



CORPORATE COMPLIANCE POLICY/PROCEDURE

POLICY/PROCEDURE NO. [CCP-ABR-001]	ANTI-BRIBERY & ANTI-CORRUPTION
VERSION 1.0	June 12, 2015
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INTRODUCTION

This Policy/Procedure describes Eagle Pharmaceuticals, Inc.'s ("Eagle") policy on compliance with all federal, state and local laws and regulations related to bribery and corruption including, but not limited to, the U.S. Foreign Corrupt Practices Act of 1977 and the UK Anti-Bribery Law.

PURPOSE

This Policy/Procedure is applicable to all Eagle employees, vendors, agents and business partners that interact with an employee, official, or agent of any government, state-affiliated organization (such as a public hospital, research institution, HCP, utility company, school, university, or sovereign wealth fund), public international organizations (such as the United Nations or the World Bank), private-sector companies, political candidates, political parties or members of a royal family (collectively, "Government Officials") in any country in which Eagle conducts business.

POLICY

1. Given the broad prohibitions of anti-bribery and anti-corruption laws applicable to Eagle, Eagle and its employees, vendors, agents and business partners are strictly prohibited from providing bribes, kickbacks, or any other improper benefits or advantages to Government Officials. This means that Eagle and its employees, vendors, agents and business partners are strictly prohibited from:
 - (i) authorizing, promising, offering, providing, requesting, or accepting
 - (ii) money, advantages, favors, benefits, or anything else of value
 - (iii) directly or indirectly to or from *any person*
 - (iv) for an improper purpose related to the business of Eagle.



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2. Anti-bribery and anti-corruption laws prohibit Eagle and its employees, vendors, agents and business partners from promising, offering, providing, or authorizing with a “corrupt intent” the provision of money, favors, or *anything* else of value directly or indirectly to a Government Official in exchange for permits, other regulatory approvals, favorable inspection results or court judgments, tax or duty reductions, contracts, business, or other advantages. “Corrupt intent” includes seeking to:
 - Influence an act or decision of the recipient in his/her official capacity;
 - Cause the recipient to do or omit to do any act or function in violation of his/her lawful duty;
 - Induce the recipient to influence any act or decision of a government;
 - Reward a person for the improper performance of a function or activity; or
 - Secure any other improper advantage.
3. Anti-bribery and anti-corruption laws can be violated even if:
 - The improper payment or other benefit fails to achieve the purpose for which it was intended;
 - The improper payment or other benefit is not actually provided (i.e., the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation); or
 - You use personal funds rather than Eagle funds to finance the improper payment or other benefit.
4. Eagle employees, vendors, agents and business partners must comply with all of Eagle’s internal controls and processes that are designed to ensure that:
 - (i) Eagle maintains accurate and complete books and records;
 - (ii) Business expenses are incurred only with appropriate Eagle authorization; and
 - (iii) Improper payments, self-dealing, embezzlement, money laundering, or fraud do not occur.
5. No exceptions to this Policy/Procedure will be allowed, even if our competitors engage in improper behavior or the prohibited practice described in this Policy/Procedure is widely accepted in a country where we operate or conduct business activities. Eagle employees, vendors, agents and business partners must adhere to both the spirit and the letter of this Policy/Procedure with respect to Eagle’s business anywhere in the world, including consideration of the intent of this Policy/Procedure regarding conduct that could fall generally within its scope, even if not specifically stated.



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6. Under certain very limited circumstances, so-called “facilitating,” “grease,” or “speed” payments made to government officials in their professional capacity may be provided in order to secure or expedite “routine governmental actions”, such as expediting a driver’s license or a commercial registration. The express, prior written approval of Eagle’s Legal department is required and any such payment must be accurately reflected in Eagle’s books and records.
7. Eagle may not use or engage any third party including, but not limited to, sales representatives, consultants, agents, joint ventures, contractors or business partners (collectively, “Intermediaries”) to interact with Government Officials, even if such Intermediaries are located outside the United States or directly subject to the FCPA, unless (i) appropriate anti-bribery/anti-corruption due diligence has been performed on the Intermediary; and (ii) the Intermediary has executed a written agreement containing anti-bribery/anti-corruption compliance clauses. The conduct of approved Intermediaries must be monitored closely by Eagle. Additionally, all payments to approved Intermediaries must be accurately recorded in Eagle’s books and records.
8. A violation of this Policy/Procedure will result in appropriate disciplinary action, up to and including termination. Anti-bribery and anti-corruption laws are criminal statutes that may subject both Eagle and you to substantial fines, penalties and/or imprisonment and other consequences.
9. All Eagle employees, vendors, agents and business partners have an affirmative duty to immediately report all violations or suspected violations of this Policy/Procedure to Eagle’s Compliance Officer or submitted anonymously to Eagle’s compliance hotline (855-679-2699 (telephone), EGRX@openboard.info (email) or <http://www.openboard.info/EGRX/> (website)).

PROCEDURE

1. Any Eagle employee, vendor, agent or business partner wishing to interact with or engage a Government Official, Intermediary or other individual/entity covered by this Policy/Procedure must seek assistance and approval from Eagle’s Legal department in advance of any interaction.



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DEFINITIONS/ABBREVIATIONS

1. **Health Care Professional (HCP).** Any person or entity that may, directly or indirectly, purchase, prescribe, recommend, refer or arrange for the purchase or formulary placement of an Eagle product or service. This includes, but is not limited to, physicians, physician assistants, nurses, nurse practitioners, pharmacists, medical directors, pharmacy directors, formulary committee members, hospitals, pharmacies, physician groups, nursing homes, group purchasing organizations, insurers, and health plans.

REFERENCES

POLICY HISTORY

VERSION NUMBER	EFFECTIVE DATE	REVISION DESCRIPTION
1.0	June 12, 2015	Original Policy/Procedure



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**EAGLE PHARMACEUTICALS, INC.
ANTI-BRIBERY & ANTI-CORRUPTION**

Version: 1.0

Effective Date: June 12, 2015

APPROVED BY:



John LaRocca
Chief Compliance Officer
Chairperson – Corporate Compliance Committee

6.8.2015

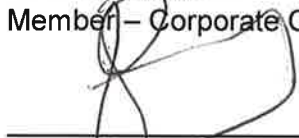
Date



Steven E. Krill
Chief Scientific Officer
Member – Corporate Compliance Committee

6/8/15

Date



Adrian Hebner
Executive Vice President, Clinical Research, Medical and Regulatory Affairs
Member – Corporate Compliance Committee

6/17/15

Date