

# **CERUS CORPORATION**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **Introduction**

We are committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director of Cerus Corporation and its subsidiaries and branches to read and understand the Code and its application to the performance of his or her business responsibilities. References in the Code to employees are intended to cover officers and, as applicable, directors.

Officers, managers and other supervisors are expected to foster in employees a sense of commitment to the Code. Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of Cerus Corporation. The compliance environment within each supervisor's assigned area of responsibility will be a significant factor in evaluating the quality of that individual's performance.

The Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. We have adopted, and from time to time we may adopt, additional policies and procedures with which our employees, officers and directors are expected to comply, if applicable to them. In addition, it is the responsibility of each employee to apply common sense and ethical standards in making business decisions where there is no stated guideline in the Code.

Action by members of your family, significant others or other persons who live in your household (referred to in the Code as "family members") also may potentially result in ethical issues to the extent that they involve Cerus Corporation business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your family members, significant others and other persons who live in your household.

You should not hesitate to ask questions about whether any conduct may violate the Code, voice concerns or clarify gray areas. Section 16 below details the compliance resources available to you. In addition, you should be alert to possible violations of the Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 16 below. Violations of the Code will not be tolerated. Any employee who violates the standards of the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

## **1. Honest and Ethical Conduct**

It is the policy of Cerus Corporation to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of Cerus Corporation depends on the honesty, fairness and integrity brought to the job by each person associated with us.

## **2. Legal Compliance**

Obeing the law is the foundation of this Code. Our success depends upon each employee's operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor or the Chief Legal Officer.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as Cerus Corporation, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations.

## **3. Scientific Integrity**

Research integrity is fundamental to the scientific process and to Cerus' ability to bring novel products to market.

All Cerus research, development and scientific publication must be conducted according to all applicable laws and regulations and to the generally accepted ethical standards of the scientific community.

## **4. Government Regulation**

Cerus' business operations are highly regulated. The Food and Drug Administration in the United States and its counterparts in other countries monitor our activities closely. We must fully and strictly comply with their requirements, as well as with the requirements of other regulators at all levels of government. Attendance at Cerus training programs on compliance requirements related to your work is mandatory.

Cerus is required to compile and maintain numerous records and substantial information, and to file reports and applications with various government agencies. Virtually all of these agencies operate under statues which make it a crime-punishable by fines and/or imprisonment-to knowingly submit false or incomplete information, to fail to submit required information, or to fail to submit information within the required time

period. Carelessness alone can constitute an offense in some instances and can call into question Cerus' competency and good faith.

Accordingly, Cerus requires that all employees who prepare information, records, or submissions for governmental agencies, or who otherwise deal with such agencies, do so diligently, accurately, completely, and with absolute integrity.

## **5. Environmental Compliance**

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws.

## **6. International Business Laws**

Our employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with countries, or traveling to, subject to sanctions imposed by the U.S. government (currently, Cuba, Iran, North Korea, Sudan and Syria), as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibits transfers of U.S.-origin items to denied persons and entities; and
- Anti-boycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade

practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws.

## **7. Antitrust**

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the Chief Legal Officer whenever you have a question relating to these laws.

## **8. Conflicts of Interest**

We respect the rights of our employees to manage their personal affairs and investments and do not wish to impinge on their personal lives. At the same time, employees should avoid conflicts of interest that occur when their personal interests may interfere in any way with the performance of their duties or the best interests of Cerus Corporation. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. We expect our employees to be free from influences that conflict with the best interests of Cerus Corporation or might deprive Cerus Corporation of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will

exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of Cerus Corporation, you should discuss the matter with your supervisor or the Chief Legal Officer (as further described in Section 16). Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Chief Legal Officer and providing the Chief Legal Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Chief Legal Officer. Officers and directors may seek authorizations and determinations from the Audit Committee.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve conflicts of interests:

- **Employment by (including consulting for) or service on the board of a competitor, customer or supplier or other service provider.** Activity that enhances or supports the position of a competitor to the detriment of Cerus Corporation is prohibited, including employment by or service on the board of a competitor. Employment by or service on the board of a customer or supplier or other service provider is generally discouraged and you must seek authorization in advance if you plan to take such action.
- **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.** In addition to the factors described above, persons evaluating ownership for conflicts of interest will consider the size and nature of the investment; the nature of the relationship between the other entity and Cerus Corporation; the employee's access to confidential information and the employee's ability to influence Cerus Corporation decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance.
- **Soliciting or accepting gifts (of more than token or nominal monetary value), favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.**
- **Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.**
- **Taking personal advantage of corporate opportunities.** See Section 10 for further discussion of the issues involved in this type of conflict.
- **Conducting our business transactions with your family member or a business in which you have a significant financial interest.** Material

related-party transactions approved by the Audit Committee and involving any executive officer or director will be publicly disclosed as required by applicable laws and regulations.

Loans to, or guarantees of obligations of, employees or their family members by Cerus Corporation are of special concern and could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law, and applicable law requires that our Board of Directors or a committee of the Board approve all loans and guarantees to employees. As a result, all loans and guarantees by Cerus Corporation must be approved in advance by the Board of Directors or the Audit Committee.

## **9. Interactions with Healthcare Professionals**

Some of our customers are healthcare professionals, including doctors, nurses, pharmacists and medical directors of blood banks. We have established the Compliance Policy: Payments and Other Benefits to Healthcare Professionals (the “**HCP Policy**”) to provide employees with specific guidance regarding appropriate interactions with health care professionals. We expect all employees to comply with the HCP Policy unless an explicit exception has been authorized by the Chief Legal Officer. Our HCP Policy addresses the subject of providing meals or other hospitality to healthcare professionals, gifts, honoraria, sponsorship of third party conferences and other topics and is designed to be consistent with the requirements and restrictions of the AdvaMed Code of Ethics on Interactions with Health Care Professionals. Employees may access the HCP Policy on our intranet site. If you have any questions, you should consult a member of the Legal Department before taking action.

## **10. Corporate Opportunities**

You may not take personal advantage of opportunities for Cerus Corporation that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by the Chief Legal Officer or the Audit Committee. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

## **11. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting**

The integrity of our records and public disclosure depends on the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business

and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Cerus Corporation that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with our Accounting Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the

SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Chief Legal Officer, the Audit Committee or one of the other compliance resources described in Section 16 or in accordance with the provisions of Cerus' Whistleblower Policy for Accounting and Auditing Matters.

## **12. Fair Dealing**

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Chief Legal Officer, as further described in Section 16.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

## **13. Time and Effort Reporting**

Cerus has contracts and grants with other companies, non-profit institutions and governmental agencies. In order to properly allocate expenses to these contracts and grants, it is essential that employees appropriately record time to projects. The specific work you perform determines the allocation of time, not the availability of funding, type of contract/grant or other factor. Actual hours worked are to be allocated according to the time spent on the specific projects you work on.

## **14. Protection and Proper Use of Company Assets**

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such

as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with Cerus Corporation or any letterhead stationery for any personal purpose.

All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of Cerus Corporation and subject to inspection, retention and review by Cerus Corporation, with or without an employee's or third party's knowledge, consent or approval, and in accordance with applicable law.

## **15. Waivers**

Any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of Nasdaq, a committee of the Board, and will be disclosed to stockholders as required by applicable laws, rules and regulations.

## **16. Compliance Standards and Procedures**

### *Compliance Resources*

To facilitate compliance with this Code, you can address any questions or concerns to the Company's Chief Legal Officer, who can be reached at extension 6042.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Chief Legal Officer. If you are uncomfortable speaking with the Chief Legal Officer because he or she works in your department or is one of your supervisors, please contact the vice president for administration.

Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under Cerus' Whistleblower Policy for Accounting and Auditing Matters, you may report that violation as set forth in such policy.

A telephone and e-mail reporting system is available to assist employees who may wish to report certain violations of the Code. Information on this reporting system can be obtained on the Cerus Sharepoint site under the tab Legal – "Sarbanes-Oxley". Whether you identify yourself or remain anonymous, your telephone or email contact will be kept strictly confidential to the extent required by law and, otherwise, to the extent reasonably possible within the objectives of the Code.

*Clarifying Questions and Concerns; Reporting Possible Violations*

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or the Chief Legal Officer.

If you are aware of suspected or actual violation of Code standards by others, you have a responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation.

Whether you choose to speak with your supervisor or the Chief Legal Officer (or otherwise), you should do so without fear of any form of retaliation. Any reprisal or retaliation against an individual because that individual, in good faith, sought help or made a report will be subject to disciplinary action, including potential termination of employment. If you believe you are being retaliated against, please contact the Chief Legal Officer immediately.

Supervisors must promptly report any reports of Code violations to the Chief Legal Officer. If you believe your supervisor has not taken appropriate action, you should contact the Chief Legal Officer directly. The Chief Legal Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Chief Legal Officer. Your cooperation in the investigation will be expected. As needed, the Chief Legal Officer will consult with the Human Resources department and/or the Nominating/ Corporate Governance Committee of the Board of Directors.

With respect to any complaints or observations of Code violations that may involve accounting, internal accounting controls and auditing concerns, under the Whistleblower Policy for Accounting and Auditing Matters, the Chief Legal Officer shall promptly inform the chair of the Audit Committee, and the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

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We recognize that it takes hard work and constant attention to keep ethics and compliance priorities on the job. Your commitment to Cerus' Code of Business Conduct and Ethics will enable us to demonstrate our commitment to integrity, professionalism, quality, and honesty.