

GW PHARMACEUTICALS PLC
OPEN DOOR POLICY FOR REPORTING SUSPECTED VIOLATIONS AND COMPLAINTS

**(Reviewed and adopted by the Board of Directors of
GW Pharmaceuticals plc on 7 September 2016, effective immediately)**

Statement of Policy

GW Pharmaceuticals plc, a company formed under the laws of England and Wales (together with its subsidiaries, the “**Company**”), 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 is encouraged to promptly report any suspected violations of the law, the Company’s Code of Conduct and Business Ethics, the Company’s pharmacovigilance procedures or Company policies (“**Violations**”) or any good faith complaints regarding accounting, internal accounting controls or auditing matters (“**Accounting Complaints**”) in accordance with this policy. Employees who file reports or provide information without a good-faith, reasonable belief in the truth and accuracy of such information are not protected by this policy and are subject to disciplinary action, up to and including dismissal. Any other third party, such as vendors, consumers, shareholders or competitors also may report suspected Violations and Accounting Complaints under the procedures provided in this policy. This policy is a supplement to the Code of Conduct and Business Ethics and should be read in conjunction with it.

Scope of Matters Covered by Policy

This policy covers reports regarding Violations and Accounting Complaints, 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 statements 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 control;
- misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s results or financial condition;

- violations of laws or regulations applicable to the Company’s business operations, including antitrust and unfair competition statutes;
- fraud, gross negligence, or improper conduct regarding compliance with requirements of the Good Manufacturing, Good Clinical Practices, Good Pharmacovigilance or Good Laboratory Practices regulation;
- fraud, deliberate omission or misrepresentation with regard to documents sent to regulatory authorities, including pharmacovigilance and product safety data;
- claims of employment discrimination, sexual harassment, hostile work environment, or unsafe working conditions;
- compliance violations such as Medicare or Medicaid billing fraud, violations of anti-kickback statutes, filing or causing the filing of false claims with the U.S. or state governments, PhRMA Code violations, or the improper promotion or marketing of the Company’s products, including off-label promotion (“**Compliance Violations**”);
- violation of any rule or regulation of the Securities and Exchange Commission; and
- violation of any provision of federal, state or foreign law related to fraud or bribery, including but not limited to the Foreign Corrupt Practices Act of 1997.

Roles of Compliance Officer and Audit Committee

The Board of Directors has appointed James Noble, the chairman of the Audit Committee of the Board of Directors (“**Committee Chair**”) to be responsible for receiving and reviewing and then investigating reports of suspected Accounting Complaints made under this policy. The Board of Directors has appointed James Ryan, the Company’s Head of Legal Affairs (“**Head of Legal Affairs**”) and Angelique Rowley, the Company’s US Legal Counsel each as a “**Compliance Officer**” to be responsible for receiving and reviewing and then investigating reports of suspected Violations, including Compliance Violations. Employees should report suspected Violations, including Compliance Violations, to a Compliance Officer, and should report any suspected Accounting Complaints to the Committee Chair. Employees may make reports using any of the procedures described below. If the suspected violation involves a Compliance Officer or the Committee Chair, the employee should instead report the suspected violation directly to the Committee Chair or Compliance Officer not involved in the suspected violation, respectively.

Reporting Procedures

Employees may report suspected violations of the law or Company policy directly to their supervisor, Human Resources, a Compliance Officer, or the Committee Chair. Reports of suspected Compliance Violations may be made directly to a Compliance Officer. Supervisors receiving reports of suspected violations should promptly report the information to the Committee Chair (for suspected Accounting Violations) or a Compliance Officer (for suspected

Violations, including Compliance Violations). An employee who believes that his/her supervisor has not taken appropriate action on a report should contact directly the Committee Chair or a Compliance Officer, as appropriate to the subject matter of the report.

Employees may anonymously report any suspected violations of law or Company policy (including Accounting Complaints and Violations, including Compliance Violations) using the Company's whistleblowing hotline provided by Expolink, by the following direct dial telephone numbers:

Country	Freephone number
United Kingdom	0800 374199
USA	1877 533 5310

Email address: gwpharma@expolink.co.uk

Employees may also report suspected Violations and Accounting Complaints either in person or in writing by post to the appropriate Compliance Officer at the Company's principal executive offices at 1 Cavendish Place, London W1G 0QF, United Kingdom.

Employees should make every effort to report their concerns using one or more of the methods specified above, and are encouraged to do so. These reporting procedures are specifically designed so that an employee has a mechanism to bypass a supervisor who he/she believes is engaged in prohibited conduct. Reports should be factual rather than speculative and should contain as much specific information as possible to allow the appropriate Compliance Officer or Committee Chair to adequately assess the nature, extent and urgency of the investigation.

Investigating Reports

Accounting Complaints: Upon receipt of a report pursuant to this policy, the Committee Chair (or any other individual receiving a report under this policy) should determine whether the report relates to an Accounting Complaint. The Audit Committee must be notified promptly of all Accounting Complaints. Investigations involving Accounting Complaints will be conducted under the direction and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances.

Violations: In general, the Compliance Officer receiving a report pursuant to this policy will determine the planned course of action with respect to the report of a Violation, including determining whether an adequate basis exists for commencing an investigation. The appropriate Compliance Officer will make the same determination with respect to a suspected Compliance Violation. If the Compliance Officer determines that an investigation is warranted, he/she will appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim. The reporting person (if his or her identity is known) will be informed confidentially that the report has been received and provided with the name of, and contact information for, the investigator(s) assigned to the report.

Confidentiality of the employee submitting the report 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 an investigation confirms that a violation of law or Company policy has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination of employment (or in the case of a vendor or consultant, termination of the agreement), and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any such violation.

Retention of Reports

The Company will maintain logs of all reports, tracking their receipt, investigation and resolution, and will prepare a periodic summary. For investigations involving Accounting Complaints and significant Compliance complaints, a copy of the summary report will be provided to each member of the Audit Committee. Each member of the Audit Committee and, at the discretion of the Committee Chair, other personnel involved in the investigation of reported Accounting Complaints will have access to the log.

Copies of the logs and documents obtained or created in connection with an investigation will be maintained in accordance with the Company’s document retention policies.

Anti-Retaliation

It is the Company’s policy to comply with applicable laws, rules, and regulations 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 of such reports. If any employee believes she/he has been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for making a report in accordance with this policy, he/she may, and is encouraged to, file a complaint with a Compliance Officer or the Committee Chair, as appropriate. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.