



Open Door Policy

Statement of Policy

Ardea Biosciences, Inc. (the "**Company**", "**we**", "**us**" and "**our**") is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Each Company employee, including employees of our subsidiaries, is encouraged to promptly report a good faith complaint regarding accounting or auditing matters in accordance with the provisions of this policy. Any other third party, such as vendors, consumers, stockholders or competitors also may report, under the procedures provided in this policy, a good faith complaint regarding accounting or auditing matters. To facilitate the reporting of complaints regarding accounting or auditing matters, the Audit Committee of our Board of Directors (the "**Audit Committee**") has established procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters ("**Accounting Matters**"), and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. To the extent the Company's Board of Directors does not have a formally constituted and duly authorized Audit Committee, references in this policy to the "Audit Committee" shall mean the Company's entire Board of Directors as described in Section 3(a)(58) of the Securities Exchange Act of 1934, as amended. This policy is a supplement to the Code of Business Conduct and Ethics (the "**Code**") and should be read in conjunction with the Code.

Scope of Accounting Matters Covered by Policy

This policy covers complaints relating to Accounting Matters, including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company's internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's results or financial condition

Policy of Non-Retaliation

It is the Company's policy to comply with all applicable laws that protect our employees, (including the employees of our subsidiaries), against unlawful discrimination or retaliation by us or our agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Accounting Matters. If any employee believes he or she has been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding Accounting Matters in accordance with this policy, he or she may file a complaint with our Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this policy, we will endeavor to promptly take appropriate corrective action.

Compliance Officer

The Audit Committee has appointed a Compliance Officer who is responsible for administering this policy. Our Compliance Officer is Christopher Krueger, who may be reached at <contact provided to employees>. The Compliance Officer is responsible for receiving and reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under this policy. If an employee has a complaint regarding an Accounting Matter, he or she should report such matter to the Compliance Officer. If the suspected violation involves the Compliance Officer, the employee should instead report the suspected violation to any member of the Audit Committee.

Anonymous Reporting of Complaints

We have also established a procedure under which complaints regarding Accounting Matters may be reported anonymously

through our secure third party provider to protect the identity of any individual reporting a concern. Employees may anonymously report these concerns to either (i) our Compliance Hotline at 1-866-376-4132, (ii) our Compliance Email Box at *Ardc@openboard.info*, or (iii) our Compliance Web Form on the **myardea.com** intraweb site. To protect the identity of the employee, audio distortion is applied to voice messages left on the Compliance Hot line, the sender's e-mail address is anonymized for email messages to the Compliance Email Box and there is secure point to point encryption of reporting via the Compliance Web Form. Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

Policy for Receiving and Investigating Complaints

Upon receipt of a complaint, the Compliance Officer will determine whether the information alleged in the complaint pertains to an Accounting Matter. The Audit Committee will be notified promptly of all complaints determined to pertain to an Accounting Matter and will determine the planned course of action with respect to the complaint, including determining that an adequate basis exists for commencing an investigation. The Compliance Officer will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim under the direction and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, the Company may find it necessary to share information with others on a "need to know" basis. If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any violation.

Retention of Complaints

The Compliance Officer will maintain, either directly or with the assistance of a secure third party provider of services for complaint handling, a log of all complaints, tracking their receipt, investigation and resolution, and will prepare a periodic summary report thereof for each member of the Audit Committee. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of complaints, will have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policy, as it may be in effect from time to time.