

XENOPORT, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

First Adopted by the Board of Directors (the “Board”) of XenoPort, Inc. (“XenoPort”) as of January 21, 2005, Effective June 3, 2005

As Amended by the Board as of June 9, 2005 and September 17, 2010

Amended and Restated by the Board as of July 19, 2011

Amended and Restated by the Board as of May 1, 2013

INTRODUCTION

XenoPort is committed to integrity and the pursuit of excellence in all that we do. We expect our employees, officers and directors to act in strict compliance with all applicable laws and regulations and in keeping with the highest standards of scientific and business conduct and ethics. The reputation of our company, and the success of our mission to identify, develop and selectively promote small molecule drugs, including those that harness the body's intrinsic nutrient transport systems, to provide patients with best-in-class therapies, depends on the honesty and integrity of each and every one of us.

This Code of Business Conduct and Ethics (the “Code”) reflects some of the business practices and principles of behavior that support our commitment to these high standards. Additional practices and procedures are set forth in XenoPort’s other policies and procedures related to scientific, business and ethical conduct, including XenoPort’s Healthcare Compliance Program (the “HCC Program”). We expect every employee, officer and director to read this Code and our other related policies and procedures, to understand their application to the performance of his or her business responsibilities and to attend training sessions related to such policies and procedures when offered by XenoPort. However, no set of written principles can ever be exhaustive. Therefore, it is the responsibility of each employee, officer and director to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in this Code or in our other policies and procedures.

This Code applies to all employees, officers and directors of XenoPort and its wholly-owned subsidiaries, if any. Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of XenoPort. Action by members of your family, significant others or other persons who live in your household also may potentially result in ethical issues to the extent that they involve XenoPort’s business. For example, acceptance of inappropriate gifts by members of your family, significant others or other persons who live in your household from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with this Code, you should consider not only your own conduct, but also that of your immediate family members, significant other(s) and other persons who live in your household, as their actions may also result in ethical issues to the extent that they involve XenoPort business. Nothing in this Code alters the at-will employment policy of XenoPort.

It is your responsibility to ask questions about whether any conduct may violate this Code, to voice your concerns or to seek clarification of areas that are not clear to you. Section 26 below details the compliance resources available to you. In addition, you should be alert to possible violations of this

Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 26.

Violations of this Code (which includes violations of the HCC Program and our other related policies and procedures) will not be tolerated. Conduct that violates this Code will constitute grounds for disciplinary action, which may range from a warning or reprimand up to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

1. Compliance with Laws, Rules, Regulations and Industry Codes

(a) *In general.* Obeying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each person's operating within legal guidelines and cooperating with local, national and international authorities. In addition to laws and regulations, we are also committed to complying with the codes of conduct established for the pharmaceutical industry in the countries in which we operate. We expect each employee to understand and comply with the legal and regulatory requirements and industry codes applicable to his or her areas of responsibility, in all countries in which we operate. Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject you, as well as XenoPort, to civil and/or criminal penalties, and may damage XenoPort's business and reputation. You should be aware that conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. If you have a question in the area of legal compliance, including whether any activity is restricted or prohibited, it is important that you seek answers from, as appropriate, your supervisor, a member of XenoPort's Regulatory Department, an attorney in XenoPort's Legal and Compliance Department or any member of XenoPort's management team. If you feel that a violation of applicable legal requirements has occurred, you should contact your supervisor, one of XenoPort's Compliance Officers (as defined in Section 26) or the Nominating and Corporate Governance Committee of the Board of Directors (see Section 26, *Compliance Resources and Compliance Reporting Procedures*, below).

(b) *International Business Laws; Foreign Corrupt Practices Act.* Our employees are expected to comply with applicable laws, rules, regulations and industry codes in all countries to which they travel on XenoPort business and in which XenoPort otherwise does business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States. These U.S. laws, rules and regulations, which extend to all our activities outside the United States, include the following:

- U.S. Embargoes: which restrict or, in some cases, prohibit companies, their subsidiaries and their employees from doing business with certain other countries identified on a list that changes periodically (including, for example, Angola (partial), Burma (partial), Cuba, Iran, Iraq, Libya, North Korea, Sudan and Syria) or specific companies or individuals;
- Export Controls: which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, denied persons or denied entities from the United States, or the re-export of U.S. origin goods from the country of original destination to such designated countries, denied companies or denied entities;

- Anti-Boycott Compliance: which prohibits U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott that is fostered or imposed by a foreign country against a country friendly to the United States or against any U.S. person; and as well as anti-boycott laws and prohibitions on business with, or restrictions on exports to or import from, certain countries; and
- The Foreign Corrupt Practices Act (FCPA): which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment.

All employees must comply with the Foreign Corrupt Practices Act and other nations' anti-bribery laws, as well as with the requirements of codes of conduct established for multinational pharmaceutical companies operating in those countries. Compliance with these laws requires strict adherence to standards for payments to government officials, political contributions and maintenance of company records. Accordingly, employees may not give, make, offer or authorize payments of money or anything of value or inducements to any person acting in an official capacity for, or on behalf of, a foreign government or government entity (including any political candidates, legislators, political parties or party officials) or to any officer or employee of a foreign government, department or agency, whether local or national, in order to obtain or retain business or for any improper purpose. This prohibition includes officials and employees of government-owned enterprises, such as doctors employed by state-owned hospitals, academic medical centers or research institutions, and of public international organizations such as the United Nations and the World Health Organization. This prohibition also applies to dealings with employees or agents of companies or organizations in the private sector that may be retained to interface with government officials. Payments may not be made to any third party in order to funnel all or some of the payment to anyone else as a bribe. "Payments" refers to anything of value, including gifts, money, grants, in-kind contributions, services and employment offers.

In many countries, healthcare professionals can be considered to be government officials or employees even if they do not appear to be employed by the government or the interaction with them occurs outside a government entity. The definition of a "government official" is a legal definition. When in doubt as to the status of a healthcare professional, consult with the XenoPort Legal and Compliance Department.

Interactions with healthcare professionals and other third parties must comply with the laws, rules, regulations and industry codes not only of the "home" country of the third party, but also the "host" country in which the interaction occurs. For example, if the home country prohibits gifts to a healthcare professional, but gifts are legal in the host country in which the advisory board meeting takes place, we still cannot provide a gift to a healthcare professional who is attending from a home country that bans gifts.

"Anything of value" can also apply to non-monetary items. Preferential treatment of the relative of a government employee in a hiring decision, steering of business to entities controlled by that relative, or authorship placement in a publication disproportionate with the level of involvement are all examples of providing non-monetary value to a government official and must be avoided,

Accurate information is essential to meeting XenoPort's legal and regulatory obligations. Accordingly, it is the responsibility of each of us to ensure that our books and records are accurate, sufficiently detailed, and timely so that they record the true nature of our business transactions. See also Section 9, *Financial Integrity; Public Reporting*.

If you have a question as to whether an activity is restricted or prohibited, seek assistance from the XenoPort Legal and Compliance Department before taking any action, including giving any verbal assurances that might be regulated by international laws.

Employees are also reminded to review the HCC Program, including XenoPort's *Policy on Interactions with Healthcare Professionals and Healthcare Entities*, for additional information regarding required compliance with the Foreign Corrupt Practices Act.

(c) *Laws Governing the Research, Development, Manufacturing, Approval and Marketing of Pharmaceuticals.* Activities relating to the research, development, manufacturing, approval and marketing of our products are highly regulated under a wide variety of federal, state and foreign laws, rules, regulations and guidelines. The purpose of these laws, rules, regulations and guidelines includes the protection of public health and the safety of workers, patients and subjects. XenoPort's policy is to fully comply with all applicable laws, rules, regulations and guidelines. Because of their complex nature, employees must take particular care to ensure that they are aware of all relevant government requirements and to take the necessary steps to comply with them.

A wide variety of government agencies administer the laws, rules, regulations and guidelines relating to pharmaceutical products, including the U.S. Food and Drug Administration and its state and foreign counterparts. In the course of conducting business with government agencies and officials, you are expected to be courteous, accurate and honest, providing information when properly requested and never intentionally misrepresenting facts or misleading any government agency or its representatives. If you have questions about the appropriate manner in which to interact with any government agency or its representatives in any situation, you should seek guidance from your supervisor, a member of XenoPort's Regulatory Department, an attorney in XenoPort's Legal and Compliance Department or any member of XenoPort's management team.

(d) *Bribery, Kickback and Fraud.* Employees cannot use XenoPort funds or assets to pay, loan or otherwise disburse bribes, kickbacks, other payments or non-monetary items of value designed to influence or compromise the conduct of the recipient. Employees also cannot accept any funds or assets, including those provided as preferential treatment for fulfilling their responsibilities as an employee, for assisting in obtaining business or for securing special concessions from XenoPort. Employees must not engage in any activity that degrades the reputation or integrity of XenoPort.

Employees are also reminded to review the HCC Program, including XenoPort's *Policy on Interactions with Healthcare Professionals and Healthcare Entities*, for additional information regarding required compliance in the context of interactions with healthcare professionals and healthcare entities.

(e) *Vendors, Consultants and Contractors.* XenoPort is under a legal obligation to ensure that none of the third-party vendors, consultants and contractors whom we hire to provide services for us is in violation of federal healthcare laws. To that end, XenoPort will not employ or contract with any individual or entity that: (i) is ineligible to participate in federal healthcare programs, for example has been excluded from participating in the Medicare/Medicaid program; or (ii) has been convicted of a criminal offense related to the provision of healthcare services or items. XenoPort supervisors will ensure that the necessary background checks have been performed before a vendor, consultant or contractor is engaged.

Agreements with third-party vendors shall require that anyone we contract with will report to us if they become excluded, debarred or ineligible to participate in any federal healthcare program.

Employees are also reminded to review the HCC Program, including XenoPort's *Policy on Interactions with Healthcare Professionals and Healthcare Entities*, for additional information regarding required compliance in the context of interactions with healthcare professionals and healthcare entities.

2. Conflicts of Interest

This policy is designed to establish ethically sound principles of conduct to be followed by all employees, officers and directors of XenoPort in situations where there may be a question of a conflict between their personal interests and the interests of XenoPort. It is the duty of all employees, officers and directors to act in good faith at all times, to exercise good judgment, honesty and high ethical standards and to avoid situations that involve or may involve a conflict between their personal interests and the performance of their duties and the best interests of XenoPort.

A conflict of interest occurs if your personal interest appears to, or may, influence the objective decisions required by performance of your responsibilities for XenoPort. For example, a conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. As in all other facets of your duties, when dealing with collaborators, suppliers, contractors, competitors or any person doing or seeking to do business with XenoPort, you are to act in the best interests of XenoPort to the exclusion of considerations of personal preference or advantage. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Conflicts of interest are prohibited unless specifically authorized as described below.

Whether or not a conflict of interest exists or will exist can be unclear. If you have any questions about whether a potential conflict exists or if you become aware of an actual or potential conflict, you should discuss the matter with your supervisor or a Compliance Officer. If your supervisor is involved in the conflict of interest, you should discuss the matter directly with a Compliance Officer. If you are a director or an executive officer, you should discuss the matter with the Chief Executive Officer, the Board of Directors or the Nominating and Corporate Governance Committee. Factors that may be considered in evaluating a potential conflict of interest are, among others:

- Whether it may interfere with the employee's job performance, responsibilities or morale;
- Whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- Whether the employee has access to confidential information;
- Any potential adverse or beneficial impact on our business;
- Any potential adverse or beneficial impact on our relationships with our customers or suppliers or other service providers;
- Whether it would enhance or support a competitor's position;
- The extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- The extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers or other service providers; and

- The extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve a conflict of interest:

- Serving as a director, officer, partner, consultant or employee of a competitor of XenoPort;
- Serving as a director, officer, partner, consultant or employee of any outside person or entity that does, or is seeking to do, business with XenoPort;
- Ownership by you or any immediate family member, significant other(s) or other persons who live in your household, directly or indirectly, of a significant financial interest in a competitor of XenoPort or any outside business that does, or is seeking to do, business with XenoPort. In evaluating ownership in other entities for conflicts of interest, in general, ownership of less than 5% of a publicly-traded company will not be considered “significant”, absent other factors;
- Conducting business transactions on behalf of XenoPort with an immediate family member, significant other or other person who lives in your household or with a business in which you (or your family member, significant other or other person who lives in your household) have a significant financial interest. In evaluating ownership in other entities for conflicts of interest, in general, ownership of less than 5% of a publicly-traded company will not be considered “significant”, absent other factors;
- Acting as a broker, finder, go-between or otherwise in a similar capacity for the benefit of a third party in transactions involving or potentially involving XenoPort or its interests, other than referring potential employees to XenoPort for its consideration;
- Soliciting or accepting gifts, favors, loans or preferential treatment from any outside person or entity that does, or is seeking to do, business with XenoPort. See Section 4 for further discussion of the issues involved in this type of conflict;
- Taking personal advantage of corporate opportunities (such as business opportunities or investments) known by, or made available to, you that may be of interest to XenoPort without first offering the opportunity to XenoPort. You may not use your position with XenoPort or XenoPort corporate property or information for improper personal gain, nor, while an employee of XenoPort, should you compete with XenoPort in any way;
- Soliciting contributions to any charity or for any political candidate from any person or entity that does, or is seeking to do, business with XenoPort; and
- Serving on non-profit or public bodies (such as charities, school boards, hospital boards or the legislature) where the interests of such organizations are not compatible with XenoPort’s interests. Under such circumstances, you should refrain from acting in any situation where your actions could be, or could appear to be, of detriment to, or of an inappropriate benefit to, XenoPort.

In general, any transaction constituting a conflict of interest must be approved by your supervisor or a Compliance Officer. Supervisors may not authorize conflict of interest matters or make

determinations as to whether a problematic conflict of interest exists without first providing a Compliance Officer with a description of the activity and seeking such Compliance Officer's approval. The Compliance Officers may confer with appropriate members of XenoPort's management team in reaching a decision. However, a transaction involving an executive officer or a director should be discussed with XenoPort's Board of Directors or the Nominating and Corporate Governance Committee, and only the Board of Directors or such committee may authorize such a conflict. In addition, the Audit Committee must approve all material related-party transactions involving an executive officer or a director, and such transactions will be publicly disclosed as required by applicable laws and regulations.

Loans to, or guarantees of obligations of, employees or their family members by XenoPort could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law. As set forth in our Bylaws, all such loans and guarantees to employees by XenoPort must be approved by the Board of Directors.

3. Pharmaceutical Marketing and Promotional Activities.

XenoPort products must be marketed and sold fairly and honestly, solely on the basis of their quality, efficacy, safety, price and other legitimate attributes. We intend to succeed in the marketplace through superior performance, not by unethical or manipulative practices. Each employee and director must treat customers and vendors honestly and fairly. Employees should not make false or misleading remarks to customers or suppliers about other customers/suppliers or about our competitors, their products or their services. Each employee and director must avoid deprecation and criticism of competitors, their products or services, but employees and directors may state truthful descriptions of specifications and shortcomings of such products or services.

Each employee, in performing his or her duties, is responsible for truthfully conveying product attributes. An employee must not misstate facts or create misleading impressions in any labeling, advertising, packaging, literature or public statements. Employees also must not promote a product for a use other than that specified in the approved product label in the applicable region or territory in which the product is being represented. Omissions of important facts or wrongful emphasis of material may be misleading; the total impression of the message must be balanced. Many laws, regulations, guidelines, policies and procedures are applicable to the sale and marketing of our products. In the United States, these include regulations of the Food and Drug Administration (FDA) The Pharmaceutical Researchers and Manufactures of America (PhRMA) Code and the Office of the Inspector General (OIG) guidelines, among others. Internationally, the approved product label in the region of interest serves as the basis for appropriate promotion, and national codes of practice will apply and regional and local laws will dictate. XenoPort provides specific training in these matters to the sales and marketing organization and others in the company involved in these activities. Management will consider disciplinary actions, up to and including termination of employment, for violations of these laws, regulations, policies and procedures.

In the case of products made available under named patient programs (or special access programs such as treatment INDs, L648 programs, etc.), applicable laws and rules in the relevant jurisdiction must be followed. Relevant healthcare professionals and payers may be made aware of the availability of a product under these programs, and medical teams may provide medical resources to institutions that comply with the program, but product promotion is prohibited.

Vendors, consultants and third-party service suppliers of services in connection with our sales and marketing activities must comply with all applicable laws, regulations, guidelines, policies and procedures. Each employee who engages a third party to perform these activities is responsible to ensure compliance by the third parties.

Employees are also reminded to review the HCC Program, including XenoPort's *Policy on Interactions with Healthcare Professionals and Healthcare Entities*, for additional information regarding required compliance in the context of pharmaceutical marketing and promotional activities.

4. Gifts and Entertainment

(a) Customary Business Practices. You may not seek nor accept, for yourself or others, any gifts, favors, services, discounts, entertainment, loans (other than conventional loans at market rates from lending institutions) or consideration of any kind (collectively referred to as "gifts") without a legitimate business purpose. Unless express permission is received from a supervisor, a Compliance Officer or the Nominating and Corporate Governance Committee, you cannot accept (on behalf of yourself or any family member, significant other or other person who lives in your household) gifts, other than those extended as a common courtesy usually associated with customary business practices and not: (a) of more than token or nominal monetary value; (b) in cash or cash equivalents (e.g., stocks or other marketable securities); (c) susceptible of being construed as a bribe or kickback; (d) made or received on a regular or frequent basis; or (e) in violation of any laws, rules, regulations or accepted ethical standards. In your dealings on behalf of XenoPort, you may not realize any profit apart from your regular compensation. If a gift cannot be returned, it should be given to a Compliance Officer for appropriate disposition.

Similarly, business gifts given on behalf of XenoPort are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. Unless express permission is received from a supervisor, a Compliance Officer or the Nominating and Corporate Governance Committee, you cannot offer or provide gifts other than those consistent with customary business practices and not: (a) excessive in value; (b) in cash or cash equivalents (e.g., stocks or other marketable securities); (c) susceptible of being construed as a bribe or kickback; or (d) in violation of any laws, rules, regulations, industry codes or accepted ethical standards. In addition, any gift given should be of such a nature that public disclosure of the facts would not embarrass you or XenoPort. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant and is in compliance with applicable laws, rules, regulations and industry codes.

This policy applies to our transactions everywhere in the world, even in countries where the practice of giving gifts may be considered an acceptable "way of doing business." Under some statutes, such as the Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution. Discuss with your supervisor or a Compliance Officer the giving or receipt of any entertainment or gift if you are uncertain about its appropriateness.

(b) Healthcare Professionals and Healthcare Entities. Special, more restrictive, rules apply to gifts, entertainment, meals and payments to healthcare professionals and healthcare entities, including clinical trial investigators involved in XenoPort's clinical trials. Gifts, entertainment, meals and payments of any kind that may be given by XenoPort to healthcare professionals and healthcare entities are strictly governed by applicable laws, rules and regulations; therefore, these types of activities are covered by XenoPort's HCC Program, including XenoPort's *Policy on Interactions with Healthcare Professionals and Healthcare Entities*. These policies set forth limitations on gifts, entertainment, meals and payments provided to anyone in the healthcare profession who may order or prescribe or could influence the ordering or prescribing of XenoPort products or services. Please consult an appropriate member of XenoPort's Regulatory Department or an attorney in XenoPort's Legal and Compliance Department if you have any questions concerning the HCC Program and gifts, entertainment, meals and payments to healthcare professionals.

5. Political Contributions and Activities

Political contributions are highly regulated, and violations are subject to serious penalties. Accordingly, employees should not make any political contributions, including financial and in-kind contributions, on behalf of XenoPort anywhere in the world.

If you engage in personal political activity, you must do so on your own time with your own resources. Be careful to separate your own political activities from those of XenoPort. Never use XenoPort time, property or equipment for personal political purposes, because even the appearance of a contribution by a company of time or resources could be viewed as a violation.

Political contributions by the company to U.S. federal, state or local political candidates may be prohibited or regulated under U.S. election laws. Corporate funds may not be used to contribute to a political party, committee, organization or candidate in connection with a federal campaign. Any contribution of XenoPort funds, facilities, supplies or other assets for political purposes must be reviewed and approved by the Chief Financial Officer.

Good communications and relationships with federal, state and municipal elected and appointed officials are important to XenoPort. If an employee plans to interact with a federal or state government official as a representative of XenoPort concerning political issues, he or she must first notify and coordinate with the XenoPort Legal and Compliance Department before proceeding.

6. Responding to Government Requests

It is XenoPort's policy to cooperate with all reasonable requests concerning company operations from federal, state and foreign government agencies, such as the U.S. Food and Drug Administration, the Drug Enforcement Administration, the Securities and Exchange Commission and the Department of Justice. However, employees should consult with the XenoPort Regulatory Department or XenoPort Legal and Compliance Department, as appropriate, before responding to these requests, submitting to an interview or allowing government officials to have access to company facilities and documents or to take photographs or conduct interviews. If an employee is unclear about the procedures for responding to such requests, they should notify the XenoPort Regulatory Department or XenoPort Legal and Compliance Department, as appropriate, and wait for instructions before proceeding.

7. Media/Public Discussions

It is our policy to disclose material information concerning XenoPort to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in XenoPort will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to XenoPort Investor Relations. Unless a specific permission has been given by management, employees should not provide any XenoPort information to the media.

Employees are also reminded to review XenoPort's *Corporate Disclosure/Regulation FD Policy*, for additional information regarding required compliance in the context of the disclosure of XenoPort information to the investing public, stockholders, financial market analysts, media representative, clinical investigators, potential clinical trial participants, the scientific community and any persons who are not employees or directors of XenoPort.

8. Privacy of Personally Identifiable Information

Privacy protections and the obligation to protect personally identifiable information vary widely across the world. XenoPort is committed to complying with applicable privacy standards that involve the protections of sensitive individually identifiable health information, protected health information (PHI) or legally protected personally identifiable information (PII), such as name, address and social security number.

XenoPort employees should not collect, process, use, disclose or store PHI or PII if they do not have a legitimate business purpose to do so. If you collect, process, use, disclose or store PHI or PII, you must provide necessary notices to the individuals whose PHI or PII is being retained, you must obtain the minimum amount of PHI or PII that is absolutely necessary to gather, and you must delete such PHI or PII once there is no longer a legitimate business need to retain it (unless required to maintain such information due to an applicable document hold notice). XenoPort employees should take all reasonable steps to ensure that all PHI in clinical, market research or other sources located outside the United States is deleted before transmission into the United States to XenoPort. XenoPort employees should ensure the proper collection, use, processing, disclosure, storage and transfer of PHI or PII, especially when collecting sensitive information such as mental health conditions or ethnic or racial origin. You should report any breaches of confidentiality of individually identifiable health information or PHI under HIPAA or PII to a Compliance Officer or to the Compliance Hotline (as set forth below in Section 26). Employees are reminded to review the company's applicable privacy policies for more information.

9. Financial Integrity; Public Reporting

The integrity of our records (including submissions to the government) and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account and other business records. Therefore, our corporate and business records should be completed accurately, honestly and in compliance with all applicable laws, rules and regulations and current accounting practices. Our books, records and accounts must accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. The making of false or misleading entries, whether they relate to financial results or other matters, is strictly prohibited.

Our accounting and other business and corporate records are relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon such records in preparing the periodic and current reports that we file with the Securities and Exchange Commission (SEC). These reports must provide full, fair, accurate, timely and understandable disclosure, and fairly present our financial condition and results of operations in all material respects. All persons who collect, provide or analyze information for, or otherwise contribute in any way in, preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about XenoPort that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and other disclosures. In addition:

- No employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- All employees must cooperate fully with our Finance Department and Legal and Compliance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate

information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate, timely and complete; and

- No employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any person who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, a Compliance Officer or the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will promptly apprise the Audit Committee of any such report as well.

10. Insider Trading

Employees who have access to confidential (or “inside”) information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All non-public information about XenoPort or about companies with which we do business is considered confidential information. To use material, non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Employees must exercise the utmost care when handling material inside information. Employees are also reminded to review XenoPort’s *Policy Against Trading on the Basis of Inside Information*.

11. Fair Dealing; Fair Dealing with Competitors; The Federal Trade Commission Act

We strive to do business and outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through our superior performance, not through unethical or illegal business practices.

Competition laws (usually referred to as “antitrust laws” in the United States) are designed to protect the competitive process. These laws generally prohibit: (i) agreements, formal or informal, with competitors that harm competition or customers; (ii) agreements, formal or informal, which establish or fix the price at which a customer may resell a product; and (iii) the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct. In addition, the Federal Trade Commission Act states that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the Federal Trade Commission Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities. You are expected to deal fairly with our collaborators, license partners, suppliers, employees and anyone else with whom you have contact in the course of performing your job. No employee may take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

No employee or other agent acting for XenoPort may agree on, or even discuss, with competitors, the following items except with the advice and involvement of the XenoPort Legal and Compliance Department:

- Prices, discounts or pricing policy for XenoPort products;
- Trading terms or conditions of sale, including credit terms and return privileges;

- Pricing practices of dealers, distributors, wholesalers or customers;
- Marketing plans, proposed promotions or advertising of products;
- Profits, profit margins or costs;
- Share of the market;
- Distribution practices or channels;
- Bids or the intent to bid;
- Production levels or limits;
- Group boycotts;
- Selection, classification, rejection or termination of customers or classes of customers; or
- Sales territories, markets or customers.

You should also make sure that competitive actions do not violate the competition laws that prohibit monopolization, attempts to monopolize and the abuse of a dominant position in any market. You also need to be aware of, and follow, the laws that exist in many countries dealing with price discrimination. Some conduct is considered unfair competition and must not be engaged in. This conduct may include the following:

- Making false statements about competitors or their products and services;
- Stealing or misusing competitors' trade secrets;
- Cutting off competitors' sources of supply;
- Inducing customers to break contracts with competitors;
- Requiring a customer to buy from us before we will buy from them; and
- Paying bribes to help business or to hurt a competitor.

Competition laws may prohibit or restrict agreements on the pricing practices of dealers, distributors, wholesalers or customers. Therefore, any discussion on this subject must first be approved by the XenoPort Legal and Compliance Department.

Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor, the XenoPort Legal and Compliance Department or a Compliance Officer.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

12. Relationships

(a) *Relationships with Customers.* Our business success depends upon our ability to foster lasting customer relationships. Trust is the cornerstone of these relationships. To build trust, we are committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be current, accurate and complete to the best of our knowledge. Employees should never deliberately misrepresent information to customers;
- Employees should not refuse to sell, service or maintain products the company has produced simply because a customer is buying products from another supplier; and
- Customer entertainment should never exceed reasonable and customary business practice. Employees should never provide entertainment or other benefits that could be viewed as an inducement to, or a reward for, customer purchase decisions.

(b) *Relationships with Suppliers.* XenoPort deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers must carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice.

(c) *Relationships with Competitors.* XenoPort is committed to free and open competition in the marketplace and throughout all business dealings. Employees must avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. This includes misappropriation and/or misuse of a competitor's confidential information, tampering with a competitor's products or making false statements about the competitor's business and business practices.

13. Protection and Proper Use of Company Assets

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our financial condition and results of operations. Our property, such as office supplies, computer equipment, products, laboratory supplies and office or laboratory space, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with XenoPort or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of XenoPort or while using our computing or communications equipment or facilities, either:

- Access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- Commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind or espionage.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

All data residing on, or transmitted through, our computing and communications facilities, including email and word processing documents, is the property of XenoPort and subject to inspection, retention and review by XenoPort, with or without an employee’s or third party’s knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or a Compliance Officer.

14. Confidentiality

One of our most important assets is our confidential information. As an employee of XenoPort, you may learn of information about the company, its customers and other third parties that is classified, confidential and/or proprietary. You also may learn of information before that information is released to the general public. Employees who have received, or have access to, confidential information should take care to keep this information confidential. Confidential information includes all non-public information of the government. It also includes all non-public information that might be of use to competitors or harmful to the government, XenoPort or our suppliers, vendors or partners if disclosed, such as business, marketing and commercial plans, financial information, product development, scientific data, manufacturing, laboratory results, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, patients or other individuals (including, for example, names, addresses, telephone numbers and social security numbers) and similar types of information provided to us by our customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws. See also, Section 8 regarding protections of protected health information (PHI).

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have, or are seeking, a relationship with a particular government agency or program, or we have an interest in, or are involved with, another company.

You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about XenoPort or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other XenoPort employees, unless those fellow employees have a legitimate need to know the information in order to perform their job duties.

Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any “chat room,” regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas at government sites or within the company, or in and around Xenoport’s facilities. All Xenoport emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Xenoport, except where required for legitimate business purposes.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, then you must handle that information in accordance with the applicable policy. See also, Section 8 regarding protections of protected health information (PHI). Employees are also reminded to review Xenoport’s *Corporate Disclosure/Regulation FD Policy*.

15. Intellectual Property

Protecting Xenoport’s intellectual property is essential to maintaining our competitive advantage and ability to bring innovative medicines to patients. Xenoport’s intellectual property includes its patents, trade secrets and copyrights, as well as the trademarks, scientific and technical knowledge, know-how and the experience developed in the course of the company’s activities. Employees are expected to support the establishment, protection, maintenance and defense of Xenoport’s rights in all commercially significant intellectual property and to use those rights in a responsible way. In addition to protecting Xenoport’s intellectual property rights, employees must respect the valid intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose the company to civil lawsuits and damages. Theft and misappropriation of intellectual property may result in significant fines and criminal penalties for the company and for you. If you have any questions related to intellectual property matters consult Xenoport’s Legal and Compliance Department.

16. Business Intelligence

It is generally not unethical or illegal to have and make use of public information in conducting our business. Employees may gather intelligence about other companies from public sources, such as websites, published articles, price bulletins, advertisements, brochures, public presentations and customer conversations. Employees may also contract with an outside vendor to gather business information. Employees should only accept business information about other companies when, in good faith and upon completion of reasonable diligence, you believe the receipt and use of it is lawful, ethical and does not violate any confidentiality obligations. Employees must never use, or ask any third party to use, unlawful or unethical means such as misrepresentation, deception, theft, spying or bribery to gather any such information.

17. Patient Health and Safety

Xenoport’s compliance with laws, regulations and standards for clinical research and development and manufacturing are important to the health and safety of the patients who will use our products, as well as to Xenoport’s reputation and its relationships with customers, vendors and collaborative partners. Maintaining the quality of our products is critical to patient safety and to the

success of XenoPort. All employees involved in product development, production, distribution, sale or service have a responsibility to ensure our products and services meet or exceed all applicable regulatory requirements and our own high quality standards. Taking personal responsibility for maintaining our quality standards is not just important for our business, it is also essential to the customers, patients, doctors and other stakeholders who count on our products every day.

(a) Government Requirements. Know and abide by all government requirements designed to promote patient safety and product quality, including Good Laboratory Practices (GLP), Good Clinical Practices (GCP), Good Manufacturing Practices (GMP), Good Pharmacovigilance Practice (GPvP) and Good Distribution Practices (GDP) (collectively, “Good Operating Practices” or GxP). As a company that operates globally, these requirements apply regardless of where XenoPort does business and we must follow not only the requirements of the FDA but also those of the regulators in countries where we do business, especially if those requirements are stricter than those of the FDA.

(b) XenoPort’s Quality Policies and Procedures. Always adhere to XenoPort’s GxP policies and procedures with the objective of getting the job done right the first time.

(c) Personal Responsibility. Never compromise on XenoPort’s GxP standards for any reason, and take immediate action to report any quality issues or concerns.

18. Reporting of Adverse Events, Pregnancy and Product Complaints

All XenoPort employees, or persons/organizations acting on behalf of XenoPort, are required to report an adverse event(s), a pregnancy or a product complaint occurring during exposure to a XenoPort marketed product to XenoPort within one (1) working day of becoming aware of the Adverse Event or Product Complaint (as defined below) by calling the XenoPort Call Center at 1-877-XEN-OPRT (877-936-6778).

Should you become aware of an Adverse Event that constitutes a medical emergency outside of the XenoPort Call Center business hours, call 911 immediately.

(a) Adverse Event (AE). An Adverse Event is any untoward medical occurrence in a patient or clinical investigation subject administered a pharmaceutical product and that does not necessarily have to have a causal relationship with the treatment. Post-marketing reports of failure of expected pharmaceutical action (lack of effect), abnormal laboratory findings with or without associate AEs, overdose, abuse, misuse, medication error, occupational exposure with or without associate AEs, and drug interactions are also considered Adverse Events.

(b) Product Complaint (PC). A Product Complaint refers to any written, electronic or verbal communication alleging deficiencies related to the safety, identity, strength, purity, quality, appearance, effectiveness or performance of a therapeutic product (or placebo), and its associated packaging and labeling after it has been released for distribution. Examples include broken packaging, discoloration, presence of foreign matter or particulates, counterfeit products, etc.

(c) Reports. Whenever possible, employees and agents, contractors and consultants working on our behalf who receive Adverse Event, Pregnancy or Product Complaint information should obtain the following data elements:

- An identifiable reporter (and contact information);

- An identifiable patient (e.g., name or initials);
- A XenoPort medicinal product or counterfeit (e.g., product name, strength and presentation);
- Indication (reason for taking the product);
- Lot #, dosing information and formulation; and
- A description of the Adverse Event (or pregnancy) and/or Product Complaint.

19. Human and Animal Rights

(a) **Human Rights.** XenoPort believes in the dignity of every human being and respects individual rights. While governments have the primary responsibility to respect, protect, promote and fulfill the human rights of their citizens, XenoPort recognizes that companies play a supporting role in promoting human rights within their spheres of influence. We contribute to the fulfillment of human rights through compliance with laws and regulations wherever we have operations, as well as through our policies and programs. Our guidelines include:

- Encouraging open communication between management and employees;
- Complying with child labor laws and laws prohibiting any form of forced, bonded or indentured labor or involuntary prison labor;
- Providing compensation and benefits that are competitive and comply with applicable laws for minimum wages, overtime hours and mandated benefits;
- Providing a healthy and safe working environment;
- Promoting workforce diversity and not discriminating against any employee for reasons such as, race, color, religion or creed, gender, marital status, age, sexual orientation, pregnancy, medical condition, veteran status, disability, national origin or ancestry, genetic information or other protected characteristics;
- Not tolerating harassment or harsh or inhumane treatment in the workplace; and
- Protecting individual privacy.

(b) **Animal Welfare.** XenoPort accepts that it is our responsibility to conduct animal research in a humane and ethical manner and in compliance with all applicable local, national or international laws and regulations, such as those put forth in the Animal Welfare Act, the Guide for the Care and Use of Laboratory Animals, and the Office of Laboratory Animal Welfare. We are committed to planning drug development programs that follow the principle of the "3Rs": "reduce," "replace" and "refine," while exploring alternative research paths. We conduct studies with the minimal numbers of animals used. We expect our vendors and research partners to adhere with applicable laws and regulations and to conduct research with the same high standards.

20. Patient Advocacy Groups

Patient advocacy groups provide patients with important support and information on how to live with their disease, represent patient views and campaign for change on issues that affect patient lives. XenoPort is convinced that an open dialogue and transparent exchange of information with patient advocacy groups is vital to proper patient care. Building and sustaining relationships with patient advocacy groups is an effective way to gain valuable insights on XenoPort's work across therapeutic areas – from drug development to regulatory approval and reimbursement into product launch and marketing. Different stakeholders (e.g., governments, the public and the media) call for integrity and transparency in terms of how the pharmaceutical industry interacts with patient advocacy groups and request the disclosure of financial and in-kind support provided by industry. XenoPort understands and fully supports the request for integrity and the need for public transparency, and consistently applies high standards of conduct in its interactions with patient advocacy groups.

21. Social Media

Employees are expected to use good judgment when using social media and to ensure that their activities are consistent with XenoPort policies, including the policies on protection of confidential corporate information and intellectual property and the use of Internet and social media. Any questions concerning the use of social media should be directed to the Legal and Compliance Department.

22. Drug and Alcohol Abuse

While we respect individual privacy, we also recognize that substance abuse poses serious health and safety hazards in the workplace. We are dedicated to achieving a substance abuse-free environment for the health and well-being of employees and for the enhancement of our competitive position. XenoPort's policy is compassionate, but firm: the use of alcohol, illegal drugs and controlled substances without a prescription, on company time and/or on company property is prohibited. Alcohol may be served at social events sponsored by the company, but only with the approval of a Vice President or above. Specifically, XenoPort prohibits the following:

- Possessing, using or being under the influence of alcohol or an illegal drug or controlled substance during working hours, or while on XenoPort business or XenoPort property;
- Operating a XenoPort-owned or XenoPort-leased vehicle while under the influence of alcohol, illegal drugs or a controlled substance; and
- Actual or attempted distribution, sale, manufacturing or purchasing of an illegal drug or controlled substance during working hours, while on XenoPort business or on XenoPort property.

An employee suspected of possessing alcohol, an illegal drug, or a controlled substance is subject to inspection and search, with or without notice. All personal property on XenoPort premises is also subject to inspection and search, with or without notice. Employees who violate the company's drug and alcohol policy may be removed from the workplace immediately. We may also bring the matter to the attention of the appropriate law enforcement authorities. Any conviction for criminal conduct involving

illegal drugs, intoxicants or controlled substances, whether on-duty or off-duty, or any violation of the company's drug and alcohol abuse policy, may lead to disciplinary action, up to and including termination.

23. Environmental Compliance and Safety

As part of XenoPort's commitment to improving the health and well-being of people worldwide, we strive to effectively manage our natural and workplace environments. To achieve this goal, XenoPort has put in place Environmental, Health and Safety ("EH&S") policies and guidelines. XenoPort strives to provide a safe and healthy environment for our employees and visitors, to attain the highest possible level of safety in all our activities and operations, and to comply with health and safety laws applicable to our business. Employees are expected to be conscientious about work place safety. Employees should immediately report any unsafe conditions or potential hazards to their supervisor, even if the problem is believed to be corrected. Any suspected hazard on company premises, or in a product, facility, piece of equipment, process, or business practice for which XenoPort is responsible, should immediately be brought to the attention of a supervisor, the EH&S Department, Human Resources, or the Legal and Compliance Department. Supervisors shall arrange to correct any unsafe condition or hazard as quickly as possible and must notify EH&S of the situation. XenoPort may periodically issue rules, guidelines or standard operating procedures ("SOPs") governing workplace safety and health, as well as rules and guidelines regarding EH&S handling and disposing of hazardous substances and waste. Employees are required to take appropriate safety training at the start of their employment and periodically during employment. Strict compliance with safety rules is expected. Failure to comply with health and safety rules, guidelines or SOPs, or any negligent work performance that endangers the health and safety of employees is not acceptable. Accidents or injuries that occur on XenoPort property, or while performing work-related duties, must be reported to the employee's supervisor, EH&S and Human Resources within one (1) business day. Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws.

It is our policy to conduct our business in an environmentally responsible way that minimizes environmental impacts. 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.

24. Workplace Conduct, Employment Principles and Practices

We believe that XenoPort's success is achieved through the knowledge, experience and efforts of our employees. We value each individual's contributions and treat one another with dignity and respect, regardless of position, station or relationship. XenoPort is committed to a diverse workplace that is free from discrimination or harassment of any kind and expects the following from its employees, management and board members:

(a) *Equal Employment Opportunity.* Employment-related decisions (recruitment, selection, promotion, compensation, etc.) are to be based on job qualifications and merit, without regard to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

(b) *Discrimination and Harassment.* Never act in a way that harasses, degrades or discriminates against others. This includes unwelcome conduct, whether verbal, physical or visual, that is based on gender, race, color, religion or any other legally protected classification.

(c) *Unwelcome Sexual Advances.* Never make unwelcome sexual advances or requests for sexual favors, including making verbal remarks or physical contact of an intimate or sexual nature.

(d) *Bullying, Threats and Intimidation.* Never behave in a violent or threatening manner. Never spread malicious rumors or create an intimidating, hostile or offensive work environment.

(e) *Personal Relationships Among Employees.* We believe employees must be confident that their dealings with colleagues are free of the potential bias created by close personal relationships. Personal or family relationships between employees who have a reporting relationship should be disclosed to Human Resources to ensure there are no conflicts of interest. Likewise, family relationships among employees or prospective employees must be disclosed to Human Resources.

(f) *Reporting Discrimination or Harassment.* If you experience or are aware of discrimination or harassment of any kind, talk to your manager, Human Resources or the Legal and Compliance Department. XenoPort takes all reports of discrimination and harassment seriously and will investigate. If an investigation reveals a violation, appropriate corrective action will be taken. XenoPort will not tolerate any retaliation against you for making a report in good faith.

25. Waivers for Executive Officers and Directors

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

26. Compliance Resources and Compliance Reporting Procedures

(a) *Compliance Resources; Compliance Officers; Compliance Hotline.* To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. We have established the position of Compliance Officer to oversee this program. The XenoPort Compliance Officer, who also serves as the Healthcare Compliance Officer, is Naoko Fujii (Associate General Counsel and Compliance Officer in the Legal and Compliance Department), who can be reached at 408-616-7118. Additional Compliance Officers for the purpose of this Code are: (i) Richard A. Farley (Vice President, Human Resources), who can be reached at 408-616-7125; (ii) Gianna M. Bosko (Senior Vice President, Chief Legal Officer and Secretary), who can be reached at 408-616-7294; and (iii) such other officer(s) of the company whom the Compliance Committee may appoint to serve as a Compliance Officer for the purpose of this Code from time to time. The Compliance Officers are people to whom you can address any questions or concerns and report actual or suspected violations of the Code. The Compliance Officers serve on the XenoPort Compliance Committee, report directly to the Nominating and Corporate Governance Committee or the Audit Committee as applicable and will report to other committees as requested by such committees and otherwise on an as needed basis. The Nominating and Corporate Governance Committee will, in turn, report directly to the Audit Committee relating to the receipt, retention and treatment of any reports of suspected or actual violations of this Code and any other complaints of misconduct, illegal activities or fraud, in each case involving (i) accounting, internal accounting controls or auditing matters or any other questionable accounting or auditing matters (“Accounting Matters”) or (ii) healthcare compliance matters. At least one of the Compliance Officers

will be a member of XenoPort's Disclosure Committee, and one of the Compliance Officers shall also serve as XenoPort's Healthcare Compliance Officer...

In addition to fielding questions or concerns with respect to conflicts of interest and other matters covered by this Code, the Compliance Officers are responsible for:

- Investigating possible violations of this Code;
- Training new employees, officers and directors in Code policies and conducting ongoing training sessions as appropriate to refresh familiarity with the Code;
- Distributing copies of the Code to new employees, officers and directors and on an ongoing basis as appropriate with a reminder that each person is responsible for reading, understanding and complying with the Code;
- Updating the Code as needed and alerting employees, officers and directors to any updates, with appropriate approval of the Nominating and Corporate Governance Committee of the Board of Directors, to reflect changes in the law, in XenoPort's operations and in recognized best practices, and to reflect XenoPort's experience; and
- Otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with a Compliance Officer. In addition, you may ask questions about XenoPort policy and/or seek guidance regarding specific situations by leaving a voicemail message on XenoPort's Compliance Hotline at **(866-299-8411)**, using a secure web-based reporting system at <https://www.openboard.info/xnpt/index.cfm> or sending an e-mail using XenoPort's Intranet Compliance Hotline Email Box at xnpt@openboard.info (collectively, the "Compliance Hotline"). Whether you call a Compliance Officer or use the Compliance Hotline (via phone, web or email), your contact will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or a Compliance Officer. Even the appearance of impropriety can be very damaging and should be avoided.

(b) *Reporting Accounting Matters.* This Code covers any reports of suspected or actual violations of this Code and any other complaints of misconduct, illegal activities or fraud relating to Accounting Matters, including, without limitation, the following types of conduct:

- Fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- Deficiencies in, or noncompliance with, the Company's internal accounting controls;

- Misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's results or financial condition.

If you know or suspect that there has been a violation of this Code relating to any Accounting Matters or otherwise have a complaint relating to Accounting Matters, you have a responsibility to report it. You are expected to promptly provide your supervisor, a Compliance Officer or the Nominating and Corporate Governance Committee (as described below) with a specific description of the violation or complaint, including any information you have about the persons involved and the time of the violation or complaint. You may contact the Compliance Officers directly or by use of the Compliance Hotline at **(866-299-8411)**, <https://www.openboard.info/xnpt/index.cfm> or sending an e-mail using XenoPort's Intranet Compliance Hotline Email Box at xnpt@openboard.info. If you wish to disclose your identity when disclosing the actual or suspected violation or complaint, you may do so. Confidentiality of the reporting employee will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation.

(c) Reporting Violations of this Code Relating to All Other Matters. If you know or suspect that there has been a violation of this Code relating to any matters other than Accounting Matters, including healthcare compliance matters (collectively, "Other Matters"), you have a responsibility to report it. You are expected to promptly provide your supervisor, a Compliance Officer or the Nominating and Corporate Governance Committee (as described below) with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. You may contact the Compliance Officers directly or by use of the Compliance Hotline at **(866-299-8411)**, <https://www.openboard.info/xnpt/index.cfm> or sending an e-mail using XenoPort's Intranet Compliance Hotline Email Box at xnpt@openboard.info. If you wish to disclose your identity when disclosing an actual or suspected violation, you may do so. Confidentiality of the reporting employee will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation.

(d) Reporting on the Hotline. Confidential reports of violations or complaints relating to Accounting and Other Matters may be submitted anonymously via the Compliance Hotline, which does not record any identifying information about callers. Anonymous reports should be factual instead of speculative, should not set forth conclusions without offering supporting evidence and should contain as much specific information as possible to allow the Compliance Officers, the Nominating and Corporate Governance Committee, the Audit Committee and/or other persons investigating the report to adequately assess the nature, extent and urgency of the situation. Employees should realize that if an anonymous complaint cannot be properly investigated without additional information, we may have to close the matter for lack of sufficient information.

(e) Non-Retaliation. Retaliation against any employee who seeks advice, raises a concern or reports misconduct in good faith and without malicious intent is strictly prohibited. Retaliation in any form against an individual who reports a good faith allegation of a violation of this Code, law, regulation, or policy, or against an individual who assists in the investigation of a reported violation is itself a serious violation of this Code.

If any employee believes he or she has been subjected to any discrimination or retaliation or other action by us or our agents or employees for reporting actual or suspected violations or complaints in accordance with this Code, he or she may file a complaint with a Compliance Officer or the Nominating and Corporate Governance Committee by following any of the procedures set forth above under Section

26, *Compliance Resources and Compliance Reporting Procedures*. The Nominating and Corporate Governance Committee will forward any such complaint relating to Accounting Matters or healthcare compliance matters to the Audit Committee. If it is determined that an employee has experienced any improper employment action in violation of this Code, we will endeavor to promptly take appropriate corrective action.

(f) *Responsibilities of Supervisors.* If you have made your report to your supervisor, he or she is required to promptly report any actual or suspected reported violations or complaints relating to Accounting or Other Matters to a Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact a Compliance Officer or the Nominating and Corporate Governance Committee (as described below) directly. Any violations or complaints relating to Accounting Matters or healthcare compliance matters submitted to the Compliance Officers directly or through the Compliance Hotline at (866-299-8411), <https://www.openboard.info/xnpt/index.cfm> or sending an e-mail using XenoPort's Intranet Compliance Hotline Email Box at xnpt@openboard.info will be promptly forwarded by a Compliance Officer to the chairperson of the Nominating and Corporate Governance Committee, who in turn will promptly report the matter to the chairperson of the Audit Committee. In addition, you may report any complaints of actual or suspected violations or other concerns relating to Accounting Matters or Other Matters directly to the Nominating and Corporate Governance Committee and Audit Committee by delivering the complaint via regular mail to XenoPort, Inc., Chairperson of the Audit Committee and Chairperson of the Nominating and Corporate Governance Committee, c/o Cooley LLP, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California 94306. This report may be submitted anonymously or you may provide your name to enable better follow-up. Cooley, our outside legal counsel, will forward all such mail directly to the chairpersons of the Audit Committee and Nominating and Corporate Governance Committee.

(g) *Investigations of Reported Violations.* The Compliance Officers will be responsible for investigating all reported possible Code violations promptly. The Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances shall be responsible for supervising and overseeing the inquiry and any investigation as needed with respect to Accounting Matters or healthcare compliance matters. The Nominating and Corporate Governance Committee or such other persons as the Nominating and Corporate Governance Committee determines to be appropriate under the circumstances shall be responsible for supervising and overseeing the inquiry and any investigation as needed with respect to all other matters. Neither you nor your supervisor may conduct any preliminary investigation unless authorized to do so by a Compliance Officer or a member of the Audit Committee or Nominating and Corporate Governance Committee, as applicable. Unless you have made a confidential and anonymous report, your cooperation in the investigation will be expected. As needed, the Compliance Officers, Audit Committee and Nominating and Corporate Governance Committee, as applicable, will consult with members of XenoPort's management team, the Legal and Compliance Department, the Human Resources Department, the XenoPort Compliance Committee, the Board of Directors and/or the Nominating and Corporate Governance Committee. It is our policy to employ a fair process by which to determine violations of the Code.

(h) *Records of Actual and Suspected Violations and Complaints.* The Compliance Officers will maintain a log of all reports and complaints relating to Accounting Matters and Other Matters, tracking their receipt, investigation and resolution. The Audit Committee will notify the Compliance Officers of the details of any investigation conducted by or on behalf of the Audit Committee and its resolution for purposes of maintaining such log. The Nominating and Corporate Governance Committee will notify the Compliance Officers of the details of any investigation conducted by or on behalf of the Nominating and Corporate Governance Committee and its resolutions for purposes of maintaining such log. Each member of the Audit Committee and the Nominating and Corporate Governance Committee and, at the discretion of the Compliance Officers, other personnel involved in the investigation of

complaints, shall have access to the log. Copies of the log and all documents obtained and created in connection with any investigation will be retained for a period of three years from the later of the completion of the investigation or, if no investigation is conducted, receipt of the complaint. In addition, the log and the documents obtained and created in connection with any investigation must be retained in accordance with all applicable the company document retention policies.

(i) **Response to Code Violations.** If any investigation confirms that a violation of the Code has occurred or validates complaints relating to Accounting Matters, we (or the Audit Committee or the Nominating and Corporate Governance Committee, as appropriate) will promptly take such corrective action as we believe to be warranted under the circumstances. If we determine that an employee is responsible for a Code violation or complaints relating to Accounting Matters, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations or complaints relating to Accounting Matters or Other Matters.

27. Healthcare Compliance Program.

XenoPort's Board of Directors has ultimate oversight authority of XenoPort's Healthcare Compliance (HCC) Program. The Board sets the tone for the ethical behavior expected of all officers, employees and business partners. The Healthcare Compliance Officer is responsible for the implementation and operation of the HCC Program and facilitation of the Healthcare Compliance Committee. XenoPort's HCC Program is an enterprise-wide, global initiative that addresses the eight elements discussed in the 2003 U.S. Department of Health and Human Services Office of Inspector General Compliance Program Guidance for Pharmaceutical Manufacturers ("OIG Guidance") and subsequent amendments, as well as the tenets of the U.S. Federal Sentencing Guidelines, and other applicable global, U.S. federal and U.S. state laws and regulations. The HCC Program's purpose is to strengthen internal processes and controls, in order to prevent, detect and correct fraud, misconduct and violations of our healthcare program policies, procedures and/or applicable laws and regulations.

(a) **Healthcare Compliance Department.** The Legal and Compliance Department is responsible for overseeing and coordinating XenoPort's Healthcare Compliance Program-related activities, including overall implementation, auditing and monitoring of the Healthcare Compliance Program. The Legal and Compliance Department is also responsible for educating officers and employees regarding compliance-related matters.

(b) **Healthcare Compliance Officer.** The Healthcare Compliance Officer ("Compliance Officer") has overall responsibility for overseeing and monitoring XenoPort's U.S. Healthcare Compliance Program. The Compliance Officer is responsible for developing and implementing policies, procedures and practices designed to ensure compliance with federal healthcare programs, FDA requirements and relevant state laws. The Compliance Officer has direct access to the Chief Executive Officer. The Compliance Officer makes periodic reports regarding compliance matters directly to the Board of Directors or its delegated committee and is authorized to report such matters to the Chief Executive Officer and the Board of Directors at any time. The roles and responsibilities of the Compliance Officer are further described in the Healthcare Compliance Officer and Committee Charter.

(c) **Healthcare Compliance Policies.** In addition to the Code, we have developed Healthcare Compliance Policies ("HCCPs") and procedures to help ensure that our business practices are in compliance with applicable laws and regulations. Several HCCPs require forms to be completed in order

to facilitate review and approval processes. If you have any questions about the HCCPs, or how to complete the associated forms, please contact any member of the Legal and Compliance Department.

(d) *Healthcare Compliance Committee.* The Compliance Officer chairs the Healthcare Compliance Committee ("Compliance Committee"), which is comprised of senior management necessary to help oversee the U.S. Healthcare Compliance Program. The Compliance Committee supports the Compliance Officer in all activities of the compliance program, including analyzing the organization's risk areas, proposing recommendations for compliance policies and procedures and overseeing the monitoring of internal and external compliance audits and investigations. The Compliance Committee meets on a regular basis to discuss and consider compliance and policy issues encountered in the various business areas. The members of the Compliance Committee represent senior management with responsibility for (at a minimum) Commercial, Medical Affairs, Legal, Regulatory Affairs, Clinical and Finance. The roles and responsibilities of the Compliance Committee are further described in the Healthcare Compliance Officer and Committee Charter.

(e) *Education and Training.* XenoPort is committed to maintaining awareness of the HCC Program through education and training of our employees and officers on HCCPs and compliance-related activities, risks and laws. This includes, but is not limited to, new employee orientation, general training, and educational programs, along with annual certification of this Code.

(f) *Auditing and Monitoring.* The Compliance Officer oversees the development and implementation of the auditing and monitoring activities designed to assess compliance with XenoPort's HCC Program policies, procedures and processes.

(g) *Effective Reporting and Investigative Processes.* The Legal and Compliance Department shall provide education and guidance for reporting and investigation of business practice issues to assure compliance with the requirements of XenoPort's HCC Program.

(h) *Enforcement.* XenoPort is committed to an effective HCC Program and the adherence to XenoPort's compliance policies and procedures as well as all applicable federal, state, and country-specific laws and regulations. Violations of the Code, XenoPort HCCPs or SOPs may result in discipline up to and including termination of employment and/or referral to law enforcement.

28. Dissemination and Amendment

XenoPort reserves the right to amend, alter or terminate this Code at any time for any reason. This document is not an employment contract between XenoPort and any of its employees and does not alter XenoPort's at-will employment policy.