

# **PACIRA BIOSCIENCES, INC.**

## **EUROPEAN CODE OF BUSINESS CONDUCT AND ETHICS**

This European Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees in the European operations of Pacira BioSciences, Inc. (the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. The principles set out in this Code apply to the Company and all of its subsidiaries and other business entities controlled by the Company in Europe (the “Group”).

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor, the Group's General Counsel, or the Group's Chief Financial Officer or the person designated by the Group's General Counsel or Group's Chief Financial Officer.

### **Compliance with Laws, Rules and Regulations**

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Group wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company or any other company in the Group, whether by its officers, employees, directors or any third-party doing business on behalf of the Group, it is your responsibility to promptly report the matter to your supervisor, the Group's General Counsel or the Group's Chief Financial Officer. While it is the Group's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other European, federal, national, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not dismiss, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any administrative, judicial or legislative proceeding or investigation.

### **Conflicts of Interest**

Employees, officers and directors must act in the best interests of the Company – or, if you are an officer or director of one of Company's European subsidiaries, in the best interests of that subsidiary. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company (or the relevant subsidiary). A conflict of interest can arise whenever you, as an officer, director or employee, take action or

have an interest that prevents you from performing your duties and responsibilities honestly, objectively and effectively.

Employees and Officers. Employees and officers must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a significant customer, significant supplier or direct competitor of the Group, other than at the request of the Company;
- have, or permit any close relative to have, a financial interest in a significant supplier or significant customer of the Group, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Group, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- supervise, review or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Group's Board of Directors determines to constitute a conflict of interest.

Directors. Directors must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a direct competitor of the Group;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Group, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- use his or her position with the Group to influence any decision of the Group relating to a contract or transaction with a supplier or customer of the Group if the director or a close relative of the director:
  - performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier or customer; or

- has a financial interest in such supplier or customer, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company.
- supervise, review or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Group's Board of Directors determines to constitute a conflict of interest.

A “close relative” means a spouse, dependent child or any other person living in the same home with the employee, officer or director. “Immediate family” means a close relative and a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law. A “significant customer” is a customer that has made during the Group’s last full fiscal year, or proposes to make during the Group’s current fiscal year, payments to any company in the Group for property or services in excess of five percent (5%) of (i) the Group’s consolidated gross revenues for its last full fiscal year or (ii) the customer’s consolidated gross revenues for its last full fiscal year. A “significant supplier” is a supplier to which the Group has made during the Group’s last full fiscal year, or proposes to make during the Group’s current fiscal year, payments for property or services in excess of five percent (5%) of (i) the Group’s consolidated gross revenues for its last full fiscal year or (ii) the customer’s consolidated gross revenues for its last full fiscal year.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Group's General Counsel or Group's Chief Financial Officer or, if you are an executive officer or director, to the Group's Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

### **Corporate Opportunities**

You may not take personal advantage of opportunities for the Company, or any of the Group's companies, that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by your supervisor, the Group's General Counsel or Group's Chief Financial Officer. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way. See also “Conflicts of Interest.”

## **Insider Trading**

Employees, officers and directors who have material non-public information about the Company or other companies, including our subsidiaries, suppliers and customers, as a result of their relationship with the Company are prohibited by law and Group policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Group has adopted an Insider Trading Policy, which is available on the Company's Intranet.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Group's General Counsel or Group's Chief Financial Officer before making any such purchase or sale.

## **Confidentiality**

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our subsidiaries, suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company or the Group except to employees who have a need to know such information to perform their responsibilities for the Group.

Third parties may ask you for information concerning the Company or the Group. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss internal Group matters with, or disseminate internal Group information to, anyone outside the Group (including on any social media medium), except as required in the performance of their duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company or the Group from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which is available on the Company's Intranet.

You also must abide by any lawful obligations that you have to your 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 Group and non-competition obligations.

### **Honest and Ethical Conduct and Fair Dealing**

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Group's suppliers, customers, competitors and employees. Statements regarding the Group's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Honesty with Regulators and Other Government Officials**

The Group is subject to many domestic and international laws, regulations and guidelines. Particular care must be taken to ensure that no inaccurate, incomplete or misleading reports, certifications, claims or statements are made to any government agency or official. When dealing with government officials and employees, our employees should avoid even the appearance of impropriety. Any activity, anywhere in the world, that could be perceived as an attempt to improperly influence or mislead government officials to obtain favorable treatment or for any other purpose is strictly prohibited. Local custom or common practices are not a basis for permissible activity. See also "Prohibition on Gifts and Gratuities."

### **Protection and Proper Use of Corporate Assets**

Employees, officers and directors should seek to protect the Group's assets. Theft, carelessness and waste have a direct impact on the Group's financial performance. Employees, officers and directors must use the Group's assets and services solely for legitimate business purposes of the Group and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Group's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Group or the use of property or information of the Group.

### **Prohibition on Gifts and Gratuities**

The use of Group funds or assets for gifts, gratuities or other favors to employees or government officials is prohibited, except to the extent such gifts are in compliance with applicable law, of nominal value and not given in consideration or expectation of any action by the recipient.

Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Group, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

The receipt and provision, of gifts or entertainment (including meals), while a common and acceptable practice in some industries, is subject to additional regulations and restrictions in the health care industry, particularly with respect to interactions between pharmaceutical companies and healthcare professionals (“HCPs”). Employees, officers and directors shall follow the European Compliance & Ethics Manual in all of their interactions with HCPs (in respect of gifts, entertainment or otherwise).

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Group. Employees, officers and directors should only provide, or accept, business entertainment to or from anyone doing business with the Group if the entertainment serves legitimate business goals and is lawful, infrequent, of nominal value and not in violation of Group policy.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. It is against Group policy and violates the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act 2010 for directors, officers or employees of the Group to pay, or offer to pay, anything of value to foreign government officials or foreign government employees, including HCPs, to obtain or retain business for the Group or to secure an improper commercial advantage. Indirect payments, including those to agents or third parties, with the knowledge that at least a portion of the payment will be given to a government official for an illegal purpose, are also prohibited.

## **Healthcare Law and Regulation Compliance**

The Group is subject to a number of federal and state healthcare laws that are intended to, among other things, protect the health and well-being of patients. To ensure compliance with these laws, the Group has implemented a comprehensive Compliance Program which governs its entire business operations, consisting of a series of manuals, policies and procedures.

The Group’s Compliance Program includes training and education for employees regarding their general ethical obligations and their specific obligations to comply with Group policies and procedures and with all applicable laws and regulations. All employees and contractors are assigned training and assessments as part of their initial training, and annually thereafter, on all applicable policies, procedures and guidance documents, such as those

concerning appropriate interactions with HCPs, patient groups and the public, as well as responsible marketing and anti-bribery and anti-corruption practices.

The Group is committed to abiding by the laws and regulations that apply to advertising and promotion of our products, including the relevant national rules. All employees, officers and directors engaged in sales and marketing activities must comply with these and all other Group policies and procedures, as well as all applicable laws and regulations, with respect to promotional activities.

In addition to the laws and regulations surrounding product promotion and interactions with HCPs, the Group is guided by its European Compliance & Ethics Manual, which governs all promotional activities in Europe. All promotional materials are subject to a submission, review and approval process as detailed in the European Compliance & Ethics Manual. Use of unapproved promotional materials is prohibited; therefore, all employees involved in sales, marketing or promotion must familiarize themselves with and abide by the relevant portions of the European Compliance and Ethics Manual.

Comprehensive guidelines for employees (including Sales and Medical teams) whose job functions involve interactions with HCPs, patient groups and the public, as well as comprehensive guidelines for responsible marketing, are also set forth in the European Compliance & Ethics Manual, as well as corresponding policies and standard operating procedures.

### **Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Group's ability to meet legal and regulatory obligations.

All company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company and each subsidiary shall conform to generally accepted accounting rules and the Group's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's or any subsidiary's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Group to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission ("SEC") and in other public communications.

## **Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Group's Chief Financial Officer or Group's General Counsel by (i) fax to (973) 267-0060, (ii) mail to 5401 West Kennedy Boulevard, Suite 890, Tampa, Florida 33609, USA or (iii) email to either [ethicshotline@pacira.com](mailto:ethicshotline@pacira.com) or [compliance@pacira.com](mailto:compliance@pacira.com) or employees may use the toll-free telephone number, 1-833-976-2071. See "Reporting and Compliance Procedures." All such concerns and complaints will be forwarded to the Audit Committee of the Group's Board of Directors, unless they are determined to be without merit by the Group's Chief Financial Officer or Group's General Counsel. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chair of the Audit Committee of the Group's Board of Directors.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

Neither the Company, nor any subsidiary will discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

## **Dealings with Independent Auditors**

No employee, officer or director of any Group company shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's or Group's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's or Group's financial statements.

## **Environment, Safety and Sustainability**

The Group is committed to a safe environment and to taking sound environmental actions. The Group strives to fully comply with all environmental and safety laws and regulations. It is our



policy to conduct our business in an environmentally responsible and sustainable way that minimizes environmental impacts and promotes the sustainable use of resources. We are committed to minimizing 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.

### **Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Group's Chief Financial Officer must be obtained. The Group's Chief Financial Officer shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Group's Chief Financial Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Group's Board of Directors and will be disclosed as required by law or, if applicable, stock exchange regulation.

### **Reporting and Compliance Procedures**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes that any other employee or representative of the Company or any other Group company has engaged or is engaging in business-related conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Company's/Group's Chief Financial Officer or Company's/Group's General Counsel, as described below. You may report such conduct openly or anonymously without fear of retaliation. Neither the Company nor any other Group company will discipline, discriminate against or retaliate against any employee who reports such conduct, or who cooperates in any investigation or inquiry regarding such conduct, unless it is determined that the report was made with knowledge that it was false. Any supervisor who receives a report of a violation of this Code must immediately inform the Group's Chief Financial Officer or Group's General Counsel.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Group's Chief Financial Officer or Group's General Counsel in writing by (i) fax to (973) 267-0060, (ii) mail to 5401 West Kennedy Boulevard, Suite 890, Tampa, Florida 33609,

USA or (iii) email to [ethics hotline@pacira.com](mailto:ethics hotline@pacira.com) or [compliance@pacira.com](mailto:compliance@pacira.com). In addition, the Group has established a toll-free telephone number, 1-833-976-2071, where you can leave a recorded message about any violation or suspected violation of this Code. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish.

If the Group's Chief Financial Officer or Group's General Counsel receive information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Group's Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Group's Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including dismissal.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Group's Chief Executive Officer and the Group's Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary and dismissal. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including dismissal.

## **Dissemination and Amendment**

This Code shall be distributed to each new employee, officer and director hired to work in the European operations of the Group upon commencement of his or her employment or other relationship with the Group and shall also be distributed annually to each such employee, officer and director, and each such employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's website, [www.pacira.com](http://www.pacira.com).

This document is not an employment contract between the Company and any of its employees, officers or directors.

## Certification

I, \_\_\_\_\_ do hereby certify that:  
(Print Name Above)

1. I have received and carefully read the European Code of Business Conduct and Ethics of Pacira BioSciences, Inc.
2. I understand the European Code of Business Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the European Code of Business Conduct and Ethics.

Date: \_\_\_\_\_  
(Signature)

**EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE HUMAN RESOURCES DEPARTMENT WITHIN 10 DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.**