

*Trustworthy*

*Accountability*

*Responsibility*

*Integrity*

*Honesty*

*Respect*

**Integrity  
First**



**Code of Ethics and Business Conduct**



# Table of Contents

- A Message From Our CEO.....3**
- Our Code.....4**
- Our Mission.....5**
  - Purpose and Overview.....4
  - Employee Responsibilities.....5
  - Additional Responsibilities of Managers.....5
  - Making the Right Choice – Our Guidelines for Ethical Decision-making.....6
  - Asking Questions and Reporting Concerns – the ITCI Compliance Hotline.....7
  - Our Non-retaliation Policy.....8
  - Accountability and Discipline.....8
- Promoting Respect and Safety.....10**
  - Celebrating Our Diversity.....10
  - Promoting a Harassment-free Workplace.....11
  - Maintaining Health and Safety.....13
- Upholding Our Industry Standards.....14**
  - Complying With Healthcare Laws and Regulations.....14
  - Promoting Patient Safety, Product Quality and Bona Fide Clinical Research...15
  - Reporting Adverse Events.....16
  - Protecting Privacy.....16
  - Ethical Marketing and Advertising.....17
- Protecting Our Company.....18**
  - Protecting Our Assets.....18
  - Protecting Our Information.....19
  - Cooperating With Investigations and Audits.....19
  - Avoiding Conflicts of Interest.....20
  - Knowing the Rules About Gifts and Entertainment.....20
  - Speaking on Behalf of Our Company.....21
- Honoring Our Responsibilities.....22**
  - Interacting Ethically With Suppliers.....22
  - Promoting Financial Integrity.....22
  - Preventing Bribery and Corruption.....23
  - Competing Fairly.....24
  - Avoiding Insider Trading.....25
- Being a Good Steward.....26**
  - Being a Good Corporate Citizen.....26
  - Protecting the Environment.....26
  - Engaging in Political Activities.....27
- Make Your Commitment.....28**
- Helpful Resources.....29**

# A Message From Our CEO

Every day, millions of people suffer from complex neuropsychiatric and neurologic diseases – debilitating conditions with a significant unmet medical need that disrupt lives and can place burdens on families, caregivers and society. At Intra-Cellular Therapies, Inc., (“ITCI”), we are working to meet that need and lift that burden by leveraging our unique intracellular approach to deliver treatments that will be transformative and change what success looks like for the people bravely dealing with these serious diseases.

Our mission is clear – but the way we achieve that mission is just as important to our Company and to those we serve. Patients, physicians and all our stakeholders look to us for hope and have placed their trust in us to uncover new treatment options and to deliver them ethically. Because that trust is one of our most valuable assets, it is critical that you put *Integrity First* in all that you do. Our Code of Ethics and Business Conduct (“the Code”) will help guide you to make the right choices and to help you succeed as we work to improve the lives of people living with serious diseases.

The Code is a valuable resource for everyday challenges that you may face, and I ask that you read it carefully and look to it regularly. When you do, you will find that you have the knowledge and resources needed to uphold our high standards and fulfill the trust that others have in us. If you have questions, please reach out to the departments and people identified in the Code who can help you.

This is an exciting time for our Company, and the ethical choices you make in your day-to-day work will help build our future. Our approach will lead to the discovery and development of new medicines that more optimally manage serious diseases, and I look forward to sharing the journey with you. Thank you for all you do to turn our vision into a reality.

Sharon Mates, Ph.D.  
Founder, Chairman and Chief Executive Officer



# Our Code

## Purpose and Overview

Our Code of Ethics and Business Conduct is one of your most important resources for ethical decision-making and is designed with you in mind – it is a vital resource that will help you:

- ∞ Comply with applicable laws, regulations and Company policies.
- ∞ Promote integrity and the highest standards of ethical conduct.
- ∞ Address common ethical situations you may encounter in your work.
- ∞ Avoid even the appearance of anything improper in connection with our Company's business activities.

All employees, temporary employees and contractors of ITCI and those working on its behalf as agents, as well as the members of our Board of Directors, are required to read, understand and follow our Code. Business partners, such as vendors are expected to follow the spirit of our Code.

Also, keep in mind that ITCI is committed to compliance with all laws, rules and regulations that apply to our business, so it is important to be aware of different laws and requirements that apply in the countries where we operate. If any provision of our Code conflicts with a local law or requirement, you should follow the stricter standard.

It is impossible to anticipate every question you may have, so in addition to the Code, ITCI also has other policies and Standard Operating Procedures (SOPs) that govern your functional area which you are expected to follow.

The Company's Board of Directors has appointed a Corporate Compliance Officer and a Compliance Committee, chaired by the Compliance Officer, to administer, update and enforce our Code. The Corporate Compliance Officer has overall responsibility for overseeing the implementation of the Code.

## Our Mission

*Our mission is to develop innovative treatments to improve the lives of individuals suffering from neuropsychiatric and neurologic disorders in order to reduce the burden on patients and their caregivers.*

## Employee Responsibilities

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow.

**Always behave in a professional, honest and ethical manner** when acting on behalf of our Company.

**Know the information in the Code and written Company policies** and pay particular attention to the topics that apply to your specific job responsibilities.

**Complete all required employee training** in a timely manner and keep up-to-date on current standards and expectations.

**Report concerns** about possible violations of our Code, our policies or the law to your Manager or any of the resources listed in this Code.

**Cooperate and tell the truth** when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating our Code, our policies or the law.

## Additional Responsibilities of Managers

ITCI Managers are expected to meet the following additional responsibilities:

**Lead by example.** As a Manager, you are expected to exemplify high standards of ethical business conduct.

**Help create a work environment** that values mutual respect and open communication.

**Be a resource for others.** Be available to communicate with employees, contractors, suppliers and other business partners about how the Code and other policies apply to their daily work.

**Be proactive.** Look for opportunities to discuss and address ethics and challenging situations with others.

**Respond quickly and effectively.** When a concern is brought to your attention, ensure that it is treated seriously and with due respect for everyone involved.

**Be aware of the limits of your authority.** Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your Manager.

**Delegate responsibly.** Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.

## Q&A

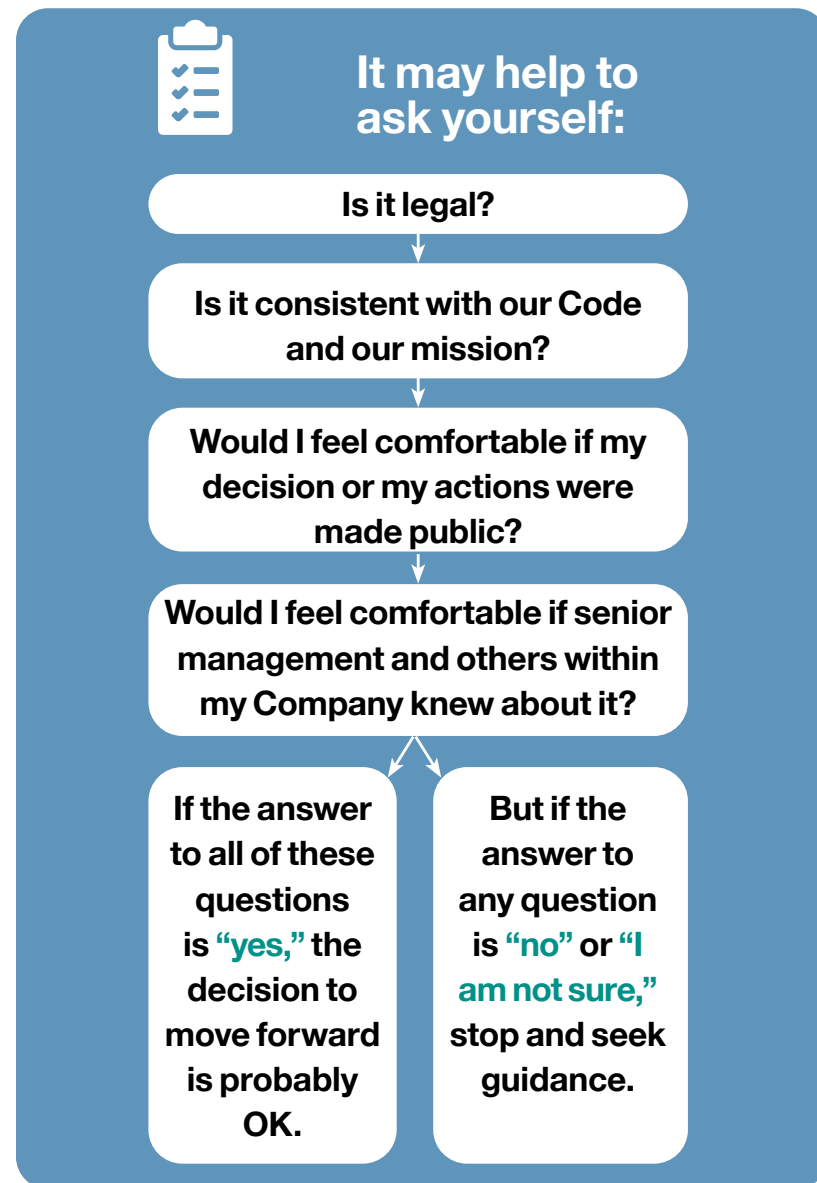
**I observed misconduct in an area not under my supervision. Am I still required to report the issue?**

You are chiefly responsible for employees, contractors and other third parties under your supervision, but all ITCI employees are required to report misconduct. The best approach is to talk first with the Manager who oversees the area where the problem is occurring, but if this is not feasible or effective, you should use the other resources described in our Code.

## Making the Right Choice – Our Guidelines for Ethical Decision-making

Making the right decision is not always easy. There may be times when you will be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.

### Facing a Difficult Decision?



Remember, in any situation, under any circumstances, it is always appropriate to ask for help.

## Asking Questions and Reporting Concerns – the ITCI Compliance Hotline

If you see or suspect any violation of our Code, our policies or the law, or if you have a question about what to do, talk to your Manager. If you are a contractor or agent, speak to the Manager at ITCI to whom you report.

If you are uncomfortable speaking with your Manager, there are other resources available to help you:

**Contact the Compliance, Legal or Human Resources teams.**

Contact the [ITCI Compliance Hotline](#) using one of these methods:

By phone at [866-865-9483](tel:866-865-9483)

Via email at [INTY@openboard.info](mailto:INTY@openboard.info)

Or via the Compliance Hotline Internet at [www.openboard.info/INTY/](http://www.openboard.info/INTY/)

ITCI will make every reasonable attempt to ensure that your concerns are addressed appropriately.

### What to Expect When You Use the Compliance Hotline

The Compliance Hotline Internet and phone line are available 24 hours a day, 7 days a week. Trained specialists from an independent third party, will answer your call, document your concerns and forward the matter to ITCI Compliance for further investigation.

When you contact the Compliance Hotline, you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, ITCI will not be able to inform you about individual disciplinary actions or the outcome of the investigation.

ITCI will make reasonable efforts to ensure that reported concerns are treated confidentially, whenever possible.

Remember, an issue cannot be addressed unless it is brought to someone’s attention.

### Q&A

Someone misused the Compliance Hotline, made an anonymous call and falsely accused someone of wrongdoing.

Experience has shown that the Compliance Hotline is rarely used for malicious purposes. We take all calls seriously and follow up on each one. It is expected that there is a good-faith basis for reports to the Hotline. Accordingly, anyone who uses the Compliance Hotline in bad faith, based on knowingly false information or bad intent, will be subject to disciplinary action.

## Our Non-retaliation Policy

We will not tolerate any retaliation against any employee who, in good faith, asks questions, makes a report of activity that may be inconsistent with our Code, our policies or the law or who assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated.

### Q&A

I suspect there may be some unethical behavior going on in my business unit involving my Manager. I know I should report my suspicions, and I am thinking about using the Compliance Hotline, but I am concerned about retaliation.

You are required to report misconduct and, in your situation, using the Compliance Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it to Human Resources, Legal or Compliance. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and action will be taken if necessary.

## Accountability and Discipline

Violating our Code, our policies or the law or encouraging others to do so, exposes our Company to liability and puts our reputation at risk. If an ethics or compliance problem does occur, you are required to report it so that an effective solution can be developed. You should also understand that violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.



*Trustworthy*

*Accountability*





# Promoting Respect and Safety

## Celebrating Our Diversity

Intra-Cellular Therapies helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining our diversity of talent and resources creates the dynamic teams that consistently drive our results.

Our colleagues, job applicants and business partners are entitled to equal opportunity and respect. We believe they should be viewed based on their qualifications, demonstrated skills and achievements in all employment decisions, including recruiting, hiring, training, promotions, pay, benefits or termination.

We support laws prohibiting discrimination based on characteristics such as a person's race, color, gender, national origin, age, religion, disability, veteran status, marital status, sexual orientation, equal pay/compensation, genetic information, pregnancy, harassment and retaliation.

## Do the Right Thing

- ∞ Treat others respectfully and professionally.
- ∞ Promote diversity in hiring and other employment decisions.
- ∞ Provide reasonable accommodations for employees when necessary.
- ∞ Do not discriminate against others based on any characteristic protected by law or Company policy.

## Watch Out For

- ∞ Comments, jokes or materials, including emails, which others might consider offensive.
- ∞ Inappropriate bias when judging others. If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.

## Promoting a Harassment-free Workplace

We all have the right to work in an environment that is free from intimidation, harassment and abuse. Verbal, visual or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment will not be tolerated.

## Q&A

**One of my coworkers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?**

You should notify your Manager or Human Resources, Legal or Compliance. Sending these kinds of jokes violates our values as well as our policies that relate to the use of email and our standards on diversity, harassment and discrimination. By doing nothing, you may be viewed as condoning discrimination or harassment and tolerating behaviors that can seriously erode a productive work environment and the culture we want to create.

## Do the Right Thing

- ∞ Help each other by speaking out when a coworker's conduct makes others uncomfortable, even if it was not intended to.
- ∞ Never tolerate sexual harassment including requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature.
- ∞ Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- ∞ Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- ∞ Hold everyone we work with to these same standards, including vendors, suppliers, customers and any other third party.
- ∞ Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.



## Watch Out For

- ∞ Unwelcome remarks, gestures or physical contact.
- ∞ The display of sexually explicit or offensive pictures or other materials.
- ∞ Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- ∞ Abusive conduct of any kind, including verbal abuse, threats or taunting.

### Sexual Harassment

A common form of harassment is sexual harassment, which includes:

- Actions that are unwelcome and made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor or other similar conduct of a sexual nature.
- An intimidating, offensive or hostile work environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.

## Q&A

**While on a business trip, a coworker repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he would not. We were not in the office and it was after hours, so I was not sure what to do. Is it harassment?**

Yes, it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations, including business trips. Tell your colleague such actions are inappropriate and will not be tolerated. You are encouraged to report all instances of harassment to Human Resources. Retaliation against the person reporting the harassment will not be tolerated.

## Maintaining Health and Safety

Ensuring safety is an integral part of everything we do. Each of us is responsible for safeguarding our well-being and that of others.

We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone. Situations that may pose a health, safety or environmental hazard should be reported immediately. Those who report safety concerns will not be retaliated against.

We expect your commitment to help make ITCI a safe and accident-free workplace.

### Alcohol and Drugs

While at work or on Company business:

- You should always be ready to carry out your work duties – never impaired.
- Do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our Company's reputation. When alcohol is served during special Company events, you must ensure that your consumption is limited and does not impair your ability to function normally.

### Workplace Violence

Violence of any kind has no place at ITCI. We will not tolerate:

- Obscene phone calls, stalking or any other form of harassment.
- Intimidating, threatening or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage or other criminal or illegal activities.
- The carrying of weapons onto Company property unless you are authorized to do so.
- Possession of a firearm, explosive or other dangerous weapon on ITCI premises or use of an object as a weapon.
- Inflicting or threatening injury or damage to another person's life, health, well-being, family or property.

## Do the Right Thing

- ∞ Follow the safety, security and health rules and acceptable practices that apply to your job. That includes wearing personal protective gear when required.
- ∞ Notify your Manager immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or damage the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety or someone else's safety is at risk.
- ∞ Maintain a neat, safe working environment by keeping workstations, aisles and other workspaces free from obstacles, wires and other potential hazards.

## Watch Out For

- ∞ Unsafe practices or work conditions.
- ∞ Carelessness in enforcing security standards, such as facility entry procedures and password protocols.

## Q&A

**A temporary employee commits a violation of our standards. Are temporary employees and contractors expected to follow the same health, safety and security policies and procedures as employees?**

Absolutely. Managers are responsible for ensuring that temporary employees and contractors at work on ITCI premises understand and comply with all applicable laws and regulations governing their facility, as well as with additional requirements our Company may impose.

# Integrity



## Upholding Our Industry Standards

### Complying With Healthcare Laws and Regulations

In our interactions with healthcare professionals, we promote patient welfare by observing good business practices, meeting industry standards and complying with ITCI policies.

Our highly regulated industry requires that our interactions with healthcare professionals be transparent, honest and based on what is best for the patient. Because we put patients first, our policies are aimed at complying with the laws that apply to us. Many of the laws in this area concern the way we promote and sell our products. Here are just a few of the important standards we follow:

#### The Anti-Kickback Statute

It is never acceptable to attempt to improperly influence the purchase or formulary placement of our products by providing anything of value in exchange for favorable purchasing decisions. Healthcare decisions must be based on a patient's best interests and not influenced by the personal gain of the individuals who make these decisions.

#### The False Claims Act

Under the False Claims Act, it is illegal to falsely bill the government for products and to provide false information to others to cause them to submit a bill to the government. Because we can indirectly influence claims for payment for our products through the information we provide, it is critically important that all information about ITCI products be complete, accurate, truthful and fairly balance the risks and benefits.

#### Samples

The distribution of samples allows prescribers an opportunity to determine how a product is tolerated by a patient. Since samples are provided without cost to the patient, they must not be billed and must be provided in response to a written request from the prescriber. There are a number of record-keeping requirements related to sample loss, theft and record falsification.

#### Sunshine and State Reporting

In an effort to ensure transparency regarding the relationships between pharmaceutical manufacturers and certain healthcare professionals, we report transfers of value provided by the Company as required by law.

### Do the Right Thing

- ∞ Understand the laws that apply to your job and ask for guidance from the Legal or Compliance Department if you are ever unsure of the proper course of action.
- ∞ Do not offer or give anything of value to influence or reward prescribing, using, purchasing or recommending certain products or services. That includes speaking or consulting fees, gifts, promotional items, charitable contributions or sponsorships.
- ∞ Never engage in conduct that is intended to – or could even suggest the appearance of – improperly influencing a healthcare professional's decision.

### Watch Out For

- ∞ Gift-giving – federal and state laws and our policies strictly limit what we may give healthcare providers in the way of gifts, entertainment, transfers of value, promotional items and other hospitality and business courtesies.
- ∞ Improper influence – do not interfere with a healthcare professional's independent judgment.

#### Healthcare Professionals Could Be:

- Physicians, nurse practitioners or nurses
- Pharmacists
- Anyone who prescribes our products or could influence their use
- Anyone who administers or purchases our products

### Promoting Patient Safety, Product Quality and Bona Fide Clinical Research

The safety and efficacy of our products is the foundation of everything we do. With integrity as the cornerstone of this work, our clinical research is always designed to address a legitimate, unanswered or inadequately answered medical or scientific question for the patients we serve. And our products are manufactured in compliance with all FDA regulatory requirements and safeguards and meet high quality standards.

### Do the Right Thing

- ∞ Help ITCI continue producing quality products by always making patient safety a priority, adhering to the highest standards and never sacrificing quality to meet a Company target or deadline.

If you are aware of a quality issue with our products, please call **1-888-611-4824**.

### Q&A

*I think there may be an issue with one of the manufacturing processes at my facility, but we are behind schedule and if I say anything, we will be delayed further as the Company investigates. What should I do?*

ITCI never sacrifices quality to meet a deadline or target. You should report the matter immediately.

*Respect*



## Reporting Adverse Events

We monitor patient safety through adverse event reporting. Every employee and contractor must report any information about adverse events associated with the use of our products, as well as any complaints about product quality, upon becoming aware of these issues even if it is not clear that the event is related to the product. The event or quality complaint must be reported to the Pharmacovigilance Department by calling **1-888-611-4824** within one business day of learning of it.

By acting quickly, you help us to address and correct the issue before it presents a risk to those we serve. You also help us continually improve the safety and quality of our products.

## Protecting Privacy

We respect the personal information of others. Follow our policies and all applicable laws in collecting, accessing, using, storing, sharing and disposing of this information. Only use it – and share it with others outside of ITCI – for legitimate business purposes.

Make sure you know and protect the kind of information that is considered personal. It includes anything that could be used to identify someone, either directly or indirectly, such as a name, email address, phone number or credit card number.

## Privacy and HIPAA

ITCI complies with laws wherever we operate, such as the Health Insurance Portability and Accountability Act (HIPAA) in the United States and the EU Data Protection Directive, and the General Data Protection Regulation (GDPR). These laws protect the privacy of personally identifiable information (PII) and protected health information (PHI). We collect only the minimum PHI or PII needed to perform our work and use it only for legitimate business purposes. We ensure appropriate consents have been obtained when required.

- **PII** is information that can be used to trace someone's identity or can be combined with other personal information to do so (for example, a name, address, social security number, driver's license number, genetic information, credit card number or account number).
- **PHI** is a specific type of personal information that identifies an individual and relates to a person's physical or mental health, treatment or payment for healthcare.
- **Sensitive personal information (SPI)** is another type of information we protect that is related to characteristics like racial or ethnic origin, political or religious beliefs, membership in trade unions, physical or mental health, sexual orientation, gender identity or criminal convictions.

## Do the Right Thing

- ∞ If you are authorized and have consent to access, collect or use personal information, protect it in your daily work. Only access the information that you need to do your job and do not disclose it to others who are not authorized to have it.
- ∞ Follow our guidelines regarding sending, retaining and transferring personal information to help us meet any contractual requirements.
- ∞ Hold our business partners to the same standards, making sure they understand and uphold their obligation to protect privacy.

## Watch Out For

- ∞ Requests for access to personal information by unauthorized individuals.
- ∞ Sending personal information to unattended fax machines or printers.
- ∞ Failing to shred or securely dispose of sensitive information.
- ∞ Using "free" or individually purchased internet hosting, collaboration or cloud services.

## Ethical Marketing and Advertising

ITCI's advertising and promotion efforts focus on conveying truthful and complete information to healthcare providers, patients and customers. We only promote our pharmaceutical products for uses that have been approved by the U.S. Food and Drug Administration.

All promotional materials and information conveyed about our products must be approved by the appropriate review committee, generally: Marketing, Medical Affairs, Regulatory and Legal/Compliance to ensure the information is complete, accurate, truthful and fairly balances the benefits and risks.

## Do the Right Thing

- ∞ Never provide information to healthcare professionals that has not been reviewed by the appropriate review committee for the intended audience.
- ∞ Never alter, amend, delete or otherwise change the approved information.
- ∞ Never make "homemade materials" about our products.
- ∞ Never provide promotional marketing information unless you have been trained on its appropriate use.

## Watch Out For

- ∞ Negative statements about our competitors or their products.
- ∞ Misleading claims about our products – whether intentional or not.

*Honesty*





# Protecting Our Company

## Protecting Our Assets

We are entrusted with Company assets and are personally responsible for protecting them and using them with care. Company assets include funds, facilities, equipment, information systems, intellectual property and confidential information.

Personal use of Company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment.

### Do the Right Thing

- ∞ Do not use ITCI equipment or information systems to create, store or send content that others might find offensive. Use them appropriately and only for business purposes.
- ∞ Do not share passwords or allow other people, including friends and family, to use ITCI resources.
- ∞ Keep valuable devices like laptops secure.
- ∞ Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Department.

### Watch Out For

- ∞ Requests to borrow or use Intra-Cellular Therapies equipment without approval.
- ∞ Unknown individuals without proper credentials entering our facilities.
- ∞ Excessive use of ITCI resources for personal purposes.

## Protecting Our Information

ITCI commits substantial resources to technology development and innovation. The creation and protection of our intellectual property rights are critical to our business. Intellectual property includes items such as proprietary information, trade secrets and patents.

Each of us must be vigilant and protect ITCI confidential information and intellectual property. This means keeping it secure, limiting access to those who have a need to know in order to do their job and only using it for authorized purposes.

And remember to treat the confidential information of our business partners and other third parties with the same respect. We also protect our employees’ personal information, including names, phone numbers, employee numbers, addresses, salary or benefits information and any other information that could identify someone.

Be aware that the obligation to restrict your use of ITCI confidential information and intellectual property continues even after employment ends.

### Intellectual Property

Intellectual property (IP) is an important asset that must be protected. Examples of our IP include:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights

Contact the Legal Department if you receive any inquiries or questions from third parties regarding (1) the scope of ITCI intellectual property rights, (2) the applicability of ITCI rights to another company’s products or (3) the applicability of a third party’s intellectual property rights to ITCI intellectual property rights or products.

Promptly disclose to Company management any inventions or other IP that you create while you are employed by ITCI.

## Do the Right Thing

- ∞ Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- ∞ Use and disclose confidential information only for legitimate business purposes.
- ∞ Protect our intellectual property and confidential information by sharing it only with authorized parties.
- ∞ Only store or communicate Company information using approved ITCI information systems.
- ∞ Removal from ITCI facilities of Company property is prohibited, unless authorized by the Company.

### Watch Out For

- ∞ Discussions of ITCI confidential information in places where others might be able to overhear – for example, on planes and elevators and when using mobile phones.
- ∞ Sending confidential information to unattended fax machines or printers.
- ∞ Requests by unauthorized individuals for confidential information.

## Cooperating With Investigations and Audits

All employees are expected to fully cooperate with internal and external investigations and audits that are conducted by our Company. In addition, in the course of business, you may receive inquiries or requests from government officials.

You are expected to fully cooperate and ensure that any information you provide is true, accurate and complete. If you learn of a potential government investigation or inquiry, immediately notify your Manager and contact the Legal or Compliance Departments before taking or promising any action.

### Watch Out For

- ∞ Falsified information. Never destroy, alter or conceal any document in anticipation of or in response to a request for these documents.
- ∞ Unlawful influence. Never provide or attempt to influence others to provide incomplete, false or misleading statements to a Company or government investigator.

## Avoiding Conflicts of Interest

A conflict of interest can occur whenever you have a competing interest that may interfere with your ability to make an objective decision on behalf of ITCI. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your Manager so that we can properly evaluate, monitor and manage them.

## Do the Right Thing

- ∞ Avoid conflict of interest situations whenever possible.
- ∞ Always make business decisions in the best interest of ITCI.
- ∞ Discuss with your Manager the full details of any situation that could be perceived as a potential conflict of interest.
- ∞ Your Manager must seek the guidance of the Human Resources or Compliance Departments.
- ∞ Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with ITCI.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

### Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to ITCI first. This means that you should not take that opportunity for yourself unless you get approval from the Legal, Human Resources or Compliance Departments.

### Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier or competitor. Since it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your Manager in order to determine if any precautions need to be taken.

### Outside employment

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your Manager and Human Resources. If approved, you must ensure that the outside activity does not interfere with your work at ITCI. Working for a competitor, supplier or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business must not compete with ITCI and must not be conducted on Company time or with Company resources.

### Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, vendor, supplier or customer. Make sure you know what is permitted – and what is not – by our policies and seek help with any questions.

### Civic activities

Unless Company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers or partners, especially if your current job gives you the ability to influence our relationship with them.

## Knowing the Rules About Gifts and Entertainment

A modest gift may be a thoughtful “thank you,” or a meal may be an appropriate setting for a business discussion. If not handled carefully, however, the exchange of gifts and entertainment may appear to create a conflict of interest or other misconduct. This is especially true if it happens frequently, or if the value is large enough that someone may think it can improperly influence a business decision. Proper records of such expenses must also be created and maintained.

Gifts must never be offered or accepted if the intent is to improperly influence any decision or if it creates the appearance of impropriety. If a reasonable third person would believe that the gift (offer or acceptance) creates a conflict of interest so that your business judgment or the recipient’s business judgment may be influenced by it, the gift must be avoided.

Be aware that even stricter rules apply when dealing with healthcare professionals and government officials (see the following Compliance Policies: Meals, Gifts, and Entertainment and Interactions with Government Employees and Agencies).

## Do the Right Thing

- ∞ Never give or accept gifts or entertainment that obligate or appear to obligate the recipient.
- ∞ Never give or accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- ∞ Never give or accept cash or cash equivalents.
- ∞ Do not request or solicit personal gifts, favors, entertainment or services.
- ∞ Raise a concern whenever you suspect that a colleague, third party or other agent of the Company may be engaged in any attempt to improperly influence a decision of a customer or government official.
- ∞ Follow our travel policy when buying or accepting meals and entertainment.

## Watch Out For

- ∞ Situations that could embarrass you or our Company, including entertainment at sexually oriented establishments.
- ∞ Situations that may create even the appearance of a conflict of interest.

## Q&A

*During contract negotiations with a potential new supplier, the new supplier mentioned that they had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go in their place. I had been thinking of attending the seminar anyway, since the subject of the seminar applies to my work. There is no personal gain to me, it would be good for ITCI and it would be a shame to waste the registration. I planned on saying “yes,” but now I wonder if that would be the right decision.*

You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is ongoing. Accepting gifts during negotiations can give the appearance of something improper and is always inappropriate.

## Speaking on Behalf of Our Company

We are committed to maintaining honest, professional and lawful internal and public communications.

We need a consistent voice when making disclosures or providing information to the public. For this reason, it is important that only authorized persons speak on behalf of ITCI. Communications with media, investors, stock analysts and other members of the financial community should be referred to executive management.

If you are contacted by the media for a comment or to answer a question, refer it immediately to Legal or Corporate Communications and Investor Relations. The same applies if you are asked to publish articles, contribute to blogs or speak publicly.

ITCI recognizes that many of our employees participate in social media, and we expect you to do so with care. You are responsible for anything you say that might be published and shared online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of ITCI and follow our Social Media Policy.

If you believe a false statement about our Company has been posted, do not post or share nonpublic information, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, contact Legal or Corporate Communications and Investor Relations.

## Watch Out For

- ∞ Giving public speeches, writing articles for professional journals or other public communications that relate to ITCI without appropriate management approval.
- ∞ Invitations to speak “off the record” to journalists or analysts who ask you for information about ITCI or its customers or business partners. No conversation or communication is ever “off the record.”



# Honoring Our Responsibilities

## Interacting Ethically With Suppliers

Intra-Cellular Therapies evaluates and engages with qualified suppliers (including vendors) on an objective basis grounded in fairness. When selecting suppliers, we assess each supplier's ability to satisfy our business and technical needs and requirements. We also make purchasing decisions based on the long-term cost and benefit to ITCI. All agreements are negotiated in good faith and must be fair and reasonable for both parties.

### Do the Right Thing

- ∞ Remember, we could be held responsible for our suppliers' actions, so monitor their work, ensuring that they fulfill their contractual obligations and honor our policies and Code.
- ∞ Show integrity in every interaction with suppliers. Be fair and honest, and avoid any situations that could lead to a conflict of interest or any other violation of our Code or the law.

## Promoting Financial Integrity

The accuracy and completeness of our disclosures and business records are essential to making informed decisions and to informing investors, regulators and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies as well as applicable laws, including the Sarbanes-Oxley Act in the United States and the U.S. Generally Accepted Accounting Practices (GAAP).

Some employees have special responsibilities in this area. If you are involved in any aspect of our financial reporting, make sure you meet all applicable procedural and legal requirements. Take care to ensure reports or disclosures about our financial records are full, fair, accurate, complete, objective and timely and never falsify or mischaracterize any book, record, account, entry or transaction that relates to ITCI.

### Full, Fair and Timely Disclosures

As a public Company, ITCI is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results and other public communications.

## Records Management

Documents should only be disposed of in compliance with ITCI policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to – or in anticipation of – an investigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact the Legal or Compliance Departments.

Remember, everyone at ITCI contributes to the process of recording business results and maintaining records. Whether you are filing an expense report or preparing a financial statement, be honest, accurate and complete.

### Do the Right Thing

- ∞ Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- ∞ Write carefully in all your business communications. Write as though someday the records you create may become public documents.

### Watch Out For

- ∞ Records that are not clear and complete or that obscure the true nature of any action.
- ∞ Undisclosed or unrecorded funds, assets or liabilities.
- ∞ Improper destruction of documents.

## Q&A

*At the end of the last quarter reporting period, my Manager asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.*

No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It may be perceived as a misrepresentation and, depending on the circumstances, could amount to fraud.

## Preventing Bribery and Corruption

We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. ITCI is committed to complying with all applicable anti-corruption laws.

We do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to any person or firm who represents ITCI. If you believe a bribe is being sought from you or someone has tried to bribe you, you should immediately report the situation to the Legal or Compliance Departments.

### Key Definitions – Bribery, Corruption and Facilitation Payments

**Bribery** means giving or receiving anything of value (or offering to do so) in order to obtain business, financial or commercial advantage.

**Corruption** is the abuse of an entrusted power for private gain.

**Facilitation Payments** are typically small payments to a low-level government official that are intended to encourage the official to perform his/her responsibilities.

It is important that we exercise due diligence and carefully screen and monitor third parties acting on our behalf, particularly when dealing in countries with high corruption rates. Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

### Do the Right Thing

- ∞ Never give anything of value inconsistent with U.S. or local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- ∞ Understand the standards set forth under anti-bribery laws which apply to your role at ITCI.
- ∞ Accurately and completely record all payments to third parties.

### Watch Out For

- ∞ Apparent violations of anti-bribery laws by our business partners.
- ∞ Agents who do not wish to have all terms of their engagement with ITCI clearly documented in writing.

## Q&A

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay him goes toward making payments or bribes to government officials. What should I do?

This matter should be immediately reported to the Legal or Compliance Departments for investigation. If there is bribery and we fail to act, both you and our Company could be liable. It is important and appropriate to remind our agents of this policy and our high ethical standards and expectations.

## Competing Fairly

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices.

Antitrust laws are complex and compliance requirements can vary depending on the circumstances, but in general, the following activities are red flags and should be avoided and, if detected, reported to the Legal or Compliance Departments. They include agreements or discussions to:

- Allocate markets, territories or customers
- Exclude competitors or restrict trade in the marketplace
- Require a party to purchase our products as a condition of ITCI purchasing from that party
- Boycott customers or suppliers
- Fix prices of products in the marketplace

When collecting business intelligence about our competitors, ITCI employees and others who are working on our behalf, must never engage in fraud or deception to obtain information. Nor should we use invasive technology to “spy” on others. We also need to be careful when accepting information from third parties, ensuring we know and trust our sources and the knowledge they provide is not protected by trade secret laws, or non-disclosure or confidentiality agreements.

Our commitment to fairness extends to our customers and business partners as well. We always work to understand and meet their needs, while remaining true to our own ethical standards. We tell the truth about our services and capabilities and never make promises we cannot keep. In short, we treat our customers and business partners as we would like to be treated.

## Do the Right Thing

- ∞ Do not enter into agreements to engage in any anti-competitive behavior. If it feels wrong, it probably is.
- ∞ Carefully guard competitively sensitive or confidential information regarding our Company or another company.
- ∞ Maintain fair and honest relationships with customers, vendors and suppliers. Never follow another’s request to do something that you regard as unethical or unlawful.
- ∞ Obtain competitive information only through legal and ethical means, never through misrepresentation.

## Watch Out For

- ∞ **Collusion** – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- ∞ **Bid-rigging** – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- ∞ **Tying** – when a company with market power forces customers to agree to services or products that they do not want or need.
- ∞ **Predatory pricing** – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

## Q&A

I received sensitive pricing information from one of our competitors. What should I do?

You should contact the Legal or Compliance Departments immediately and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-by-case basis.

## Avoiding Insider Trading

In the course of business, you may learn confidential information about ITCI or about other publicly traded companies that is not available to the public at large. Trading securities while aware of such material nonpublic information, or disclosing such information to others who then trade (“tipping”), is prohibited by various laws.

### Material Information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- A proposed acquisition or sale of a business
- A significant expansion or cutback of operations
- A significant product development or important information about a product or potential product
- Extraordinary management or business developments
- Changes in strategic direction such as entering new markets

## Do the Right Thing

- ∞ Do not buy or sell securities of any company when you have material nonpublic information about that company.
- ∞ Protect material nonpublic information from the general public including information in both electronic form and in paper copy as well as verbal communications.
- ∞ If you are a director or senior-level employee, you have additional requirements when it comes to trading our securities, including black-out periods when you are prohibited from trading. Make sure you understand how these requirements apply to you.
- ∞ Discuss any questions or concerns about insider trading with the Legal or Compliance Departments.

## Watch Out For

- ∞ Requests from friends or family for information about ITCI or companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal “tipping” of inside information.
- ∞ Sharing material nonpublic information with anyone, either on purpose or by accident, unless it is essential for ITCI-related business. Giving this information to anyone else who might make an investment decision based on your inside information may be considered “tipping” and therefore illegal regardless of whether or not you benefit from the outcome of their trading.

# Responsibility



## Being a Good Steward

### Being a Good Corporate Citizen

We believe in making a positive difference in people's lives and maintaining the health and welfare of the communities where we live and work. We promote, encourage and support a diverse range of corporate social responsibility activities.

We encourage you to make a difference on a personal level, but, in general, ask that you do so on your own time and at your own expense, making sure that your activities are lawful and consistent with our policies. Unless you receive approval in advance, please do not use ITCI funds, assets or our Company's name to further your personal volunteer activities.

### Protecting the Environment

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as potential harm to the health and safety of employees, customers and the public.

#### Do the Right Thing

- ∞ Do your part to ensure that protecting employee safety and the environment is a priority. Stop work and report any situation that you believe could result in an unsafe work condition or damage to the environment.
- ∞ Read and understand all the information provided by our Company that is relevant to your job and the health, safety and environmental effects of our operations.
- ∞ Be proactive and look for ways that we can minimize waste, energy and use of natural resources.

### Engaging in Political Activities

You have the right to voluntarily participate in the political process, including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of ITCI, and never use Company funds for any political purpose without proper authorization.

#### Do the Right Thing

- ∞ Ensure that your personal political views and activities are not viewed as those of the Company.
- ∞ Do not use ITCI resources or facilities to support your personal political activities.
- ∞ If you are asked a question about ITCI's position on issues of public policy or politics, do not attempt to answer on our behalf. Refer the request to the Market Access, Policy & Government Affairs Department.

### Watch Out For

- ∞ Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Legal and Market Access, Policy & Government Affairs Departments.
- ∞ Pressure. Never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.
- ∞ Improper influence. Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- ∞ Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at ITCI and must not appear to represent the views of ITCI.

### Q&A

I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at ITCI as long as I do not use any Company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.



# Make Your Commitment

At Intra-Cellular Therapies, we are committed to following all applicable laws and regulations. All ITCI employees must complete and submit this Commitment Form annually and participate in all required ethics and compliance training.

Submitting this form indicates that you have read and understood and agree to abide by our Code of Ethics and Business Conduct and:

Have complied with the Code to the best of your knowledge.

Have reported any possible conflicts of interest.

Have reported any suspected violations of the Code or other ITCI policies.

Recognize that you have an affirmative duty to report suspected violations of the Code and ITCI policies by using any of the reporting methods included in this Code.

I certify that these statements are true and accurate.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# Helpful Resources

Resource:	Contact:
<b>Human Resources</b>	<b>Regina Donohue</b> Vice President Head of Human Resources Office: <b>1-646-440-9346</b>
<b>The Compliance Department</b>	<b>Karen Patruno Sheehy, Esq.</b> Senior Vice President Chief Compliance Officer Office: <b>1-646-440-9402</b>
<b>Compliance Hotline</b>	You can reach the <b>Compliance Hotline</b> either: By phone at <b>1-866-865-9483</b> Via email at <b><a href="mailto:INTY@openboard.info">INTY@openboard.info</a></b> Or via the Compliance Hotline Internet at <b><a href="http://www.openboard.info/INTY/">www.openboard.info/INTY/</a></b>
<b>The Legal Department</b>	<b>Michael Halstead, Esq.</b> Executive Vice President General Counsel Office: <b>1-646-440-9402</b>
<b>Corporate Communications</b>	<b>Juan F. Sanchez, M.D.</b> Vice President Corporate Communications and Investor Relations Office: <b>1-646-440-9370</b>
<b>For Adverse Events and Product Complaints, call</b>	<b>1-888-611-4824</b>

