

# Code of Conduct & Business Ethics



# Letter from the Chief Executive Officer

August 2016

## ***To All Directors, Officers and Employees:***

As we continue to grow as a specialty pharmaceutical company, Aptevo Therapeutics Inc. (together with its subsidiaries, "Aptevo") remains dedicated to its one simple mission- to enhance the lives of others. Aptevo must be unwavering in its commitment to operating with honesty and integrity.

This commitment allows us to maintain a creative, productive and positive work environment while conducting our business and affairs in accordance with all applicable laws that govern the conduct of our businesses. Aptevo believes that this commitment is a critical asset that builds trust with our customers, employees, vendors, shareholders and the communities where we live and operate.

Aptevo requires that all directors, officers and employees comply with the laws, rules and regulations applicable to the company wherever it does business. To reinforce the company's commitment to honesty and integrity, Aptevo has adopted this Code of Conduct and Business Ethics (the "Code") to assist you in understanding your ethical responsibilities. The Code does not cover every situation you may encounter during your professional career. However, it does outline the basic principles and standards expected of you, and describes the resources available to assist you.

Please join us in continuing to uphold Aptevo's commitment to ethical business conduct. Doing so will help Aptevo continue to prosper and remain a great place to work.

Best regards,



***Marvin White***

President & Chief Executive Officer

# Table of Contents

<b>A Letter from the Chief Executive Officer .....</b>	<b>i</b>
<b>Maintaining Ethical Culture .....</b>	<b>1</b>
<b>Our Code - The Basics .....</b>	<b>2</b>
<b>Speaking Up and Reporting Concerns .....</b>	<b>4</b>
<b>Our Commitments and Responsibilities .....</b>	<b>5</b>
<b>Conflict of Interest .....</b>	<b>6</b>
<b>Interactions With Third Parties .....</b>	<b>12</b>
<b>Fair Dealing, Integrity of Financial Information and Company Records .....</b>	<b>17</b>
<b>International Business Practices .....</b>	<b>23</b>
<b>Workplace Conditions and Conduct .....</b>	<b>28</b>
<b>Use of Company Assets and Safeguarding Company Information and Data .....</b>	<b>33</b>
<b>Supplemental Information .....</b>	<b>39</b>
<b>Resources and Contact Information .....</b>	<b>40</b>



# Maintaining an Ethical Culture



# Our Code - The Basics

## Purpose of the Code

The Code reflects Aptevo's unwavering commitment to operating our business with honesty and integrity. Its purpose is to communicate a standard that not only meets the letter of the law, but also its spirit. Each of us will encounter questions of business ethics and conduct during our careers. How we decide these issues are expected to be consistent with the Code—we will do the right thing each time we face a tough decision.

## Applicability of the Code

Each member of our Board of Directors and each Aptevo employee (including limited term hires and temporary employees assigned to Aptevo) is required to follow the Code. While consultants, subcontractors, suppliers and customers are not required to certify to and follow the Code, Aptevo expects that they will adhere to similar ethical standards.

## Responsibilities Under the Code

As a condition of initial and continued employment with Aptevo, all employees must comply with the Code. Each year, every member of the Board of Directors and each employee must certify to having received, read and understood the Code. In addition, we each must comply with all Aptevo policies, procedures, manuals, as well as laws, rules and regulations.

## Violations and Enforcement

It is never within the scope of employment for an employee to violate the law or the Code. Violations are grounds for disciplinary action, up to and including termination of employment, possible legal prosecution or other appropriate action.

### Compliance in a Global Setting

Aptevo is incorporated in the United States but does business in multiple locations around the world.

In some instances, there may be a conflict between the applicable laws of two or more countries, or the laws of one country may require a separate or alternate Policy or Procedure.

When you encounter such a conflict, consult with the Legal Department to understand how to resolve that conflict properly.

# Our Code - The Basics (cont'd)

## Investigations

All reports of alleged violations of the Code, policies, procedures, law, rule or regulation will be taken seriously and fully reviewed. Where appropriate, an investigation will be conducted to determine the facts. If you are asked to participate in an investigation, each employee has an obligation to cooperate fully, be forthright, and comply with all instructions.

Company investigations may be conducted or directed by Human Resources, Legal, Compliance or a third party investigator. If you have any concerns about the legitimacy of an investigator, contact the Chief Compliance Officer. At no time should you conduct your own investigation.

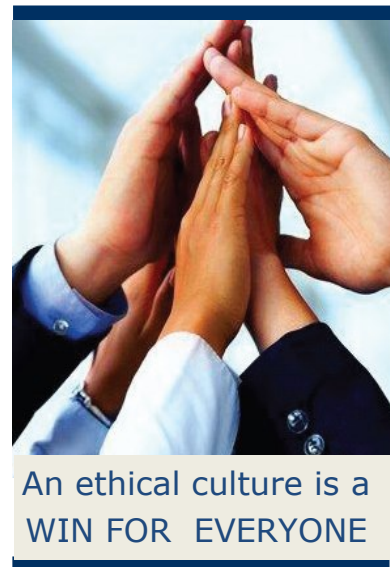
## Aptevo's Non-Retaliation Commitment

The Company expressly prohibits any form of retaliation against employees who are whistleblowers or report violations or suspected violations of the Code, law, rule or regulation. Retaliatory acts may lead to disciplinary action against the person responsible for the retaliation, up to and including termination.

If you believe you have been retaliated against for reporting violations of the Code, law, rule or regulation, report it to your manager, Human Resources, the Chief Compliance Officer, or call the Business Conduct Line.

## Ethics and Compliance Steering Team

Aptevo has established an Ethics and Compliance Team (ECT). Members include leaders of key company functions. As such, the ECT and its efforts have direct impact across the company. Established by the Risk Management and Compliance Team, the ECT meets regularly and is charged with promoting a culture that encourages ethical conduct, respect and compliance with the Company's Code, policies, procedures and all applicable laws, rules and regulations.



# Speaking Up and Reporting Concerns

## Seeking Assistance and Reporting Concerns

If you have questions about something you have read in the Code or have seen in the workplace, speak up! You do not have to make difficult decisions alone and should never feel pressured by anyone to do something unethical or illegal. Review the Code, company policies, procedures, manuals, or other materials that might help you make a decision.

You are obligated to report any suspected or known violation of the Code. Multiple channels for reporting have been established. **Choose the option from the following list that you feel most comfortable with or which most appropriately matches the circumstances:**

- A manager or supervisor
- Human Resources
- Chief Compliance Officer ([ComplianceOfficer@apvo.com](mailto:ComplianceOfficer@apvo.com) or **206-859-6683**)
- Any member of the Compliance Department
- Aptevo's Business Conduct Line at **855-260-7433** or **[www.ethicspoint.com](http://www.ethicspoint.com)**

Reports must always be made in good faith. This means you believe the information you are providing is truthful. You must never make intentionally false or misleading reports.

Whether a report is made anonymously or on a named basis, via internet or phone to the Business Conduct Line, by a report to the Chief Compliance Officer or in any other manner, it will be taken seriously and investigated.

## Aptevo's Business Conduct Line

When using the Business Conduct Line, keep the following in mind:

- You may choose to make a report anonymously.
- The Business Conduct Line is staffed by an independent third party provider, EthicsPoint, and can be accessed 24 hours a day, 7 days a week, 365 days a year.
- Reports made through the Business Conduct Line are assigned a key report number that you can use to check the status of your report. This is useful for following up on a report.

## Confidentiality

All reports will be treated in a confidential manner except where disclosure is required to properly investigate the matter or is mandated by law. Confidentiality means we do not disclose the identity of the reporter (if known) other than on a need-to-know basis for purposes of conducting the investigation. When a report is made, the existence of the report and its contents may become known to persons involved in the interviews and the investigation.

# Our Commitments and Responsibilities

## Aptevo's Commitment:

Aptevo has an unwavering commitment to operating and conducting its business with honesty and integrity. We uphold this commitment every day through the actions of our employees who have the following responsibilities.

## Every Employee's Responsibilities:

- **Know the Standards**—be familiar with the laws, regulations, policies and procedures that are applicable to your job, and comply with them.
- **Ask Questions and Seek Guidance**—multiple channels exist to assist you. Seek guidance from your manager, a trusted manager, a member of the Human Resources Department or the Compliance and Risk Department.
- **Raise Concerns**—if you believe someone may have violated a law or company policy, or if you are being encouraged or pressured to do so, you are obligated to report it.

## Additional responsibilities of employees who manage others:

- Serve as ethical role models for fellow employees;
- Ensure that all employees who report to them have adequate knowledge and understanding of the Code and of the Company's policies, procedures and manuals;
- Ensure that all employees who report to them feel comfortable raising issues and understand why certain decisions are made;
- Foster a work environment where respect is paramount and diversity of opinion is welcomed; and
- Forward any report of suspected or actual misconduct made known to them to the Compliance Department, Chief Compliance Officer, Human Resources, or the Business Conduct Line.

# Conflict of Interest



# Conflict of Interest - Conflict of Interest Generally

## OVERVIEW

We must all act in the best interests of the Company, advance the Company's legitimate business interests when the opportunity to do so arises, and not let our personal interests interfere (or even appear to interfere) with our ability to make sound, objective business decisions.

- Manage conflicts of interest by removing yourself from a decision where a conflict exists.
- Disclose conflicts of interest when they occur so that they do not adversely affect the Company, its business or its reputation.
- Disclose all business opportunities that you discover through your position with the Company or through the use of Company property or information to the Company so it may determine whether to pursue it.
- Never compete with the Company or use Company property, resources or information to advance your own personal interests or those of others.

## DOs and DON'Ts

- **DO** base all of your business decisions on normal commercial considerations, such as quality, cost, availability, service, reputation and other factors bearing directly on the product or service.
- **DO** avoid having a romantic relationship with another employee who is in your direct or indirect reporting line, as this creates a conflict of interest. If such a romantic relationship does develop, you must report it promptly to your manager so that the reporting relationship can be changed.
- **DON'T** be involved in a purchase or other decision if a member of your household, immediate family or a close friend is an actual or proposed vendor or would otherwise benefit from the business decision. Instead, disclose the conflict to your manager and allow others without a conflict to make the decisions.
- **DON'T** take for yourself an opportunity to invest in an enterprise if you think Aptevco may have an interest in investing. Instead, promptly disclose such opportunity to the Company and only take the opportunity for yourself if the Company permits it in writing.
- **DON'T** perform consulting work for another entity that is competitive to Aptevco.

# Conflict of Interest - Receiving Gifts or Entertainment

## OVERVIEW

Building solid business relationships is an important aspect of any business. While business gifts and entertainment can build understanding and goodwill, they can also make it harder to be objective about the person providing the gift or entertainment and create an actual or perceived conflict of interest. This can erode the confidence and trust of others in our business decisions.

### Gifts:

Aptevo generally disfavors the receipt of gifts other than low value items (such as pens, key chains, t-shirts, etc.) or gifts that can be enjoyed by multiple members of a work group (fruit baskets, coffee mugs, etc.). In no event may you accept a gift with a known or estimated value of \$50.00 US or more (or foreign equivalent) unless it can be enjoyed by multiple members of a work group. If you receive such a gift, contact the vendor, politely advise them of our gift standards and return the gift. Alternatively, in some cases (such as gifts of art or electronics) the gift may be donated for Company use.

### Business entertainment:

Attending a business dinner or a sporting, cultural or other event with a vendor at the vendor's expense can advance a legitimate business relationship. Such events will generally be acceptable provided such business entertainment is both reasonable in cost and frequency and advances a legitimate business relationship. Accepting tickets to a sporting, cultural or other event at which the vendor will not be present does not advance a legitimate business relationship and is considered to be a gift and is subject to the gift limitations. Simply agreeing to pay for your ticket will not necessarily eliminate the conflict of interest. This is especially true in situations where the event is a premier event to which tickets are hard to get.

## DOs and DON'Ts

- **DO** take care when dining with consultants or other business partners. You may only allow a consultant or other business partner to pay for a meal if the meal is related to or follows a business meeting, and such meals are reasonable in cost and frequency.
- **DO** remember that the perception of gifts and business entertainment varies with the circumstances. If you have questions about the appropriateness of a gift or entertainment, err on the side of caution. Remember that you may contact the Chief Compliance Officer at any time for further guidance.
- **DON'T** ask for a gift or favor from anyone with whom the Company has or is likely to have business dealings.
- **DON'T** accept cash or gift cards.
- **DON'T** accept tickets to a sporting or cultural event at which the giver will not be present if the value exceeds \$50.00 US (or foreign equivalent).
- **DON'T** accept a gift if it could cause you to feel obligated to the giver.
- **DON'T** claim a prize at a conference or vendor event that has a value of \$50US or more (or foreign equivalent).

# Conflict of Interest - Giving Gifts or Entertainment to Others

## OVERVIEW

Similar to receiving gifts, giving gifts (including gifts of entertainment such as tickets to sporting, cultural or other events) can create the appearance of impropriety and erode the confidence and trust of others in our business decisions. Furthermore, commercial bribery laws prohibit the promise or giving of a gift or other “financial advantage” to even a non-government business partner with the intent of influencing them to improperly carry out their duties.

Aptevo disfavors the giving of gifts other than low value items (such as pens, key rings and t-shirts) and gifts symbolizing key business events, such as to recognize a business acquisition or new partnership. Aptevo generally disfavors business entertainment, other than when reasonable in cost and frequency when occurring in the course of an existing business relationship. On occasion, other business entertainment can have a legitimate business benefit.

How business-related gifts and entertainment are perceived varies with the circumstances, so always err on the side of caution. You may seek the opinion of the Chief Compliance Officer if you are not sure whether to provide a gift or entertainment to an actual or potential business partner.

## DOs and DON'Ts

- **DO** take care when dining with consultants or other business partners. You may only agree to pay for a meal involving a business partner, vendor or consultant if the meal is related to or follows a business meeting, and provided such meals are reasonable in cost and frequency.
- **DO** seek the guidance of the Chief Compliance Officer if you have any questions on the appropriateness of business-related gifts or entertainment.
- **DON'T** give a gift that could be construed to improperly influence a business partner.

# Conflict of Interest - Outside Business Activities

## OVERVIEW

Employees have a primary, professional obligation and duty to the Company and to its shareholders and are expected to devote the use of the Company's time to working on behalf of the Company.

- Keep any outside activity (such as self-employment) appropriately separate from your employment with the Company.
- Ensure such activities do not conflict with the activities of the Company.

At times, you may have an opportunity to join a board of directors or a committee or nationally recognized professional organization. This can be professionally fulfilling as well as advantageous for the Company.

The interest and activities of any such organization must not conflict with the Company's interests or activities. If you have questions about the appropriateness of an opportunity, please seek guidance from the Chief Compliance Officer.

## DOs and DON'Ts

- **DO** notify your manager if you become aware of a business opportunity in which the Company may reasonably have an interest.
- **DO** consider the impact to Aptevco of joining a board of a committee or professional organization. If you are not sure whether the board or group is aligned with Aptevco's interest, seek guidance from the Chief Compliance Officer
- **DON'T** use Company resources (including computers, phones, office supplies, employees and use of Company time) for any outside employment or activity.

# Implementing the Code

**Q.**

You sometimes hear that you should avoid even the appearance of a conflict of interest. What does this mean?

**A.**

Generally this means we should not get ourselves into situations where the average person would have good reason to question our objectivity or ability to be unbiased. For example, suppose you have helped your son and daughter start a decorating business by investing money in their new company. If you then cause Aptevo to buy wall hangings from them for a company facility, most people would think you have a conflict of interest. Even though your children might be giving you a better deal than anyone else, everyone around you would wonder whether you are acting in Aptevo's best interests or trying to help your children and protect your investment.

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## Ethical Dilemma:

Your spouse owns an office supply firm with lower prices than any other firms. Your duties at the company include ordering the supplies so you want to order them from your spouse's firm. You don't think you need prior approval of the transaction because the prices offered are lower than the other competitors.

## Resolution:

Stop! While getting the lowest price is typically acceptable, you may not make a purchasing decision if a vendor is an immediate family member or close friend. Disclose the conflict to your manager and allow others without a conflict to make the purchasing decision.

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## Situation:

You have an opportunity to join a community non-profit board. What do you do?

## Making the right call:

Ensure that the opportunity would not pose conflicts with Aptevo's interests. If no such conflicts exist, you may join and may use your Aptevo contact information. If you are unsure, contact the Chief Compliance Officer.

## Situation:

You receive tickets from a friend to a sporting event that the two of you have gone to for years. The friend has recently started doing a lot of business with Aptevo as a supplier. She insists that the gift has nothing to do with your working relationship. What should you do?

## Making the right call:

This raises some complicated issues, due to your prior relationship. Seek the guidance of the Chief Compliance Officer before accepting the tickets.

# Interactions With Third Parties



# Interactions With Third Parties - Healthcare Professionals

## OVERVIEW

Aptevo employees interact with Healthcare Professionals (HCPs) in multiple different ways, including engaging in sales and promotional activities, providing medical information, engaging an HCP as a consultant, and for purposes of clinical research.

Strict regulations govern our relationships with HCPs, including our interactions with physicians, nurses, pharmacists, hospitals and others who administer, purchase, prescribe, refer, sell or recommend any Aptevo product. These interactions include our educational, scientific and commercial relationships with HCPs, as well as our promotional activities.

It is each employee's responsibility to comply with the Company's policies and procedures relating to interactions with HCPs.

## Interactions with Healthcare Professionals:

Aptevo is committed to meeting all standards of integrity and compliance with applicable laws and regulations in every aspect of our relationships with HCPs. This means we must responsibly sell our products for the ultimate benefit of the patient. As such, all promotional materials and communications with HCPs must be:

- truthful, accurate and not misleading;
- balanced and properly substantiated, containing all relevant safety information and warnings;
- consistent with FDA and other applicable requirements and regulations; and
- in the case of promotional materials, be reviewed and approved in writing in accordance with Aptevo's promotional material review process.

## DOs and DON'Ts

- **DO** comply with all policies and procedures relating to interactions with HCPs.
- **DO** properly report all payments, in-kind expenditures and other transfers of value to HCPs, including the value of meals and free product. Failure to report may result in substantial financial penalties.
- **DO** seek guidance from your manager or a member of the Legal Department if you have questions about appropriate interactions.
- **DON'T** raffle or give away at trade shows or other events any items that violate the gift rules as set out in the applicable policy or procedure.
- **DON'T** offer or provide anything of value to an HCP to induce or reward the use or purchase of any Company product.
- **DON'T** provide or pay for entertainment or recreational events for HCPs, such as sporting events, golf, skiing, or vacation trips regardless of whether you are attending the event with the HCP or not.

# Interactions With Third Parties - Political Activities

## OVERVIEW

You are free to participate personally in civic and political activities if you wish to do so, provided you comply with applicable national, state and local political laws.

Similarly, the Company is permitted to participate in the political process, provided it complies with relevant election laws relating to lobbying activities and corporate contributions of money, property or services to political candidates, campaigns or parties.

- The Company may never require or coerce any employee to make a political contribution or to participate in the support of a political party, the political candidacy of any individual, or a political cause.

## DOs and DON'Ts

- **DO** seek advice from the Legal Department if you have any question at all regarding the activity you are considering.
- **DON'T** use Company facilities, including conference rooms, office supplies, postage, telephones or computers for political campaigning or fundraising unless pre-approved in advance by the General Counsel.
- **DON'T** make any payment on behalf of the Company or in the course of your employment to any public official at any level for the purpose of influencing any act or decision by the official.
- **DON'T** make contributions to political incumbents, candidates, campaigns, or parties on behalf of the Company, unless pre-approved in advance by the General Counsel.

# Interactions With Third Parties - Consumers

## OVERVIEW

Aptevo authorizes its employees and third party vendors to interact with existing or potential patients/consumers only in limited circumstances and only regarding certain products.

Aptevo employees and third party vendors may interact with patients and other consumers at various types of events including speaker programs, health fairs, public screenings, disease management programs, and other events.

Aptevo may also engage patients to provide consulting services. These activities must comply with all applicable federal health care program requirements, FDA requirements, local standards, and other Aptevo policies.

## DOs and DON'Ts

- **DO** engage in in-person direct interactions with patients in a public setting only.
- **DO** clearly identify yourself as an Aptevo employee if you are present during any patient/consumer interactions at a convention or exhibit booth, etc.
- **DON'T** provide a meal to a consumer to solicit business or in a manner that might suggest that the recipient is being bribed or improperly influenced.
- **DON'T** provide medical advice or discuss individual diagnosis and treatment issues with patients. All patients seeking such information should be told to seek additional information from their doctor or other HCP.
- **DON'T** engage in discussions with individuals under the age of eighteen without a parent or guardian present, except during professional or advocacy sponsored events where parents of minors are aware of Aptevo's presence and role.
- **DON'T** engage in product discussions regarding competitor products.
- **DON'T** engage in activities that would violate Aptevo's policies or applicable laws related to fraud and abuse, anti-kickback laws or other regulations.
- **DON'T** personally provide transportation to a patient or patient affiliate.
- **DON'T** engage in off-label discussions.
- **DON'T** provide any gifts of any amount to a patient or patient affiliate.

# Implementing the Code

**Q.**

What are the guidelines around buying meals or drinks for public officials, such as legislators, regulatory agency commissioners, city council members and other public officials?

**A.**

Elected or appointed government officials must comply with strict limits and reporting requirements when accepting gifts or business courtesies. Before buying meals or drinks you should get approval from the Chief Compliance Officer and ask the recipient if he or she is permitted to accept it.

Gifts to public officials outside the United States are subject to even more stringent rules under the Foreign Corrupt Practices Act (FCPA). You should get advice from the Legal Department or the Chief Compliance Officer before giving anything of value to a government official.

## Ethical Dilemma:

You are attending a national drug sales event at which Aptevo is participating. An individual asks you a question about an Aptevo product label. You know the answer and want to be helpful, but you are not part of the company's sales or medical affairs units. What do you do?

## Resolution:

You should refrain from answering the question. You should refer the individual to a member of the Aptevo sales team for resolution. The individual could be an actual or potential patient, under the age of 18 or a Healthcare Professional (HCP). Strict rules around contact with such individuals exist and must be followed. Our sales team is trained to handle questions related to the product label, and knows how to properly interact with them.

## Situation:

You have just been assigned to work on a high priority contract. You have never done similar work before and are unsure whether there are any new conditions or requirements for you to follow.

## Making the right call:

Talk to your manager and the project manager immediately. Let them know you are unsure about your role and whether any new requirements exist for this work. There may be new training you should attend before starting the work and you should feel satisfied that you know your role and what is required of you before you start. If you still don't feel comfortable with your responsibilities, speak up and ask for guidance from the Human Resources Department.

## Fair Dealing, Integrity of Financial Information & Company Records



# Fair Dealing, Financial Information & Records - Competition

## OVERVIEW

You are expected to deal honestly and fairly in all dealings with customers, suppliers and competitors. Aptevo's high standards of ethical conduct require that you never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice.

- You must not seek confidential information of competitors.
- You must never enter into price-fixing, market-fixing or other anti-competitive arrangements or understandings.

## DOs and DON'Ts

- **DO** be careful when attending trade association meetings or conferences and never use such meetings to discuss pricing or other competitively sensitive subjects with others.
- **DON'T** enter into market-fixing arrangements or understandings with competitors (such as an agreement not to seek licensure of a product in a specific country or for a specific indication; or an agreement with a competitor not to seek product candidates for certain diseases or conditions).
- **DON'T** enter into the following without first obtaining the approval of the General Counsel:
  - ◇ Altering or amending the Company's established product pricing other than as allowed in the Authorization Matrix;
  - ◇ Joint research programs, joint benchmarking studies or other joint activities with competitors; or
  - ◇ Any agreement, arrangement or understanding where the sale of one Company product is tied to or dependent on the sale of another Company product or service.

# Fair Dealing, Financial Information and Records - Fraud

## OVERVIEW

The Company will not tolerate any acts of fraud. Fraud is an intentional, false representation or concealment of a material fact for the purpose of inducing another to act on it to his or her injury. Use of your position for personal enrichment through the deliberate misuse or misrepresentation of Aptevio resources or assets is one example of fraud. Other examples include, but are not limited to, deception, embezzlement, misappropriation, forgery and theft.

- Report any instances of fraud you may become aware of or suspect.
- Respond promptly, openly and honestly to all internal and external audit requests.

## DOs and DON'Ts

- **DO** carefully review expense reports and correct any errors or inappropriate charges before submitting them for reimbursement.
- **DO** respond promptly and honestly to all audit requests and never take any action to coerce, manipulate, mislead or influence any auditor engaged in the performance of an audit or review of Aptevio's financial statements.
- **DON'T** make false entries that hide, disguise, mischaracterize or understate the true nature of any transaction or activity.
- **DON'T** improperly record revenues to achieve financial results or goals.
- **DON'T** submit receipts for reimbursement if the expenses are not business related.
- **DON'T** sign any documents that you believe to be inaccurate or untruthful.

# Fair Dealing , Financial Information and Records- Insider Trading

## OVERVIEW

While working for Aptevo, you may have access to information about the Company or its business partners that is not yet known to the general public. If this information is something that a reasonable investor would consider important when deciding whether to trade in the securities of the Company or its business partners it is considered material non-public information. You may not buy or sell securities based on material non-public information. You may also not disclose material non-public information to others who could trade on it.

Examples of material non-public information include:

- Potential mergers, acquisitions or joint ventures
- Earnings estimates or financial results
- Changes in senior management
- Major pending licenses
- Clinical results
- Program termination/suspension decisions
- Government investigations

You may never enter into any transaction that bets against the economic success of the Company, such as a short sale of the Company's securities.

## DOs and DON'Ts

- **DO** be aware that as an employee you have access to confidential information of the Company that has not been publicly disclosed. Be vigilant about not disclosing it to others unless appropriate confidentiality agreements are in place.
- **DO** consult with the General Counsel before engaging in any securities transactions if you have questions about whether you know material non-public information.
- **DON'T** trade in the Company's stock while aware of material non-public information concerning the Company.
- **DON'T** trade in a Company's business partner's securities while aware of material non-public information concerning that partner.
- **DON'T** "tip" or communicate material non-public information concerning the Company or its business partners to others, including family members, who could trade on the basis of such information.

# Fair Dealing, Financial Information and Records - Records

## OVERVIEW

How an organization manages its records can directly affect its ability to operate efficiently, comply with laws and mitigate risk. The Company has established a corporate Records Management Policy and a Master Retention Schedule for maintaining business records for an appropriate period of time and for discarding Company records after the predetermined retention period has expired.

- Abide by the retention and destruction schedules identified in the Policy as well as any Legal Hold notices that may be issued.
- During the Company's annual records review period, review the records for which you are responsible, file records as necessary and determine which records should be destroyed that year in accordance with the Master Retention Schedule.
- While the Company provides an annual period to focus on records review, your obligation to properly maintain Company records is continuous.

## DOs and DON'Ts

- **DO** retain, protect and dispose of records according to the Company's Master Retention Schedule.
- **DO** remember that email, voicemail and calendar entries may all be considered business records.
- **DO** support and participate in the Company's annual records review period.
- **DO** contact the Records Management staff if you have questions regarding your records or records-related responsibilities.
- **DON'T** destroy company records prior to the stated retention time.
- **DON'T** retain documents "just in case" you or someone else may need them; always follow the Master Retention Schedule.
- **DON'T** destroy any records or documents if you are aware of a potential or actual legal action or investigation in which such records or documents may be relevant or if a Legal Hold notice has been issued regarding such records.

# Implementing the Code

**Q.**

If someone has lost a receipt for a legitimate business expense, can they submit receipts for personal expenses to “even things out”?

**A.**

No. Proper accounting requires that the expenses on the books match the expenses incurred. Information about the nature of the specific transaction is just as important as the monetary amount involved. In a circumstance like this, contact the Finance team to discuss how you can be reimbursed for the business expense in the absence of the receipt.

## Ethical Dilemma:

After a long day of contract negotiations with a potential vendor, the vendor leaves a folder on the table. What should you do with it?

## Resolution:

Whether there is anything important in the folder or whether it would be “legal” to look in it, Aptevo’s high standard of honesty and fairness require that we not take unfair advantage of other parties, even in a situation such as this where you did not seek the vendor’s information. In this case, don’t look in the folder. Contact the vendor so he or she can retrieve it and, in the meantime, put the folder in a safe place.

## Situation:

Steve learns that Aptevo is in negotiations to purchase a small publicly traded technology company. In the hope that the smaller company’s stock will rise when the acquisition is announced, he purchases some of its shares and tells his brother and neighbor about the opportunity too.

## Making the right call:

Potential mergers or acquisitions that have not been announced publicly constitute material non-public information. Steve has violated the Insider Trading laws and Aptevo’s Insider Trading Policy by purchasing shares in the technology company based on this inside, non-public information. Steve should not have used this inside information to try to achieve personal gain or to help others do the same.

# International Business Practices



# International Business Practices - Exporting

## OVERVIEW

The United States, Canada, the United Kingdom and Germany, as well as other countries, impose heightened restrictions on certain "exports" or transfers of materials, software or information to foreign nationals, foreign companies or foreign countries.

- Exports can include verbal or written transfers regardless of the location of the transfer and even if the foreign individual is an employee of or consultant to the Company.
- Great care must be taken not to export or disclose such material or information via such means as email, presentations or discussions.
- Additional sanctions laws exist in many countries which further restrict the export of goods not otherwise restricted.

The penalties for violating export control laws are severe and may include large monetary fines, criminal prosecution and the future prohibition of government contracting and all Company exports. If you have any questions about the applicability of export laws to your job duties, contact your manager or the Legal Department.

## DOs and DON'Ts

- **DO** know whether your job involves contact with or generation of material or technology subject to the export control laws.
- **DO** consult with the Legal Department if you have any questions before initiating any direct or indirect business relationships with foreign companies, foreign officials and foreign nationals.
- **DO** seek guidance from the Legal Department if you have any questions relating to the export control laws.
- **DON'T** disclose or send information, technology or materials subject to export control laws to foreign nationals without first confirming acceptability with the Legal Department.

# International Business Practices - Anti-Boycott Laws

## OVERVIEW

The United States anti-boycott laws prohibit the Company from complying with or supporting a boycott of another country that the United States does not support. These laws require companies to report any request that they may receive to support or furnish information regarding a boycott, even if they don't comply with it.

- Often, these requests relate to information on whether a company sources goods or services from a particular company.
- Other times, a company's terms and conditions may include a requirement that the customer not do business with entities from a certain country.

The most widely-known boycott is the "Arab Boycott" in which certain countries boycott trade with Israel.

The rules governing the Company's obligations under anti-boycott laws are complex, and the penalties for violating them are severe. All employees must be attentive to situations where boycott requests may occur and should inform their manager or the General Counsel immediately if any such situations arise.

## DOs and DON'Ts

- **DO** consult with the Legal Department before initiating any direct or indirect business relationships with foreign companies, foreign officials, and foreign nationals.
- **DO** notify your manager or the General Counsel immediately if you are asked about sourcing from a specific country or if you suspect any potential anti-boycott activity.
- **DON'T** provide assurances or notices to actual or potential business partners relating to specific countries from which goods or services are sourced.

## OVERVIEW

Bribery and corruption create economic inefficiencies and uncertainties and reduce confidence in the fair transaction of business. To address these destructive practices, most countries have introduced anti-corruption laws. The United States Foreign Corrupt Practices Act (FCPA) includes severe penalties for violations. As a US-based company operating around the globe, Aptevo's compliance with the FCPA is critical.

- The FCPA prohibits the offer or payment of money or anything of value to a "foreign official" with the intent or purpose of inducing the foreign official to obtain, retain or direct any business to the Company or to obtain any other "improper advantage."
- "Foreign official" is defined very broadly and includes such positions as a doctor in a state-owned hospital, a candidate for political office and an employee of a public international organization (such as the World Health Organization or the Red Cross), and can include members of royal families and even consultants to government agencies, depending on the circumstances.
- Anti-bribery prohibitions apply to both offers and to payments made directly by the Company, and to any offers or payments made indirectly through intermediaries such as marketing agents, distributors, joint venture partners and similar parties.
- The UK Bribery Act contains similar prohibitions, and additionally prohibits bribery of commercial individuals or entities.

The FCPA, the UK Bribery Act and other applicable anti-corruption laws are complicated laws carrying severe penalties which are actively enforced. It is imperative that all employees involved in international business activities on behalf of the Company be familiar with the requirements of these laws and the practices Aptevo has implemented to comply with them.

## DOs and DON'Ts

- **DO** recognize red flags when dealing with foreign officials (or our representatives or agents who do) such as an over-abundance of secrecy, irregular or inflated invoices, payments requested to be made in cash, requests made for payment to individuals not involved in the transactions, requests for payments outside the normal business expectations (such as to a specific charity or event).
- **DO** remember that determining whether an individual is a "foreign official" for purposes of the FCPA can be very fact specific. Contact the Legal Department if you have any questions about the FCPA or international bribery laws in general.
- **DON'T** be persuaded to give a bribe on the basis that it is a "normal" or "expected" business practice in a particular country.
- **DON'T** initiate or maintain a slush fund or off-book account or falsify transactions or misrepresent financial entries.
- **DON'T** give even a small payment to a government official to speed up or facilitate the granting of a permit, visa or other government action (known as "facilitation payments" or "grease payments") unless there is a legitimate concern for life, health or safety. Report any facilitation payment or request for a facilitation payment to the Chief Compliance Officer immediately. **Note:** payments made to government agencies (and not to individual employees directly) for legitimate, expedited services are not considered prohibited facilitation payments.

# Implementing the Code

Q.

I work outside the United States and my country's laws regarding exporting products to certain countries are not the same as the laws in the United States. How do I know which laws I should follow?

A.

Sometimes one set of laws takes precedence over another. Other times, both laws may apply. You should always contact the Legal Department when you have a question about which laws apply to a certain situation.

## Ethical Dilemma:

You have identified a consultant who tells you she can get all the permits Aptevo needs from a foreign government. The consultant requested a \$20,000.00 retainer but did not provide a budget detailing what the costs relate to. Since you don't really know where the money is going, you are concerned whether this is appropriate.

## Resolution:

You must know where the money is going and for what purpose it is being used. Different countries have varying levels of corruption and bribery and in some countries bribing government officials to get permits or other decisions made is very common. Aptevo is required to take steps to ensure that this money is not used as a bribe, and the only way to do this is to make sure we know what the money is being used for. In a case such as this, you must seek the advice of the Legal Department before proceeding.

## Situation:

A government official has stated that Aptevo's application for a new branch license will be favorably received if the company makes a donation to charity. What should you do?

## Making the right call:

Under no circumstances should such a payment be made. The payment is almost certainly a corrupt payment as it is being requested by a government official and could be illegal under local law. Even if Aptevo has a charitable giving program, the fact that this "donation" is being specifically requested rather than being part of an overall Aptevo plan raises significant concerns. You should report the matter immediately to the Legal Department.

# Workplace Conditions & Conduct



# Workplace Conditions & Conduct - Discrimination

## OVERVIEW

We recognize that the diversity of Aptevo's work force is one of its greatest strengths and ensuring equal opportunities for all employees is critical to the Company's success. Diversity of ideas, perspectives, beliefs, experiences and backgrounds is to be expected and respected. It is the foundation on which Aptevo relies for its future success.

- It is central to the Company's values and required by law that all applicants and employees be afforded equal opportunity for hiring, promotion and other work opportunities.
- Never make employment-related decisions based on race, religion, color, gender, age, marital status, national origin, disability, sexual orientation, veteran's status, or any other characteristic protected by local, state, national or other applicable law.

## DOs and DON'Ts

- **DO** make decisions that are based on the individual applicant's or employee's qualifications as they relate to the particular job.
- **DO** promote a positive work environment and value the diversity of opinions and experiences of your colleagues.
- **DO** remain consistent in the questions asked of all applicants for the same position and avoid non job-related questions, such as those about their family or outside activities, which could be perceived as inquiring about a legally protected characteristic.
- **DON'T** discriminate on the basis of a legally protected characteristic.
- **DON'T** make decisions about the willingness or ability of an applicant, direct report or colleague to take on a task or project based on assumptions alone (such as a decision not to assign a disabled employee to a project involving travel or a decision not to assign a new parent to a project requiring extra hours based on an assumption that this would cause them hardship).

# Workplace Conditions & Conduct - Harassment

## OVERVIEW

Aptevo takes seriously its obligation to provide a workplace free of harassment and will not condone, permit, or tolerate any form of harassment. You are expected to refrain from harassment in the workplace and at events sponsored or sanctioned by Aptevo.

- Harassment is any language, conduct or behavior that may be intimidating, derogatory, hostile or offensive or that unnecessarily interferes with an employee's work performance.
- Harassment may, but need not, relate to protected characteristics such as race, religion, color, gender, age, marital status, national origin, disability, sexual orientation, or veteran's status.

This policy extends to customers, vendors, independent contractors, contract staff, applicants for employment, members of the public with whom employees have contact in the course of their work and visitors. This means we must not allow the harassment of such third parties by our own employees, nor will we tolerate their harassment of our employees.

From time to time, employees may participate in off-site conferences or gatherings. At these events employees are expected to conduct themselves appropriately and in accordance with Aptevo's workplace conduct standards, even if outside normal business hours.

## DOs and DON'Ts

- **DO** act with respect for one another and for those with whom we do business.
- **DO** think about how your actions and statements could be perceived by others.
- **DO** act in accordance with Aptevo's workplace standards even if the work-related event occurs after hours.
- **DON'T** engage in any of the following behavior:
  - ◇ Using crude or offensive language;
  - ◇ Making jokes of a racial, ethnic, sexual or religious nature; using sexual innuendo;
  - ◇ Making propositions, pressuring others for dates or pressuring others for a personal relationship outside normal business boundaries;
  - ◇ Displaying in the workplace sexually suggestive or ethnically, religiously or racially offensive objects or pictures;
  - ◇ Leering or making obscene gestures or sounds;
  - ◇ Making jokes about an employee's personal appearance, disability or other characteristics; or
  - ◇ Engaging in unwelcome physical contact, including touching.
- **DON'T** make or threaten reprisals as a result of a negative response to harassment.
- **DON'T** provide preferential treatment of an employee, or a promise of preferential treatment to an employee, in exchange for dates or sexual conduct.

# Workplace Conditions & Conduct - Environmental, Health & Safety

## OVERVIEW

The Company is committed to providing an occupationally and environmentally safe workplace for our employees, visitors and communities.

- Nothing, including an urgent business need or cost concern, justifies failing to follow the Company's environmental, health and safety (EHS) policies and procedures.
- Aptevo considers legally mandated EHS requirements to be the minimum acceptable standard and may set standards that go beyond legal requirements.

## DOs and DON'Ts

- **DO** follow all EHS notices, rules and practices.
- **DO** promptly report any injury or unsafe or unhealthy practice you may experience or observe.
- **DO** follow all applicable SOPs and follow all instructions of the responsible person.
- **DO** report any attempt by unauthorized individuals to access restricted areas.
- **DON'T** place yourself, a contractor, consultant or visitor in a situation that poses significant EHS risks.
- **DON'T** allow cost or expediency to be the deciding factor in any decision surrounding employee safety.

# Implementing the Code

Q.

Should I report conduct that may be improper but that does not affect me personally?

A.

Yes — we are all obligated to report observed misconduct. Notify your supervisor, another trusted manager, Human Resources, the Chief Compliance Officer or contact the Business Conduct Line and provide details of what you observed. Even if you are not involved, it is the right thing to do.

## Ethical Dilemma:

You thought you saw a co-worker change environmental monitoring records that might hide potential violations of environmental or work safety requirements. What should you do?

## Resolution:

Tell your supervisor or Human Resources about the incident immediately. You may also call the Business Conduct Line if you prefer to remain anonymous. While it is possible that there was no wrongdoing, good faith reports of possible misconduct will be reviewed in a timely manner, and if necessary, investigated at the direction of the Chief Compliance Officer to determine the relevant facts and circumstances of the alleged violation or misconduct.

## Situation:

Someone put a joke on the bulletin board in the break room. You and your co-workers found it offensive, but when you brought it to the attention of your supervisor, she said you were being "too sensitive." You don't want to cause any trouble but still would like to see it removed.

## Making the right call:

If you feel that your supervisor was wrong to ignore the complaint, report the incident to your supervisor's manager, Human Resources or call the Business Conduct Line so the matter can be reviewed.

# Use of Company Assets & Safeguarding Company Information & Data



# Use of Company Assets - Protecting Corporate Assets

## OVERVIEW

We are required to protect the Company's assets. Theft, carelessness, abuse of Company assets and waste have a direct impact on the Company's financial performance. The Company will investigate theft, loss or abuse of its assets and take appropriate action.

- Take good care of Company equipment entrusted to you, such as laptop computers, phones and other equipment.
- Follow all Company guidelines and instructions for securing Company assets, including the use of passwords to secure access to equipment and systems.
- Use the Company's assets and services solely for legitimate business purposes of the Company and not for personal benefit or the benefit of others.

## DOs and DON'Ts

- **DO** handle Company assets and equipment carefully to minimize loss and damage.
- **DO** use Company assets for legitimate business purposes only. Incidental and limited personal use of Company equipment (such as computers, telephone, etc.) is permitted but must be kept to a minimum and personal internet activity may not include streaming video or music.
- **DO** secure Company equipment and information such as laptops or work files when traveling or at other times when they are outside the office.
- **DO** follow Company policies and instructions regarding user IDs and passwords.
- **DO** notify the Information Technology Department and your manager immediately in the event of loss or theft of equipment entrusted to you.
- **DON'T** copy confidential Company information on non-Aptevo devices or for purposes other than to advance the Company's interests.
- **DON'T** allow non-Company employees to use Company resources without appropriate approvals.
- **DON'T** use Company resources to run a personal business or similar venture.

### OVERVIEW

At times, you may have access to proprietary and confidential information concerning the Company's business and the business of the Company's clients, collaboration partners, suppliers, or vendors. You are required to keep such information confidential during your employment or service to the Company, as well as thereafter.

- Don't disclose or communicate confidential information except where disclosure is authorized by the Company or legally mandated.
- The Company's confidential business information differentiates us from our competitors and provides us with competitive advantages. Protection of this information is vital to the Company's continued growth and ability to compete.
- You are required to sign and fully comply with an agreement with the Company that more completely describes the duties and responsibilities of each employee to maintain in confidence information belonging to the Company.
- Respect the confidentiality of others' information and don't violate duties of confidentiality to former employers or other third parties.
- Recognize that some of the most important assets of the company are trade secrets and that they must be protected.

With respect to personal information we may have access to, it is our responsibility to collect, retain and disclose such information, whether employee or customer related, only when there is a legitimate business need and always in accordance with Company policy.

### DOs and DON'Ts

- **DO** disclose confidential information within the Company only on a need-to-know basis.
- **DO** continue to safeguard the Company's confidential information after your employment or engagement with Aptevo ends.
- **DO** exercise caution when using fax or email to ensure information is sent to the intended recipient.
- **DON'T** disclose confidential information outside of the Company except with parties who have signed a confidentiality agreement.
- **DON'T** breach any obligation of confidentiality you may have to the Company or any other entity or person.
- **DON'T** use any form of industrial espionage, piracy of trade secrets, piracy of software or similar attempts to unlawfully acquire nonpublic information relating to another party.
- **DO** inform your compliance department if you are aware of any disclosures of trade secrets by any employee, consultant or other representative of the company. All information about disclosures will be covered by the terms and protections set forth here.
- **DON'T** disclose your password to Company equipment or systems other than in accordance with Company requirements.
- **DON'T** disclose personal data in your possession to others unless it is permitted by law and Company policy to do so, and then only with people who have a legitimate need to know it.

# Safeguarding Company Information - Handling Corporate Communications

## OVERVIEW

Aptevo is committed to providing full, accurate, timely and understandable disclosures in periodic reports and other documents the Company files with or submits to the Securities and Exchange Commission and in other public communications. Aptevo is also committed to the avoidance of selective disclosure of material nonpublic information to a single person or a limited group.

- Only authorized representatives of the Company are permitted to make statements on behalf of the Company or about its business operations to third parties, the media or the financial community.
- Refrain from making any comment which is intended or could be construed to be made on the Company's behalf to such third parties unless expressly authorized to do so.

## DOs and DON'Ts

- **DO** direct all media requests to the Corporate Communications Department which will coordinate all communications with the media.
- **DO** ensure that all disclosures to the financial community, including investment analysts, brokers and current or potential investors are communicated by an authorized corporate representative.
- **DO** ensure that all Company media releases, information prepared for the financial community, and all other Company information for public disclosure follow the procedures for review and approval as outlined in the Policy.
- **DON'T** state or imply that you are speaking on behalf of the Company unless expressly authorized to do so.

# Safeguarding Company Information - Intellectual Property

## OVERVIEW

Aptevo must secure and protect its intellectual property to maintain its competitive advantage. Aptevo must also protect itself from claims of infringement or misappropriation of proprietary information or the valid intellectual property rights of others.

- Promptly and completely disclose inventions conceived or reduced to practice during the term of your employment.
- Recognize that every such invention, patent application and all resulting patent rights are the property of the Company.
- Inventions include, but are not limited to new product candidates, processes, product components, manufacturing intermediates, designs, methods, including new combinations of otherwise known steps or components, apparatuses, parts and systems. New improvements on any of the foregoing types of technologies can also qualify as inventions and should be reported to the Intellectual Property Department.
- Aptevo publications, including but not limited to posters, manuscripts, abstracts, conference or seminar presentations, must be approved by the Scientific Disclosures Review Panel prior to disclosure.

## DOs and DON'Ts

- **DO** promptly disclose inventions using the appropriate form as outlined in the Reporting of Invention Disclosures Procedure.
- **DO** promptly report any unauthorized use of or threats to the Company's intellectual property.
- **DO** take reasonable measures to protect the Company's trade secrets. This includes but is not limited to, only sharing trade secrets on a need to know basis, holding confidential discussions behind closed doors, marking documents as confidential and not leaving them in publically accessible places, saving electronic files to locations with appropriate restrictions to access, and working with the Intellectual Property Department to audit and memorialize trade secrets.
- **DO** obtain the approval of the Scientific Disclosures Review Panel before submitting a slide deck to a conference organizer or a manuscript to a journal.
- **DON'T** violate the valid intellectual property rights of others.
- **DON'T** reverse engineer or analyze proprietary information or materials of any other company without consulting the Intellectual Property Department.
- **DON'T** use copyrighted materials without permission from the copyright holder.

# Implementing the Code

**Q.** What is Aptevó's intellectual property?

**A.** Our intellectual property includes:

- Trade secrets, patents, trademarks and copyrights;
- Scientific and technical knowledge, know-how and experience;
- Research and technical data;
- Results of clinical trials; and
- Manufacturing methods.

## Ethical Dilemma:

An important customer has asked you for the preliminary results of a scientific study that has not yet been publically disclosed. You want to gain the trust of this customer and disclosing this information would help the customer better assist your project. What should you do?

## Resolution:

Sharing Aptevó's confidential information before the company has decided to release it could jeopardize the company's patent and regulatory strategy as well as violate the securities laws. Before disclosing confidential information to a third party, always ensure the information may be disclosed and that an appropriate confidentiality agreement is in place.

## Situation:

An employee noticed a colleague removing various items from the office pantry on his way out of work. An investigation revealed that the employee had several boxes of paper towels and hand cleaner in his garage. In his house he had a number of items ordered from the company's office products distributor, including phones, desk lamps, white boards and stationary.

## Making the right call:

Misuse of company resources is considered serious misconduct and a violation that may result in disciplinary action, up to and including termination, or referral to law enforcement. All of us are obligated to protect company assets and to promptly report any suspected theft.

# Supplemental Information

## Distribution

- This Code is distributed to each new director, officer, and employee of the Company upon commencement of his or her employment or other relationship with the Company.
- The most current version of this Code is available from the Chief Compliance Officer and on the Company's internal and external websites.

## Amendment

- The Company reserves the right to amend, alter, or terminate this Code at any time for any reason.
- The Company will make a timely disclosure of Code changes to all directors, officers, and employees.

## Waiver

- Waivers under the Code are disfavored. In no event will a waiver be granted in the absence of good cause based on exceptional circumstances.
- A waiver of any standard or requirement of the Code for any director or executive officer may be granted only by the Board of Directors or, to the extent permitted by NYSE rules, a committee of the Board of Directors, and will be promptly disclosed to the Company's shareholders as required by applicable law.
- A waiver of any standard or requirement of the Code for other employees may be granted only by the Chief Executive Officer or the Executive Chairman of the Company.

### Code Certification:

Every director, officer, and employee is required annually to certify that he or she has received the Code of Conduct and understands his or her obligations under it.

## Other Information

- The Code is not an employment contract between the Company and any of its directors, officers or employees and does not alter the at-will or other employment relationship between the Company and its employees.
- The standards and policies stated in this Code are not intended to cover all the applicable Aptevo standards and policies nor are they a comprehensive or complete explanation of the laws that apply to Aptevo and its partners in any particular country.
- Directors, officers and employees have a continuing obligation to familiarize themselves with all Aptevo Policies, Procedures and Manuals and with all applicable laws relating to their job responsibilities.
- The Code is the property of Aptevo and all rights are reserved.

# Resources and Contact Information

## Chief Compliance Officer and

### General Counsel:

**Shawnte Mitchell**  
[mitchells@APVO.com](mailto:mitchells@APVO.com)  
**206.859.6683**

If you have any questions about the Code, you may contact the Chief Compliance Officer or any member of the Legal Department.

**Human Resources Department:** Contact any member of Human Resources.

**Legal Affairs:** Contact any member of the Legal Affairs Department.

**Other Company Departments:** All other Aptevo groups and departments can be identified by referring to the circulated phone list or address book in MS Outlook.

### Business Conduct Line:

[www.ethicspoint.com](http://www.ethicspoint.com)

or

**844.556.2922**

Remember:  
You may also contact a trusted manager with any question, concern or report.



***The time is always right to do what is right.***

**- Rev. Dr. Martin Luther King, Jr.**