

Code of Ethics and Business Conduct

Optimer Pharmaceuticals, Inc.

Healthcare Compliance

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INTRODUCTION

WHAT IS A CODE OF ETHICS & BUSINESS CONDUCT?

A code of ethics and business conduct is a formal statement of the principles and business practices of a corporation. It is a management tool for establishing and articulating the corporate standards, responsibilities, obligations and ethical principles of an organization and the way it functions. Its purpose is to provide guidance to employees on how to handle situations that pose a dilemma between alternative courses of action and how to react when faced with pressure to consider right and wrong.

At Optimer Pharmaceuticals, Inc. (“Optimer,” “Optimer Pharmaceuticals” or the “Company”), the Chief Executive Officer (“CEO”) and the Corporate Compliance Committee are responsible, under the direction and oversight of the Board of Directors, for setting the standards of conduct (the “Code”) and ensuring compliance with these standards. These standards of conduct provide employees, suppliers, partners, customers and stockholders with a clear indication of how Optimer Pharmaceuticals conducts itself, both internally and in the marketplace.

The purpose of this Code is to:

- Promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure;
- Promote compliance with applicable laws and governmental rules and regulations;
- Ensure the protection of the Company’s legitimate business interests, including corporate opportunities, assets and confidential information, consistent with applicable law; and
- Deter wrongdoing and promote detection of wrongdoing.

Every individual associated with Optimer must conduct his or her relationships and activities individually and on behalf of the Company in accordance with the ethical standards denoted within this Code.

This Code is not intended to encompass all areas of business conduct or policy, but, as with other Company policies, it is intended to establish general guidelines. If you have any doubts, questions or concerns, you are expected to raise these with your supervisor/manager. You may also contact any one of the following to request guidance or make a good-faith report about misconduct or a violation of our Code, a Company policy or procedure, or a government law or regulation: your supervisor’s manager, the Chief Compliance Officer (“CCO”) or a representative of the Compliance, Legal or Human Resources Departments. You may also report a matter confidentially using the Optimer Ethics and Compliance Hotline or by submitting a report on www.optimerpharmaceuticals.ethicspoint.com. See “Questions, Enforcement and Discipline” for more information about requesting guidance and reporting concerns.

All directors, officers, and employees of Optimer are expected to be familiar with this Code and to adhere to those principles and procedures set forth in this Code that apply to them. References to the Company include Optimer and its consolidated subsidiaries. Any violations of laws, rules, regulations or this Code should be reported immediately. The Company will not allow retaliation against an employee or

director for such a report made in good faith. Employees and directors who violate this Code will be subject to disciplinary action.

Each employee and director must periodically acknowledge and certify receipt and understanding of this Code. See "Acknowledgment and Certification." This indicates that he or she has reviewed, read, understood and agreed to comply with the Code and has been in compliance with the Code since the date of the last certification or the commencement of employment with Optimer.

DISCLAIMER

This Code and its contents do not in any way replace your responsibility to know and follow the Employee Sourcebook, policies, procedures and training for your specific job. Directors, officers and employees are directed to specific policies and procedures available through the Compliance Department, the Legal Department, on SharePoint and through individual business areas. If you are unsure what those policies and procedures are, or do not understand any portion of them, you must speak with your supervisor immediately.

Statements contained herein are statements of principles and do not constitute a contract of any kind. Management reserves the right, at all times, to take any action deemed by it to be in the best interest of the Company.

VALUES AND PRINCIPLES

OUR MISSION AND OUR VALUES

Optimer believes in its Mission and Vision. Without these important guides, our focus and reason for existence would be open to interpretation. By communicating our Mission and Vision, we not only confirm what we aim to do as a business, but we also have a single goal in mind that keeps us reaching for excellence every day. Achieving our Mission and Vision rests on our ability to live up to our values as well as make decisions every day to advance the business. Understanding who we are and what we believe in as a Company combined with adherence to policies, laws and regulations is the key to long-term success.

Mission Statement: Optimer's mission is to discover, develop and commercialize innovative hospital specialty products that have a positive impact on society. We focus on medicines that make a significant difference in the lives of patients and reduce the burden of disease.

The Mission is the starting point for the work we do and is the reason the business exists. The Mission is the reason we come to work and participate in decision-making, individually and in teams, that ultimately results in the production of therapies that help save lives. The Optimer Mission is our path to the future.

Our Organizational Values are the philosophy for our success. They provide the foundation for our strategy, mission and Company culture. The Optimer Values provide all of us with a common direction and guidelines for day-to-day behavior. Commitment to these Organizational Values is critical to the success of Optimer.

CORE VALUES

Innovative: We focus on areas of unmet need and work to create breakthrough products that are significantly better than current medical options. Our culture is one that values creative people and views new approaches with an open mind. We have found that individual creativity is critical, but that team effort often produces the best outcomes.

Trusted: We strive to do what is right for patients, healthcare providers and our colleagues. Our goal is to build trusted partnerships with our customers and sustain a strong culture of compliance. We also believe in creating a high-trust environment within the Company based on our open and supportive interactions with each other.

Bold: We are proud of being nimble, lean and entrepreneurial in how we work. We seek to understand and respond to changes in our markets and the needs of our customers. Our people take calculated risks to move our business forward and look for ways to constantly improve the way we operate.

Accountable: We believe that each person and each team must take ownership for the success of our business. There are no bystanders in Optimer. We value the power of ideas as well as the ability to execute those ideas in a timely and effective manner.

LIVING OUR PRINCIPLES

Every aspect of our business will be conducted with integrity and honesty, in compliance with all applicable laws and regulations and with the highest ethical standards. We are each expected to:

Employee's Role:

1. Know and live the Organizational Values every day in every aspect of your work at Optimer.
2. Know the Code and the policies not only to do your job but also to excel at what you do.
3. If you do not know something or are unsure, ask.
4. Raise concerns. It is not always easy or comfortable, but Optimer policy requires all employees and officers to report any possible violation of this Code promptly through the appropriate channels to the fullest extent permitted by applicable law.

Leadership's Role:

1. Reinforce our Organizational Values and the standards of this Code.
2. Consistently and visibly demonstrate your commitment to acting with integrity.
3. Create an open environment by talking about everyday work concerns.
4. Create an atmosphere where no objective takes priority over compliance and behaving ethically.
5. Proactively address integrity issues when they surface even if they could be disruptive or inconvenient.

Understanding your role in enforcing the Code of Ethics & Business Conduct is critical to the success of Optimer. By having a clear picture of principles outlined in this booklet, you are better equipped to make the right choices. Constant renewal of your commitment to high ethical standards and business excellence will keep us all focused on the importance of maintaining a culture of integrity.

COMPANY-WIDE POLICIES

As previously stated, everyone is expected to comply with the laws, rules, regulations, policies and procedures necessary to perform our day-to-day jobs.

RESPECTING OUR COMPANY'S BUSINESS INTERESTS

Business Courtesies (Gifts, Gratuities and Entertainment)

There are very strict laws regarding the giving of business courtesies. Optimer's policy is that:

1. Employees will never pay or offer any inducement for the purpose of influencing a person to assist, obtain or retain business.
2. It is prohibited to provide a gift or personal incentive to healthcare professionals (doctors, pharmacists, etc.) as an incentive or reward for prescribing, stocking, dispensing or purchasing our products or services.

For more detailed information on the giving of gifts, refer to our Healthcare Compliance Program policies, our Anti-Corruption and Anti-Bribery Policy, and the PhRMA Code on Interactions with Healthcare Professionals. It is the Company's policy to comply with the PhRMA Code, and employees should consult that code before interacting with healthcare providers.

In general, employees and their families are not permitted to encourage or solicit any business courtesy or other benefit regardless of how much they cost if they are offered in connection with Optimer business. Optimer may adopt specific policies to provide greater clarity on acceptable business practices. Additionally, employees who are uncertain about proper practice should check in advance with the CCO or a representative of the Compliance Department or Legal Department to ensure that any proposed activity is consistent with law and Company policy.

Company Assets

Effective use of our Company resources for business purposes is critical to our success. Using them wisely demonstrates our efficiency. When we waste Company resources, we increase the Company's costs and reduce profitability. Optimer's policy is that employees will demonstrate good judgment and discretion when utilizing Company or customer-owned resources. These include computers, telephones, internet access, electronic mail (email), voice mail, reproduction equipment, facsimile systems, production and operational materials, vehicles and other equipment and facilities. Employees will also exercise prudence in our expenditures – pursuing best value and return on our investments. The computer network is the property of Optimer and may only be used for legitimate business purposes. Employees have a responsibility to use Optimer's resources in a professional, lawful and ethical manner. Employees are given computers and Internet access to assist in the performance of their jobs. Optimer has the right to monitor all aspects of its computer system. You should have no expectation of privacy in anything you create, store, send or receive using Optimer's computer equipment. Occasional and limited personal use of Company assets (such as email) may occur when it does not compromise Optimer's business or interests.

Conflicts of Interest

All directors, officers and employees of the Company should be scrupulous in avoiding any action or interest that conflicts with, or could give the appearance of a conflict with, the Company's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way with the

interests of the Company. This guidance extends not only to how you conduct yourself and fulfill your responsibilities at Optimer but also to activities you may undertake outside of your job. Your actions at and outside work should not divide your loyalties or give the appearance that they do or cause others to doubt your fairness or integrity.

Conflicts of interest can take many forms. For example, a conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively. A personal relationship (e.g., familial or romantic) between an employee and his or her direct supervisor may represent a conflict of interest. A conflict of interest also may arise when a director, officer or employee or one of his or her family members or relatives receives a benefit (whether or not the benefits are lawful) as a result of the director's, the officer's or the employee's position with the Company. This includes situations where the Company has business dealings with third parties that employ family members or relatives of a director, officer or employee of the Company, even if the family members are not themselves providing services to Optimer. Due to the conflict it would create, you are prohibited from accepting or receiving compensation from any supplier with which the company conducts business.

If you are considering any activity that might create an apparent or actual conflict of interest, you must report the matter immediately and may not proceed unless you receive written approval in advance. You must abide by any conditions that are imposed to control or eliminate the conflict. These conditions could include, for example, removing you from decision-making on behalf of the Company in the particular matter or having you terminate or dispose of the outside interest that creates the conflict. For most employees, this approval is required from the Director of the relevant area and the CCO. Except as provided in the next sentence, for employees at the Director level or above, approval is required from a person one level above the employee's immediate supervisor and the CCO. For executive officers and directors, approval is required by the disinterested members of the Board of Directors (or an appropriate committee thereof).

Corporate Opportunities

Each of us has a duty to advance the legitimate interests of Optimer when the opportunity arises. Generally, though, you may not use corporate property, information or your position for any type of personal gain or to compete with Optimer. Put another way, you are never permitted to take (or direct a third party to take) a business opportunity that you discover through using corporate property, Optimer information or your position. The only exception would be if the offer has been offered to and rejected by Optimer after full and fair disclosure.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Directors, officers and employees who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Legal Department.

No Loans

It is the policy of the Company not to extend or maintain credit, to arrange for the extension of credit or to renew an extension of credit, in the form of a personal loan to or for any director or executive officer of the

Company. Any questions about whether a loan has been made to a director or executive officer in violation of this policy should be directed to a representative of the Legal Department.

Employment of Relatives

We recognize and encourage employees to be our best recruiters. Your enthusiasm for Optimer is our best advertisement; however, there are some situations that would not be appropriate in terms of working closely with relatives. Optimer has a right to determine whether a conflict of interest is created as a result of the employment of family members or relatives. These situations include being in a parent/child relationship (including step equivalent) or being married or in a relationship that would entitle both persons to claim or receive health and other benefits under Optimer policies. Each situation will be reviewed by an Optimer Human Resources professional consistent with local law and Optimer policies.

Export Controls

The Company requires compliance with laws and regulations governing export controls in both the United States and in the countries where the Company conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export subject to control. Any questions about export control laws and regulations should be directed to the Legal Department.

PROTECTING INFORMATION

Accuracy of Records

In the course of our everyday activities, we create numerous records, reports analyses, summaries and other documents. All documents must be accurate, complete, fair, authentic, timely and understandable. High standards of data integrity apply across the Company, i.e., manufacturing, R&D, Sales and Marketing, etc., and all Company records must be maintained in accordance with applicable regulations and standards. Unrecorded or “off the books” funds or assets may not be maintained. There are no exceptions to this requirement; there are no documents subjected to a different standard; there are no details so minor that they do not count.

Many of us also are responsible for reviewing and approving documents, or for verifying the accuracy of a document or entry in a document by countersigning or initialing it. We cannot honestly approve a document or verify its accuracy without reviewing it and making a reasonable effort to determine that it is accurate, complete and not misleading. Where we are required to verify or approve an activity or financial transaction, we must use all reasonable efforts to ensure that the operation and transactions have been properly performed and documented. The same standards of integrity apply to electronic approvals.

Confidentiality and Insider Trading

Employees often have information about Optimer that is not known to the public. This could be information about our plans, new products, mergers, problems, sales, profitability, significant litigation, etc. Except as authorized by the Legal Department or where required or permitted by applicable law (including applicable provisions of the National Labor Relations Act of 1935, as amended, which provide for the protection, among other things, of employees’ rights to self-organization, to form, join or assist labor organizations, to bargain collectively through representatives of their own choosing and to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection, or to refrain from such activities), no Optimer employee may disclose any confidential information to anyone outside the Optimer organization unless there is a confidentiality agreement with that person. Confidentiality agreements must be prepared or approved by the Legal Department.

Optimer employees must comply fully with the laws prohibiting insider trading and stock tipping. Insider trading generally means that someone has purchased or sold the securities of a company while in possession of “material information” that is not yet public. Information is “material” if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision about a security. Stock tipping is the disclosure of material nonpublic information to enable the recipient to buy or sell securities while in possession of such information. For more information about restrictions that apply to investments in Company and other securities, see Optimer’s Insider Trading Policy and Guidelines with respect to Certain Transactions Involving Securities of Optimer Pharmaceuticals and Other Restricted Entities.

Consultants

We have consulting agreements to protect the Company's confidential information, facilitate compliance with law and avoid conflicts of interest, among other reasons. Consultants must be approved in accordance with our policies with a formal agreement. These documents are prepared by our Legal Department and must be in place BEFORE a consultant is retained. They will contain provisions that cover conflicts of interest, standards of conduct, confidentiality obligations, ownership of intellectual property, corruption, etc. Refer to our Anti-Corruption and Anti-Bribery Policy for dealings with other third parties.

Employment and Medical Records

The relationship between Optimer and its employees is built on trust, honesty and respect. To maintain these relationships, personal information must be kept confidential to the fullest extent permitted or required by applicable law. Only authorized individuals who need to know are permitted to access employee files. Medical records are kept separate from any other employee record (such as employment) and they will not be released unless the employee provides a written release form, or if required by law. Optimer practice permits employees to inspect information in their personal file with a Human Resources representative present and at a mutually agreeable time.

Government Investigations

Optimer will never make any untrue or misleading statement to a government investigator. In the event of an investigation, our Legal Department will communicate any appropriate document retention requirements that may supersede the Optimer Records Retention Policy. If you learn about a possible government investigation, you should report it to the Legal Department immediately.

Intellectual Property

Patent, trademark, trade secret and copyright laws prohibit the unlicensed or unauthorized use of a protected invention, identifier (such as a name or a logo) or any original work (such as books, articles, email messages and web pages) fixed in any tangible medium of expression, now known or later developed. A work does not have to be published or registered to receive copyright protection. Violating such laws, even inadvertently, can result in severe consequences, and in some instances, may even be criminal in nature. Optimer's policy is to respect the intellectual property rights owned by others and to strictly adhere to all relevant laws and regulations regarding the use and copying of protected material in the countries where we operate. If you have questions or are unsure about what is or is not allowed, ask our Legal Department for guidance.

Public Statements

It is important that Optimer provide the public with consistent and accurate information regarding our products, services and operations. Optimer has designated certain individuals to be its designated spokespersons. If you are contacted by the media, a securities analyst or other investment professional about an Optimer matter, refer them to our Corporate Communications Department.

Records Retention and Destruction

All of Optimer's business records must be maintained for the periods specified in Optimer's Records Retention Policy. Records should be destroyed at the expiration of the pertinent period with the following exceptions:

1. In no case should an employee knowingly discard or destroy any document relating to a pending or threatened litigation, government inquiry or investigation, a subpoena, summons or other information request regardless of the period specified in the Records Retention Policy. You will be notified of a "records hold" when Optimer is subject to a pending or threatened proceeding of this type, and the "records hold" will provide guidance on records that you must continue to hold and related matters.
2. In no case should an employee destroy, alter or conceal any record or otherwise impede any official proceeding – whether personally or in conjunction with another person, or by attempting to influence another person.

If you believe that the Company may be the subject of a threatened proceeding or has been served with notice of such a proceeding, please report it immediately to the Legal Department.

OUR RESPONSIBILITIES IN THE MARKETPLACE

Accurate Reporting

The securities laws and regulations provide a comprehensive and complex set of legal requirements that public companies are required to meet regarding the financial reporting and conditions of the organization. We have adopted policies to ensure that information we may be required to disclose is accurate and provided to the principal executive and financial officers of the Company in a timely manner, setting forth the controls and procedures for the review and recording of financial information and describing the process for evaluating and monitoring such controls and procedures. Each director, officer or employee who is involved with the Company's public reporting and disclosure process must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).
- Provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

There is no acceptable reason for ever making a false financial (or other) representation on behalf of Optimer, in writing or orally.

Environment

Each of us is responsible for observing responsible environmental practices. At a minimum, we strive to do no harm. We pride ourselves on being a good neighbor and responsible corporate citizen, and one way of showing that is by leaving the places in which we conduct business better for our having been there. Optimer is committed to protecting the environment. To meet this objective, the corporation maintains operating practices and procedures that promote and assist in ensuring that our business activities are conducted in a manner that protects the environment.

Fair Competition

A dynamic and thriving economy is built on fair and open competition. That means that everyone has a fair opportunity and competes under the same rules. Optimer is committed to competing ethically and legally in the marketplace and it is the quality, safety and effectiveness of our products and services that determine our success. We will not engage in any activity that unfairly limits trade or excludes competitors from the marketplace. To promote free and fair trade, we will adhere to all of the antitrust laws in the countries in which we do business. These laws are fundamental to a free enterprise system and provide the environment in which we can achieve our profit and growth objectives unrestricted by anti-competitive practices.

Government Business

In many cases, what is commonplace and legal in the commercial sector may violate laws and regulations for government contracts. Because there is concern about fraud, waste and abuse in procurement by U.S. federal agencies and governments generally, there are efforts to eliminate and prevent corruption and waste. Optimer is committed to conducting business with all government agencies and their representatives ethically and in total compliance with applicable laws and regulations. Violations of applicable standards in this area may result in penalties and fines, debarment or suspension from government contracting, criminal prosecution of employees or Optimer as a whole. Just as importantly, violations could damage our reputation, and we must avoid even the appearance of illegal or unethical activity when dealing with government officials.

Employees should understand that special requirements might apply when contracting with any governmental body (including national, state, provincial, municipal, or other similar governmental divisions or local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Key requirements for doing business with the governments include:

- Accurately representing which Company products are covered by government contracts;
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials;
- Hiring present and former government personnel in compliance with applicable laws and regulations (and only after consultation with the Legal and Human Resources Departments).

Promising, offering or giving of favors, gratuities or gifts, including meals, entertainment, transportation and lodging, to government officials is restricted by law. Other than lawful personal contributions, employees and directors must obtain pre-approval from the Legal Department before providing, directly or indirectly, anything of value to a government official. More broadly, if your work involves a government contract or government reimbursement and you have questions, contact your supervisor or the Legal Department.

Political Activities

It is the Company's policy to comply fully with all local, state, federal and other applicable laws, rules and regulations regarding political contributions, lobbying and the political process. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company's Chief Financial Officer or Legal Department and, if required, the Company's Board of Directors.

Optimer participates in the public decision process in a variety of ways through our Public Policy function. No Company-sponsored attempts to influence legislation or public policy are permitted except under the direction of our Public Policy function.

Employees may participate in personal political activity and have a constitutionally protected right to support political candidates and issues of their choosing. However, any involvement in such activity must

be on your own time and at your own expense. You must make it clear that your views and actions are your own and not those of Optimer. Finally, do not use Company assets or resources for any political activities without prior approval from our Public Policy function.

Foreign Corrupt Practices Act and non-U.S. Anti-Corruption Laws and Regulations

Optimer is subject to and will comply with the U.S. Foreign Corrupt Practices Act. The Act prohibits giving anything of value, directly or indirectly, to a non-U.S. official, a non-U.S. political party, a candidate for a non-U.S. political office, or an employee of a non-U.S. state owned or controlled enterprise (e.g., healthcare providers working for state run hospitals, pharmacies or medical research institutions) to obtain or retain business or gain some improper advantage (e.g., a tax rate lower than allowed by law).

Other countries have their own anti-bribery and anti-corruption laws and regulations, and Optimer is committed to compliance with all of them. These laws and regulations can differ in important ways from their U.S. counterparts, and you are responsible for understanding how they may apply to your activities in the countries where Optimer conducts business operations under your supervision. Other than personal contributions made in compliance with law, no payment to any government official should be made, directly or indirectly, without consulting the Legal Department to determine whether the payment would be prohibited. For information about laws and regulations addressing bribery and corruption, please consult with the Legal Department and the Company's Anti-Corruption and Anti-Bribery Policy.

Sales and Marketing Practices

Optimer is committed to supplying the highest quality products and services for a fair market price. To ensure the continued confidence of our customers, suppliers and the public, our policy is that we will refrain from any and all illegal or unethical selling and marketing practices. This includes honestly promoting our products in a way that is consistent with the prescribing information that has been approved by the relevant regulatory authority. Our sales and marketing professionals – and those that support them – are trained on how to appropriately interact with healthcare professionals and patients. This includes training that our product and pricing information must be clear, accurate and concise. A cornerstone of our policy is the expectation that employees should never induce any person to betray a trust by offering any type of bribe or favor in return for competitive data or information. All personnel will conduct business in the full spirit of honest and lawful behavior and will not cause another employee or non-employee acting on behalf of the Company to act otherwise, either through inducement, suggestion or coercion.

OUR INTERNAL ORGANIZATIONAL RESPONSIBILITIES

The complete terms and conditions of employment can be found in Optimer's Sourcebook on the Human Resources intranet page: <https://moss.optimerpharma.com/HR/Sourcebook/pages/default.aspx>

Diversity

Optimer is committed to creating and sustaining a culture of inclusion and fairness. Our Company policy on diversity expects each of us to embrace and capitalize on diversity, be an advocate of the value of differences, break barriers and build understanding. Diversity is important to our Company's success in many ways. Two of those ways are the recruitment and retention of top talent. To achieve diversity, we should respect the rights and individuality of everyone in an environment where individuals can develop to his/her fullest potential.

Drug-Free Workplace and Employee Assistance

We are committed to providing employees and visitors with a safe and healthy environment and intend to keep all facilities free from the effects of alcohol and illegal drugs. The unlawful manufacture, distribution, dispensation, possession or use of a controlled substance on Optimer premises is prohibited. Any employee violating the prohibition will be subject to disciplinary action, which may include suspension without pay or termination of employment for cause. Optimer encourages employees to seek assistance for drug or alcohol abuse. Those who come forward voluntarily and identify themselves as being drug or alcohol dependent will be referred to our Employee Assistance Program.

Equal Opportunity

Our policy of equal opportunity is founded on sound business judgment and a basic respect for the individual. In our continuing commitment to equal opportunity, this policy reaches into all areas of the Company. Accordingly, hiring and advancement are based on job related requirements and on an individual's qualifications to perform a job.

Harassment-Free Workplace

As part of the Company's efforts to maintain a workplace free of harassment for its employees, the following are strictly forbidden: harassment, retaliation, coercion, interference or intimidation of any employee due to his or her race, color, national origin, ancestry, sex, gender, religion, age, mental or physical disability, veteran status, protected activity (i.e., opposition to prohibited discrimination) or other legally protected statutes. This applies to an employee's relatives, friends or associates as well.

Safety and Health of the Workplace

When we protect the health and safety of our teammates, we demonstrate respect and contribute to a positive work environment. Optimer is committed to protecting the health and safety of our employees, the public, our customers and visitors. Our policy is to maintain a drug-free, secure workplace where all employees are attentive to hazard prevention and the avoidance of accidents and injuries. The posted safety regulations, procedures, statistics and warnings are guides to help all of us stay out of harm's way. If you observe an accident, injury or hazard, you must report it immediately.

SECURITY IN THE WORKPLACE

Company Confidential Information

Confidential information for Optimer refers to information that is not in the public domain and that might affect the Company's competitive position. Trade secrets, information about our current or planned products, intellectual property, cost, pricing, strategies, are just some examples. This type of confidential information is a very important Company asset and is as valuable as our physical assets, meriting the same equal protection. Our policy is that all employees and consultants are prohibited from disclosing any confidential information to unauthorized individuals, within or outside of Optimer, except to the extent required or permitted by applicable law. We must also exercise extreme care in protecting the confidential information and trade secrets we receive from another party. In some cases, disclosure may be appropriate if the recipient enters into a confidentiality agreement prepared or approved by the Legal Department as described under "Protecting Information."

Fraud and Theft

Protection of Optimer property is the responsibility of each employee. Assets include products, money, information, equipment and our reputation. These are all to be safeguarded and we must ensure that our assets are protected against theft, loss or abuse. You are expected to report any suspected incident. Our Legal Department will promptly investigate and, where appropriate, prosecute reported incidents of fraud or theft.

Workplace Violence

Employees should have a safe place to work. It is Optimer's policy that there is zero tolerance for workplace violence. This includes threats, threatening behavior, harassment, intimidation, assaults and similar conduct. In the Company's commitment to safety, employees may not carry firearms or other weapons in any Optimer facility.

Tolerance

Optimer strongly supports each employee's right to their personal beliefs and values, however, personal beliefs outside of those covered by our Code should not be forced on others in the workplace. This means not using Company communication tools (email, bulletin boards, etc.) or our facilities to advocate personal religious, ethical, political, sexual or other potential sensitive personal preferences.

CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

The provisions within this subheading **ONLY** apply to the Chief Executive Officer (“CEO”) and the senior financial officers, including the Chief Financial Officer (“CFO”) and the principal accounting officer or controller or persons performing similar functions. These provisions are meant to emphasize and clarify the obligations of the Company’s CEO and senior financial officers and are not intended to conflict with, or excuse compliance with, any other provision of this Code.

1. The CEO and senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in any and all periodic reports required to be filed by the Company with the United States Securities and Exchange Commission (“SEC”) at any time that the Company is required to file such reports. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of appropriate officers of the Company any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or will otherwise assist such officers in fulfilling the Company’s financial reporting responsibilities.
2. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CCO and the CFO any information he or she may have concerning (a) material weaknesses or significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CCO any information he or she may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships that are not addressed in accordance with the Code, including any that may involve management or other employees who have a significant role in the Company’s financial reporting, disclosures, or internal controls.
4. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CCO any information he or she may have concerning evidence of a violation of law or regulation applicable to the Company and the operation of its business, by the Company or any employee, director or other person acting on behalf of the Company.

Each senior financial officer having direct or supervisory authority regarding public reports and documents filed by the Company with the SEC, to the extent the Company is then required to file any public report or document with the SEC pursuant to applicable law, rule or regulation or the Company’s other public communications concerning its general business, results, financial condition and prospects shall:

- ensure that all public reports and documents filed by the Company with the SEC comply in all material respects with applicable laws, rules or regulations and rules or regulations of

any national securities exchange or association on which the Company's securities are then listed, and

- to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

QUESTIONS, ENFORCEMENT AND DISCIPLINE

If You Have a Question or a Concern

Employees are expected to be proactive, raising concerns about ethical issues and reporting any conduct believed to be a violation of the Code, a Company policy or procedure, or law or regulation. The Company will not allow retaliation against an employee or director for such a report made in good faith.

All those in supervisory positions at Optimer are expected to maintain an open-door policy regarding employee questions and to support any employee who comes forward to discuss an issue or report a potential violation.

Getting Guidance and Reporting Concerns

1. The best starting point for resolving concerns, reporting potential violations, or getting advice on ethics-related issues is your supervisor. Your supervisor will be assisted, if needed, by others in Optimer, such as the CCO or representatives of the Compliance, Legal Department or Human Resources Department, other management, etc.
2. You also may contact any one of the following or use the listed reporting tools to request guidance or make a good-faith report about potential misconduct or a potential violation of our Code, a Company policy or procedure, or a government law or regulation:
 - your supervisor's manager
 - the CCO
 - a representative of the Compliance Department
 - a representative of the Legal Department
 - a representative of the Human Resources Department
 - call the Optimer Ethics and Compliance Hotline: 855-223-1565
 - submit a report at www.optimerpharmaceuticals.ethicspoint.com
3. If the individuals to whom such information is conveyed are not responsive, or if there is reason to believe that reporting to such individuals is inappropriate in particular cases, then the employee, officer or director may contact the CCO or the General Counsel.

All reports are taken seriously and each allegation will be reviewed and, where appropriate, investigated. All personnel are expected to cooperate with these investigations. If an allegation is substantiated, there will be appropriate corrective action and/or discipline. If you wish to remain anonymous, you should make your report by calling the Ethics and Compliance Hotline or by submitting a report on the Ethics and Compliance Website. These reporting tools also permit you to identify yourself and if you do, you will be provided with appropriate feedback when the investigation into your report is completed. Every effort will also be made to maintain the confidentiality for all those who report a concern or suspected violation, subject to applicable law.

Ethical Decision-Making/Acting with Integrity

Conduct that is lawful may still be highly problematic from an ethical point of view. When faced with a difficult decision, one way to approach it is using the following check-list that can help you find the right answer and do the right thing. Consider these questions:

1. Am I breaking the law?
2. Am I in compliance with our Company Code, policies and procedures?
3. Am I in alignment with basic principles of right and wrong?
4. Could my behavior, if publicized, expose the Company to criticism for failure to conduct its business in an ethical and law-abiding way?

If you are ever in doubt about a situation and how to make the ethical decision or how to act with integrity, you should seek guidance as described above under "Getting Guidance and Reporting Concerns."

Enforcement and Discipline

The unalterable policy of Optimer, as embodied in its Organizational Values, is to be an ethical and law-abiding corporate citizen. Any activity that violates the law or is otherwise unethical, even if intended to be beneficial to the Company, is in fact directly contrary to the interest of Optimer and is to be considered outside the scope of any individual's employment.

Illegal or unethical conduct by employees or representatives of Optimer seriously undermines the Company's reputation for integrity and honesty that is essential to our continued success.

Any employee who fails to comply with the standards outlined in this Code could face disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions and reductions in salary, discharge and restitution. Certain violations may require Optimer to refer the matter to the appropriate regulatory or governmental authorities for investigation or prosecution.

In the case of the CEO or the Company's Senior Financial Officers, the Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of the violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, shall include written notices to the individual involved that the Board has determined that there has been a violation, and may include such other steps or disciplinary action as the Board deems appropriate. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the individual in question has committed other violations in the past.

DISSEMINATION, CERTIFICATION, WAIVERS, AMENDMENT

Dissemination

The Code will be distributed annually to each employee, officer and director of this Company.

Certification

Each individual identified above must certify that he or she has received the Code of Ethics & Business Conduct and that failure to comply in full with its contents and standards may result in disciplinary action, up to and including discharge from employment.

Waivers

If an employee, officer or director believes a waiver of this Code is necessary and/or appropriate, he or she must state the reasons in a written request and send it to the CCO. A waiver requested by an executive officer or director of Optimer may only be granted by the disinterested members of the Board of Directors (or an appropriate committee thereof) and, if required by law or agreement, the waiver will be made public.

Employees, officers and directors are encouraged to seek advice before engaging in actions that may conflict with the Code. For more information, see "Getting Guidance and Reporting Concerns" above.

Amendment

This Code may be amended or modified by the Compliance Committee of Optimer and amendments will be made available on Optimer's intranet and public web site.

ACKNOWLEDGMENT AND CERTIFICATION*

I acknowledge and certify that I have received the Optimer Pharmaceuticals Code of Ethics & Business Conduct. I understand that failure to comply in full with its contents and standards may result in disciplinary action, up to and including discharge from my employment.

I understand that this Code of Ethics & Business Conduct does not in any way replace my responsibility to follow the policies and procedures for my specific job.

I have been in compliance with this Code of Ethics & Business Conduct since the date of my last certification or, if none, the date of my employment or appointment as a director.

If I am aware of any violation of this code of ethics by other employees or Directors, I have notified the Corporate Compliance Office of such violations.

I understand that statements therein are statements of values and principles and do not constitute a contract of any kind.

Signature _____

Date _____

Printed Name _____

*Employees to certify via iCertify and directors to certify manually.