



Code of Conduct and Ethics

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Chief Executive Officer Message

Dear Colleagues:

We are all part of a company committed to our mission to “...*bringing disruptive solutions to significantly improve patient experiences and outcomes.*” As your CEO, I would like all members of our team to understand that our commitment to excel at what we do must not come at the expense of maintaining integrity and ethics. One of our core values is “Do the Right Thing.” We each have the individual and collective responsibility to comply with the laws, regulations, policies and codes covering our business and ourselves, and this includes both following the spirit of these as well as their literal terms. In short, we each own compliance. I urge you to review this Code of Conduct and Ethics carefully and apply the principles and rules everyday as you go about your job duties. We each have a responsibility to raise any concerns we should have any decisions or practices that might conflict with this Code of Conduct and Ethics. You have my commitment and reassurance that there will be no retaliation as result of you raising any such concerns.

Sincerely,

Helen Torley
President and CEO

Covered Individuals

Halozyme Therapeutics, Inc., together with its subsidiaries, including Halozyme, Inc. and Antares Pharma, Inc. (collectively, "Halozyme" or the "Company") is committed to high ethical standards in the conduct of its business. This Code of Conduct and Ethics (herein referred to as the "Code") has been adopted by the Board of Directors and applies to all directors, officers, full and part time employees, temporary workers, contract workers and consultants. The Code provides a general statement of the expectations to which these persons should adhere while acting on behalf of Halozyme in the workplace and in any work-related setting outside the workplace. It does not, and cannot, cover every issue that may arise, but it sets out basic guidance principles that you should apply.

Ethical Standards

You are personally accountable for following these principles in performing your work on behalf of Halozyme:

- Basing decisions and actions on honesty, fairness, integrity and fact;
- Understanding and conducting business in compliance with all applicable laws and this Code;
- Treating all employees, contract workers, customers, vendors and suppliers in an honest and fair manner;
- Not participating in or tolerating unlawful activity, fraud, deceit or concealment;
- Avoiding situations where personal interests are, or appear to be, in conflict with Company interests;
- Safeguarding and properly using Company proprietary information, assets and resources;
- Maintaining confidentiality of non-public information and not acting on such information for personal gain; and
- Adhering to all applicable Halozyme policies and standards.

Compliance Program and Leadership

Compliance with applicable laws and this Code is of the highest importance. In order to foster, ensure and monitor compliance, Halozyme has adopted policies, training programs and mechanisms to promote an atmosphere of open, honest and ethical communication throughout the Company, periodic audits to monitor compliance, investigations of alleged non-compliance, and responses to detected offenses (in totality these make up the "Compliance Program"). However, compliance with this Code is the responsibility of each covered individual (see above). The officers authorized to oversee compliance with this Code are the General Counsel and the Chief Compliance Officer, or in the absence of either, the Chief Financial Officer. It is the responsibility of the Chief Compliance Officer and the Office of Compliance to ensure communication, training,

monitoring, and overall compliance with the Code. Together with the Company's officers, directors and managers, the Chief Compliance Officer and the Office of Compliance will have the responsibility of fostering an atmosphere where employees are comfortable with communicating and reporting concerns and possible Code violations. Managers are the "go to" persons for employee questions and concerns relating to the Code. Managers or supervisors will immediately report any violations or allegations of violations to the Office of Compliance. Managers will work with the Office of Compliance in assessing areas of concern, potential violations, any needs for enhancement of the Code or remedial actions to affect the Code's policies and overall compliance with the Code and other related policies. The Chief Compliance Officer has the authority and an open channel to report directly to the Audit Committee and Nominating and Corporate Governance Committee of the Board of Directors.

Compliance with Laws, Regulations, Policies and Guidelines

You must comply with all federal, state and local laws and regulations, and all Company policies applicable to your activities on behalf of Halozyme. Copies of all Company policies may be found on the Company's IntraNet or learning management system. If a local custom or policy conflicts with a Company policy or this Code, you must comply with the Code; however, if a law or regulation conflicts with a Company policy or this Code, you must comply with the law or regulation. Compliance with laws, regulations, Company policy and other applicable guidelines is critical to Halozyme's professionalism and corporate success. Although these laws, regulations, policies and guidelines can be complex, effective compliance is essential to Halozyme's business operations. If there are any questions about these conflicts, you should ask your supervisor or the Office of Compliance how to handle the situation. In the section below, some of the most important laws and guidelines that govern Halozyme's business are outlined:

- Federal and State Anti-Kickback Statutes. Anti-kickback (AKS) laws prohibit anyone from offering, paying, soliciting, or receiving anything of value (including a kickback, bribe, or rebate) in return for referring an individual for an item or service reimbursed under a federal or state healthcare program. Violations of the laws can lead to severe penalties including: criminal and/or civil fines for the Company, individual employees, and the healthcare professionals involved in an improper arrangement, and/or imprisonment. Halozyme's policies also prohibit such conduct anywhere in the world and contain rules about business transactions, gifts, conflicts of interest, record keeping, documentation and disclosure (where required). In light of these requirements, you should seek assistance from the Office of Compliance with all financial arrangements with referral sources, physicians, pharmacists, vendors and suppliers to be certain there are no kickbacks or illegal

- inducements and to ensure that these relationships and arrangements comply with our policies.
- Federal and State False Claims Acts. The Federal False Claims Act (FCA) and similar state laws prohibit the submission of false or fraudulent claims or information for payment or approval to federal or state government and healthcare programs. Violations of these laws include providing false information to customers related to coding, pricing, or submission of claims for government programs and the promotion of products for unapproved uses.
 - Pharmaceutical Research and Manufacturers of America (PhRMA) Code. In addition to healthcare laws and regulations governing the pharmaceutical industry, a number of trade groups have issued standards addressing a range of activities including pharmaceutical promotional and educational practices. In the United States, the Pharmaceutical Research and Manufacturers Association (“PhRMA”) has issued the PhRMA Code on Interactions with Healthcare Professionals (herein referred to as the “PhRMA Code”). This voluntary code for member companies focuses on interactions between pharmaceutical company representatives and healthcare professionals. The Code provides guidance on marketing medicines to healthcare professionals and developing relationships focused on, among other things, informing healthcare professionals about products, providing scientific and educational information, supporting medical research and education, making charitable donations, entering into research agreements and consulting agreements, authoring publications, and providing gifts and entertainment. Halozyme has voluntarily adopted and complies with the PhRMA Code.
 - Drug Laws and Regulations. Halozyme is committed to maintaining the highest standards of product quality and safety. Careful attention to product quality has a direct and substantial effect on Halozyme’s reputation and performance and allows the Company to meet or exceed customers’ expectations. Halozyme’s operations and products are subject to extensive and rigorous regulation by the FDA under the Federal Food, Drug, and Cosmetic Act (the “FDCA”). Employees must follow all regulatory requirements that relate to research, development, manufacture, testing, storage, labeling, marketing, promotion, distribution and sale of Halozyme’s products. Interactions of professional sales, medical affairs and other personnel with healthcare professionals are intended to provide valuable product and disease state information to the healthcare professional, thereby benefiting patients and enhancing the practice of medicine. Specific elements embodied in appropriate and responsible dissemination of information regarding products and disease state include, but are not limited to:
 - Promoting products consistent with the FDA-approved labeling;
 - Adhering to regulations prohibiting the promotion of investigational drugs before FDA approval;

- Training and validation of professional sales, medical affairs and other personnel;
- Providing balanced information addressing product benefits and risks;
- Educating and answering questions from patients, healthcare professionals and our employees about the appropriate use of a Halozyme product(s) and/or the disease state it treats;
- Training, testing, monitoring and auditing relevant Company employees, including our field sales personnel; and
- Reporting adverse events and product complaints relating to a Halozyme product:
 - Employees who become aware of an adverse event; whether or not the patient or healthcare professional believes that the adverse event and/or the effect of it is directly related to a Halozyme product, must report it by calling the applicable toll-free reporting number within 24 hours. The toll-free number may vary depending on the Company product and can be found in the applicable Company-provided training.
 - Adverse event reports pertaining to clinical trials in which any Halozyme investigational product is utilized should be sent to Drug Safety Operations via email: safety@halozyme.com
 - Employees who become aware of a product complaint should record the complainant's name, contact information, and a brief description of the issue; direct the reporter to call the applicable toll-free reporting number; and immediately report the receipt of the complaint to Quality Assurance. The toll-free number may vary depending on the Company product and can be found in the applicable Company-provided training. If the product complaint is associated with an adverse event or other safety data, report the adverse event per the above reporting procedure.
- Prescription Drug Marketing Act of 1987 (PDMA). PDMA was enacted to address certain prescription drug marketing practices that have contributed to the diversion of large quantities of drugs into a secondary grey market. These marketing practices, including the distribution of free samples, the use of coupons redeemable for drugs at no cost or low cost and the sale of deeply discounted drugs to hospitals and health care entities, have helped fuel a multi-million dollar drug diversion market that provides a portal through which mislabeled, sub-potent, adulterated, expired and counterfeit drugs are able to enter the nation's drug distribution system.
- Securities Laws. The U.S. Federal and State securities laws prohibit the use of material, non-public information in connection with the purchase or sale of

- securities. Employees, officers and directors are forbidden from using or disclosing material, non-public information that they acquire during the course of their employment with the Company. Material information is information that an average investor might consider important when deciding whether to buy, sell or hold securities. All Halozyme employees must adhere to the Company's Insider Trading Policy. If you have any questions regarding the above or the Company's Insider Trading Policy, please contact the General Counsel.
- Disclosure. It is imperative that all disclosure in documents filed by Halozyme with the Securities and Exchange Commission (SEC) or in other public communications by Halozyme is full, fair, accurate, timely and understandable. All officers, directors and employees must take all steps necessary to assist Halozyme in fulfilling these responsibilities, consistent with each person's role in the Company. Employees should give prompt, accurate answers to all inquiries in connection with Halozyme's preparation of public disclosures and reports. Halozyme is required under the federal securities laws to avoid the selective disclosure of material non-public information. Halozyme has established procedures for releasing material information in a manner that is designed to achieve broad dissemination of the information immediately upon its release. Employees should not, therefore, disclose material information to anyone outside the Company, including family members and friends, other than in accordance with those established procedures. Any inquiries or requests from outsiders (including securities analysts, investors, media, etc.) regarding material non-public information about the Company should be forwarded to authorized spokespersons of the Company as detailed in the Insider Trading Policy.
 - Antitrust Laws. It is Halozyme's policy to compete fairly and legitimately and to comply with applicable antitrust and competition laws. The antitrust laws prohibit agreements or actions that may restrain trade or reduce competition and are designed to ensure businesses are competing fairly. Violations of antitrust laws may include agreements or understandings between Halozyme and its competitors to fix or control prices, terms or conditions of sale; to boycott specified suppliers or customers; to allocate products, territories or markets; or to limit the production or sale of products. Employees must exercise special care and take reasonable measures to ensure that any activities undertaken with representatives of other companies are not viewed and would not be construed as violations of antitrust law.
 - International Business Laws. Employees are expected to comply with the applicable laws in all countries to which they travel, in which we operate and where we otherwise do business. In addition, employees are expected to

comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

- Anti-Corruption and Bribery Laws. It is Halozyme's policy to comply with the anti-corruption laws of every country in which we operate, including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act. Halozyme employees and business partners shall not pay, promise, offer, or give anything of value to a government official (including employees of government-owned enterprises), political party or official, candidate for office, healthcare professional, business partner, or anyone else in order to induce the recipient to violate his or her duties, improperly obtain or retain business or direct business to another person, or secure any other improper advantage. This prohibition applies even where such payments may be common or customary.
 - The Foreign Corrupt Practices Act (FCPA). The FCPA provides specific laws on conducting business with foreign government officials. Under this Act, a company (and its directors, agents, officers and employees) is prohibited from directly or indirectly offering, promising to pay or authorizing the payment of money or anything of value to a foreign government official to win or retain business or favorable treatment. In addition, the FCPA requires Halozyme to keep accurate books and records and maintain an adequate system of internal accounting controls.
 - UK Anti-Bribery Act. The UK-Anti Bribery Act prohibits crimes of bribery such as being bribed or bribing another person, the bribery of foreign public officials, and the failure of a commercial organization to prevent bribery on its behalf.
- Environmental Laws. Governments at all levels and in many countries have enacted very strict laws for the protection of the environment. Enforcement authorities have shown a strong tendency to enforce criminal laws against corporations and their employees for serious environmental offenses. Of course, we also want to do our part to preserve our environment. You must exercise good judgment with regard to the environmental aspects of our use of buildings and real estate, our laboratory processes and our products. You must comply with all applicable environmental laws and with all permits and approvals granted to the Company by environmental regulatory authorities. You should take effort to reduce or eliminate the creation of waste at the source, to promote the recycling of waste material and to dispose of any remaining waste material in accordance with applicable environmental laws.

Conflicts of Interest

You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of Halozyne or compromise its interests. You should handle all actual or apparent conflicts of interest between your personal and professional relationships in an honest and ethical manner. Conflicts are not always clear-cut. A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. For example, a conflict of interest may occur where an employee or a family member receives a gift, a unique advantage, or an improper personal benefit as a result of the employee's position at the Company. A conflict situation can also arise when an employee, officer or director takes action or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on the Company's behalf. In addition, employees, officers and directors are prohibited from taking for themselves personally any opportunities that are discovered through the use of corporate property, information or position, except with the consent of the Board of Directors. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you become aware of a conflict or potential conflict of interest, contact the Office of Compliance for further guidance. Should an actual conflict of interest arise between the personal, professional or financial duties of an employee, the employee involved in this conflict of interest must address, disclose and handle the matter in the utmost ethical manner and in accordance with this Code.

Interactions with Healthcare Professionals

Appropriate and ethical relationships with healthcare professionals are an essential business component to any pharmaceutical company. A critical element of this relationship is ensuring that healthcare professionals have accurate, balanced information regarding prescription medicines. These interactions should be conducted in a fair and ethical manner to ensure that purchasing or prescribing decisions are made objectively, and not on the basis of a financial relationship. As such, Halozyne expects all employees to conduct themselves in the most appropriate and compliant manner when interacting with healthcare professionals. Because healthcare professionals are subject to specific laws and regulations, when interacting with healthcare professionals,

all employees shall abide by applicable laws and applicable Halozyme policies. See above, under “**Compliance with Laws, Regulations, Policies and Guidelines**” and also Halozyme policies on the Company IntraNet.

Research and Development of Products

At Halozyme, we take great pride in discovering products that offer the opportunity to make a meaningful difference in the lives of patients. We respect the responsibility involved in bringing our products to market, and we value product quality and safety as two of our highest priorities. Our commitment to quality and safety is one we must all share, regardless of our individual role in the company. It applies to all phases of the life cycle of our products – from the initial clinical trial of a product and continuing all the way through to consumer use. We work to meet or exceed the most stringent product regulations applicable to our company to ensure that patient safety is not compromised. To that end, we all share a responsibility to maintain Halozyme's high quality standards by:

- Making patient safety a paramount focus of our research and development efforts;
- Providing transparency relative to the research that it conducts and sponsors, as well as the results and outcomes of such research;
- Following all applicable laws, regulations and company policies and procedures;
- Handling all research and development activities ethically and at the highest levels of current scientific standards;
- Never sacrificing quality to meet a deadline or target; and
- Raising any quality questions or concerns through appropriate channels.

Work Environment

- Nondiscrimination and Inclusion. The Company is committed to a policy of complying with all applicable federal, state and local laws prohibiting unlawful considerations of race, religion, color, national origin, sex, sexual orientation, gender identity, age, disability, 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, compensation, promotion, benefits, training, discipline and termination. You must follow all applicable governmental laws and Company policies. Our goal is to establish and maintain an inclusive workplace and a work environment free from discrimination and harassment of any kind, including sexual harassment, racism, and discrimination based on gender or sexual orientation. Halozyme is committed to fostering open communication throughout the organization to resolve any questions, concerns, problems or complaints, including those involving discrimination or harassment. In light of the current environment reflecting a heightened awareness of sexual harassment, all

employees of the Company are required to participate in on-going sexual harassment training and comply with all laws prohibiting sexual harassment in the workplace.

- **Safety.** Halozyne is committed to providing a work environment that strives to protect employee health and safety. At the same time, health and safety are important aspects of job performance. In addition, there are extensive local and national laws designed to promote a safe workplace. These laws are strictly enforced. Employees have a responsibility to learn the safety procedures applicable to their jobs and to follow them. Employees must remain aware of risks in the workplace and try to reduce these risks. If needed, advice and guidance from the Office of Compliance or Human Resources can be provided.

Privacy of Personal Information

The internet and globalization have led to a shrinking world in which public attention on the protection of an individual's privacy is ever-increasing. We advocate maintaining the privacy of an individual's personal information. Personal information is information that can directly or indirectly identify an individual such as name, contact information and health-related information. Colleagues, healthcare providers, patients and many others entrust Halozyne with personal information. Accordingly, all Halozyne employees are accountable for protecting personal information and for processing it only within the boundaries of applicable law and Halozyne policies and procedures. To help protect the privacy of personal information, follow these principles:

- Comply with applicable laws and regulations of the jurisdictions in which personal data is collected and used;
- Collect and use the minimum amount of personal data necessary to achieve data business purposes, and keep it only as long as necessary to achieve those purposes;
- Share personal data only with individuals who have a legitimate need for it and will protect it properly;
- Report any inappropriate disclosure or receipt of personal data to the Office of Compliance.

Confidential Information

Halozyne employees have an ethical obligation to safeguard all Halozyne confidential and proprietary information. Confidential Information includes, but shall not be limited to:

- Unpublished financial information including, but not limited to, financial models, sales and revenue information and pre-launch information;
- Project status, business development discussions, collaborations, inventions, trade-secrets, know-how;
- Operational and/or marketing plans, systems, techniques, information and budgets;
- Personal information including, but not limited to, salary, wage and benefits information;
- Customer information and requirements;
- Patient information (i.e. individually identifiable health information such as name, address, birth date, Social Security Number); and
- Information pertaining to Halozyne' relationship with other businesses, including existing or potential strategic partners, suppliers, distributors, consultants and any other information that is not publicly available.

Employees are responsible for maintaining the privacy of business activities, operations and intelligence. Confidential Information should not be used for personal uses or shared online in violation of the Company's Social Media Policy. This Confidential Information is entrusted to employees in conjunction with the employee's roles and responsibilities and may only be distributed internally on a need to know basis and to third parties in connection with a confidentiality agreement. Employees with access to Confidential Information should take reasonable care to keep this information private and confidential and must not discuss Confidential Information with any unauthorized recipients. Unauthorized recipients are those individuals who do not have a business need to know the Confidential Information or are seeking Confidential Information without the presence of a signed confidentiality agreement, as well as a valid business explanation for obtaining the information.

Books and Records

The effective operation of the Company's business, and the integrity of the Company's public disclosures, is dependent on accurate business records. Company employees and consultants must prepare and maintain all Company records accurately and honestly. No false or misleading entries may be made in any books, records, or accounts of the Company.

Social Media

Halozyne maintains a Social Media Policy that provides employees with guidelines for participating in social media hosted by Halozyne, or in social media where reference is made to Halozyne-related topics or Halozyne information. All employees are expected to understand and comply with the Policy.

Competitive Intelligence

It is entirely proper for the Company to gather information about its marketplace, including information about competitors and their products and services. However, there are limits to the ways that information can be acquired and used, especially information about competitors. Any form of illegal activity pertaining to acquiring a competitor's confidential information will not be tolerated. Obtaining a competitor's confidential, non-public information through unlawful practices is prohibited. The improper gathering or use of competitive information could subject the Company and the employee to criminal and civil liability. When in doubt as to whether a source of information is proper, an employee should contact the Legal Department.

Company Assets

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes. It is imperative that all employees exercise proper measures to ensure reasonable care, as theft, carelessness and waste pertaining to Company assets may be harmful to the Company's financial status, business operations, and profitability. The use of Company assets for any unlawful or improper purpose, including use that derives a personal benefit for the employee, is strictly prohibited. This includes the use of the Company's telephone system, other electronic communication services, written materials and other property other than primarily for business-related purposes. Further, employees should report any actual or suspected theft, damage or misuse of property his or her manager and/or another member of senior management immediately.

All Company-provided computers and communications devices/equipment, including but not limited to, laptops, computer tablets (e.g., iPads) and mobile telephones, should be password protected and properly secured. No software that is not properly licensed or lawfully acquired may be introduced into a Company computer or communications device. Further, no software of any kind may be introduced into Company-provided computers and communications devices/equipment without the advance approval of the Halozyne IT personnel.

While Company equipment is intended to be used only for Company business, it is recognized that Halozyne employees may occasionally use Halozyne computers, mobile devices and email for incidental personal matters. Where this occurs, the Company does not guarantee the privacy of these communications. Any records and/or data contained on Company equipment shall be deemed to be Company property. Such information, like any of the Company's business records (including email and computer records) may become subject to internal review and/or public disclosure in the course of internal investigations, internal audits, litigation or governmental investigations.

Halozyme employees should not have an expectation of privacy with respect to Company-provided computers and communications devices/equipment. Further, Halozyme reserves the right to monitor and review all information and data on any device used to undertake Company business, including: (a) logs detailing employees' Internet usage, (b) electronic mail and messages, and (c) computer files. The Company expressly reserves the right to access an employee's Company-provided computer, communications devices/equipment, and any other electronic device issued by the Company to an employee at any time and without reason or cause to the fullest extent permissible under law.

Reporting of Violations

If an employee becomes aware of suspected misconduct, illegal activities, fraud, abuse of Halozyme assets or violations of the standards in this Code by an officer, director, employee or contract worker which they believe in good faith is a potential violation of this Code, that employee is responsible for reporting such matters to their manager or the Office of Compliance immediately. Employees should also report any complaint or concern regarding Halozyme's accounting, internal accounting controls, or auditing matters, or any concerns regarding questionable accounting or auditing matters. Supervisors are required to refer all reports of possible violations to the Office of Compliance. If an employee believes that their compliance report was given insufficient attention, they should report the matter to higher levels of management such as to the Chief Executive Officer, the Chief Financial Officer, the Chief Compliance Officer or the Chair of the Audit Committee. Employees may also choose to report such possible violation by means of the compliance hotline, which also permits anonymous reporting.

- The Compliance Hotline. Halozyme has established a compliance reporting mechanism (which can be anonymous if desired by the reporter) for persons who want to report a serious concern related to financial reporting, unethical or illegal conduct or violations of this Code. The hotline is intended to supplement, not replace, other channels for communicating questions and concerns within the organization. A company independent of Halozyme staffs the hotline. Your call will not be traced or audio-recorded. The hotline and internet access portal may be used to anonymously report violations or suspected violations of the law. The hotline may be accessed:
 - By calling the toll free hotline – **855-350-9391**
 - By filing a report on-line by going to <http://www.halozyme.ethicspoint.com>
 - By directly contacting the Audit Committee chairperson by e-mail at: ACChair@halozyme.com

If requested, Halozyme will make an effort to maintain the confidentiality of the identity of any individual who reports possible misconduct to the extent possible.

Investigations

Halozyne is committed to evaluating and confidentially investigating all reported concerns in a timely manner. The Office of Compliance will oversee the conduct of investigations, recommend corrective or disciplinary action as necessary, and report investigative outcomes to the appropriate parties. All employees are obligated to cooperate with investigational efforts, including by being truthful in response to inquiries. In response to every report regarding potential violations of the Code which is made in good faith, Halozyne will undertake an effective and thorough investigation, and if improper conduct is found, Halozyne will take appropriate disciplinary and remedial action. Halozyne will attempt to keep its discussions with any person reporting a violation confidential to the extent reasonably possible, without compromising the effectiveness of the investigation. If you believe your report is not properly explained or resolved, you may take your concern or complaint to the Nominating and Corporate Governance Committee of the Board of Directors. When an alleged violation of the Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a stockholder or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to the Company's accounting or auditing, then the manager or investigator should immediately notify the General Counsel, who, in turn, shall notify the Chair of either the Nominating and Corporate Governance Committee and/or the Audit Committee. If a suspected violation involves any director or executive officer, or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, any person who received such report should immediately report the alleged violation to the General Counsel and, in every such case, the Chair of the Audit Committee. The General Counsel or the Chair of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action, including the conduct of an investigation, as appropriate.

Policy Against Non-retaliation

Halozyne will not allow any retribution, retaliation, or discipline of any employee for making a good-faith report of a suspected violation. Employees and contract workers are protected by law from retaliation for reporting possible violations of this Code or for participating in procedures connected with an investigation, proceeding or hearing conducted by Halozyne or a government agency with respect to such complaints. Halozyne will take disciplinary action, up to and including, the immediate termination of any employee or contract worker who retaliates against another employee or contract worker for reporting any of these alleged activities.

If an employee believes that he or she has been retaliated against (including threatened or harassed) in violation of this policy, he or she should report the retaliation to the Chief Compliance Officer, unless the employee believes that the Chief Compliance Officer has retaliated in which event the employee should report the retaliation to the Chief Executive Officer, Human Resources or the Audit Committee. Once an employee reports retaliation prohibited by this Code, the Company will promptly investigate the matter in accordance with the procedures described above.

However, any employee who deliberately makes a false accusation with the purpose of harming or retaliating against another employee, or who fails to report a matter of noncompliance, will be subject to disciplinary action. Halozyme will promptly initiate an investigation of the reported concern after receiving the compliance hotline call or report. Employees must keep in mind, however, that Halozyme may be unable to effectively and thoroughly investigate concerns unless additional information is provided.

Access and Training

The Company shall ensure that employees, officers and directors may access the Code on the Company's website. In addition, each current employee will be provided with a copy of the Code on an annual basis. New employees will receive a copy of the Code as part of their new hire information. From time to time, the Company will sponsor employee training programs in which the Code and other Company policies and procedures will be discussed. Each year all Halozyme employees will be required to acknowledge that they have received a copy of this Code, have read and understood it, and will abide by it for the duration of their employment.

Discipline and Mandatory Sanctions

Halozyme will enforce this Code by imposing penalties when it is violated. Any employee who has violated the law or Code will receive prompt and appropriate discipline. Circumstances vary in each case involving the potential for disciplinary action by the Company and as such, each situation shall be evaluated and handled individually. Violations of Halozyme's ethical standards are grounds for disciplinary action up to and including termination of employment, in addition to possible legal prosecution, imprisonment and fines. In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known noncompliant conduct. In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel. No provision of this Code may be waived except as provided herein.

Retention of Reports and Complaints

All reports and complaints made to or received by the Office of Compliance or the Chair of the Nominating and Corporate Governance Committee relating to violations of this Code shall be logged into a record maintained for this purpose by the Office of Compliance and this record of such report shall be retained for five years.

Required Government Reporting

Whenever conduct occurs that requires a report to the government, the Office of Compliance shall be responsible for complying with such reporting requirements.

Further Information

Please contact the Office of Compliance or your manager if you have any questions about this Code or require further information. The most current version of this Code will be posted on the Company's website and IntraNet. Should an employee feel that he or she merits a waiver regarding this Code, he or she should contact his or her manager, who should contact the appropriate member of senior management and/or the Office of Compliance directly.

Any waiver or substantive amendment of this Code may be made only by the Board of Directors upon a recommendation of the Nominating and Corporate Governance Committee, and will be disclosed, including the reasons for such action, (i) on the Company's website within four days of such action and, (ii) if required by applicable law or otherwise deemed appropriate by the Company's Nominating and Corporate Governance Committee, by a filing with the Securities and Exchange Commission on Form 8-K within four days of such action. Halozyne will maintain disclosure about such amendment or waiver on the website for at least twelve months and shall retain the disclosure concerning the action for at least 5 years.

-END-