adverse event and product quality reporting requirements. Intercept registers and reports data of its clinical trials in compliance with applicable laws.
- H. Promotional Activities** - Associates must follow all legal and company requirements and restrictions that pertain to promotion of company products, including prohibitions on promoting an investigational compound or product for any indication prior to the company receiving local marketing authorization for that indication. Associates are prohibited from using self-made materials in promotional activities.
- I. Health Care Professionals** - When interacting with healthcare professionals, Associates must conduct themselves in an appropriate, professional, and compliant manner, following all applicable legal and company requirements that pertain to these interactions. The company provides more specific policies, procedures, and training on these topics to Associates whose job it is to interact with healthcare professionals. Associates must pay particular attention to instruction they receive about following stricter local legal and company requirements based on variations in local laws and industry codes of conduct.
- J. Government Representatives** - Associates whose regular job responsibilities include interacting with government representatives on behalf of the company will be trained on and must understand and follow special legal and company requirements that apply to these interactions. Associates who are not responsible for interactions with government representatives on behalf of the company must refer contacts from such representatives to colleagues who do have these responsibilities.

Nothing in this Code is intended to discourage Associates from interacting with their government representatives in their capacity as individual citizens, which Associates may do at their discretion.

- K. Political and Financial Support and Involvement** - Various laws impose strict limits on what the company can contribute in the form of political support. Therefore, to allow appropriate review, approval, and tracking, documented company approval is required before offering, using, or authorizing the use of any company funds, property, assets or employee or other services to support a political party, official, committee, or candidate for political office. Associates may choose to use their personal time, money, and other resources to provide political support, but must not expense any personal contributions to the company.
- L. Other Funding and Sponsorships** - From time to time, Intercept may receive from individuals and organizations requests to fund independent research, continuing education, grants, sponsorships, patient educational programs, and charitable donations. Associates must never commit to funding these requests prior to obtaining the required company approvals. Each funding request must be submitted through the appropriate company review and approval process for evaluation against objective criteria and company budget allocations that apply to the type of support that has been requested.
- M. Screening and Oversight of Company Agents** - Associates who oversee any contracts with a company agent, that is, any individual or company that conducts business on behalf of Intercept, have a special responsibility to apply appropriate initial and periodic company screening processes before selecting or

continuing to use an agent. In addition, Associates who oversee an agent must monitor the agent's activities regularly. Agents act as an extension of the company and Associates must not use, authorize, or request an agent to do indirectly anything that Intercept cannot do directly.

V. Integrity in Public Communications

- A. **Generally** - Because Intercept operates in a highly regulated industry, and has an important responsibility for patient safety and a fiduciary duty to its shareholders, it is extremely important that the company's public communications are accurate, complete, fair, understandable, and consistent. Therefore, various internal review and approval processes apply to company publications and communications that will be made externally. Only authorized company representatives can speak for or publish information on behalf of Intercept in public contexts or locations accessible to the public.
- B. **News Media** - Refer all inquiries from the news media to investors@interceptpharma.com. Associates who are trained in media and public relations will speak on behalf of the company at the appropriate times.
- C. **Social Media** - It is acceptable for Associates to indicate on social media platforms that Intercept Pharmaceuticals is their employer. However, to protect company interests, when participating in social media platforms or online conversations for personal purposes, Associates must not discuss company business activities, research, or products or those of company competitors or mention any confidential information that belongs to Intercept or others who have entrusted their information to Intercept. In addition, social media can be perceived as a tool for product promotion. To prevent any violation of legal restrictions and company policies, do not use company product names or make product therapeutic claims in email or social media communications, unless you are an authorized, trained company spokesperson who is communicating approved information through approved channels.
- D. **Scientific Disclosures** - The success of the company hinges on its ability to compete successfully through scientific innovation. Scientific information generated by or on behalf of Intercept is a valuable asset that belongs to the company. Disclosure must be coordinated carefully under a planned company strategy and not occur without a prior patent review and approval by appropriate internal company experts and outside advisors. Disclosure of scientific information must also be made at appropriate times and through scientifically reputable channels to avoid any allegation or appearance of insider trading or pre-approval promotion. Associates must follow all company requirements for protecting, managing, and ultimately disclosing valuable scientific data, including requirements that apply to disclosures of clinical trial data.
- E. **Authorship** - Consistent with the Uniform Requirements published by the International Committee of Medical Journal Editors (ICMJE), Intercept does not pay healthcare professionals for intellectual contributions or time spent writing or editing peer-reviewed publications. Individuals must meet the specifications stated in the ICMJE requirements to be named as an author or contributor in a publication of company-sponsored research results.

VI. Integrity in Trade and Competition

- A. **Antitrust** - Intercept is committed to competing vigorously but fairly and in compliance with all laws that apply to its business operations. Various antitrust and competition laws intended to preserve the free enterprise system

apply to every company decision that involves customers, competitors, and business planning with respect to output, sales, and pricing. Consequences of antitrust violations can be severe and costly for both the company and individual Associates.

Associates must follow all company requirements and restrictions regarding interactions with competitor representatives, actual or potential customers and distributors, and product pricing related communications. Associates should be especially cautious to avoid discussing improper topics with competitor representatives at events such as trade association meetings.

- B. Unfair Competition** - Associates are to deal honestly on behalf of Intercept and must not engage in any activity that can be considered to be unfair dealing or unfair competition. Prohibited behaviors include making any statements known or intended to be misleading, untrue, deceptive, or fraudulent about company products, services, prices, or those of competitors, and using deceptive or disruptive practices to obtain competitors' secrets or to destroy any company's business or reputation, including that of suppliers, business partners, and customers.

- C. International Trade Controls** - Intercept is committed to following all international trade controls that apply to company business transactions that cross national borders. Associates must observe all such controls, which can impact company technology, software, services and financial transactions, and import and export of goods and products; the exchange of information across national boundaries, including those made electronically; and in some cases, the release of certain technical information to non-U.S. nationals. Associates should consult with a supervisor and internal company experts or advisors if a transaction may involve a conflict between U.S. trade control laws and applicable local laws of another country.