

**OPKO**



Code of  
Conduct  
and Business  
Ethics

2018



Compliance is  
in our DNA.

# Table of Contents

	Page
I. Lawful And Ethical Behavior Is Required At All Times	6
II. Avoid Conflicts Of Interest	7
III. Do Not Usurp Corporate Opportunities	8
IV. Maintain Confidentiality	8
V. Do Not Use Inside Information	8
VI. Preserve The Company's Assets	9
VII. Safeguard The Company's Proprietary Information	9
VIII. Maintain Good Community Relations	9
IX. Maintain Good Employee Relations	9
X. Maintain High Standards of Quality	10
XI. Maintain Accurate Business Communications	10
XII. Maintain Accurate Financial Records	10
XIII. Full Disclosure To Physicians Is Required	11

# Table of Contents *cont'd*

	Page
XIV. The Bribery Of Foreign Government Officials Is Forbidden	11
XV. Compliance With Anti-Kickback And Bribery Laws Is Required	12
XVI. Political Contributions Are Prohibited	12
XVII. Dealing Fairly And Complying With Antitrust Laws Is Essential	12
XVIII. Complying With Environmental Laws Is Essential	14
XIX. Observe Restrictions On International Trade And Avoid Illegal Boycotts	14
XX. Government Investigations, Request For Information Or Facility Visits	14
XXI. Responding to Media and Public Inquiries	15
XXII. Authorized Waivers Only	15
XXIII. Reporting Obligation and Policy Against Retaliation.	15
XXIV. Compliance With The Code Of Conduct; Discipline	16

# To our employee and partners

It is the Policy of OPKO Health, Inc. and its subsidiaries and affiliates to maintain the highest level of professional and ethical standards in the conduct of its business both in the United States and in foreign countries where they operate. OPKO places the highest importance upon its reputation for honesty, integrity and high ethical standards and, therefore, the Company requires all of its personnel to use only legitimate and ethical business practices in its sales and operations activities.

This goal can only be attained and maintained through the actions and conduct of the employees of the Company. It is the obligation of each employee to conduct himself/herself in a manner to ensure the maintenance of these standards. Such actions and conduct will be important factors in evaluating an employee's judgment and competence, and an important element in the evaluation of an employee for promotion. Correspondingly, insensitivity to or disregard for the principles of this Code will be grounds for appropriate disciplinary actions.

Every person in our Company is required to make a personal commitment to follow this Code and to share our ethical commitment. While we do not expect every person in the Company to become an expert in the laws governing our business, we do expect every employee to adhere to the Company's ethical standards set forth herein, and to be cognizant of the U.S. and host country's laws that apply to our business. Furthermore, we require that each employee seek guidance from the Chief Compliance Officer, or any member of the Compliance Committee or the Legal Department, whenever any uncertainty regarding those laws or ethical standards arises,



---

*We are committed  
to achieving success  
through ethical  
behavior and in  
compliance with  
all applicable laws  
everywhere we operate*

---

Philip Frost,  
CEO



---

## ***1. Lawful and Ethical Behavior is Required at All Times***

---

OPKO Health, Inc.'s ("OPKO", the "Company") mission is to develop and deliver innovative products and services that save and sustain lives and, in doing so, become a good corporate citizen of the communities in which the Company operates. To achieve this goal and to allow OPKO to maintain the trust of its stakeholders and provide sustainability to its business, the Company expects that OPKO and each of its subsidiaries, and their respective directors, officers, employees, contractors, and agents (each, a "Covered Person") will obey all applicable laws and regulations, as well as all Company codes, policies, procedures and directives. OPKO and Covered Persons must obey not only the letter, but also the spirit of the law.

The Code of Business Conduct & Ethics ("Code of Conduct") discusses in general obligations with respect to certain laws that directly affect the way OPKO does business, such as those covering the manufacture, marketing and sale of pharmaceutical and device products, provision of medical and laboratory services, environmental laws, antitrust laws, anti-corruption laws and regulations, laws relating to OPKO stock and stock options, and those governing the Company's relationship with Covered Persons and OPKO customers, business partners, and competitors. The Code of Conduct is not comprehensive and OPKO's commitment is to comply with ALL laws and regulations that apply to the Company and Covered Persons. Consequently, where a particular law or regulation imposes standards that are stricter than

the ones contained in this Code of Conduct, OPKO's intent is to follow such stricter standards.

A critical aspect of being a good corporate citizen is to promote high standards by conducting affairs in a clearly ethical manner. Even the appearance of ethical impropriety is to be avoided. Integrity is, and must continue to be, the basis of all OPKO corporate relationships.

This Code of Conduct, and all corporate codes and policies have been established in the firm belief that it is both right and in the best interest of the Company to act in accordance with them. The corporate policies that are outlined here should be understood and followed by all Covered Persons.

Violation of these policies could, in many instances, subject OPKO and the individuals involved to criminal or civil actions, fines, and lawsuits for damages. Also, violation of these policies could subject a director, officer, employee, and agent to discipline up to and including termination of employment or other relationship with OPKO. Employees can obtain advice concerning this Code of Conduct and all other corporate codes and policies from their immediate supervisor, from the Chief Compliance Officer, from a member of the Legal Department, or directly from one of the Company's executive officers. On doubtful questions, Covered Persons should seek and receive advice in advance of taking action.



---

## II. *Avoid Conflicts of Interest*

---

The Company respects the rights of its directors, officers, employees, and agents to manage their affairs and investments and does not wish to impinge upon their personal lives. At the same time, such persons should avoid situations that present a potential conflict between their interests and the interests of the Company. Directors and employees owe the Company their loyalty and must avoid any investment or association that interferes with the independent exercise of sound judgment in the Company's best interests. Accordingly, Covered Persons must be careful to avoid situations where personal interests could conflict or appear to conflict with the interests of OPKO. A "conflict of interest" occurs when an individual's private interest interferes in any way - or even appears to interfere - with the interests of the Company as a whole.

The Company's policy is to prohibit such conflicts of interest unless the procedures set forth below are followed. Where a conflict exists, it must be resolved to the satisfaction of the Company in order for the relationship to continue. Each Covered Person has an obligation to disclose any conflict or appearance of a conflict of interest to the Chief Compliance Officer, a member of the Legal Department, Compliance Committee or Audit Committee of the Board of Directors. Conflict situations and related party transactions will be ultimately reviewed and considered for approval/rejection by the Audit Committee in accordance with the Company's Related Party Transaction Policies and Procedures. Any activity which even appears to present a conflict must be

avoided or terminated unless, after such disclosure, the Audit Committee, determines that, in accordance with Company policy, the activity is not harmful to the Company or otherwise improper. The end result of the process of disclosure, discussion and review may well be approval of certain relationships or related party transactions on the ground that, despite appearances, they are not harmful to the Company. However, conflicts and appearances of conflicts of interest are generally prohibited (even if they do not harm the Company) unless they have gone through this process. The approval of a relationship or related party transaction or the determination in the manner set forth above that an activity is not harmful to the Company or otherwise improper shall in no event be deemed a waiver of any provision of this Code of Conduct.

A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to objectively and effectively perform his or her work for the Company. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, received improper personal benefits as a result of his or her position in the Company. Circumstances which could involve conflicts of interest and which should be avoided include: personal or family financial interests in a competitor, supplier, or customer; loans to, or guarantees of obligations of, an employee, officer, or director, or a member of his or her family; employment by a competitor in any capacity; placement of business in a firm owned or controlled by an employee or a family member; employment of relatives (any person who is related by blood or marriage, or whose relationship with the director, officer or employee is similar to that of persons who are related by blood or marriage) in a direct working relationship; acting as a consultant to a customer

or acceptance of entertainment, gifts, payments, services or travel which have more than a nominal value from those seeking to do business with OPKO. Covered Persons should not accept entertainment, gifts, payments, services, or travel that may reasonably be deemed by others to affect their judgment or actions in the performance of their duties.

Circumstances that may give rise to conflicts of interest are not always obvious. There are many areas of uncertainty, as well as conflicts, which arise despite the best intentions of a director, officer, or employee. To avoid potentially damaging effects on both the Company and the individual, directors, officers and employees should promptly discuss with their immediate supervisor, or any member of the Legal Department or the Compliance Committee, any facts or circumstances that may involve, or appear to involve, a conflict of interest. Such disclosure can assist directors, officers, and employees in resolving honest doubts as to the propriety of a particular course of conduct.

---

### ***III. Do Not Usurp Corporate Opportunities***

---

Covered Persons are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of Company property, information or position; (b) using Company property, information, or position for personal gain; and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

---

### ***IV. Maintain Confidentiality***

---

Covered Persons must maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its customers, if disclosed. If a Covered Person is not unequivocally certain that particular information is

not confidential, he or she must treat it as confidential

---

### ***V. Do Not Use Inside Information***

---

OPKO's insider trading policy forbids its directors, officers, and employees from using for personal advantage information that they acquire during the course of their relationship with the Company that has not been publicly disclosed ("inside information"). This information could be used for personal advantage in a number of ways. One way is associated with trading in OPKO stock or listed options.

The trading of OPKO stock or listed options in the market by directors, officers and employees based upon material inside information, or by others, who have acquired inside information from such persons, is forbidden. Such trading, in addition to raising obvious ethical considerations, subjects the user of such information to legal risks and could prove embarrassing to the individual and to the Company. All directors, officers and employees must exercise caution not to disclose inside information to outsiders, either intentionally or inadvertently, under any circumstances, whether at meetings held as part of the business day or at informal after-hours discussions.

Even after information has been publicly disclosed through appropriate channels, a reasonable time should be allowed to pass before trading in OPKO stock or listed options to allow for public dissemination and evaluation of the information. Directors, officers and employees shall refer to the Insider Trading and Pre-Clearance and Blackout Policy for more information.

In addition to the above, none Covered Person should buy or sell securities in any other company about which he or she has material inside information obtained in the performance of his or her duties at OPKO.

Because it is often difficult to determine whether the standards described above have been satisfied, to prevent inadvertent violation of the Company's policy or of the securities laws, directors, officers, and employees who have questions should consult with the Legal Department prior to engaging in any transaction involving OPKO stock, listed options or stock options.



---

## ***VI. Preserve the Company's Assets***

---

Covered Persons should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

---

## ***VII. Safeguard the Company's Proprietary Information***

---

In addition to preserving and not misusing the tangible assets and resources of the Company, each Covered Person must also protect the Company's intellectual property. Such property includes scientific and technical knowledge, know-how, and the experience developed in the course of the Company's activities, including information OPKO develops in research, production, marketing, sales, legal, and finance. Such information is a vital asset of the Company, essential to our continued success.

This information is highly confidential. It should be protected by all Covered Persons and not disclosed to outsiders. Its loss through inadvertent or improper disclosure could be harmful to the Company. Employees are required to sign agreements reminding them of their obligation not to disclose the Company's confidential information, both while they are employed and after they leave the Company.

The loyalty, integrity, and sound judgment of OPKO directors, officers, and employees both on and off the job are essential to the protection of the Company's proprietary information. If any Covered Person becomes aware at any time and by any means, that the Company's proprietary information has been lost or otherwise compromised, they must immediately contact the Chief Compliance Officer or the Legal Department so that appropriate action may be taken to protect the Company.

---

## ***VIII. Maintain Good Community Relations***

---

OPKO has a commitment to function as a good corporate citizen. OPKO recognizes that constructive and transparent interaction with society and a positive relationship with host communities are important to achieving the Company's goals of saving and sustaining lives and becoming an outstanding corporate citizen. These goals are achieved by conducting business, whenever possible, so as to contribute to the overall economic vitality of the host community; by operating facilities in accordance with applicable laws; and by supporting and encouraging public policies and initiatives that enhance the proper operation of the business and take into account legitimate employee and community interests.

Each director, officer, and employee is a representative of the Company in the community, in which he or she lives and works. Directors, officers, and employees should therefore act in a manner, which enhances the Company's relationships with the communities in which it does business.

---

## ***IX. Maintain Good Employee Relations***

---

OPKO seeks to establish and maintain its reputation as an outstanding employer and to ensure high levels of employee motivation and commitment. It is OPKO's policy to treat applicants and employees without regard to race, color, religion, sex, sexual orientation, age, national origin, handicap, or veteran status; to provide challenging opportunities for individual growth and advancement; to ensure open communication throughout the organization in order to resolve problems or complaints; to strive to protect its employees' health and safety; to provide a work environment free from harassment; and to comply with all laws relating to employees. Any violations of this policy should be reported to the Vice President, Human Resources. All reported complaints will be confidentially investigated and resolved.

Individual managers and supervisory personnel have direct responsibility for implementing this policy. However, the support of all OPKO employees is essential to this policy's successful implementation.



---

### ***X. Maintain High Standards of Quality***

---

As a diverse healthcare corporation, a commitment to quality is essential to the Company. OPKO is dedicated to the development, manufacture, and delivery of high quality products and services meeting both OPKO's own quality standards, as well as its customers' requirements. In addition, all OPKO products and services must be manufactured, performed, or delivered in accordance with laws, including good manufacturing and laboratory practices, as well as other applicable standards. To ensure compliance with these policies, OPKO has implemented extensive quality control and testing procedures. All employees are responsible for maintaining the high quality of OPKO's products and services. Each employee must bring to his or her supervisor's attention any lapse in quality control or testing procedures. If an employee is not satisfied with the actions taken, he or she should bring the matter to the attention of the Chief Compliance Officer or another member of the Legal Department, Compliance Committee or any of the executive officers of the Company.

---

### ***XI. Maintain Accurate Business Communications***

---

All business records and communications should be clear, truthful and accurate. Business records and communications may become public through litigation, government investigations and the media. Care should be taken to avoid exaggeration, colorful language, guesswork, legal conclusions and derogatory remarks or characterizations of people and other companies. This applies to communications of all kinds, including e-mail and "informal" notes or memos.

---

### ***XII. Maintain Accurate Financial Records***

---

All of OPKO's books, records, accounts, and financial statements must be maintained in reason-

able detail and must appropriately and accurately reflect all OPKO transactions as required under applicable law. No false or artificial entries shall be made in the records of the Company for any reason, and no payment on behalf of the Company shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying OPKO internal reports, reports filed with the Securities and Exchange Commission or press releases issued by the Company should strive to ensure that OPKO's financial and other disclosure is timely, accurate and transparent and that OPKO's reports and press releases contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of the Company's business and finances and the quality and integrity of the Company's accounting and disclosures.

Any employee having information or knowledge of any hidden fund or asset, of any false or artificial entry in the books and records of the Company, or of any such payment shall promptly notify the Chief Compliance Officer or any other member of the Legal Department, Compliance Committee or Audit Committee. Reports may also be made anonymously to the Audit Committee by calling (888) 227-5556 or by sending an email to [compliance@opko.com](mailto:compliance@opko.com).

Additional information dealing with this subject is contained in the Company's published corporate and financial policies

---

### ***XIII. Full Disclosure to Physicians is Required***

---

As a manufacturer of drugs and medical devices and provider of laboratory services, OPKO has followed the policy throughout the world of keeping the medical profession fully informed of the uses, safety, contraindications, and side effects of its products and, where appropriate, of their operational requirements and characteristics. This policy is implemented by the use of package inserts, mailings to physicians and other health care professionals, the dissemination of other fair and balanced educational or promotional materials, as well as through oral presentations by trained professional service representatives. The

Company follows the rule that the essential information given must be consistent both within the worldwide body of scientific knowledge pertaining to the products or services in question and with local requirements of good medical practice and governmental regulation, including the rules applicable to the clearance and approval of product and services by regulatory entities.

---

### ***XIV. The Bribery Of Foreign Government Officials Is Forbidden***

---

Many countries, including the United States, have specific laws regarding the conduct of business with foreign government officials. For example, under the U.S. Foreign Corrupt Practices Act ("FCPA"), a company (including its shareholders, directors, distributors, 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 official, foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. A foreign official includes officers or employees of a government or any department, or agency of a government or international agencies, government-owned or government-controlled entities, corporations or instrumentalities or any person acting in an official capacity on behalf of one of these entities. . The definition also includes close relatives of any person deemed to be a foreign government official.

OPKO prohibits all Covered Persons, or any person or entity acting on OPKO's behalf, from directly or indirectly authorizing, offering, promising, or giving anything of value to a government official as a means of influencing or inducing the government official to do or omit to do an official act in order to obtain or retain business for OPKO or to otherwise obtain a competitive advantage.

Over the years, many non-cash items have been the basis of anti-bribery prosecutions, including travel expenses, golf outings, and other entertainment expenses. Indirect payments made through agents, distributors, or other third parties are also prohibited. OPKO and Covered Persons will not avoid liability by "turning a blind eye" when circumstances indicate a potential violation of the FCPA or other anti-bribery laws throughout the world. If you

have any questions or concerns regarding possible violations of any federal, state, local, or international anti-bribery regulation, you should contact the Chief Compliance Officer, another member of the Legal Department, the Compliance Committee or the Audit Committee.

---

### ***XV. Compliance With Anti - Kickback And Bribery Laws Is Required***

---

OPKO's success in the market is based on the value provided to its customers through the delivery of quality products and services. The Company does not seek to gain any improper advantage through the use of entertainment, meals, other business courtesies, or gifts. Accordingly, their use under circumstances which might infer that favorable treatment is being sought must be avoided. It is imperative that when Covered Persons meet with customers, they exercise good judgment and moderation in providing business courtesies and offer them only when appropriate and in accordance with OPKO policies and reasonable and lawful customs in the marketplace.

OPKO strictly prohibits the offering or payment or delivery of money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind directly or indirectly to any government or commercial customer, employee, investor, client, broker, agent, contractor, dealer or any other person or entity that has as one of its purposes the improper obtaining or rewarding of favorable treatment in a business transaction. Some examples of improper actions under this Code include, but are not limited to: (i) payments or offers of payment to influence a decision to award or renew commercial contracts; (ii) payments or offers of payments to influence a Government Official's decision to issue licenses or other governmental authorizations; (iii) payments or offers of payment to induce inaction by Government officials; (iv) payments or offers of payment to Government Officials to improperly influence legislation or public procurement technical specifications or bases; and (v) payments or offers of payment aimed at obtaining and improper or unlawful competitive advantage.

Questions or concerns regarding possible violations of any federal, state, or local anti-kickback or bribery laws or regulations should be directed to the Chief

Compliance Officer or another member of the Legal Department, the Compliance Committee or the Audit Committee.

---

### ***XVI. Political Contributions are Prohibited***

---

The Contribution of Company funds to government officials to promote the Company's political or commercial interests is hereby prohibited and the Company will not reimburse political contributions made by Covered Persons to candidates for federal, state or local office, or to a political party. Of course, this does not mean that directors, officers, and employees of the Company cannot contribute to candidates or otherwise take part in the political process. In fact, OPKO encourages participation by directors, officers, and employees in public affairs and political activities. Covered Persons must recognize, however, that participation must be on an individual basis, their own time, and at their own expense.

---

### ***XVII. Dealing Fairly And Complying With Antitrust Laws Is Essential***

---

It is OPKO's policy to compete fairly and legitimately on the basis of price, service, quality, transparency and innovation and to comply with antitrust and competition laws. Consequently, Covered Persons must endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Antitrust and competition laws apply to many aspects of business behavior, and those Covered Persons who have responsibility in areas of the business to which these laws apply must be aware of them and their implications.

The United States antitrust laws and the competition laws of many other countries and organizations prohibit agreements and activities that may have the effect



*“OPKO’s success in the market is based on the value provided to our customers through the delivery of quality products and services.”*

of reducing competition without providing counterbalancing benefits to consumers. Agreements and activities which are prohibited include: agreements with competitors to fix or control prices; agreements with competitors to allocate products, markets or territories; agreements to boycott certain customers or suppliers; agreements to refrain from or limit the manufacture, sale or production of any product; or reciprocal purchase arrangements or tie-ins.

To ensure that the Company avoids these illegal agreements, it continues to be the policy of the Company that there are to be no discussions or other contacts, direct or indirect, with competitors regarding (1) prices to be charged by OPKO or others or regarding other terms and conditions of sales, (2) the territories or markets in which products will be sold, or (3) persons or companies to whom products will not be sold. The same applies to the Company's suppliers and customers, except that discussions are permitted regarding the Company's sales to such customers or purchases from such suppliers.

Because of the complexity of the United States antitrust laws and the competition laws of other countries and organizations like the European Economic Community, Covered Persons should consult with the Company's Legal Department when any situations arise which may result in a violation of these laws. In addition, because the United States antitrust laws and the competition laws of other nations and organizations may be applied to international operations and transaction, employees should seek the advice of the Company's Legal Department when questions covering international activities arise.

---

### ***XVIII. Complying with Environmental Laws is essential***

---

OPKO must fully comply with all federal, state, local and foreign laws relating to the protection of the environment in the conduct of its business. It is recognized that the use of hazardous materials is unavoidable. However, the Company has an obligation to use and store these materials properly to ensure that contact with the environment is minimized and limited to established accepted circumstances. All wastes which are generated must be stored as required by applicable law and must be recycled or disposed of as required by applicable law. Employees must report,

in accordance with applicable Company policies, any circumstances under which hazardous materials or wastes come in contact with the environment, are improperly handled or disposed of, or where a potential violation of the environmental laws may exist.

---

### ***XIX. Observe Restrictions On International Trade And Avoid Illegal Boycotts***

---

U.S. law prohibits the exportation of products and technology to certain countries and trading partners, and trading restrictions may also be imposed by the laws of other countries in which OPKO companies manufacture products. Since the application of these laws depends on the type of products and the countries involved, the Company's legal department should be informed of any proposed new business relationships involving international trade.

OPKO sometimes receives requests to participate in a boycott imposed by one non-U.S. country against another country that is friendly to the U.S. Participation in any such boycott violates U.S. law, and anyone receiving such a request is required to report it. Employees should be alert to boycott provisions in forms that they receive from other companies, such as contracts, requests to bid, letters of credit, and purchase orders. If any document contains language that may potentially be boycott-related, OPKO cannot sign the document, and it must be provided promptly to the Company's Legal Department for proper handling.

---

### ***XX. Government Investigations, Request For Information Or Facility Visits***

---

The Company's policy is to provide full cooperation to Government authorities while protecting the rights of Company and its employees. During any investigation, Covered Persons must not conceal, destroy or alter documents or lie or make misleading statements to government officials. Because investigations may involve complicated legal issues, such as determinations of attorney-client privilege, it is Company policy

that a member of the Legal Department should be consulted prior to responding to any requests from a government official.

---

### ***XXI. Responding to media and Public Enquiries***

---

The Company is committed to delivering accurate and reliable information to the media, financial analysts, investors and other members of the public. All public disclosures, including forecasts, press releases, speeches and other communications will be honest, accurate, and timely. No one is authorized to speak with the press, financial analysts, or other members of the financial community without specific authorization to do so by the Chief Executive Officer or the Board of Directors. All requests for financial or other related information about the Company or inquiries from the media or public should be referred to an officer of OPKO Health. Requests for information from regulators or the Government should be promptly referred to the Legal Department.

---

### ***XXII. Authorized Waivers Only***

---

Any waiver of this Code of Conduct for executive officers or directors including, where required by applicable laws, the Company's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) may be authorized only by our Board of Directors or the Audit Committee and will be disclosed to stockholders as required by applicable laws, rules and regulations.

---

### ***XXIII. Reporting Obligation and Policy Against Retaliation***

---

All Covered Persons are responsible for complying at all times with the provisions of this Code of Conduct and for reporting any potential violation of this Code of Conduct, and other OPKO codes, policies, procedures or directives. To this effect, Covered persons may reach out to their supervisors, the Chief Compliance Officer or the designated Compliance Officer or compliance responsible person in their respective entity. The Chief Compliance Officer can be reached by phone directly at (305) 575-4208 and by e-mail at [compliance@opko.com](mailto:compliance@opko.com). While OPKO encourages all Covered Persons to discuss any concerns with their supervisor or the Chief Compliance Officer, Covered Persons may feel more comfortable reporting any-



mously. To this effect, Covered Persons may report concerns completely anonymously through the OPKO Ethics Hotline which is accessible twenty four (24) hours a day, three hundred and sixty five (365) days a year at the following numbers:

U.S. & Canada:	1-888-227-5556
Chile:	12300206756
Mexico:	0018005146065
Spain:	900808307
Israel:	1809450141
Ireland:	1800-552-739

Covered Persons may also send concerns to [compliance@opko.com](mailto:compliance@opko.com).

OPKO policy is to respond promptly to all reports and to keep in strict confidence, to the extent reasonably possible, all information received, including the identity of each person reporting a possible violation.

OPKO does not tolerate any kind of retaliation against employees who, in good faith and belief, raise possible violations of law, of this Code or of Company policy. Retaliation against a Covered Person for reporting a concern is prohibited and will result in discipline which may include and lead up to termination of the labor relationship. Covered Persons should immediately contact their supervisor, the Vice President, Human Resources, the Chief Compliance Officer or other members of the Legal Department if they believe that a co-worker is harassing or retaliating against you.

---

## ***XXIV. Compliance With The Code Of Conduct; Discipline***

---

OPKO strives to serve the overall interests of its customers, suppliers, employees, communities, and shareholders. OPKO believes that strict compliance by all directors, officers, and employees with this Code of Conduct will best serve the interests of the Company and its constituencies. Accordingly, violations of the Code of Conduct will not be tolerated and will result in penalties ranging from warnings and reprimands to discharges as deemed appropriate by the Company. Willful disregard of criminal statutes underlying this Code of Conduct may require the Company to refer such violation for criminal prosecution or civil action.

Each supervisor has the responsibility for employees,

including agents, consultants, and other representatives of the Company under his or her direction to: (1) continually stress to all employees the need for a commitment to the principles of the Code of Conduct; (2) ensure that their departments operate in accordance with the highest principles of business ethics; and (3) maintain a workplace environment that encourages open communication regarding the importance of operating under these principles and to reinforce the lines of communications available to employees to resolve concerns related to the Code of Conduct.

Each OPKO director, officer, and employee is charged with the responsibility of familiarizing himself or herself with the Code of Conduct and reporting each violation or potential violation of the Code of Conduct of which he or she becomes aware. The Company strongly encourages employees to work with their supervisors on matters concerning the interpretation and application of the Code of Conduct and in making reports. If any employee feels that he or she may not discuss a particular situation with his or her supervisor, such employee should feel free to discuss the matter with any member of the Legal Department, Compliance Committee or with any of the executive officers of the Company.



## CODE OF CONDUCT CERTIFICATION

I acknowledge that:

- (i) I have been provided with a copy of OPKO Health, Inc.'s Code of Conduct and Business Ethics which I have read, understood and will comply with at all times.
- (ii) I fully understand that, as an employee of OPKO Health, Inc. or any of its subsidiaries and affiliates, I have an obligation to fully adhere to OPKO Health, Inc.'s Code of Conduct and Business Ethics and to its policies and principles.
- (iii) As of the date hereof I am not aware of any violation of OPKO Health, Inc.'s Code of Conduct and Business Ethics or any other company policy.
- (iv) When I have a concern about a possible violation of company policy, I will report the concern to my manager, the local Compliance Officer, Compliance Responsible Person or the Chief Compliance Officer.

---

Employee/Contractor Signature

(or electronic signature through system)

# Questions?

Christian Perez Font  
Chief Compliance Officer  
+1 (305) 575-4208  
cperez@opko.com

Kate Inman  
General Counsel  
+1(305) 575-4138  
k.inman@opko.com

Adam Logal  
SVP, Chief Financial Officer  
+1 (305) 575-4148  
alogal@opko.com

Ilene Nelson  
VP, Human Resources  
+1 (305) 575-4149  
inelson@opko.com

**BioReference**  
LABORATORIES  
an **OPKO** Health Company

Jane Pine Wood  
Chief Legal & Compliance Officer  
+1 (800) 229-5227 Ext 7800  
jwood@bioreference.com

**genpath**  
an **OPKO** Health Company

Jane Pine Wood  
Chief Legal & Compliance Officer  
+1 (800) 229-5227 Ext 7800  
jwood@bioreference.com

**GeneDx**  
an **OPKO** Health Company

Jane Pine Wood  
Chief Legal & Compliance Officer  
+1 (800) 229-5227 Ext 7800  
jwood@bioreference.com

**EIRGEN**  
PHARMA

Ria White  
Head of HR and  
Compliance Responsible Person  
+353 51 591-944  
ria.white@eirgen.com

**OPKO Health**  
Europe

Piccarda Donati  
Deputy CEO and  
Compliance Responsible Person  
+34 934099040  
p.donati@opko.com

**OPKO**  
Biologics

Yifat Philip  
General Counsel and  
Compliance Responsible Person  
+972-8-9300051  
y.philip@opko.com

**OPKO Chile S.A.**

Orlando Nadales  
Compliance Responsible Person  
+56 22713 0715  
onadales@opko.com

**OPKO México**  
An **OPKO** Health Company

Alfredo Espinoza  
Compliance Responsible Person  
+52 (33) 3121-2761  
aespinoza@opko.com

Opko Health, Inc  
4400 Biscayne Boulevard  
MiamiFL, 33187  
[www.opko.com](http://www.opko.com)

