

## **SWK HOLDINGS CORPORATION CODE OF ETHICS AND CONDUCT**

SWK Holdings has adopted this Code of Ethics and Conduct to communicate to all SWK Holdings (the “Company”) employees the ethical and legal standards that we expect our employees to observe and follow. These guidelines can not and do not cover every situation. If you are in doubt about the best course of action or response to a situation, you should seek guidance from your supervisor, the Chief Financial Officer, or General Counsel.

### **I. PURPOSES AND APPLICABILITY OF THIS CODE**

This Code of Ethics and Conduct applies to all members of the Board of Directors of the Company and all employees, including our CEO, President, CFO, and VP Finance/Controller, and is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in other public communications that we make;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of this Code of Ethics and Conduct; and
- Accountability for adherence to this Code of Ethics and Conduct.

### **II. AVOIDING CONFLICTS OF INTEREST**

#### **A. Duty of Loyalty to the Company**

All the Company employees have a duty of loyalty to act in the best interests of the company. A conflict of interest occurs whenever you permit the prospect of actual or potential personal gain to improperly influence your judgment or actions and to conflict with your responsibilities to the Company. It is your responsibility to bring any potential conflict of interest to your supervisor’s attention so that he or she may provide appropriate guidance, which may include asking you to end the activity giving rise to the conflict of interest.

Some examples of conflicts of interest that should be avoided follow below. This is not an exhaustive list.

#### **1. Outside Employment**

You should not be employed as an employee, consultant or independent contractor for any entity which could give rise to a conflict of interest. Possible examples include competitors, customers, partners, distributors or suppliers of the Company. Any role,

including serving as a director or officer of such an entity, could give rise to a conflict of interest.

## 2. Investments

Neither you nor your immediate family may hold a financial interest in an entity such as a supplier, partner, distributor or competitor of the Company that could give rise to a conflict of interest. Factors that should be considered in determining whether a conflict of interest exists or could exist include the size and nature of the investment, your ability to influence the Company's decisions that could affect the other entity, your access to confidential information of the Company or the other entity and the nature of the relationship between the Company and the other entity.

## 3. Corporate Opportunities

You should not take opportunities that are discovered through the use of the Company's information, property, or your position with the Company, for personal gain or an immediate family member's gain. A possible example is taking an equity interest in a company that the employee knows the Company is interested in acquiring.

## 4. Conducting Business with Family Members

You should not personally conduct business on behalf of the Company with a family member or with a business in which a family member is associated in any significant role. You should disclose to your supervisor, the Chief Financial Officer or the General Counsel if such a situation exists or could potentially occur.

## B. Proper Use of Company Assets

You are responsible for the proper use of the Company's physical resources and property, as well as its proprietary information.

The Company's offices, equipment, supplies and other resources may not be used for activities that are not related to your employment with the Company, except for any activities that have been approved in writing in advance by the Company. If you are found to be engaging in, or attempting, theft of any Company property, including documents, equipment, intellectual property, personal property of other employees, cash or other items of value, you will be subject to immediate termination of your employment and possible criminal proceedings. We expect you to report any theft or attempted theft to your supervisor, the Chief Financial Officer or the General Counsel.

## C. Gifts and Entertainment

Business related gifts may not be offered to, or accepted from customers or potential customers, or any other third parties with whom the Company does business unless they are consistent with customary business practice, do not have substantial monetary value,

and do not violate any policies of such parties, or any applicable laws or regulations. Business entertainment should be reasonable, customary and approved by your supervisor. If you receive a gift, you must check with your manager to determine the appropriateness of the value of the gift.

### III. COMPLIANCE WITH LAWS AND REGULATIONS

The Company expects you to comply with all applicable local, state and federal laws and regulations, both domestic and international, and to refrain from illegal, dishonest or unethical conduct.

#### A. Bribery/Foreign Corrupt Practices Act

Bribery is illegal and subject to criminal penalties in the United States and many other countries. You may not give any bribes, kickbacks or other similar considerations to any person or organization to attract business. Fees, commissions or other amounts paid to outside consultants, agent or other third parties must be fully disclosed to our Chief Financial Officer, and must be legal, proper and reasonable in relation to customary commercial practice. In addition the U.S. Foreign Corrupt Practices Act (FCPA) applies to business transactions both inside the United States and in other countries. Its requirements relate to accurate and complete financial books and records, transactions with foreign government officials and restrictions on the use of funds for unlawful or improper purposes. Because violation of the FCPA can bring severe penalties, including criminal fines for the company and individuals and jail terms, it is essential that you become familiar with the FCPA's requirements if you are living or working in a foreign country. If you have any questions regarding these legal requirements, please contact our General Counsel.

#### B. Political Contributions/Gifts

The Company does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. However, you are free to exercise your right to make personal political contributions within legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse you for any political contributions.

#### C. Antitrust

Antitrust laws generally prohibit agreements or actions that restrain trade or reduce competition. Violation of antitrust laws can result in severe civil and criminal penalties, including imprisonment for individuals, and the Company can be subjected to substantial fines and damage awards.

Agreements with the Company competitors should be avoided and in particular any agreements with competitors that affect price or other terms or conditions of sale are prohibited.

#### D. Disclosure Controls and Procedures; Internal Control Over Financial Reporting

The Company has established disclosure controls and procedures that are designed to ensure that information we are required to disclose in such reports and documents is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. In addition, the Company has established internal accounting controls for financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

While these requirements are especially applicable to the members of the Finance Department, you are each responsible for complying with the Company's disclosure controls and procedures and internal controls for financial reporting. If you have concerns or complaints regarding accounting, internal accounting controls or auditing matters, you should report them to the General Counsel or to the Audit Committee Chairperson.

#### E. External Communications

The Company is committed to the full, fair, accurate and timely disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications that we make. Accordingly, you should not talk to reporters or analysts about the Company unless you are an authorized spokesperson for the Company. Such spokespersons include the Company's CEO, President and CFO. Redirect any press and analyst inquiries to the Company's CEO or CFO.

Message boards and chat rooms have not been deemed approved vehicles for disclosure by the S.E.C. and other regulatory trading organizations, so it is imperative that all of us refrain entirely from posting any information on the Company's message boards or chat rooms at all times. Any violation of this policy could have serious consequences including grounds for immediate dismissal from the company.

#### F. Confidential Information

The Company's confidential and proprietary information is our most valuable asset and includes product architectures, source codes, and programming techniques; product plans and road maps; names and lists of customers, dealers, and employees; and financial information. This information is the Company's property and is protected by copyright, trade secret laws, and in some cases, patents. Every employee has the responsibility to safeguard it and to never disclose it, intentionally or inadvertently.

All employees sign a Confidentiality and Arbitration Agreement to protect and hold confidential the Company's proprietary information. This Agreement remains in effect both when you are working for the Company and even after you leave the Company. You may not disclose the Company's confidential information to anyone or use it to benefit anyone except the Company. Any permitted disclosure of confidential information to a third party requires a Mutual Nondisclosure Agreement between the Company and the third party in accordance with the Company legal department procedures.

#### G. Insider Trading

Any material, nonpublic information that you may have access to about the Company's business is considered 'inside' information. It could be financial information, product launch dates, or any other information that could affect the price of the Company's stock. Trading stock on the basis of inside information is illegal. For information regarding the Company's trading limitations and inside information, see the Company's Insider Trading Policy.

#### H. Third Party Proprietary Information/Intellectual Property

The Company respects the intellectual property of third parties. You may be a former employee of another company and possess trade secrets of that company. You must not reveal any information to the Company that might reasonably be considered a trade secret of a former employer.

You may, under a written agreement (typically a Mutual Nondisclosure Agreement completed in accordance with the Company's legal department's procedures) become familiar with a customer or supplier's proprietary information. You must take care to respect the proprietary nature of this information including compliance with the terms of the applicable nondisclosure agreement.

#### I. Accurate Books, Records and Accounts

All Company payments and other transactions must be properly authorized by management and be accurately and completely recorded on the Company's books and records in accordance with generally accepted accounting principles and established corporate accounting policies. You must not create any false, incomplete or misleading entry or record. No undisclosed or unrecorded corporate funds shall be established for any purpose, nor should the Company's funds be placed in any personal or non-corporate account. All corporate assets must be properly protected and asset records regularly compared with actual assets. Proper and prompt action must be taken to reconcile any variances.

### IV. ADMINISTRATION OF THIS CODE

#### A. Prompt Reporting; Non-Retaliation

If you know of or suspect any conduct that you believe is inconsistent with the Company's policies or the law, you are obligated to report it promptly. You may report it to your supervisor, the Chief Financial Officer, the General Counsel or anonymously. Any employee who reports a suspected violation of this policy, or regarding accounting, internal accounting controls or audit matters will be protected from retaliation as a result of their reports. The Company will promptly investigate all reports of actual or suspected non-compliance with our policies and determine an appropriate course of action.

#### B. Disciplinary Actions

The Company will take appropriate action against any employee whose actions are found to violate the Code of Ethics and Conduct. Disciplinary actions may include the immediate termination of employment. Where the Company has suffered a loss, it will pursue its remedies against the individuals responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities. Employees performing services in the United States or other countries governed by at-will employment rules, should be aware that the Code of Ethics and Conduct does not alter the employee's at-will relationship with the Company.

#### C. Waivers

Any waiver of this Code for members of the Board of Directors, executive officers, or senior financial officers (such as our Chief Financial Officer, Controller, or any other person performing similar functions) of the Company may be authorized only by our Board of Directors and will be promptly disclosed to stockholders as required by applicable laws, regulations, and rules. Any waiver of this Code for any other employee may be authorized only by the Company's General Counsel.

#### D. Revisions and Amendments

This Code of Ethics and Conduct may be changed from time to time by the Company. The Company will notify employees of any major changes.