



POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 1 of 8	

I. PERSONS COVERED

This Insider Trading Policy of Eagle Pharmaceuticals, Inc. (the "**Company**") applies to all directors, officers, employees and designated consultants of the Company and its subsidiaries. It also applies to their family members who reside with them, anyone else who lives in their households and any family members who do not live in their households but whose transactions in the Company's securities are directed by, or subject to, the influence or control of a director, officer, employee or designated consultant of the Company.

II. PURPOSE AND POLICY

The purpose of this Insider Trading Policy is to clarify the circumstances under which trading in the stock of the Company or another publicly-traded company with which the Company has business dealings (each, a "**Third Party**") by the Company's directors, officers, other employees and designated consultants could result in civil liability and criminal penalties, as well as disciplinary action by the Company.

During the course of your relationship with the Company, you may receive important information that is not yet publicly available, i.e., not disclosed to the public in a press release or filing with the Securities and Exchange Commission ("**Material Nonpublic Information**" or "**MNPI**"), about the Company or a Third Party. Because of your access to this information, you may be in a position to profit financially by buying or selling or in some other way dealing in the Company's or a Third Party's stock, or to disclose such information to a third party who does so (known as a "**Tippee**").

It is illegal for anyone to use MNPI to gain a personal benefit, or to pass on, or "tip," the information to someone who does so. There is no exception to this rule. Use of MNPI to gain personal benefit and tipping are as illegal with respect to a few shares of stock as they are with respect to a large number of shares. You can be held liable both for your own transactions and for transactions effected by a Tippee, or even a Tippee of a Tippee. Furthermore, it is important that the appearance as well as the act of insider trading in stock be avoided.

III. TRANSACTIONS SUBJECT TO THIS POLICY

This policy applies to all transactions in securities issued by the Company, as well as derivative securities that are not issued by the Company, such as exchange-traded put or call options or swaps relating to the Company's securities. Accordingly, for purposes of this policy, the terms "trade," "trading" and "transactions" include not only purchases and sales of the Company's securities in the public market but also any other purchases, sales, transfers, gifts or other acquisitions and dispositions of common or preferred equity, options, warrants and other

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 2 of 8	

securities (including debt securities) and other arrangements or transactions that affect economic exposure to changes in the prices of these securities.

IV. EXCEPTIONS

Please note that, generally, transactions directly with the Company, i.e., option exercises or purchases under the Company's employee stock purchase plan, should not create problems. However, the subsequent sale or other disposition of such stock is fully subject to these restrictions. In addition, purchases or sales pursuant to a written plan that meets the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), may be made without restriction provided that the plan was adopted in accordance with applicable Company policies.

Please note there are four (4) methodologies to exercise an option:

- 1) **Exercise and hold.** The option holder writes a check to the Company for the strike price; the Company issues to the option holder the gross number of shares. This does not constitute a trade.
- 2) **Net withheld.** The Company issues to the option holder shares equal to the intrinsic value (i.e., the in-the-money-ness) of the options. This does not constitute a trade.
- 3) **Cashless exercise.** The gross number of shares are sold into the market, with the Company receiving that portion of the cash proceeds required to cover the strike, and the option holder receiving the residual cash proceeds. This constitutes a trade.
- 4) **Sell to cover.** The number of shares required to cover the strike are sold, the proceeds of that sale are retained by the issuer, and the residual shares are deposited into the option holder's account. This constitutes a trade.

Other exceptions to this Insider Trading Policy include, but are not limited to, the following transactions:

- 1) **Tax Withholding Transactions.** This Insider Trading Policy does not apply to the surrender of shares directly to the Company to satisfy tax withholding obligations as a result of the issuance of shares upon vesting or exercise of restricted stock units, options or other equity awards granted under the Company's equity compensation plans. Of course, any market sale of the stock received upon exercise or vesting of any such equity awards remains subject to all provisions of this Insider Trading Policy whether or not for the purpose of generating the

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 3 of 8	

cash needed to pay the exercise price or pay taxes other than non-discretionary sales of any securities to cover tax withholding obligations pursuant to arrangements implemented by the Company.

2) **ESPP.** This Insider Trading Policy does not apply to the purchase of stock by employees under the Company’s Employee Stock Purchase Plan (“**ESPP**”) on periodic designated dates in accordance with the ESPP. This Insider Trading Policy does, however, apply to any sale of stock acquired pursuant to the ESPP.

3) **10b5-1 Automatic Trading Programs.** Under Rule 10b5-1 of the Exchange Act, individuals may establish a trading plan under which a broker is instructed to buy and sell the Company’s securities based on pre-determined criteria (a “**Trading Plan**”). So long as a Trading Plan is properly established, purchases and sales of the Company’s securities pursuant to that Trading Plan are not subject to this Insider Trading Policy. To be properly established, a Trading Plan must be established in compliance with the requirements of Rule 10b5-1 of the Exchange Act and any applicable 10b5-1 trading plan guidelines of the Company. Moreover, all Trading Plans must be reviewed and approved by the Company before being established to confirm that the Trading Plan complies with all pertinent Company policies and applicable securities laws.

4) **401(k) Plan.** This Insider Trading Policy does not apply to purchases of the Company’s securities in the Company’s 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. This Insider Trading Policy does apply, however, to certain elections you may make under the 401(k) plan, including: (a) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Company’s stock fund; (b) an election to make an intra-plan transfer of an existing account balance into or out of the Company’s stock fund; (c) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance; and (d) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company’s stock fund.]

V. Material Nonpublic Information

As a practical matter, it is sometimes difficult to determine whether you are aware of MNPI. The key to determining whether nonpublic information you are aware of about a public company is MNPI is whether dissemination of the information would be likely to affect the market price of the Company’s or Third Party’s securities or would be likely to be considered important by investors who are considering trading in the Company’s or Third Party’s securities. If the information makes *you* want to trade, it would probably have the same effect on others. Both positive and negative information can be material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all the facts and circumstances, and is often evaluated by relevant enforcement authorities with the benefit of hindsight. If you are

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 4 of 8	

aware of MNPI about another company because of your position with the Company, you must refrain from trading in that company's securities, advising anyone else to do so or communicating the information to anyone else until you know that the information has been disseminated to the public.

Additionally, you may not discuss material, nonpublic information about the Company with anyone outside the Company. Material Nonpublic Information may give you, or someone you pass that information on to, a leg up over others when deciding whether to buy, sell or otherwise transact in the Company's securities or the securities of another company. This prohibition covers spouses, family members, friends, business associates, or persons with whom the Company is doing business (except to the extent that such persons are covered by a non-disclosure agreement and the discussion is necessary to accomplish a business purpose of the Company). You may not participate in "chat rooms" or other electronic discussion groups on the Internet concerning activities of the Company or other companies with which the Company does business, even if you do so anonymously. You may never recommend to another person that he or she buy or sell securities of the Company.

Although this is by no means an exhaustive list, information about the following items may be considered to be MNPI until it is publicly disseminated:

- (a) regulatory developments, including developments with the United States Food and Drug Administration and Drug Enforcement Administration;
- (b) clinical developments, timelines for pre-clinical studies or clinical trials and clinical data relating to products or product candidates;
- (c) financial results or forecasts;
- (d) major new products or processes;
- (e) status of product or product candidate development or regulatory approvals;
- (f) establishment of, or developments in, strategic partnerships, joint ventures or similar collaborations or loss thereof;
- (g) gain or loss of a significant licensor, licensee or supplier;
- (h) notice of issuance or denial of patents;
- (i) communications with government agencies;

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 5 of 8	

- (j) strategic plans;
- (k) employee layoffs;
- (l) mergers, acquisitions, tender offers or the sale of assets of the Company or a subsidiary thereof;
- (m) writeoffs or financial restatements;
- (n) acquisitions of additional product candidates or technology;
- (o) notice of issuance or denial of patents or the acquisition of other material intellectual property rights;
- (p) significant changes or developments in the biopharmaceutical industry or technological innovations;
- (q) a disruption in operations or breach or unauthorized access of property or assets, including facilities and information technology infrastructure;
- (r) new major contracts, orders, suppliers, customers, or finance sources, or the loss thereof;
- (s) changes or developments in supplies;
- (t) pricing changes;
- (u) events regarding the Company's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits, public or private equity/debt offerings, or changes in Company dividend policies or amounts);
- (v) changes in control or senior management;
- (w) changes in compensation policy;
- (x) bankruptcies or receiverships;
- (y) actual or threatened major litigation, or a major development in or the resolution of such litigation; and
- (z) change in auditors or a notification that the Company can no longer rely on an auditor's report.

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 6 of 8	

VI. PROHIBITION OF SPECULATIVE TRADING

- a) ***Inherently Speculative Transactions.*** No person that is covered by this Insider Trading Policy may engage in short sales, transactions in put or call options, hedging transactions or other inherently speculative transactions with respect to the Company's securities at any time. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a person covered by this Insider Trading Policy to continue to own the Company's securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, a person covered by this Insider Trading Policy may no longer have the same objectives as the Company's other stockholders. Therefore, any person covered by this Insider Trading Policy is prohibited from engaging in any such transactions.

- b) ***Margin Accounts and Pledged Securities.*** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in the Company's securities (any person covered by this Insider Trading Policy is prohibited from holding the Company's securities in a margin account or otherwise pledging the Company's securities as collateral for a loan, or otherwise borrowing against such securities, unless approved by the Company in advance).

- c) ***Standing and Limit Orders.*** Standing and limit orders (except standing and limit orders under approved Trading Plans) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a person covered by this Insider Trading Policy is aware of material nonpublic information. The Company therefore discourages placing standing or limit orders on the Company's securities. If a person covered by this Insider Trading Policy determines that they must use a standing order or limit order (other than under an approved Trading Plan), the order should be limited to short duration and the person using such standing order or limit order is required to cancel such instructions immediately in the event restrictions are imposed on their ability to trade pursuant to the Company's Window Period Policy, as discussed below.

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 7 of 8	

VII. WINDOW PERIOD POLICY

A separate policy known as the Company's Window Period Policy is applicable to all individuals that are subject to this Insider Trading Policy. The Window Period Policy: limits transactions in the Company's stock to defined time periods; and requires notification and authorization by the General Counsel and Chief Financial Officer prior to engaging in transactions in the Company's securities and observe other restrictions designed to minimize the risk of apparent or actual insider trading.

VIII. INDIVIDUAL RESPONSIBILITY

Persons subject to this Insider Trading Policy have ethical and legal obligations to maintain the confidentiality of information about the Company and to not engage in transactions in the Company's securities or the securities of other applicable companies while aware of material nonpublic information, as more specifically set forth in this Insider Trading Policy. Each individual is responsible for making sure that he or she complies with this Insider Trading Policy, and that any family member, household member or other person or entity whose transactions are subject to this Insider Trading Policy, as discussed under the heading "Persons Covered" above, also comply with this Insider Trading Policy. In all cases, the responsibility for determining whether an individual is aware of material nonpublic information rests with that individual, and any action on the part of the Company or any employee or director of the Company pursuant to this Insider Trading Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by the Company for any conduct prohibited by this Insider Trading Policy or applicable securities laws. See "Penalties" below.

IX. PENALTIES

Anyone who effects transactions in the Company's or a Third Party's stock (or provides information to enable others to do so) on the basis of MNPI may be subject to both civil liability and criminal penalties, including imprisonment, as well as disciplinary action by the Company, up to and including termination for cause.

X. APPLICATION

This Insider Trading Policy will continue to apply to your transactions in the Company's or a Third Party's stock even after your employment or service with the Company has terminated. If you are aware of material nonpublic information when your employment or service terminates, you may not trade in the Company's stock until the information has become public or is no longer material. In addition, if your employment with the Company ends on a day that the trading window

POLICY/PROCEDURE NO. CFP-ITP-0001	INSIDER TRADING POLICY
VERSION 3.0	August 9, 2023
Page 8 of 8	

is closed under the Company's Window Period Policy, you will not be able to trade until such window opens.

A director, officer, employee or designated consultant who has questions about these matters should speak to the Company's Chief Financial Officer or General Counsel.

XI. AMENDMENTS

The Company is committed to continuously reviewing and updating its policies and procedures. The Company therefore reserves the right to amend, alter or terminate this Insider Trading Policy at any time and for any reason.

POLICY HISTORY

VERSION NUMBER	EFFECTIVE DATE	REVISION DESCRIPTION
1.0	November 20, 2015	Original Policy/Procedure (footer: 140315 v2/BN)
2.0	May 29, 2019	Periodic review; and updates to format to bring in line with format of other Corporate Policies
3.0	August 9, 2023	Updates to reflect changes in law and best practice, including adding gifts to the list of covered transactions, clarifying exceptions to the insider trading policy, clarifying prohibitions on speculative trading, and adding sections on individual responsibility and penalties

Approved by Compliance Committee on 7/19/2023 and the Board of Directors on 8/9/2023.