



# Code of Conduct

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## TABLE OF CONTENTS

PURPOSE OF THE CODE AND REPORTING CONCERNS .....	2
Introduction .....	2
Individual Responsibility .....	2
Optinose’s Compliance Program.....	2
Seeking Guidance and Reporting Concerns .....	3
Confidentiality .....	3
Investigative Process.....	4
Non-Retaliation .....	4
Disciplinary Action.....	4
Certification.....	4
STANDARDS FOR THE MARKETPLACE .....	4
Compliance with Laws and Regulations.....	4
Interactions with Healthcare Professionals and Healthcare Organizations .....	5
Antitrust .....	5
Insider Trading .....	6
Preventing Bribery and Corruption.....	6
Political Activities .....	7
STANDARDS FOR THE WORKPLACE .....	8
Employment Policies.....	8
Discrimination or Harassment .....	8
Health and Safety.....	8
Substance Abuse .....	8
Conflicts of Interest.....	9
Receiving Gifts and Gratuities.....	10
Corporate Opportunities.....	11
Company Assets .....	11
Confidential Information and Intellectual Property .....	12
STANDARDS FOR COMPANY OPERATIONS .....	13
Financial Integrity: Accuracy of Books and Records and Public Reports .....	13
Privacy .....	14
Research & Development .....	14
Product Quality, Safety and Performance .....	15
Environmental Compliance.....	15
Social Media .....	15
Media, Investor or Other Public Inquiries.....	16
Cooperating with Government Investigations.....	16
Waivers .....	16

## PURPOSE OF THE CODE AND REPORTING CONCERNS

### Introduction

Optinose is committed to maintaining the highest standards of conduct and business ethics. This Code of Conduct (the “Code”) reflects the business practices and principles of behavior that embody this commitment and helps guide our interactions with the healthcare community, patients, payors, suppliers, business partners, government officials, shareholders, and each other.

Integrity is more than complying with the law. It reflects who we are as a company and as individuals and serves as a driving force in how we operate. Our commitment to doing what is right depends on each individual, is part of our culture, and supports our ethical reputation.

### Individual Responsibility

Every colleague is expected to read and understand this Code and its application to his or her business responsibilities, and to seek guidance and report concerns when necessary. Throughout this Code, the term “colleague” refers to all officers, directors, and employees of the Company unless otherwise indicated.

Officers and managers are expected to develop in colleagues a sense of commitment to the spirit, as well as the letter, of the Code by promoting honest and ethical conduct and creating an environment where colleagues are encouraged to ask questions and raise concerns without hesitation or fear of retaliation. Managers are further expected to ensure that all business partners comply with Code standards when working for or on behalf of the Company.

We expect our independent contractors, consultants and other third parties working on behalf of Optinose to comply with the principles set forth in the Code, as well as with the applicable laws and regulations of the regions in which they operate.

In some areas, the Code is supplemented by additional policies that address specific topics in more detail. While the Code is designed to provide an overview of relevant subject matter, it is not as comprehensive as these supplemental policies and therefore does not supersede them or act as a substitute for reviewing each policy that applies to specific roles and responsibilities.

The Optinose Compliance Program is designed to support legal and ethical conduct, and the Legal and Compliance Departments are charged with administration of the Code. The Board of Directors and Leadership Team are responsible for overseeing implementation of the Code; however, each individual is accountable for adherence to it.

### Optinose’s Compliance Program

Optinose’s compliance program is designed to promote integrity in our business interactions and support legal and ethical conduct throughout the Company. Our ability to successfully operate our business depends on compliance with all the applicable laws and regulations that govern our industry. The Chief Compliance Officer oversees Optinose’s compliance program and, with the Compliance team, works to address risk areas and monitors adherence to our standards.



Additional compliance support is also provided by groups and individuals in areas such as Legal, Human Resources, Finance and Pharmacovigilance.

### **Seeking Guidance and Reporting Concerns**

Optinose is committed to an environment where open, honest communications are the expectation, not the exception. Optinose fosters an Open Door Policy, which means that managers are available to listen to suggestions about ways to improve the workplace, address concerns, and help find solutions. It also means that every colleague should feel comfortable seeking guidance, raising concerns or making reports about potential misconduct.

Suspected violations of applicable laws, rules, regulations, Company policies or the Code, suspected fraudulent activity or any concerns or complaints regarding accounting, internal accounting controls or auditing matters should be reported by colleagues either openly or on an anonymous basis.

Raising questions and reporting concerns helps correct problems before they become widespread issues for our Company or the individuals involved and supports the refinement of our policies and training in clarifying areas commonly misunderstood.

Your most immediate resource for any matter related to the Code is your manager. However, additional resources for guidance or reporting a concern include the Compliance Department, the Legal Department, or Human Resources. If you prefer to speak to someone anonymously, Optinose's Business Integrity Hotline (operated by a third party to assure confidentiality) is available 24/7 to ask questions or report concerns as follows:

Phone: 844-703-9375

Web portal: [www.optinose.ethicspoint.com](http://www.optinose.ethicspoint.com)

Written correspondence may be mailed to the following address:

Optinose US, Inc.  
Attn: Chief Compliance Officer  
1020 Stony Hill Road  
Third Floor, Suite 300  
Yardley, PA 19067

While we encourage you identify yourself when reporting suspected violations so that we may follow up with you as necessary for additional information, our Business Integrity Hotline provides a secure means to leave messages anonymously.

### **Confidentiality**

Optinose strives to create an environment where colleagues feel secure in raising concerns either directly or anonymously through Optinose's Business Integrity Hotline. Should you identify yourself, confidentiality will be maintained to the fullest extent possible while conducting a fair and thorough investigation and your report will be shared only with those who need to effectively address or investigate the matter. However, there may be certain instances where it is not possible to keep your identity confidential due to the nature of the investigation and/or certain legal requirements.



## **Investigative Process**

Optinose takes violations of our Code, policies, and the law seriously. The Legal and Compliance Departments will promptly and thoroughly investigate all reports of alleged misconduct, collaborating with other functions as necessary. Colleagues are expected to cooperate fully with any such investigation. In compliance with applicable laws and to maintain confidentiality, the Company may only disclose limited information regarding the status or findings of its investigations.

## **Non-Retaliation**

Optinose strictly prohibits any form of retaliation against a colleague who, in good faith, reports a concern or provides information in an investigation. Examples of retaliation include harassment (unwelcome and offensive comments or actions); denial of benefits; demotion; threats; suspension; or termination. Reports of suspected retaliation should be made promptly to the Chief Compliance Officer, the Chief Legal Officer, or Chief Human Resources Officer.

Colleagues are expected to act responsibly in reporting potential misconduct. Making a false report is itself a violation of the Code and subject to appropriate disciplinary action.

## **Disciplinary Action**

Failure to comply with the standards outlined in the Code will result in disciplinary action, up to and including termination of employment. Certain violations 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 the Code, who has knowledge of such conduct and does not immediately report it or who fails to detect or correct a violation, will be subject to disciplinary action, up to and including termination of employment.

## **Certification**

Upon initial hire or first receipt of the Code, all colleagues must certify that they have read and understand the Code and that they will comply with the Code and any related training. Certification must be provided annually as a condition of continued employment.

# **STANDARDS FOR THE MARKETPLACE**

## **Compliance with Laws and Regulations**

Our industry is highly regulated - laws and regulations impact every functional area of Optinose operations. Colleagues are required to comply with the laws and regulations that apply to our business including, but not limited to, those that govern the development, manufacturing, marketing, promotion and distribution of products; securities laws; antitrust laws; privacy laws; employment laws; and state and federal laws, including those relating to duties owed by corporate officers and directors.



In certain aspects of our business activities, we have made further commitments to comply with generally accepted industry codes of ethical conduct and institutional guidelines. In the event local laws and regulatory requirements differ from the Code or other Company policy, the stricter requirements shall generally apply.

For questions about which laws, regulations, policies or standards apply to your role and activities, please consult with your manager or the Legal or Compliance Departments.

### **Interactions with Healthcare Professionals and Healthcare Organizations**

Optinose is committed to compliance with applicable laws and regulations in every aspect of its relationships with healthcare professionals (“HCPs”) and healthcare organizations (“HCOs”). We interact with HCPs and HCOs in many ways, including through medical and scientific communications, promotional activities, clinical research and educational efforts. Integrity is our goal in every such interaction.

Optinose recognizes the importance of providing HCPs and HCOs with critical information in a timely manner necessary for fully-informed decision making in support of appropriate patient care. All such interactions undertaken on behalf of Optinose are intended to ensure the safe and effective use of our products and to enhance patient care, and must be conducted in a manner that is fair and balanced, scientifically rigorous, accurate, not misleading and compliant with applicable medical, legal and regulatory standards. No interaction should ever improperly influence an HCP’s or an HCO’s patient treatment decisions.

Colleagues and agents may only provide information on our products, including educational items, if they are authorized to do so and the materials have been reviewed and approved by the appropriate Company personnel or committees. The Company uses many communication channels when delivering information about its products including: sales calls with HCPs, scientific interactions between medical affairs and HCPs, websites, social media outlets, conferences and congresses, patient advocacy, journal advertisements and industry meetings, among others. Regardless of the communication channel, the promotion and advertising of our products must be consistent with approved prescribing information. No Optinose colleague or agent may promote a product prior to approval or for a use that has not been approved by regulatory authorities.

Optinose has established internal review processes and a transparency reporting mechanism to help ensure that all its communications, materials, educational items, meals, fair market value compensation, and grant funding activities comply with applicable laws and regulations and do not appear to improperly influence any HCP or HCO to purchase, prescribe, use, or otherwise recommend Optinose products or services.

### **Antitrust**

Antitrust laws are designed to protect free enterprise and prevent restraints on trade and monopolization, abuses of a dominant market position and unfair trade practices. These laws are complex but based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws impose severe penalties for certain types of violations, including criminal prosecution and significant fines. Understanding the requirements of antitrust laws such as the Sherman Antitrust Act, the Robinson Patman Act, the Federal Trade Commission Act or other applicable antitrust laws for the various jurisdictions where we do business can be difficult, and you are



urged to seek assistance from the Chief Legal Officer whenever you have a question relating to these laws.

Optinose believes in creating competitive advantage only through lawful and ethical means. As such, the following activities are prohibited:

- Discussions of confidential information with competitors which includes, but is not limited to, pricing, costs, sales data or other terms of sale, supply information, bids and contracts with vendors;
- Discussing with or contacting suppliers or customers about actions that may exclude competition from the marketplace;
- Entering into agreements preventing suppliers or customers from supplying or buying from competitors; and
- Entering into agreements with competitors regarding allocating markets or customers.

Optinose colleagues are free to gather intelligence about companies from public sources such as websites, published articles, price bulletins, advertisements, brochures, public presentations, customer conversations and interactions with other individuals in the industry. However, business information about other companies should only be collected and used in a way that does not violate laws or confidentiality obligations. Particular care should be taken when speaking to customers of other companies to ensure that we do not solicit information that is confidential to the other company. If a third party is engaged to gather competitive intelligence for Optinose, assurances must be made that the vendor will collect information legally and ethically.

### **Insider Trading**

Colleagues are prohibited from buying, selling or engaging in any other transaction with respect to securities of Optinose or any business partner while in possession of material, non-public information. Material information is any information that a reasonable investor would consider important in making an investment decision. Those in possession of such information must refrain from buying or selling relevant securities until the second trading day following public disclosure of that information. Also prohibited is the sharing, tipping or disclosing of material, non-public information with others.

Securities laws and violations are taken very seriously. Please refer to the Company's Insider Trading Policy for more information. If you are uncertain about the constraints on your purchase or sale of any securities by virtue of your relationship with the Company, you should consult with the Chief Financial Officer or Chief Legal Officer before making any such transaction.

### **Preventing Bribery and Corruption**

Our business relationships are built through integrity, not favors and gifts. Optinose colleagues and agents are prohibited from offering, giving, requesting, accepting or receiving a bribe or kickback. A bribe or kickback may be defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction.



The U.S. government as well as many states have enacted laws that severely penalize conduct related to bribes and kickbacks. These Anti-kickback laws prohibit anyone from knowingly and willfully offering a monetary or other reward to induce an individual or entity to purchase, arrange for the purchase of, use, recommend or prescribe a product that is reimbursed by a federal or state healthcare program (including Medicare and Medicaid). The law applies to both the party offering the payment or reward and the third-party recipient.

While Optinose business operations are primarily focused in the U.S., we do occasionally interact with healthcare professionals and entities from other countries. Many of these countries have laws that prohibit improper influence of government officials. The U.S. Foreign Corrupt Practices Act of 1997 (“FCPA”), United Kingdom Bribery Act and other countries’ anti-corruption laws apply to and prohibit the provision of business courtesies and other financial arrangements, such as gifts, travel, entertainment, commissions, shares, debt forgiveness or discounts, to non-U.S. government officials, colleagues and other similar individuals and entities. Moreover, these laws may be applicable even when a payment occurs outside of the recipient’s home country or where an intermediary or third party is used to facilitate the transaction or arrangement. The FCPA also makes it illegal to inaccurately record transactions in the Company’s books and business records.

Optinose strictly prohibits the direct or indirect offering, authorizing, promising or making of any payment or gift of anything of value to foreign government officials and public persons (including, but not limited to, persons of state-owned or controlled companies or institutions such as hospitals and universities), candidates for political office and political parties (including party officials) for the purpose of influencing an official act or decision to award or retain business, or to gain an improper business advantage. These prohibitions are not limited to cash payments, but cover anything that has any value to the recipient.

Colleagues and agents acting on behalf of Optinose are expected to comply with the applicable laws in all regions to which they travel, operate and otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. In addition to exposing the Company to severe sanctions, anyone who violates these laws can also face substantial fines and/or criminal prosecution.

### **Political Activities**

Optinose complies with all applicable laws and regulations relating to lobbying activities. Lobbying activities can include communicating with any member or colleague of a legislative branch of government for the purpose of influencing legislation, communicating with certain government officials for the purpose of influencing government action or engaging in research or other activities to support or prepare for such communications. No Optinose colleague may engage in any lobbying activity relating to Optinose without prior approval of the Legal Department.

Contributions to political candidates are regulated by U.S. campaign finance laws. Any contribution of Company assets or services for political purposes must be reviewed by the Legal Department. Optinose colleagues who are not authorized to engage in political or lobbying activities may not undertake any politically-related activity or make any loan, donation, contribution or payment to a political party, candidate or political action committee on behalf of the Company, nor should they cause the Company reimbursement of any such support.





Nothing contained in the Code prohibits Optinose colleagues from engaging in political or advocacy activities as a private citizen, provided that the action is exclusively on their own accord and is not an indirect means of accomplishing a prohibited act. However, colleagues may not conduct personal political activity on Company time or use Company resources for such purposes.

## STANDARDS FOR THE WORKPLACE

### **Employment Policies**

Optinose fully supports a diverse workforce, which ultimately fosters innovation and strengthens our business. We value diversity and are firmly committed to providing equal opportunity and a positive working environment in all aspects of employment, without regard to race, color, religion, national origin, sex, age, marital status, sexual orientation, disability, Vietnam era , disabled or other veteran status or any other legally-protected status or characteristic under applicable law.

### **Discrimination or Harassment**

Optinose does not tolerate any form of discrimination or harassment. This includes any form of unwelcome or abusive conduct or action, such as verbal, non-verbal, written, electronic or physical conduct that creates an intimidating, hostile or offensive work environment; unreasonably interferes with an individual's work performance; adversely affects an individual's employment opportunities; or that demeans or shows hostility toward an individual because of their diversity or status.

We encourage colleagues to speak out if they believe, in good faith, that a manager or co-worker's conduct is improper or if it makes them uncomfortable. Any form of discrimination or harassment must be reported. The Company maintains policies setting forth its expectations for non-discrimination and a harassment-free work environment, which also include important information on reporting requirements and methods.

### **Health and Safety**

Optinose conducts its operations with the highest regard for the health and safety of its colleagues. Colleagues are responsible for complying with safety rules and regulations, and for taking necessary precautions to protect themselves and their colleagues, including taking steps to correct unsafe practices and conditions. Colleagues must report all accidents, work-related injuries, security emergencies and theft to the Human Resources department.

Violent acts or threats of violence made by an Optinose colleague against any other person's life, health, well-being, family or property are prohibited and will not be tolerated.

### **Substance Abuse**

Substance abuse can pose serious safety and health concerns in the Optinose workplace. Optinose is committed to providing a work environment free of substance abuse for the benefit of its colleagues and the Company. The use of illegal drugs and the abuse of alcohol or over-the-counter or prescription drugs are prohibited in the workplace, regardless of location.



All colleagues are prohibited from working in Company facilities, operating a Company vehicle or a vehicle subsidized by the Company, or conducting Optinose business off-site if under the influence of or impaired by alcohol or drugs. Alcohol may be served in connection with a Company-sponsored function or event and, if served, must be consumed responsibly.

Subject to applicable laws and practices, colleagues may be subject to drug/alcohol testing if there is a reasonable suspicion of drug or alcohol abuse, after a work-related injury or accident, or in connection with a last chance opportunity to participate in a rehabilitation program.

### **Conflicts of Interest**

Optinose colleagues should always act in the best interest of the Company and not permit outside interests to interfere with their job duties. The Company prohibits all colleagues from using their position with the Company or the Company's relationship with its customers or any other external party with which the Company has a business relationship (each an "External Party," and, collectively "External Parties") for private gain or to obtain benefits for themselves or members of their family.

For purposes of the Code, a potential conflict of interest occurs when a colleague's outside interests (for example, financial or personal) interfere with the Company's interests or the colleague's work-related duties. A conflict of interest can occur when a colleague is in a position to influence a decision that may result in a personal gain for the colleague or the colleague's family member as a result of the Company's business dealings.

Any direct or indirect conflict of interest between the Company and any colleague is prohibited unless otherwise consented to by the Company. The colleague has a responsibility to the Company to disclose any situation that is, or reasonably could be expected to give rise to, a conflict of interest. If a colleague, other than a director or an executive officer, feels that he or she may have a conflict of interest or a potential conflict of interest, such colleague should discuss the matter with, and seek a determination and prior authorization or approval from, his or her manager or the Chief Legal Officer. A manager may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Legal Officer with a description of the activity and seeking the Chief Legal Officer's written approval. If the manager is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Legal Officer. Conflicts of interest involving directors or executive officers must be referred to the Nominating and Corporate Governance Committee.

It is not possible to describe every situation or occurrence that could lead to a conflict of interest between a colleague and the Company. The following events are intended to describe, by way of example, situations that could occur that constitute or could lead to a conflict of interest with the Company:

- **Related Parties.** Colleagues should avoid conducting business transactions with any related person without obtaining prior written approval in accordance with the Code. "Related person" is defined to include directors, executive officers, beneficial owners of 5% or more of any class of the Company's voting securities, immediate family members of any of the foregoing persons, and any entities in which any of the foregoing is an executive officer or is an owner of 5% or more ownership interest. "Immediate family members" include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law,

daughter-in-law, brother-in-law or sister-in-law and any person (other than a tenant or employee) sharing the household of such person.

- **Business Relationships.** Colleagues shall not engage in simultaneous employment by, consulting for or owning, whether directly or indirectly, a significant financial interest in, any entity that does business, seeks to do business or competes with the Company without prior written consent in accordance with the Code.
- **Service on Boards and Committees.** A colleague must not serve on the board of directors, advisory board, or committee of any entity with which the Company has a business relationship or whose interests would be expected to conflict with those of the Company without prior written approval in accordance with the Code.
- **External Parties.** A colleague shall not use his or her positions with the Company to influence a transaction with any External Parties in which such colleague has any personal interest.
- **Personal Use of Company Property and Company Information.** Colleagues shall not use or divert any Company property, materials, equipment, systems or procedures, including services of other colleagues and Company information, for their own advantage or benefit or for use in outside business activities or non-business activities unrelated to the Company, or otherwise use the Company's name or influence for their personal benefit.

Action by immediate family members (as defined above) may also present ethical issues to the extent that they involve Company business. For example, acceptance of an inappropriate gift by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of family members.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your manager or the Legal or Compliance Department.

### **Receiving Gifts and Gratuities**

Great care should be exercised to assure that business entertainment and gifts for public officials and others who engage or propose to engage in business transactions with the Company are not excessive and cannot reasonably be construed as bribes, kickbacks, improper inducements or any other illegal or improper payments. Colleagues of the Company should not offer or provide to those who engage or propose to engage in business transactions with the Company, directly or indirectly, any gift, entertainment or reimbursement of expenses of more than nominal value or that exceeds customary courtesies for that time and place. Colleagues should not offer nor provide, directly or indirectly, any services to any individual in a position to make or influence any business or governmental decision affecting the Company.

Optinose colleagues may only accept inexpensive gifts, modest meals or modest entertainment from existing or prospective business partners (other than an HCP), provided any such gift, meal or entertainment is not: (a) of more than token or modest monetary value; (b) a cash equivalent; (c) susceptible of being construed as a bribe, kickback, improper inducement or any other illegal or improper payment; (d) made or received on more than an occasional basis; (e) solicited by an Optinose colleague; (f) a potential conflict of interest or (g) in violation of applicable laws, regulations or guidance. As a general matter, colleagues should never accept payments, gifts or gratuities from an HCP.



Any gifts not considered modest or inexpensive should be returned immediately and reported to your manager or through any of the reporting methods outlined in the Code.

Colleagues involved in procurement have an additional responsibility to adhere to the principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

No outside consultant, agent or third party of any kind shall be used or employed in any manner or for any purpose that would be contrary to the guidelines set forth above.

### **Corporate Opportunities**

All colleagues have a duty to advance the legitimate interests of Optinose. Therefore, you may not: (a) take for yourself corporate opportunities that are discovered through the use of Company property, information or position, without first offering such opportunities to the Company in writing; (b) use Company property, information or position for personal gain or (c) compete with the Company.

### **Company Assets**

Optinose assets and systems are intended for the sole purpose of conducting Company business. Inappropriate use of Optinose assets, including facilities, materials, supplies, time, information, intellectual property, software and other assets owned or leased by the Company, or that are otherwise in the Company's possession, may expose our data and systems to substantial risk.

Optinose computers, communications devices and networks may only be used in accordance with Company policy and may never be used to access, receive or transmit material that is illegal, inappropriate or otherwise violates Company policies.

Company-provided computers, smartphones, tablets and other personal devices should be password protected and properly secured. Software that is not properly licensed or lawfully acquired may not be introduced into a Company computer or communication device. Further, no software of any kind may be introduced into Company-provided computers and communication devices without the advance approval of the Optinose IT Department.

It is recognized that colleagues may occasionally use Optinose devices and email for incidental personal matters. This use should be reasonable and kept to a minimum. However, note that there should be no expectation of privacy with regard to any Company material (including emails or text messages) that are created, viewed, accessed, received or stored on Optinose systems or networks. 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, audits, litigation or government investigations.

Subject to applicable law, Optinose reserves the right to monitor and review all Company-related information and data on any device used to undertake Company business, including: a) logs detailing colleague internet usage; b) email and messages and c) computer files. The Company expressly reserves the right to access Company-provided computers, communications devices, any other electronic device that accesses Company data; workspaces; and any other object brought into the workplace to the fullest extent permissible under law.



## **Confidential Information and Intellectual Property**

Optinose property and assets, and especially our Intellectual Property (IP), are the key drivers of our success and must be protected. All colleagues are expected to take care in safeguarding and defending our patents, trademarks, copyrights, trade secrets and other proprietary information and know-how.

Confidential information can include sales, marketing and other corporate databases; IP strategy and plans; marketing strategies and plans; pricing information; sales information; non-public financial information; customer and colleague records; manufacturing techniques; research and technical data and information regarding new product development; and other services, ideas and concepts not publicly disclosed. Sensitive confidential information includes all non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers, business partners or collaborators if disclosed. Financial information should, under all circumstances, be considered confidential except where its disclosure is approved by Optinose, or when it has been made public in a press release or a report filed with the SEC.

All colleagues must maintain the confidentiality of information entrusted to them by the Company, its customers, suppliers, business partners or collaborators, except when disclosure is authorized or legally mandated. The IP of others should also be respected.

To help protect Optinose confidential information, the following principles shall apply:

- Always utilize care when communicating Optinose business in public spaces;
- Beware of requests for information from external sources;
- Dispose of confidential information properly;
- Exercise care when storing and transmitting confidential information;
- Secure all confidential information while working in unsecure workspaces or public areas;
- Report any incident of improper or accidental disclosure to your manager, the Legal or Compliance Department; and
- Do not provide confidential information to third parties, including vendors or contractors, without appropriate authorization in compliance with local laws and regulations and/or required confidentiality agreements.

The obligation to preserve and protect the confidentiality of Optinose IP and Confidential Information continues even after employment ends. Additionally, colleagues must abide by any lawful obligations that they have to a former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

## STANDARDS FOR COMPANY OPERATIONS

### **Financial Integrity: Accuracy of Books and Records and Public Reports**

The integrity of Optinose records and public disclosures depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading statements and entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting legal and regulatory requirements as well as obligations to our customers, suppliers, creditors, colleagues and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation and internal approval;
- the terms of sales and other commercial transactions be accurately and timely reflected in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- colleagues comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in an unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders, as well as for governmental agencies. In particular, we rely upon our accounting and other corporate records in preparing periodic reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Colleagues who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports must ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Optinose that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no colleague may take or authorize an action that would cause our financial records or financial disclosure to fail compliance with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all colleagues must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information; and

- no colleague should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any colleague who becomes aware of a departure from these standards has a responsibility to report that knowledge promptly to a manager or one of the reporting resources in the Code.

## **Privacy**

While privacy laws differ between regions, it is important to note that many countries have adopted laws to protect personal information that is gathered from various sources, including patients, clinical trial subjects, customers, healthcare providers and colleagues. Optinose is committed to protecting the privacy and integrity of personal information (including personal health information) that comes into its possession. In the U.S., this includes respecting the obligations of covered entities, such as HCPs, HCOs, and health plans, that are subject to the privacy rules of the Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health (“HITECH”) Act (collectively, “HIPAA”). In the European Union and European Economic Area this includes individuals who are covered by the General Data Protection Regulation 2016/679 (“GDPR”).

The following principles shall apply when handling personal information:

- Comply with all applicable Company policy, laws and regulations when collecting, utilizing, retaining and destroying personal information;
- Collect the minimum amount of information necessary to achieve the business purpose and store information for only as long as necessary to complete the business objective;
- Never seek, obtain, receive or view personal health information about specific patients from healthcare professionals, pharmacies, medical institutions/universities, other business partners of Optinose or patients without appropriate authorization in compliance with local laws and regulations;
- Share information only with individuals who have a legitimate need and who agree, and have the means, to keep the information secure; and
- Report any incident of improper or accidental disclosure to your manager, the Legal or Compliance Department.

## **Research & Development**

Optinose is committed to conducting its research and development operations in accordance with all applicable laws and regulations, as well as recognized guidelines such as the Good Laboratory Practices, Good Clinical Practices and Good Manufacturing Practices. Optinose colleagues are expected to maintain the integrity of the Company’s research and development processes by ensuring that all pre-clinical and clinical development is conducted according to the highest ethical, medical, and scientific standards.

Optinose advocates a high level of transparency regarding the research it conducts and supports, as well as the results and outcomes of such research. The Company registers information about the clinical trials that it conducts and sponsors on a publicly-available database in accordance with federal and local requirements.



## **Product Quality, Safety and Performance**

Optinose takes great pride in the quality of our products and is committed to ensuring our products maintain an acceptable risk-to-benefit profile when used in accordance with the approved product labeling and good medical practice. The Company performs rigorous testing to characterize the safety and tolerability profile of our products and we continuously monitor their use through post-marketing surveillance and spontaneous reports from prescribers and consumers, tracking and reporting adverse events and product quality issues as required. While all prescription products have possible side effects, Optinose is vigilant in its efforts with regulators to provide HCPs and HCOs, as well as patients and their caregivers, with accurate and timely prescribing information for our products.

## **Environmental Compliance**

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect colleagues to comply with all applicable environmental laws.

It is our policy to conduct our business in an environmentally responsible way that minimizes environmental impacts. We are committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

## **Social Media**

Social Media include various modes of digitally published information and online content including, but not limited to, websites and applications for social networking (e.g., Facebook, Instagram, and LinkedIn), micro-blogging sites (e.g., Twitter); online discussion forums (e.g., Google Groups), user-generated video and audio (e.g., YouTube), wikis, podcasts, RSS feeds, file sharing, virtual worlds, electronic bulletin boards, text messaging, instant messaging and other forms of online communication.

Optinose colleagues should adhere to the following general principles when engaging in Social Media:

- Only authorized personnel are permitted to make public statements about the Company or its products.
- Do not make unauthorized disclosures of confidential information and generally avoid mixing personal and business-related content.
- Always be truthful and accurate in postings and realize that online comments are never truly anonymous.
- Never post anything that would violate Company policies against unlawful harassment, discrimination and retaliation; or that would otherwise reflect negatively on the Company or disparage other parties.





- Use of Social Media must also comply with all applicable Company policies, laws and regulation related to product promotion, privacy, pharmacovigilance, copyright, media interactions, and conflicts of interest.

Everyone is personally, legally responsible for the content they publish. Always err on the side of caution and consult with your manager, or the Legal or Compliance Departments, should you have a question about the appropriateness of a Social Media post.

### **Media, Investor or Other Public Inquiries**

Optinose shall disclose material information regarding the Company 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 inquiries or calls from the media, investor audiences, or other similar entities should be referred to the Chief Financial Officer or the Chief Executive Officer. We have designated these individuals as our official spokespersons for financial matters, marketing, technical and other related information. Unless they have made a specific exception, these designees are the only people who may communicate with the press on behalf of the Company. Confidential information should never be provided to the media that is off the record, for background purposes or otherwise.

### **Cooperating with Government Investigations**

Optinose will cooperate with all government investigations, inquiries, requests for information or facility visits. Colleagues must immediately notify the Chief Legal Officer if they are contacted by any U.S. or ex-U.S. government authority.

### **Waivers**

Requests for a waiver of a provision of the Code must be submitted in writing to the Chief Legal Officer for appropriate review, and the Chief Legal Officer or the Board will decide the outcome. Pursuant to its charter, the Nominating and Corporate Governance Committee shall review any conduct of executive officers or directors of the Company that is or may be in violation of the Code. A waiver of any provision of the Code for an executive officer or director must be approved by the Board, while a waiver for any other colleague may be approved by the Chief Legal Officer and then only under special circumstances. Any waiver approved by the Board for executive officers and directors and the reason for the waiver will be promptly disclosed to the Company's stockholders, if required by and in accordance with applicable laws, rules and regulations.

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