

## CODE OF CONDUCT WAIVERS

As previously reported publicly on a Form 4 filed by Dr. Behzad Aghazadeh, the Chairman of the Board of Directors of the Company, venBio Select Fund, LLC, a fund managed by venBio Select Advisor LLC, of which Dr. Aghazadeh is the portfolio manager and controlling person ("venBio"), entered into married put-calls relating to the Company's securities which obligated venBio to acquire the underlying shares of the Company's stock. On August 25, 2017, the Board of Directors of the Company granted a waiver to Dr. Behzad Aghazadeh to the extent that venBio may be covered by the provision of the Company's Code of Conduct (the "~~Code~~") restricting directors from engaging in any publicly-traded options relating to the Company's securities because the transaction was not speculative and was functionally the equivalent of a purchase of the Company's securities.