

Taiho Oncology, Inc. Comprehensive Compliance Program

Introduction

Taiho Oncology, Inc. (Taiho) is committed to fair dealing, ethical business practices, and compliance with all relevant rules and standards. Taiho has implemented a Comprehensive Compliance Program based on the Seven Elements of an Effective Compliance Program as outlined in the Health and Human Services, Office of Inspector General “Compliance Program Guidance for Pharmaceutical Manufacturers” issued in April 2003. Additionally, Taiho has adopted a Healthcare Compliance Code of Conduct consistent with the provisions of the Pharmaceutical Research and Manufacturers Association “Code of Interactions with Healthcare Professionals” as updated in January 2009.

The Taiho Compliance Program has established policies, guidances and procedures intended to effect the goals of promoting an ethical business culture, instilling accountability throughout the business, and furthering our commitment to appropriate interactions with customers and healthcare professionals and entities. The Taiho Compliance Program focuses on continuous improvement and promotes prevention, detection, and early resolution of issues. Taiho encourages employees to ask questions and raise concerns and investigates all potential instances of non-compliance. As recognized by the OIG Compliance Guidance, even an effective compliance program cannot eliminate the possibility that one or more individual employees engage in conduct that would be considered improper. If such an instance is identified, Taiho acts promptly to take appropriate disciplinary action and institutes other corrective measures, as appropriate, to prevent reoccurrence.

In accordance with California Health & Safety Code §§ 119400 – 119402, Taiho Oncology, Inc. as established an annual dollar limit of \$2,500.00 for educational items and meals associated with informational presentations or discussions provided to medical or healthcare professionals in California as defined in the California Health & Safety Code §§ 119400. These items or activities generally include: clinical reprints and other items intended to educate patients or healthcare professionals; modest meals associated with a substantive discussion of a Taiho product or a related disease state. This dollar limit represents a spending maximum and is not an average or goal and may be revised from time to time in which instances this declaration will be updated to reflect the new spending limits.

For a copy of our Corporate Compliance Program and/or annual written declaration off compliance with California Health & Safety Code §§ 119400 – 119402, please call 844-US TAIHO (844-878-2446) and select the operator and ask to speak with the Compliance Officer.

Compliance Program

1. Compliance Leadership and Governance

The Taiho Compliance Officer is responsible for the overseeing and implementing the Taiho Compliance Program. The Compliance Officer provides regular updates to the US Board of Directors and Executive Leadership Committee and participates in Global Compliance Committee and the Global Semi-Annual Managers Meeting. Taiho has a Compliance Committee which assists the Compliance Officer in developing, implementing, and overseeing the Compliance Program for the organization.

2. Written Standards

Taiho maintains a Healthcare Compliance Code of Conduct establishing broad ethical standards for the conduct of our business and interactions with customers and healthcare professionals and entities. Additionally, Taiho maintains written policies and other supplemental documents (Compliance Policies) that provide more specific guidance regarding the conduct of specific activities. The Taiho Healthcare Compliance Code of Conduct and all

other relevant Compliance Policies apply to all employees, contractors, and agents or vendors interacting with customers and healthcare professionals or entities on behalf of Taiho

3. Education and Training

Education and training are critical elements of the Taiho Compliance Program. Taiho is committed to the education and training of employees regarding their general ethical obligations and role specific obligations and requirements with respect to specific laws, regulations, guidance and policies. Upon hire, and periodically thereafter, all employees receive training, regarding fundamental ethical and compliance principles and standards. Additional role specific training and education is also provided at time of hire, routinely thereafter, or as necessitated by business or regulatory changes.

4. Internal Lines of Communication

Taiho encourages communication within the organization and has established multiple avenues through which employees may raise questions or concerns. Taiho encourages employees to ask questions of, or raise concerns to, concerns to their manager, any member of senior management, People, Legal or Compliance. Additionally, Taiho has established a third-party hosted telephone line and website where employees may raise concerns anonymously. Any questions or concerns raised through this reporting line are brought to the attention of the Compliance Officer for further evaluation and action as appropriate. Taiho maintains a strict non-retaliation policy and does not tolerate retaliation against anyone who asks a question or raises a concern in good faith. Individuals engaging in retaliatory behavior are subject to disciplinary action up to and including termination.

5. Auditing and Monitoring

Taiho has established systems and processes to monitor and audit the execution of business activities for compliance with company policy. The Compliance Officer, in conjunction with the Compliance Committee, creates an annual risk-based plan for specific monitoring activities and may utilize a variety of resources and internal experts in the conduct monitoring activities or evaluation of results.

6. Enforcing Standards

Taiho investigates all allegations of misconduct or findings from auditing or monitoring activities and institutes appropriate discipline in line with the violation. Disciplinary action may take the form of coaching and/or re-training, warning letters, or termination depending on the severity of the violation. Such disciplinary actions may include the employee(s) actually involved in the conduct as well as individuals in supervisory positions for failure to appropriately oversee or monitor the actions of employees

7. Responding to Detected Problems

Taiho responds appropriately to address issues or concerns as a result of employee reports, investigations, and/or audit/monitoring findings. Corrective action will take the form of appropriate discipline for the employee as well as an ongoing assessment of the Compliance Program including revising guidelines, policies, and procedures or any function of the Compliance Program to prevent the reoccurrence of misconduct, increasing auditing and monitoring procedures.