



CEMPRA, INC.

CODE OF CONDUCT

Commitment to Ethical Behavior

Cempra, Inc. (“Cempra”) is committed to ethical and lawful behavior and seeks to ensure that our standards of ethics are not compromised and that we do not violate laws and regulations in the name of profit. Cempra’s reputation depends upon the integrity and ability of its directors and employees. In addition to complying with all applicable laws and regulations, all Cempra directors and employees are expected to observe high standards of business and personal ethics in discharging their duties and responsibilities. This requires honesty and integrity in every aspect of dealing with other Cempra employees, the public, the business community, stockholders, development or commercialization partners, customers, suppliers and governmental authorities.

Cempra has formalized its commitment to ethical behavior by adopting this code of conduct to ensure lawful and ethical behavior on the part of its directors and employees.

Compliance with Laws and Regulations

It is Cempra’s policy to observe and comply with all laws and regulations applicable to it and the conduct of its business. We expect our directors and employees to do the same. If you become aware of any violation of law or regulation, you should inform your immediate supervisor, Human Resources, the Head of Legal and Compliance, the Chairman of the Audit Committee or the anonymous Compliance hotline.

These legal and regulatory requirements are the beginning point for what is expected of Cempra’s directors and employees. We must make sure that in our dealings with fellow directors and employees and with development partners, customers, suppliers and government officials we make the right ethical and legal decisions. It is your responsibility to become familiar with the compliance policies and procedures applicable to your job and position.

As explained below, you should always consult your immediate supervisor, Human Resources, the Head of Legal and Compliance, the Chairman of the Audit Committee or the anonymous Compliance Hotline with any questions about the legality of your or your colleagues’ conduct.

Director and Employee Responsibility

It is the personal responsibility of each director and employee of Cempra to adhere to applicable laws and regulations, this code of conduct and all other company policies and codes of behavior in carrying out his or her duties and responsibilities and to conduct himself or herself accordingly. Each director and employee must avoid any activities that are illegal or would involve Cempra in any practice that is illegal or not in compliance with this code of

conduct or any other company policy or code of behavior. Any director or employee who does not adhere to these standards and restrictions is acting outside the scope of his or her office or employment, and might be subject to disciplinary action, up to and including termination, and reporting to appropriate authorities as warranted.

We understand that not every situation is clear-cut, but you should avoid activities that may call into question Cempra's reputation or integrity. The key to compliance is exercising good judgment. This means following the spirit of this code of conduct and applicable law and regulations, doing the "right" thing and acting ethically even when this code or the law or regulation or any other company code or policy is not specific. When you are faced with a business situation where you must determine the right thing to do, you should ask yourself the following questions:

- Am I following the spirit, as well as the letter, of any law, regulation or Cempra policy?
- What would my family, friends or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for Cempra?
- Would I want my actions reported in the media?

No director or employee should be misguided by any sense of loyalty to Cempra, its employees or other directors, or a desire for profitability that might cause him or her to disobey any applicable law or regulation, this code of conduct or any other company policy or code of behavior. In addition to the specific practices and conduct that are prohibited under this code of conduct, each director and employee of Cempra should avoid even the appearance of improper behavior.

Reporting Suspected Violations

Every director and employee has a responsibility to report any suspected violations of this code of conduct or any other company policy or code of behavior or of any violation of law, regulation or ethical principles that occur within Cempra. Every director and employee may make such reports without fear of retaliation, and should refer to our policy (discussed herein) prohibiting retaliation for various actions. In most cases, employees and directors should discuss a possible violation with their immediate supervisor, HR, Legal/Compliance or the Chairman of the Audit Committee of the Board of Directors. However, if you believe that your concerns cannot be addressed in this manner, you may report suspected violations of Cempra's Code of Conduct by calling Cempra's Compliance hotline at (877) 267-2536. Suspected violations of the Code of Ethics for the Principal Executive Officer, Senior Financial Officers and Section 16 Officers (referenced in this code of conduct) may also be reported to the Compliance Hotline. At your option, you may identify yourself or remain anonymous. The Compliance Hotline is handled by the Head of Legal and Compliance and all calls will be treated confidentially and, if requested, anonymously. Where we have a separate policy that provides for reporting of suspected violation of that policy, you may follow the reporting procedures in that policy or in this code of conduct.

Conflicts of Interest

Cempra expects loyalty from all of its directors and employees. A conflict of interest occurs when a director or employee allows personal interests to interfere with his or her responsibility to Cempra. You must act to benefit Cempra and avoid any situation that actually or potentially benefits you at Cempra's expense. Following are examples of possible conflicts of interest:

- (1) Any ownership interest (other than a nominal amount) in, or financial arrangement with, any development or commercialization partner, customer, supplier or competitor;
- (2) Any consulting or employment relationship with any development or commercialization partner, customer, supplier or competitor;
- (3) Any outside business activity that detracts from your ability to devote appropriate time and attention to your responsibilities to Cempra;
- (4) Any outside business activity competitive with Cempra's business;
- (5) Receipt by you or your "immediate family" (defined as your spouse, child, stepchild, sibling, parent or any family member residing in your home,) of gifts or gratuities (other than an occasional inexpensive item) or excessive entertainment from any company with which we have current or prospective business dealings;
- (6) Any involvement in any outside employment activity which is so substantial that it calls into question your commitment to your employment with Cempra;
- (7) Any personal relationship (including "immediate family") between an employee and his or her immediate supervisor without the approval of the human resources department;
- (8) Selling anything to Cempra or buying anything from Cempra (other than at arm's length and/or on terms available to unrelated third parties); and
- (9) Use of any non-public or proprietary information learned in the course of service or employment for personal investment or gain or the personal investment or gain of any other person or party, including "immediate family" members.

If you are aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest (whether the possible conflict involves you or another director or employee covered by this code of conduct), or are unsure whether a situation poses a conflict of interest, you should immediately inform in writing your immediate supervisor, the Head of Legal and Compliance or Chairman of the Audit Committee. Your notice should provide as much detail as possible. Review of the situation in advance can protect you and Cempra from any appearance of self-dealing.

Actual or potential conflicts of interest will be promptly referred to the Audit Committee or the Disinterested Directors, as defined below (the “Committee”) for review. The Committee will review all referrals and determine if a conflict of interest exists, and may grant waivers of such conflicts of interest for any non-executive officer employee. Only the Board of Directors may grant a waiver of a conflict of interest for a director or executive officer or an officer covered by the code of ethics (see “Code of Ethics for Principal Executive Officer, Senior Financial Officers” below). If a director is deemed by the Audit Committee to be an “Interested Director” in an identified conflict of interest, a Board waiver may be granted only by the remaining Board members (“Disinterested Directors”).

Once a conflict of interest is determined with regards to an interested-party transaction, the Committee may, if it deems appropriate, hire a third-party consultant to advise them on the interested-party transaction. If it does so, the Committee will meet with the third-party consultant in person or via telephone or other communications equipment permitted in the Cempra Bylaws for meetings of the Board.

In lieu of the reporting procedure outlined above, directors and employees may elect to report a suspected conflict of interest involving another director or employee of Cempra to the confidential Compliance Hotline. Suspected conflicts of interest will be referred promptly by the Compliance Hotline to the Chairman of the Audit Committee.

Public Disclosure

It is of paramount importance to Cempra that all disclosure in public communications made by Cempra and in reports and documents that Cempra files with, or submits to, the Securities and Exchange Commission (the “SEC”) is full, fair, accurate, timely and understandable. Each director and employee must take all steps available to assist Cempra in these responsibilities consistent with its role within our company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with Cempra’s preparation of its public reports and disclosures.

Confidential Information

All employees of Cempra are required to sign a confidentiality and assignment of inventions agreement when they begin working for Cempra. By signing the agreement, employees agree to use our company’s proprietary information (trade secrets, financial information, etc.) only in the course of their work and to keep all proprietary information confidential both while working for Cempra and after leaving employment with Cempra. In addition, Cempra signs confidentiality agreements with potential development partners in which Cempra agrees that its employees will keep information disclosed by the potential development partners in confidence.

All information provided to directors is to be treated confidentially unless told otherwise.

Employees and directors must not discuss confidential information with anyone, including another Cempra employee or director, who is not authorized to receive such information, and you should take great care in discussing such information in a manner or location in which it could be inadvertently disclosed to others.

Securities Laws and Insider Trading

Both the law and Cempra policies prohibit individuals in possession of material information relating to Cempra or one of our development partners that has not been disclosed to the general public from receiving a benefit from such information. All directors and employees must abide by Cempra's insider trading policy. A copy of the policy is distributed to new directors upon joining the Board and to new employees at orientation, and is available from the Chief Financial Officer and is on Cempra's intranet. The policy applies to any person who has knowledge of material, nonpublic information about Cempra and to those persons, such as relatives or friends, who receive such information from a person who possesses the information. If you are unsure about whether the purchase or sale of Cempra stock or a development partner's stock would violate the insider trading policy, you should consult the Chief Financial Officer before buying or selling the stock.

Personal Use of Company Resources

You should endeavor to protect Cempra's assets and ensure their proper use.

Cempra's assets, both tangible and intangible, are to be used only for legitimate business purposes of Cempra and only by directors and authorized employees or consultants. Intangible assets include intellectual property such as:

- trade secrets, patents, trademarks and copyrights;
- development, business and marketing plans;
- clinical and other trial protocols and results;
- scientific, engineering and manufacturing processes, designs and databases;
- company records;
- salary information;
- unpublished scientific information; and
- any unpublished financial data and reports.

Unauthorized alteration, destruction, use, disclosure or distribution of Cempra assets violates this code of conduct. Theft or waste of, or carelessness in using, these assets would have an adverse impact on Cempra's operations and profitability and will not be tolerated.

Cempra provides electronic and telephonic communication systems, computers, copiers and other office equipment for business purposes, and all information residing on the communications systems is company-owned. Occasional personal use of this equipment for reasonable purposes is permitted; however, we reserve the right to suspend or revoke these privileges at any time. Cempra monitors the use of its resources to ensure that they are being used properly and in accordance with company policy.

We reserve the right to search any property, personal or otherwise, on company premises at any time with or without consent when it has a reasonable belief that a violation of our company's policies or procedures has occurred.

Gifts and Entertainment

Cempra directors and employees are not to make or accept any gift that reasonably gives the appearance of an improper business relationship. This policy does not apply to occasional gifts of nominal value such as a T-shirt, coffee cup, calendar, fruit basket or an occasional meal. Common sense and discretion should be your guide. In business, it is understandable that meals and entertainment are exchanged between Cempra and its customers and suppliers, and these types of activities are acceptable when there is a clear business purpose and when conducted within the bounds of good taste. However, excessive entertainment of any kind is prohibited. When appropriate, payment for meals and other forms of entertainment should be conducted on a reciprocal basis. If you have questions about such gifts, contact the corporate compliance liaison.

Employees and directors are strictly forbidden from making or offering to make any payment or gift to a government official where such payments are illegal.

If you have questions about gifts and entertainment, contact the Chief Financial Officer.

Political Contributions

Cempra encourages all directors and employees to vote and to participate individually in the political process. However, under federal law and some state laws, Cempra is prohibited from making any political contributions. Accordingly, Cempra directors and employees cannot use company funds, telephones, postage, stationery or offices to support a candidate for public office.

Purchasing

All purchases made by Cempra will be made on the basis of price, quality and service. All suppliers will be dealt with fairly, honestly and openly. You should not do anything that could imply selection of a supplier on any basis other than the best interest of our company or which could give one supplier an improper advantage over another.

Record-Keeping

It is crucial that Cempra maintains accurate books and records of its financial performance, tax payments, payroll, expense reports, legal issues, reports to government agencies and customer files. Employees and directors are required to complete expense reports as provided by Cempra's Travel and Expense Policy. This policy is available on Cempra's intranet. Failure to maintain accurate records might be illegal.

Code of Ethics for Principal Executive Officer, Senior Financial Officers and Named Executive Officers

The Principal Executive Officer (PEO), the Chief Financial Officer (CFO), Chief Accounting Officer (CAO), Controller and persons performing similar functions (each a “Senior Financial Officer”), and the executive officers who are required to file reports pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (each a “Section 16 Officer”), must act with honesty, integrity and in good faith to create and promote accurate, complete and timely financial information. Cempra has a separate code of ethics for these officers, which is available from the Chief Financial Officer. Suspected violations of the Code of Ethics for the PEO, Senior Financial Officers and Section 16 Officers should be reported to the Compliance Hotline.

Human Resources

Cempra is an equal opportunity employer. Cempra hires, trains and promotes all employees without regard to race, religion, gender, color, sexual orientation, age, national origin, disability status, protected veteran status, or any other characteristic protected by applicable federal, state or local law.

Cempra is a “drug-free” workplace. This means that we expect and require all directors and employees to perform their duties without impairment caused by drug or alcohol abuse.

Cempra is committed to prohibiting practices that are not consistent with a positive work environment such as sexual harassment, whether of a verbal or physical nature. Any employee who feels that he or she has been a victim of sexual harassment has an obligation to report the situation to his or her immediate supervisor, Human Resources, the Head of Legal and Compliance, the anonymous Compliance Hotline or the Chairman of the Audit Committee.

Media

Any inquiry from the media relating to Cempra should be immediately directed to Investor Relations, the Principal Executive Officer or the Chief Financial Officer. Any inquiry from the media concerning a financial matter or relating to a specific project and any inquiry from an investor or potential investor should be directed to the Principal Executive Officer or the Chief Financial Officer. Directors and employees should never respond on their own to questions from the media, but should politely inform the caller of Cempra’s policy.

Anti-Retaliation

Cempra policy prohibits a director or employee from taking retaliatory action against an employee who lawfully and in good faith reports suspected crimes, reports a violation of law or company policies or procedures to appropriate personnel, or provides information or assists in investigations of possible violations of law.

Investigation of Suspected Violations

If Cempra receives information regarding a possible violation of this code of conduct, the person or persons authorized by the Audit Committee to investigate alleged violations of this code of conduct shall initiate an inquiry or investigation with respect thereto, and report the results of such inquiry or investigation to the Audit Committee for action, including disciplinary action, up to and including termination. The Audit Committee will report such inquiry or investigation and the action taken by it to the Board of Directors.

The Audit Committee will consider changes to this code of conduct necessary or desirable to prevent further similar violations and make recommendations to the Board of Directors if appropriate.

Cempra may disclose the results of investigations to law enforcement or regulatory agencies.

Disciplinary Actions

Cempra shall consistently enforce this code of conduct with appropriate discipline. The Audit Committee shall have final determination on whether violations of this code of conduct have occurred and, if so, shall determine the disciplinary measures to be taken against any non-executive officer employee of Cempra who has violated this code of conduct. The Audit Committee also shall make recommendations to the Board of Directors for disciplinary measures to be taken against any director or executive officer for violations of this code of conduct. The disciplinary measures might include counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary or compensation, clawback of any incentive compensation paid that would not have been received but for the violation, and termination of service or employment.

Persons subject to disciplinary measures may include, in addition to the violator, others involved in the wrongdoing such as (a) persons who fail to use reasonable care to detect a violation, (b) persons who if requested to divulge information withhold material information regarding a violation, and (c) supervisors who approve or condone the violation or attempt to retaliate against employees or others for reporting violations or violators.

Waivers

The Audit Committee may grant a waiver of any provision of this code of conduct for non-executive officer employees. Only the Board of Directors may grant a waiver for a director, executive officer or any officer covered by Cempra's Code of Ethics for Principal Executive Officer and Senior Financial Officers. Only Disinterested Directors may grant a waiver for an Interested Director. A request for waiver must be submitted in writing and provide sufficient details to allow an informed decision to be made. Any waiver for a director or executive officer, if granted, must be recorded in the minutes of the Board of Directors and a separate written authorization of the waiver must be prepared and executed by the person requesting the waiver.

The Board of Directors shall review the status of all waivers for directors and executive officers on a periodic basis to determine compliance with the terms of the waiver and the advisability of continuing the waiver.

Any waiver granted to an executive officer or director of Cempra must be publicly disclosed in the manner required by law or regulation.

Amendments

Only the Board of Directors may amend this code of conduct. Any amendment must be publicly disclosed if and in the manner required by law.

Questions

After you have reviewed this code of conduct, you may have questions. Your immediate supervisor should be able to answer most of your questions about the standard operating procedures that you are required to follow and provide you with complete copies of the applicable policies and procedures. If you have a question that your immediate supervisor cannot answer, you may contact Human Resources, the Head of Legal and Compliance or the Chairman of the Audit Committee.

Adopted by the Board of Directors effective October 11, 2011, and as amended on July 21, 2016.