

**Code of Ethics
for the Chief Executive Officer and Senior Financial Officers of
InSite Vision Incorporated**

The Chief Executive Officer and Finance Department personnel have a special role to adhere to ethical conduct and integrity generally, and to promote accurate, fair and timely reporting of our company's financial results and condition and other information we release to the public market and include in reports we file with the Securities and Exchange Commission. Because of this special role, the Chief Executive Officer and all members of the company's Finance Department are bound by the following Code of Ethics, under which each agrees that he or she shall:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships, including disclosure to the Chairperson of the Audit Committee of any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
- Provide information within the scope of his or her duties in a manner which promotes full, fair, accurate, timely and understandable disclosure in reports and documents that the company files with, or submits to, government agencies and in the company's other public communications.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose it, and not use confidential information acquired in the course of one's work for personal advantage.
- Proactively promote and be an example of ethical behavior.
- Achieve responsible use of and control over all assets and resources employed or entrusted to him or her.
- Promptly report to the Chairperson of the Audit Committee any conduct that the individual believes to be or would give rise to a violation of law or business ethics or of any provision of this Code of Ethics or the company's general Code of Business Conduct.

It is against the company's policy to retaliate against any employee for good faith reporting of violations of this Code. Violations of this Code of Ethics, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

If you believe that a violation of the Code of Ethics has occurred, please contact the company's Human Resources Manager at 510-865-8800. You may also contact the Audit Committee of the Board of Directors at: auditc@insite.com, or if you are concerned about maintaining anonymity, you may send correspondence to the following outside private mail box address at InSite Vision, attention Audit Committee, 965 Atlantic Avenue, Alameda, CA 94501.

Dated: April 5, 2004

Signature

Print Name