

SPECTRUM PHARMACEUTICALS, INC.

COMPLIANCE PROGRAM

As adopted on June 29, 2005 by the Company's Board of Directors and amended by the Compliance Committee on June 19, 2008, November 19, 2008, December 14, 2010, September 26, 2016, and July 17, 2017

I. INTRODUCTION

The operations of Spectrum Pharmaceuticals, Inc. (the "Company") are subject to numerous foreign, federal, state and local laws, rules and regulations. The Company is committed to working to conduct its business activities in compliance with all applicable laws, rules and regulations. Its management and employees are dedicated to high ethical standards and recognize the Company's duty to conduct its affairs within the bounds of the law and ethical behavior. This Compliance Program is intended to assist the Company in complying with such laws, rules and regulations. The Company establishes this Compliance Program to adopt and govern such policies and procedures as set forth in Section III of this Compliance Program.

The Compliance Program applies to all Company directors, officers, and employees (collectively referred to herein as "Company Personnel"), and, where feasible and appropriate, agents and independent contractors. For purposes of this Compliance Program, an "agent" is defined as an individual or entity that has been expressly authorized by the Company to act as a representative on behalf of the Company and who is performing services that are covered by this Compliance Program. For purposes of this Compliance Program, an "independent contractor" is defined as a third-party individual or entity hired by the Company to perform services that are covered by this Compliance Program.

Company Personnel are required to sign, initially and from time to time, an Acknowledgement Form, in the form attached hereto as **Exhibit A**, stating that he or she has received, has read, and understands this Compliance Program and agrees to comply, and has complied, with its prohibitions and requirements.

II. COMPLIANCE COMMITTEE AND COMPLIANCE OFFICER

The Company has designated a Compliance Committee and Compliance Officer to oversee the implementation and operation of the Compliance Program. The Compliance Committee reports directly into the CEO of the Company and Compliance Officer reports to the CEO of the Company.

A. THE COMPLIANCE COMMITTEE.

The Compliance Committee shall consist of the Compliance Officer and such other individuals as appointed by the Company's Chief Executive Officer (CEO). The CEO has the authority to change the membership of the Compliance Committee.

The Compliance Committee exists to advise the Compliance Officer and assist in the implementation of the Compliance Program. In addition to the primary duties listed below, the Compliance Committee has other specific duties as outlined in this Compliance Program.

The Compliance Committee's duties primarily include:

- Developing, operating and monitoring the Compliance Program;
- Participating, as appropriate, in the investigation of suspected Compliance Program violations and help determine what action, if any, is necessary to address the problem at hand;

- Revising the Compliance Program, as necessary, to reflect changes in the Company’s policies and procedures or applicable laws and regulations; and
- Helping to develop the policies and procedures that are covered by the Compliance Program.

B. THE COMPLIANCE OFFICER.

The Compliance Officer is appointed by the CEO and oversees the operation of the Compliance Program, including:

- Developing, operating and monitoring the Compliance Program;
- Overseeing periodic revision, as appropriate, of the Compliance Program to respond to changes in the Company’s needs and applicable laws, rules and regulations, and identified weakness in the Compliance Program or identified systemic patterns of noncompliance;
- Presenting reports on the Compliance Program to the Board of Directors, Compliance Committee, and/or the CEO and assisting these individuals or groups to establish methods, as necessary, to reduce the Company’s vulnerability to fraud and abuse;
- Overseeing educational training requirements of the Compliance Program;
- Working to ensure that agents and independent contractors, as applicable, are aware of the requirements of the Company’s Compliance Program and the policies it covers;
- Coordinating with the Company’s Human Resources office to ensure that the Department of Health and Human Services, Office of Inspector General List of Excluded Individuals/Entities has been checked with respect to all employees and appropriate independent contractors;
- Assisting in coordinating internal compliance review and monitoring;
- Reviewing and, where appropriate, acting in response to reports of noncompliance received through the hotline (or other established reporting mechanism) or otherwise brought to the attention of the Compliance Officer;
- Independently investigating and acting on matters related to compliance;
- Participating with the Company’s legal counsel in the appropriate reporting of any self-discovered violations of the Compliance Program;
- Continuing the momentum and, as appropriate, revision and expansion of the Compliance Program after the initial years of implementation;
- Helping to develop the policies and procedures that are covered by the Compliance Program; and
- Any other duties as may be assigned by the Board of Directors, Compliance Committee or as required, ensuring that the Compliance Program meets its objectives.

III. WRITTEN STANDARDS OF CONDUCT, POLICIES AND PROCEDURES

The Compliance Program covers the following policies:

- Code of Business Conduct and Ethics;
- Medical Affairs Compliance Policies; and
- Commercial Operations Compliance Policies.

IV. TRAINING AND EDUCATION

To ensure that the standards and procedures of the Compliance Program are effectively communicated, the Company shall provide Company Personnel, as applicable, and, where feasible and appropriate, independent contractors and agents, with the following educational information and training:

1. The Compliance Program shall be provided to all Company Personnel and to appropriate agents who may furnish services on the Company's behalf that are directly related to the policies that are covered by the Compliance Program.
2. General compliance training summarizing the Company's Compliance Program shall be conducted annually for all Company Personnel. This training will be required as part of each employee's employment.
3. Specific designated Company Personnel and agents shall be required to complete additional training with regard to those policies and procedures that govern their work responsibilities. Participation in specific training sessions is required as part of such employee's employment.
4. Members of the Compliance Committee shall be trained on the policies and procedures of the Compliance Program, as well as how to discharge their duties.

The Compliance Officer should document and retain adequate records of such training.

V. COMMUNICATING WITH THE COMPANY REGARDING COMPLIANCE

The identity of the Compliance Officer shall be publicized in compliance training programs, and on the Company intranet. In accordance with this publicity, individuals and entities that are subject to the Compliance Program shall be informed of their ability to either send written reports to the Compliance Officer, supervisors, or other appropriate Company Officers (e.g., Company legal counsel) or to use the Company's Employee Hotline (located on the Company's intranet) regarding any activity that the employee believes may be unlawful, or an infraction of this Compliance Program or the policies it covers. Individuals shall be informed that their report, whether written or oral, may be made anonymously without fear of repercussion, although there might be a point where the individual's identity may become known or need to be revealed in certain circumstances. It is the Company's policy that any individual who reports a compliance concern in good faith will not be subject to retaliation or harassment as a result of making the report. Company Personnel are encouraged to self-report any of their own suspected violations, although self-reporting does not necessarily shield the individual from disciplinary action resulting from his or her own violation of the Compliance Program.

The Compliance Officer shall track all reports in the following manner:

- A. Implement a confidential tracking system for reports/complaints. Number and retain the oral or written employee complaints in the compliance file.
- B. In concert with legal counsel (if necessary), investigate the issue raised, keeping the identity of the reporting individual confidential if requested and feasible.
- C. Report the issue to the CEO and the Compliance Committee and file the CEO's or Compliance Committee's formal response, if any, in the compliance file.
- D. Track the compliance file to ensure that follow-up action has been taken on all outstanding complaints and concerns.

- E. Incorporate any problems that are raised into training programs and revise the Compliance Program, as necessary.

In addition to serving as a contact point for reporting and investigating problems, the Compliance Officer should be viewed as someone to whom Company Personnel can go to get clarification on the Company's policies. It is advisable that formal questions and responses be documented and dated and, if appropriate, shared with other staff.

VI. ENFORCEMENT AND DISCIPLINE

It is the policy of the Company that the Compliance Program and the policies it covers be consistently enforced through appropriate disciplinary mechanisms. Disciplinary actions may be up to and including dismissal, and may extend, as appropriate, to individuals responsible for the failure to prevent, detect, or report an offense. In addition to disciplinary action, the Company may choose to take further steps to recover monetary damages suffered by the Company.

The annual employment review of all Company Personnel and contract renewals of agents and independent contractors may, if appropriate, include an assessment of adherence to the Compliance Program and the policies it covers. A record of any discipline resulting from noncompliance with the Compliance Program or the policies it covers also shall be maintained, both in the compliance file and in the personnel record. Further, the immediate supervisors shall receive notice of the discipline.

VII. AUDITING AND MONITORING THE COMPLIANCE PROGRAM

Periodic Audits, as necessary, shall be conducted to monitor compliance, identify problem areas, and help reduce potential risks. The audits should evaluate the Company's policies and procedures regarding important areas of risk for the Company. Specifically, the reviews should evaluate whether the Company has policies covering the identified areas of risk, whether the policies were implemented and communicated and whether such policies were followed. The extent and frequency of Compliance Program audits may vary depending on an annual assessment of resources, compliance history, and the Compliance Committee's assessment of identified risk areas.

The results of all audits, including reports of suspected noncompliance, shall be documented and communicated to the Compliance Committee. Results of audits and suspected noncompliance shall also be reported to the CEO and/or the Board of Directors upon Compliance Committee recommendation after the Committee has assessed the degree of compliance risk posed to the Company (based on seriousness, significance and/or materiality of the audit outcome or suspected noncompliance).

VIII. RESPONSE TO SUSPECTED VIOLATIONS OF THE COMPLIANCE PROGRAM

If a violation of the Compliance Program is detected, the Company shall take reasonable steps to investigate the violation and to correct the problem.

- A. Whenever the Compliance Officer receives information regarding a possible violation of the Compliance Program, the Compliance Officer shall take appropriate steps to examine the information and verify the factual basis of a violation or suspected violation. The Compliance Officer, in consultation with the Compliance Committee and, as necessary, with Company legal counsel, shall have the discretion to determine the appropriate scope of any investigation and the necessary response. Appropriate responses to a violation or suspected violation may include, without limitation:
 - 1. Investigating all aspects of the alleged violation;
 - 2. Preparing recommendations for corrective action;

3. Considering the advisability of disclosing the incident to government entities; and/or
 4. Formally notifying the CEO and/or the Company's Board of Directors of the incident and the planned response.
- B. During any stage of the investigation, the Compliance Committee may, in its discretion and at the Company's expense, seek the advice and guidance of independent legal counsel. While the Compliance Committee will strive to keep all concerns and complaints confidential to the extent possible, it may seek advice and guidance from any other Company Associates, outside legal counsel and/or, if appropriate, government enforcement authorities.
- C. The results of each investigation, including any corrective action taken, shall be documented and maintained by the Compliance Officer. Any matter that is, after investigation, determined not to be appropriate for processing through the Compliance Program will be referred to the appropriate department and/or individual for resolution.

IX. COMPLIANCE PROGRAM REVISION

The Compliance Committee has the authority to amend this Compliance Program as needed to address matters that affect the Company's compliance. The Company is committed to continuous improvement of its operations to adapt to changes in the health care industry. The governmental and industry standards as well as the laws and regulations applicable to Company's operations are dynamic and complex. Moreover, the Company's business operations may change and expand in the future. Accordingly, the Compliance Program is subject to regular review and updating as appropriate to stay abreast of these changes. The Compliance Committee shall ensure that any necessary revisions are made to the Compliance Program and/or the policies it covers within six months of an update or a revision to the OIG Guidance or the PhRMA Code. All Company Personnel are responsible for complying with the most current version of the Compliance Program. Each copy of the Compliance Program will specify the version of the document and the date of the most recent revision to the Compliance Program. In addition, the Compliance Officer will provide to the Board of Directors periodic updates that address the relevant improvements and modifications.