

Melinta

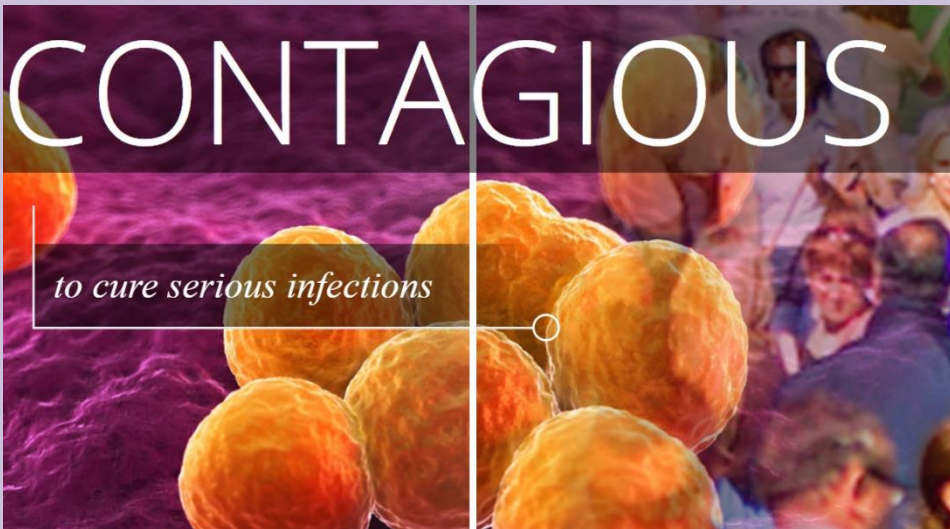
THERAPEUTICS

The Antibiotics Company

"Simply stated, we not only want to do the right thing, but we expect everyone to do things in the right way."

-Dan Wechsler, President & CEO

Code of Conduct



A Letter from the President & CEO

Dear Colleagues,

At Melinta Therapeutics our mission is to meet the continually evolving threat of bacterial infections by discovering, developing, and commercializing a continual stream of novel antibiotics. Combining our mission with our commitment to conducting our business with steadfast integrity ensures that our successes will be built upon a foundation of ethical principles.

Our corporate culture is infused with doing what is right, always. Compliance extends beyond just following guidelines, it's about operating our business with fairness, compassion, integrity, honor, and responsibility.

Simply stated, we not only want to do the right thing, but we expect everyone to do things in the right way.

I want to thank each one of you for all your hard work and for your commitment to conducting our business with the highest standards of integrity.

Best Regards,

Dan

Dan Wechsler, President & CEO

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Introduction to the Code

To Whom This Code Applies ~

This Code of Conduct (“Code”) sets forth legal and ethical standards of conduct for employees, directors and officers of Melinta Therapeutics, Inc. (“Company” or “Melinta”). This Code applies to all of us at Melinta, wherever located, as well as to all representatives engaged to perform work for, or on behalf of, Melinta, including temporary agency personnel, independent contractors, and consultants and other vendors. The term “colleague (s)” used throughout this Code includes each of the above mentioned persons, unless specifically stated otherwise or unless the context clearly indicates otherwise.

Melinta takes this Code, and your adherence to it, very seriously. As a colleague of Melinta, you are expected to read, understand, and abide by the standards set forth herein, and to uphold the Company’s reputation at all times. Any colleague who violates this Code may be subject to disciplinary action, up to and including termination.

The Purpose of This Code ~

Our Code is intended to provide guidance for all Melinta colleagues, setting corporate expectations that we will always promote all Company business in accordance with the highest ethical and compliance standards and in compliance with all applicable laws and regulations, and to deter wrongdoing.

Chapter 1

Commitment to Compliance

Compliance Supports Ethical Conduct

Melinta is dedicated to remaining compliant with all applicable laws, guidelines and codes, and promoting legal and ethical conduct in every aspect of Company business. To that end, a comprehensive Compliance Program has been developed to support each of the areas within the Company. The Compliance Officer oversees the Compliance program and works closely with Company leaders across all divisions to ensure adherence to this Code and all Company standards.

Compliance Committee

The Compliance Committee is comprised of leaders from various divisions and promotes oversight of Company activities. Each member of the Compliance Committee understands the importance of Compliance and the intricacies of how various Company policies, procedures, as well as outside rules and regulations impact our business, and therefore how our business may need to adapt to ensure that the Company remains successful, ethical and compliant.

Asking Questions

We understand that not every situation is clear-cut, but you should avoid activities that may call into question Melinta's reputation or integrity. The key to compliance is exercising good judgment. This means following the spirit of this code of conduct and applicable laws and regulations, doing the "right" thing and acting ethically even when this code or the law or regulation or any other company code or policy is not specific. When you are faced with a business situation where you must determine the right thing to do, you should ask yourself the following questions:

1. Am I following the spirit, as well as the letter, of any law, regulation or Melinta policy?
2. What would my family, friends or neighbors think of my actions?
3. Will there be any direct or indirect negative consequences for Melinta?
4. Would I want my actions reported in the media?

Chapter 2

Your Resources

It is your responsibility to raise concerns and promptly report matters of non-compliance to your Manager, the Compliance Department Helpline or the Melinta Compliance & Ethics Hotline

Melinta adheres to an "Open Door Policy" and encourages all colleagues to discuss with their manager, the Compliance Department, Legal Department or the Human Resources Department any compliance issues or concerns *without fear of retaliation* and with the assurance that the matter and the reporting individual's identity are kept as confidential as possible. Alternatively, there is a compliance hotline staffed by independent third party personnel, trained to field ethics and compliance concerns. Calls to the Ethics & Compliance Hotline are anonymous, unless otherwise designated by the caller.

If you become aware of a violation of any law, rule or regulation by the Company, whether by its employees, officers, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your manager, the Compliance Department or the Ethics & Compliance Hotline.

While it is the Company's preference to first address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of federal, state or foreign law, rule or regulation, to the appropriate regulatory authority.

<p>Melinta Compliance Helpline M-F 8am-5pm EST Melinta Compliance Department</p>	<p>Melinta Ethics & Compliance Hotline 24 hours a day 7 days a week External /3rd Party Resource</p>
<p>1-847-681-3215</p>	<p>1-855-433-9925</p>
<p><u>compliance@melinta.com</u></p>	<p><u>http://melinta.ethicspoint.com</u></p>

Chapter 3

Your Responsibilities

Melinta Therapeutics, Inc. is committed to an environment where open, honest communications are the expectation, not the exception. We want you to feel comfortable in approaching your manager or management in instances where you believe violations of policies or standards have occurred.

In situations where you prefer to place an anonymous report in confidence, you are encouraged to use the hotline, hosted by a third party hotline provider, EthicsPoint. The information you provide will be sent to us by EthicsPoint on a confidential and anonymous basis if you should choose. You have our guarantee that your concerns will be heard.

I am aware of some individuals involved with unethical conduct, but it doesn't affect me. Why should I bother reporting it?

Our company promotes ethical behavior. All unethical conduct, at any level, ultimately hurts the company and all employees, including you. If you know of any incidents of misconduct or ethical violations, consider it your duty to yourself and your coworkers to report it.

I am not sure if what I have observed or heard is a violation of company policy, or involves unethical conduct, but it just does not look right to me. What should I do?

Tell your Manager what you heard or speak with a member of the Compliance or Legal Department. We'd rather you report a situation that turns out to be harmless than let possible unethical behavior go unchecked because you weren't sure.

What if I just have a question? Can I call the Melinta Compliance Helpline?

All Melinta colleagues are encouraged to seek guidance if they have questions regarding a company policy or the Code of Conduct. Asking your Manager is a good first step but every Company employee is encouraged to call the Melinta Compliance Helpline if additional clarification is needed.

Chapter 4

Non-Retaliation

No adverse action or retribution of any kind will be taken by Melinta against an employee because the employee reports in good faith a suspected violation of this Code, Melinta policy, other law or guidelines

Without Fear of Retaliation ~

Melinta follows a strict non-retaliation policy. As such, no adverse action or retribution of any kind will be taken by Melinta against an employee because the employee reports in good faith a suspected violation of this Code, Melinta policy or other law.

If you believe you have been subjected to unlawful retaliation by the Company or Company representative, you may file a complaint with the Compliance Officer. If it is determined that you have experienced improper employment action in violation of this or any other Melinta policy, the Company will endeavor to promptly take appropriate corrective action.

Any employee who deliberately makes a false report, or who knowingly fails to report a matter of non-compliance, will be subject to disciplinary action, up to and including termination.

Chapter 5

Discrimination, Harassment & Workplace Safety

Melinta is an equal opportunity employer and is committed to fostering a work environment in which all individuals are treated with dignity and respect

A Workplace Free from Discrimination and Harassment ~

Melinta is an equal opportunity employer and is committed to fostering a work environment in which all individuals are treated with dignity and respect. Melinta does not unlawfully discriminate in its hiring practices, and it does not tolerate others unlawfully discriminating, against anyone on the basis of race, religion, color, national origin, sex, sexual orientation, gender identify, age, ancestry, physical or mental disability, medical condition, marital status, or any other classification protected by applicable local, state or federal laws. This policy applies to all aspects of employment, including, but not limited to: hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline, and termination.

Melinta expects all employees and our representatives to support our commitment to maintaining a workplace free from discrimination and harassment.

Melinta conducts all operations with the highest regard for the safety and health of all colleagues

A Safe and Healthy Workplace ~

Melinta is committed to maintaining a safe and healthy workplace. Melinta conducts all operations with the highest regard for the safety and health of all colleagues. Colleagues and representatives of the Company must comply with all established safety rules and procedures, as well as all applicable federal, state and local health and safety laws, including those issued by the Occupational Safety and Health Administration ("OSHA"). Report any violation of a safety rule, procedure or law, or any accident, workplace injury, or any situation presenting a danger of injury of which you become aware.

Melinta policy prohibits the use of illegal drugs, alcohol abuse, and the misuse of legal drugs in the workplace. Accordingly, if you become aware that a Melinta colleague or representative is in violation of this Code, you should notify your manager and/or Human Resources immediately.

Chapter 6

Pharmaceutical Laws, Guidelines and Codes Overview

Melinta is committed to performing and conducting our business with integrity. Our commitment to integrity is demonstrated by our compliance with healthcare laws and guidelines governing our interactions with customers

Melinta is committed to fair dealing with customers, suppliers, competitors and colleagues. Statements regarding our products and services or those of a competitor must not be false, misleading, deceptive or fraudulent. No colleague or Company representative should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

The Company is Governed by Several Laws ~

As a pharmaceutical company, Melinta, and all colleagues and representatives, are governed by a set of federal, state and industry laws, guidelines and codes. If local law prohibits an activity that is otherwise allowable under this Code we must respect our legal obligations and adhere to the local law. Adherence to these laws, guidelines and codes is mandatory, and it is the Company’s expectation that you understand your responsibility under the law, and how to comply. This section provides a high level overview of the laws, guidelines and codes that govern our industry. Be sure to consult with your manager, the Compliance Department or the Legal Department, if you are unsure about which laws and regulations apply to your activities. Although we don’t expect you to know all of the details of these laws, we do expect you to use good judgment and common sense and to ask for advice when you are uncertain.

Compliance with Anti-Kickback Laws
Compliance with the False-Claims Act
Compliance with Pricing Laws
Compliance with Anti-Trust Laws
Compliance with Anti-Bribery Laws
Compliance with Privacy Laws
Compliance with Transparency Laws
Compliance with FDA Laws and Guidelines
Compliance with PhRMA Codes

Chapter 7

Pharmaceutical Laws, Guidelines and Codes **Anti Kickback**

The law prohibits the offer or payment of a thing of value (cash or in kind) to a healthcare professional intended to induce someone to purchase, prescribe, endorse or recommend a product that is reimbursed under federal or state healthcare programs

Compliance with Anti-Kickback Laws ~

A healthcare professional's decision about the treatment of his or her patients should be based on his or her independent medical judgment and should not be tainted by bias or improper influence. The Anti-Kickback Statute and its state analogues (collectively referred to as the "anti-kickback laws" or the "fraud and abuse" laws) seek to protect patients and government healthcare programs by making it a felony to knowingly and willfully pay or receive anything of value (called "remuneration") in order to influence or obtain government healthcare business. The law prohibits the offer, payment, solicitation or receipt of a thing of value (including any payment, kickback, bribe, or rebate in cash or in kind) to, or by, a healthcare professional intended to induce someone to purchase, prescribe, endorse or recommend a product that is reimbursed under federal or state healthcare programs (i.e., Medicare, Medicaid, CHIP). For example, the law prohibits such activities as:

- Providing a gift to a HCP to influence his/her prescribing or recommending a pharmaceutical product(s);
- Providing an educational or research grant to a managed care organization in order to influence the formulary position of a pharmaceutical product; or
- Paying for the services (e.g., consulting services) of a healthcare professional at a fee significantly above the reasonable, fair market value for such services.

Chapter 8

Pharmaceutical Laws, Guidelines and Codes **False Claims & Pricing**

It is illegal to make or induce someone else to make a false claim for reimbursement from the federal government

Compliance with the False Claims Act ~

The False Claims Act (“FCA”) makes it illegal to make or induce someone else to make a false claim for reimbursement from the federal government. This could apply if a healthcare professional falsely seeks reimbursement for services he or she did not provide, or if a pharmaceutical company promotes its product for off-label indications or makes unsubstantiated claims of efficacy

Price reporting must be complete, accurate and timely

Compliance with Pricing Laws ~

The government is a major purchaser and payer of pharmaceutical and medical device products through, for example, Medicare, Medicaid, the Veterans Affairs and the Department of Defense (“DOD”). To determine appropriate pricing and reimbursement for the different products, these entities rely on information provided by drug and device manufacturers. There are a number of laws and regulations that govern a manufacturer’s obligations to report specific price and reimbursement information, as well as all discounts, rebates and other price concessions offered to Customers. In accordance with these laws, all required information must be collected, calculated and verified, and all price reporting must be complete, accurate and timely.

Chapter 9

Pharmaceutical Laws, Guidelines and Codes **Anti-Trust & Privacy**

We must engage only in conduct that does not restrict competition or otherwise restrain competitive activity

Compliance with Anti-Trust Laws ~

Most countries, including the United States, prohibit deceptive or unfair commercial practices. Melinta strictly prohibits engaging in conduct that might restrict competition or otherwise restrain competitive activity. This conduct may include, but is not limited to, the following types of agreements or discussions: (i) pricing strategies or terms of sale; (ii) refraining from competing on bids (“bid rigging”) with competitors; (iii) market division with competitors; or (iv) boycotting or collectively refusing to deal with certain customers, health care professionals or vendors. In addition, colleagues and representatives of the Company should never threaten to use the Company’s potential market position against a third party, boast about “market power,” disparage competing products, or mislead a customer or supplier about a competitor. Although these actions may not necessarily be violations of antitrust laws, they may create an appearance of improper behavior.

Melinta must take care to never improperly use or disclose any person’s personal information

Compliance with Privacy Laws ~

Privacy obligations differ globally and many countries have laws that strictly protect personal information gathered from patients, clinical trial subjects, employees, and healthcare professionals worldwide. We have a responsibility to protect all personal information, including sensitive personally identifiable information, that may be gathered from employees and individuals with whom we conduct our business. Melinta is committed to maintaining the confidentiality and security of this information in compliance with applicable legal requirements.

Chapter 10

Pharmaceutical Laws, Guidelines and Codes **Anti-Bribery**

Melinta prohibits unlawful exchanges of value, including bribes, kickbacks, and other types of payoffs and benefits paid to any health care professionals, customers, governmental authorities, suppliers, or any other parties, to influence them to obtain or retain a business advantage

Compliance with Anti-Bribery Laws ~

Melinta is committed to compliance with anti-bribery laws wherever it does business, including the U.S. Foreign Corrupt Practices Act and various other local or multinational laws prohibiting the payment of bribes to government officials. Accordingly, Melinta prohibits unlawful exchanges of value, including bribes, kickbacks, and other types of payoffs and benefits paid to any health care professionals, customers, governmental officials, suppliers, or any other parties, to influence them to obtain or retain a business advantage.

The Company also prohibits all colleagues and Company representatives from requesting, seeking, or accepting bribes in relation to the Company. All of the above prohibitions apply irrespective of whether the offer, provision, request, or acceptance of the bribe occurs directly by us or through some third party.

It is important to note that many healthcare professionals outside of the United States are colleagues or officials of foreign government agencies and, therefore, are considered "government officials." Additionally, anti-bribery laws apply not only to our interactions with government officials, but also private individuals. For example, the U.K. Bribery Act prohibits not only illicit payments to foreign officials, but also bribes between private individuals in business. Thus, you should exercise care and caution in your business interactions with such individuals and entities and seek guidance from the Legal Department when you have any questions.

Chapter 11

Pharmaceutical Laws, Guidelines and Codes **Transparency**

Pharmaceutical manufacturers are required by federal and state law to disclose certain transfers of value made to covered recipients

Compliance with Transparency Laws ~

In 2013, the Centers for Medicare and Medicaid Services (CMS) released the final rules pertaining to the Sunshine Guidelines of the Patient Protection and Affordable Care Act (PPACA). These rules are collectively referred to as “The Sunshine Act” and require pharmaceutical and device manufacturers to disclose certain transfers of value made to covered recipients (i.e. physicians and teaching hospitals). This data is published annually and is available to the public.

Although these federal rules preempt some existing state requirements, if a state has more stringent requirements than those required federally, the Company must still comply with those state regulations and reporting requirements (such as the reporting of transfers of value to additional healthcare professionals that are not physicians).

The Company has instituted processes and systems to capture the required data for reporting, however it is critical that all colleagues understand what constitutes a transfer of value, who is considered a covered recipient, and how they must record these transfers so that timely and accurate reporting may take place.

In addition to capturing and reporting various types of spend, some states also place restrictions on the types of spend that can take place. It is equally important to understand these restrictions and abide by guidelines set forth in each state where the Company does business.

Chapter 12

Pharmaceutical Laws, Guidelines and Codes **FDA**

All statements and materials used to promote Company products must be consistent with the product’s labeling, truthful non-misleading, and fairly balanced

Compliance with FDA Laws and Guidelines ~

The United States Food and Drug Administration (FDA) regulates almost every aspect of our business, from research and development to sales and marketing.

As part of this regulatory framework, the FDA strictly regulates the labeling of all prescription drug products that Melinta markets in the United States. The regulatory definition of “labeling” includes:

- All information on the drug’s package/label; and
- The prescribing information contained in the package insert or “PI”.

In addition, other written, printed, or graphic materials provided by the Company about our products is a form of “promotional labeling”, which is also subject to FDA regulations. This includes any medium utilized to promote a Melinta product including the web, blogs, etc., where Melinta controls the content or produces the content.

Any proactive statements by any Melinta colleague or representative, or materials we use to promote our products—including all computerized apps, blogs, social media, visual aids, brochures, journal advertising, promotional programs and other sales aids—must be consistent with that product’s labeling, truthful, non-misleading, and fairly balanced. All promotional materials that make claims about Melinta’s products must also include the product’s package insert or, for certain advertisements, a brief summary of the package insert (which includes the important safety information).

Chapter 13

Pharmaceutical Laws, Guidelines and Codes **PhRMA**

Melinta has adopted the Pharmaceutical Research and Manufacturers of America (“PhRMA”) Codes and Principles

Compliance with PhRMA Codes ~

The Pharmaceutical Research and Manufacturers of America (“PhRMA”) is an industry group representing biopharmaceutical research companies. PhRMA has published several Codes and guidelines that outline their standards of ethical conduct.

- **PhRMA Code on Interactions with Healthcare Professionals**

This Code was developed and adopted by many of the country’s leading research-based pharmaceutical and biotechnology companies to govern relationships with physicians and other healthcare professionals.

The PhRMA Code is intended to protect patients from the undue/improper influence of remuneration on quality healthcare decisions. The PhRMA Code builds on federal anti-kickback laws by focusing on specific relationships between pharmaceutical manufacturers and healthcare professionals. Melinta has adopted the PhRMA Code, and the principles set forth in the PhRMA Code are embedded in Melinta company policies.

- **PhRMA Principles on Conduct of Clinical Trials**

These principles were developed to help assure that clinical research continues to be carefully conducted and that meaningful medical research results are communicated to healthcare professionals and patients.

- **PhRMA Principles for Clinical Trial Data Sharing**

These principles express a commitment to enhance data sharing with qualified researchers and enhance public access to clinical study information.

Melinta is committed to a high degree of transparency about the research we carry out and the results it produces. We also commit to the timely presentation and publication of results of all Melinta sponsored clinical trials and expect the same commitment from investigators conducting clinical trials supported by Melinta, regardless of outcome.

Chapter 14

Conflict of Interest & Gifts

You must refrain from engaging in any activity or having a personal interest that presents a conflict of interest

Identifying Conflict of Interests ~

A conflict of interest can arise whenever you, as an officer, director or colleague, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

Examples of potential conflicts of interests include:

- Engaging in outside employment or activities, such as participating on another company's board of directors, that would have a negative impact on the performance of your job duties or which are likely to conflict with your obligations to the Company
- Personal or immediate family interest in an enterprise that has significant business relations with the Company
- An enterprise or contract with a supplier, service provider, or any other company or entity where you or a member of your immediate family is a principal or financial beneficiary
- Accepting gifts from potential or existing suppliers

Identifying conflicts of interests are not always easy and the above list is meant to serve as a guide and is not exhaustive. If you have any questions regarding a conflict or potential conflict, you should contact the Compliance Department or the Legal Department. Should it be determined that a potential conflict exists, you must first obtain the written approval of Melinta's Chief Executive Officer before proceeding.

Giving and Receiving Gifts ~

Giving or receiving of gifts, gratuities, courtesies, favors or entertainment (collectively referred to as "gifts"), can create a conflict of interest and in many cases may be unlawful. Gifts to existing or prospective customers of cash, gift certificates, stock or similar items in any amount are prohibited. Even a nominal gift should not be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence the recipient's fair and impartial judgment. Even on those occasions when giving or receiving a gift may seem permissible, employees must first ask themselves whether the gift is intended to influence, or might appear to influence, the recipient's business decisions and would thereby compromise the recipient's ability to act in the best interests of the Company. Prior to accepting any gift that is offered to you, you must receive approval from your Manager or the Compliance Officer. If you have any questions about accepting or offering of gifts, you should contact the Compliance Helpline for advice.

Chapter 15

Media and Investor Inquiries

Information we provide to the media, investor community and other members of the public must always be accurate, timely and consistent.

Only Authorized Representatives May Speak on Behalf of or About the Company Publicly ~

It is our policy to disclose material information concerning Melinta to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. All public disclosures, including forecasts, press releases, speeches and other communications will be honest, accurate, timely and representative of all the facts. We have designated our Chief Executive Officer, Chief Financial Officer, and Investor Relations and Corporate Communications as our official spokespersons for questions concerning the financial performance, strategic direction or operating performance of the Company, and operational issues such as research and development, regulatory developments, sales and marketing, etc.

Unless a specific exception has been made by the Chief Executive Officer or Chief Financial Officer, these designees are the only people who may communicate with the press or investor community on behalf of the Company. If you receive an inquiry from the media or similar entity, refer the inquiry to info@melinta.com.

Chapter 16

Records Management and Retention

Melinta will retain records for as long as they are required and in the manner required to meet legal, regulatory, administrative and operational requirements

Records Shall be Safeguarded and Retained Appropriately ~

Melinta has implemented measures to ensure that its records are appropriately safeguarded. All colleagues must comply with Melinta's records management policies. Melinta will retain records for as long as they are required and in the manner required to meet legal, regulatory, administrative and operational requirements. In many instances, there may be legal requirements that certain records be retained for a specific period of time and may appropriately be disposed of once that period of time has elapsed. If it should ever become apparent that records of any type will be required in connection with a lawsuit or government investigation, all relevant records should be preserved, and ordinary disposal or alteration of records pertaining to the subject of the litigation or investigation should be suspended. If you ever have any questions about whether particular records under your control should be preserved because they might relate to a lawsuit or government investigation, you should contact Legal Department.

Records are Property of Melinta ~

All records relating to or created or acquired in connection with Melinta's business, property or activities, as well as the information in them, are considered to be Melinta's property and do not belong to individual colleagues or third parties, regardless of the subject matter, storage media or location. Records and the information in them may be used only for Melinta's business purposes and not for any personal purpose of colleagues, contractors or any party which has been provided access to such records.

Governments and the public often judge a company's credibility by the integrity of its books, records, accounting practices and public filings. As a publicly traded company, securities laws require us to report financial performance in accordance with generally accepted accounting principles. All Melinta employees and representatives of the Company have a responsibility to ensure that Melinta's accounting records are complete and accurate and do not contain any false or intentionally misleading entries. Melinta prohibits intentional misclassification of transactions as to accounts, departments or accounting periods. Additionally, Melinta personnel must never make any false or misleading statements to independent auditors in connection with any audit, review or examination of Melinta's financial statements or Securities and Exchange Commission (SEC) filings. Melinta financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all applicable laws, regulations, external accounting standards and our system of internal controls.

Chapter 17

Proper Use of Company Assets

Colleagues, officers and directors must use the Company's assets and services solely for legitimate business purposes of the Company, in a reasonable manner, and not for any personal benefit or the personal benefit of anyone else

Protecting Company Assets ~

You are expected to use good judgment and common sense, and be a good steward of company resources. Theft, carelessness and waste have a direct impact on the Company's financial performance. Information is one of our most valuable assets and the obligation to protect Company assets includes confidential and proprietary information. To avoid inadvertent disclosure of any confidential or proprietary information, you should avoid discussions of Company information in public places, such as elevators, public transportation, or in restaurants. Additionally, any confidential or proprietary information given to a third party for a legitimate business reason must be provided under a Company-approved confidentiality agreement.

Responsible Use of Company Systems ~

All colleagues who use Melinta's technology in the course of their employment are responsible for using the resources provided appropriately and securely. The primary purpose of Company e-mail, voice mail systems, and other Company equipment, such as computers and servers, for conducting business or for other purposes authorized by the Company. Employees must use Company-provided systems to store company information. Reasonable and limited personal use of these systems and equipment is permissible, however, Melinta's systems or equipment may not be used in connection with any inappropriate or offensive material, including, without limitation, any pornographic or obscene material. Melinta does not guarantee the privacy of these communications. Subject to local law, Melinta may monitor and audit the use of its systems and equipment to ensure integrity and prevent misuse.

Chapter 18

Ethical Research and Development

Melinta is committed to the safety of the patients who participate in our clinical trials and to upholding high ethical and scientific standards in all of our research activities.

Melinta adheres to laws, regulations and guidelines in place to ensure that Company-sponsored and supported studies conform to high ethical and scientific standards and respect and protect the safety of research participants. We ensure that appropriate informed consent procedures are followed and that patients who participate in clinical research throughout the world understand the nature and purpose of the research. In addition, Melinta is committed to a high degree of transparency about the research we carry out and the results it produces. We submit and register on a public database summary information about applicable clinical trials that we conduct or support. We also commit to the timely presentation and publication of results of Company-sponsored clinical trials and expect the same commitment from investigators conducting clinical trials supported by Melinta, regardless of outcome.

Chapter 19

Government Interactions, Political Activity, Insider Trading

Government Interactions

As a pharmaceutical company, Melinta operates in a heavily regulated field. Our activities are subject to review and audit by various government agencies around the world and as such, we often receive requests for information from those agencies. In addition, government officials could potentially visit our site locations or contact any of our employees at any time. Melinta complies and cooperates fully with legitimate government inquiries, audits, and investigations. We must always provide truthful, accurate and complete information in response to questions posed by government regulators or investigators regarding the Company and its activities and never interfere or obstruct a government action. If you are contacted by any government agency, immediately notify the Legal Department for assistance.

Political Activities

Melinta respects and supports the right of our employees to participate individually in the political process. Federal and state lobbying laws, however, regulate Melinta's ability to support political candidates and engage in political activities. Engagement in political activities must be in your individual capacity and not on behalf of Melinta. You may not use Company property, money, equipment or time for personal political activities.

Insider Trading

Federal law prohibits those in possession of material, inside information to buy or sell public securities on the basis of that information. "Inside information" means information that is not available to the public. Information is "material" if a reasonable investor would likely consider it important in deciding whether to purchase or sell a security and can include both positive or negative information. Accordingly, Melinta employees, officers, directors and certain family members of such employees, officers and directors may not buy or sell Melinta stock or otherwise engage in any transactions involving Company securities while in possession of material, inside information. Melinta employees, officers, directors and certain family members of such employees, officers and directors are also prohibited from disclosing material, inside information to anyone else so they can buy or sell Company stock or other securities. If you have any questions about trading Company stock or securities, you should contact Melinta's Chief Financial Officer (CFO) or the Legal Department.

Chapter 20

Adverse Event Reporting

All Adverse Events, defined as an untoward medical occurrence associated with the use of a drug or device in humans, even if mentioned only in passing, must be promptly reported

An Adverse Event is ~

An adverse event may be defined as an unfavorable or unintended sign, symptom, or side effect associated with the use of a drug, whether or not considered drug related.

Product complaints include any oral, written or verbal communication from the user of a medicinal product indicating that it did not function as specified, or appeared to be contaminated or defective in any way.

All Instances of Adverse Events Must be Promptly Reported ~

If you learn of –an adverse event or product complaint, you must report it within 24 hours of learning of the event by calling 1-844-MED-MLNT or sending an email to medinfo@melinta.com.

Adverse events and product complaints should be reported even in circumstances where they are mentioned only in passing, or when you hear them outside of performing your Melinta responsibilities.

When reporting an adverse event or product complaint, provide all available information, including, where possible, the name and contact information of the individual who disclosed the adverse event (if they are in agreement), as well as the product used, patient initials, gender and age, and a general description of the event.

Conclusion

As employees, officers and directors of our Company, each of us is responsible for safeguarding our business reputation by acting with honesty and integrity, respecting others and engaging in fair and ethical business practices. Undeniably, doing the right thing is not always easy. Many situations will involve nuances and complexities that lead to difficult choices. When in doubt, take a moments and ask yourself whether the situation feels right, and consider whether you feel confident that your actions would withstand scrutiny. If necessary, take another careful look at the Code for guidance and seek advice.

Approval by the Board of Directors is necessary for any waiver of the Code for executive officers or directors. All requests must be made in writing and the disposition of such requests shall be appropriately documented. Any waiver granted to an executive officer or director of Melinta will be publicly disclosed as required by law or regulation.

This Code shall be distributed to each new employee upon commencement of his or her employment or other relationship with the Company and shall also be available electronically to all employees. Each employee must certify that he or she has received, read and understands the Code and that he or she has and will continue to comply with the Code's guidelines and with all Company policies and procedures. Additional policies and procedures have been developed and may expand on the information provided in this Code, including providing additional requirements, roles, and responsibilities. This Code is not a contract of employment.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, and reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

The Company reserves the right to amend, update, or add to this Code and other Company policies at any time and for any reason. Employees and representatives will be trained on any changes made to the Code and other policies and procedures.

The success of Melinta is directly related to the success of each and every one of us. Thank you for your commitment to upholding the values of our Company.