



# **CODE OF BUSINESS CONDUCT AND ETHICS**

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# PURE BIOSCIENCE, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS POLICY STATEMENT

It is the policy of PURE Bioscience, Inc. (“PURE Bioscience” or the “Company”) to conduct its affairs in accordance with all applicable laws, rules and regulations of the countries in which it does business. This Code of Business Conduct and Ethics (“Code”) applies to the Company’s employees and to its non-employee directors. Employees include the Company’s Chief Executive Officer and Chief Financial Officer, and persons performing similar functions (“Designated Executives”). This Code is both the Company’s “Code of Ethics” as defined in Item 406 of Regulation S-K and the Company’s Code of Conduct required under the Market Place Rules of the Nasdaq Stock Market. A full copy of this document is to be posted on the Company’s website and made available to the shareholders. This Code is designed 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 the reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the appropriate person of violations of this Code; and
- accountability for adherence to this Code.

PURE Bioscience has established standards for behavior that affect the Company, and both employees and non-employee directors should comply with those standards. The Company’s Designated Executives, have the primary responsibility of overseeing the compliance of this Code of Business Conduct and Ethics. The Company promotes ethical behavior and encourages employees to talk to supervisors, managers, Designated Executives, or other appropriate personnel when in doubt about the best course of action in a particular situation. Additionally, employees should report violations of laws, rules, regulations, this Code or other Company policies to appropriate personnel. Employees reporting such violations in good faith will not be subject to retaliation. Anyone aware of a situation that he or she believes may violate or lead to a violation of this Code should follow the guidelines under “***Compliance and Reporting***” below.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide you. Specific Company policies and procedures provide details pertinent to many of the provisions of the Code. You are expected to be aware of, and to act in accordance with, both the Code and the Company’s other policies and procedures at all times. Although there can be no better course of action than to apply common sense and sound judgment, do not hesitate to use the resources available whenever it is necessary to seek clarification.

### **APPROVALS AND WAIVERS; AMENDMENTS; INTERPRETATION**

Certain provisions of this Code require you to act, or refrain from acting, unless prior approval is received from the appropriate person. Employees requesting approval pursuant to this Code should request such approval in writing to the Designated Executives. Approvals relating to executive officers, as such term is defined under the Securities Exchange Act of 1934 (“executive officers”), and directors

must be obtained from the Company's Board of Directors. In addition, approvals relating to executive officers that are also a Designated Executive must be obtained from the Audit Committee of the Company's Board of Directors. Employees may contact the Designated Executives for additional information on obtaining approvals. Other provisions of this Code require you to act, or refrain from acting, in a particular manner and do not permit exceptions based on obtaining approval.

Changes in this Code may only be made by the Board of Directors. In some situations it may not be clear whether a provision of the Code is intended to apply to particular conduct. In such situations the Board of Directors have full power and authority to interpret the Code, and no determination that the Code was not intended to apply to such conduct shall be deemed to be a waiver of the Code's prohibitions.

## **CONFLICTS OF INTEREST**

Conflicts of interest are strictly prohibited. A conflict of interest arises any time your personal interests or activities interfere with your ability to act in the best interests of the Company. Employees must discharge their responsibilities solely on the basis of what is in the best interest of the Company and independent of personal consideration or relationships. Directors must discharge their fiduciary duties as directors of the Company. Designated Executives, executive officers and directors must disclose any potential conflict of interest to the Audit Committee, who shall make the determination whether a conflict of interest exists. Employees must disclose any potential conflicts of interest to the Designated Executives, who will advise the employee whether or not the Company believes a conflict of interest exists. Any potential conflicts of interest involving your spouse, siblings, parents, in-laws, children, life partner or members of your household must also be disclosed.

### **Activities Outside the Company**

Although PURE Bioscience has no interest in preventing employees from engaging in lawful activities during nonworking hours, employees must make sure that their outside activities do not conflict or interfere with their responsibilities to the Company. For example, without approval by the Company, a PURE Bioscience employee generally may not:

- engage in self-employment or perform paid or unpaid work for others in a field of interest similar to PURE Bioscience;
- use proprietary or confidential Company information for personal gain or to the Company's detriment;
- use Company assets or labor for personal use, except for incidental use permitted under the Company's policies;
- acquire any interest in property or assets of any kind for the purpose of selling or leasing it to the Company; or
- appear to represent PURE Bioscience as the participant in an outside activity unless PURE Bioscience has authorized the employee to represent PURE Bioscience; or
- serve on the Board of Directors of a public company or on the Customer Advisory Board or Technical Advisory Board of any for-profit enterprise, unless approved by the Audit Committee.

## **Community Activities**

PURE Bioscience encourages you to be actively involved in your communities through volunteer service to charitable, civic and public service organizations, and through participation in the political process and trade associations. Any decision to become involved is entirely personal and voluntary. Your personal community activities are done on your own time and with your own resources.

Directors and employees must make sure, however, that their service does not pose a perceived or actual conflict of interest with their employment or service with PURE Bioscience. This is particularly important before accepting any leadership position (such as membership on the board of a charitable or civic organization), before seeking or accepting political office and before soliciting a charitable contribution.

## **Service on Outside Boards of Directors or Standing Committees**

Serving as a director of another for-profit corporation or as a member of a standing committee of a for-profit organization may create a conflict of interest. Employees must disclose such service to the Designated Executives and obtain prior approval by the Audit Committee before serving on the board of another company, whether or not such company is a competitor of PURE Bioscience.

## **Competitor Relationships**

Employees and directors must avoid even the appearance of a conflict of interest in their relationships with competitors. Without approval employees and directors may not:

- make or maintain a financial investment in more than 3% of the outstanding capital stock of a publicly traded competitor or \$100,000 in any equity security or security convertible into equity of a competitor that is not publicly traded;
- provide compensated or uncompensated services to a competitor, except for services rendered under a valid PURE Bioscience contract with the competitor;
- disclose any Company proprietary information to a competitor, unless a nondisclosure agreement is in place; or
- utilize for any unauthorized purposes or disclose to a competitor or other third-party any proprietary data that has been entrusted to the Company by a customer or supplier.

## **Corporate Opportunities & Resources**

You are prohibited from taking for yourself personal opportunities that are discovered through the use of corporate property, information or position without approval. Without approval, you may not use corporate property, information or position for personal gain. No employee or director may compete with the Company directly or indirectly except as permitted by Company policies.

All employees and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

Company resources may be used for minor personal uses so long as such use is reasonable, does not interfere with your duties, is not done for pecuniary gain, does not conflict with the Company's business and does not violate any Company policy.

### **Indirect Interests and Relationships**

A conflict of interest can also arise because of the business activities of your close relations. For example, an employee or director may have a potential conflict of interest wherever a close relative has a significant relationship with, or has a significant financial interest in, any supplier, customer or competitor.

An employee or director may not make or attempt to influence any decision that could directly or indirectly benefit his or her close relative. To protect the employee or director and the Company from the appearance of a conflict of interest, he or she should make appropriate disclosure of the interest to the Designated Executives. If the individual is an executive officer or a director, such disclosure should be made to the Audit Committee of the Company's Board of Directors.

## **BUSINESS RELATIONSHIPS**

PURE Bioscience seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not unethical or illegal business practices. Each employee and director must endeavor to deal fairly with the Company's customers, suppliers, competitors and employees and should not take advantage of them through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

### **Customer Relationships**

Our customers are of the utmost importance to PURE Bioscience. PURE Bioscience employees should always treat customers and potential customers according to the highest standards of business conduct.

Moreover, the Company may be entrusted with property or valuable information belonging to customers, suppliers, the Company's employees, or other persons. Without approval, you may not use for personal gain any property or valuable information provided to the Company by customers, suppliers, the Company's employees, or other persons.

All employees must use the same care to protect any property or valuable information entrusted to the Company which belongs to customers, suppliers, the Company's employees, or other persons, as must be used to protect the Company's assets.

Employees may never use for any personal purpose any property or valuable information entrusted to the Company which belongs to customers, suppliers, the Company's employees, or other persons.

It is PURE Bioscience's policy to sell our products and services on their merits and to avoid making disparaging comments about the products and services of competitors unless they can be substantiated. Employees should be careful in commenting upon the character, financial condition, or potential legal or regulatory problems of competitors.

Employees should follow the following guidelines in selling our products and services:

- sell on the strength of our Company and our products and services;
- do not make claims about our products or services unless the claims can be made in good faith;
- if a potential customer has a contract with a competitor, or has placed a firm order with a competitor, do not try to convince the customer to breach that contract or order; and
- to maintain the Company's valuable reputation, compliance with its quality processes and safety requirements is essential. PURE Bioscience's products and services must be designed and manufactured to meet its obligations to customers. All inspection and testing documents must be handled in accordance with all applicable requirements.

### **Suppliers**

PURE Bioscience's suppliers -- companies and individuals that sell products and services to PURE Bioscience -- are important to our business. PURE Bioscience employees should always treat suppliers and potential suppliers in accordance with the highest standards of business conduct.

Suppliers should be selected on the basis of objective criteria, such as value (quality for price), price, technical excellence, service reputation and production/service capacity.

Employees working with current suppliers should never intentionally interfere with a supplier's contracts or business relations with a competitor of PURE Bioscience.

Individuals with procurement responsibility should review the sections of this Code concerning fair competition and should be familiar with applicable laws and Company policies.

### **Sales Agents, Representatives, Distributors, and Consultants**

Sales representatives, agents, marketing consultants, distributors and other parties shall provide their services to PURE Bioscience pursuant to a purchase order or written agreement and such agreement shall require that they adhere to PURE Bioscience's policies and any applicable U.S. and foreign laws and regulations.

### **Contracts and Commitments**

No employee may enter into any agreement binding PURE Bioscience without express authorization. The Company has instituted a contract approval and signatory authority policy which identify those individuals who have the authority to approve and sign certain contracts binding PURE Bioscience and its subsidiaries. If there are any questions about which employees have signature authority for a given contract, contact the Corporate Secretary or the Designated Executives.

Employees involved in proposals, bid preparations or contract negotiations should strive to ensure that all statements, communications, and representations to prospective customers are truthful and accurate.

## **FAIR COMPETITION**

Fair competition laws, including the U.S. antitrust rules, limit what PURE Bioscience can do with another company and what PURE Bioscience can do on its own. Generally, the laws are designed to prohibit agreements or actions that reduce competition and harm consumers. You may not enter into

agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. U.S. and foreign antitrust laws also apply to imports and exports.

## **GIFTS, GRATUITIES, ENTERTAINMENT AND OTHER CONSIDERATIONS**

Use of Company funds or other Company property for illegal, unethical or otherwise improper purposes is prohibited. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and a sound working relationship, not to gain personal advantage with customers or suppliers.

### **Gifts**

Except as set out below, without approval by the Designated Executives, employees must refrain from giving and receiving business-related gifts.

- No PURE Bioscience employee or agent may solicit or accept a gift (including any payment, compensation, loan or other financial favor) to or from a person or organization with the intention of influencing the recipient's business judgment or conduct. Giving or accepting any unsolicited gifts having a value of not more than \$100 where there is a business benefit or purpose for the gift and any benefits received do not influence, or appear to influence, selection and purchasing decisions is permitted.
- It is never appropriate or permissible to accept or give cash or a cash equivalent from or to a vendor, supplier or customer outside the Company's normal business. Cash equivalents include, among other things, checks, money orders and vouchers.
- Rules relating to U.S. and foreign government personnel are more stringent. See "***Doing Business Internationally***" and "***Government Contracting***" below.
- No employee may accept a customer, vendor or supplier discount for themselves unless it is generally available to the public or is approved.
- While business courtesies are encouraged, you or someone from your immediate family may not receive gifts, services, perks, entertainment, or other items of more than token or nominal monetary value from the Company's suppliers or customers. Moreover, such gifts are permitted only if they are not made or received on a regular or frequent basis.

PURE Bioscience employees may entertain socially friends or relatives doing business with PURE Bioscience provided that the entertainment is clearly not related to PURE Bioscience business. No expenses of such entertainment are reimbursable by PURE Bioscience.

### **Loans**

Employees may not accept loans from any person or entities having or seeking business with the Company. Executive officers and directors may not receive loans from the Company, nor may the Company arrange for or guarantee any loan for these individuals. A loan from a financial institution in the ordinary course of business at normal interest rates prevailing at the time of borrowing is permissible.

## **Meals, Entertainment, and Travel**

Employees may provide or accept meals and entertainment, including attendance at sporting or cultural events, as long as it is associated with an occasion at which business is discussed and is provided as a normal part of business. The value of the activity must be reasonable and permissible under PURE Bioscience's expense account procedures. Each employee should take care to insure that such activities are necessary and that their value and frequency are not excessive under all the applicable circumstances. Rules relating to U.S. and foreign government personnel are more stringent. See "*Doing Business Internationally*" and "*Government Contracting*" below.

## **Investment Activities**

Unless an employee has sought and received pre-approval, an employee may not:

- participate in so-called "directed shares," "friends and family," and similar stock purchase programs of customers, vendors or suppliers of PURE Bioscience;
- invest in non-public companies that are, or are likely to be, customers, vendors or suppliers of PURE Bioscience; or
- invest in non-public companies in which PURE Bioscience has made or is expected to make an investment.

Investments in non-public companies that do not exceed the lesser of \$100,000 or 1% of that company's equity securities are exempt from this restriction.

## **Bribes and Kickbacks**

The use of Company funds, facilities or property for any illegal or unethical purpose is strictly prohibited; provided, that certain facilitating payments discussed in "*Doing Business Internationally*" are permitted.

- You are not permitted to offer, give or cause others to give, any payments or anything of value for the purpose of influencing the recipient's business judgment or conduct in dealing with PURE Bioscience;
- You may not solicit or accept a kickback or bribe, in any form, for any reason.

## **DOING BUSINESS INTERNATIONALLY**

PURE Bioscience is committed to the highest business conduct standards wherever it operates. PURE Bioscience observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to PURE Bioscience employees doing business in the worldwide marketplace, the following guidelines always apply:

- Observe all laws and regulations, both U.S. and non-U.S., that apply to business abroad.
- Paying bribes to government officials is absolutely prohibited, even if those bribes are common practice, except for facilitating payments. You may not give, promise to give or authorize the giving to a foreign official, a foreign political party, or official thereof or any candidate for foreign political office any money or offer, gift, promise to give or

authorize the giving of anything of value to influence any act or decision, to induce such official, party or candidate to do or omit to do any act in violation of the lawful duty of such official, party or candidate, or to induce such official, party or candidate to use his or her influence with a foreign government or agency to affect or influence any act or decision of such foreign government or agency.

- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws.
- Do not enter into an agreement with an agent or consultant that relates to PURE Bioscience's business outside the United States unless it has been approved by the Company.
- Observe all privacy and data protection laws and regulations of other countries (such as Japan, Hong Kong, Australia, Canada and Argentina) and authorities (such as the European Union).

The laws governing PURE Bioscience's business in foreign countries are extensive and complex, and may be different from those in the United States.

#### **Facilitating Payments to Low-Level Non-U.S. Governmental Employees and Officials for Non-Discretionary Action**

PURE Bioscience is committed to complying with the laws of the countries where it operates. In some countries, a very limited category of small payments to facilitate or expedite routine nondiscretionary governmental actions may be permitted as exceptions to antibribery laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"). The requirements pertaining to such payments are complex. PURE Bioscience employees engaged in international business activities must obtain prior approval of the Designated Executives before making any such payment.

These "facilitating payments" to non-U.S. governmental officials are distinguished from payments made to influence a discretionary decision or to cause violation of, or an act in conflict with, the interests of an individual's employer, which are strictly prohibited.

#### **Import and Export Regulation/Trade Compliance**

Because of the international nature of our business, PURE Bioscience is subject to the import and export laws and regulations of the United States and certain foreign governments. These laws and regulations govern the international transfer of all products and services of PURE Bioscience, as well as technology, information and ideas belonging to PURE Bioscience.

Under U.S. law, no technology may be exported without the proper government export licenses and documentation. Exports of technology include not only technology shipped via freight, but also technology that is hand-carried (employees traveling overseas), sent via courier services or U.S. mail, electronically transmitted, and/or disclosed to foreign nationals in the United States or abroad. "Technology" is defined as hardware, software, technical documentation, product specifications, technical data, etc.

It is the responsibility of PURE Bioscience employees to ensure that proper documentation accompanies each export or disclosure. Failure to export or re-export without the proper export license or documentation can jeopardize PURE Bioscience's compliance with U.S. export laws, as well as those laws of foreign countries. Non-compliance can result in denial of export privileges, criminal penalties, seizure of commodities, and fines to PURE Bioscience and its employees.

It is PURE Bioscience's policy to comply fully with all applicable U.S. and foreign laws controlling the export and re-export of products, technology (including software) and services.

### **Antiboycott Compliance**

The United States has enacted antiboycott regulations which make it unlawful for U.S. persons to participate in any activity that could have the effect of promoting or supporting a boycott or restrictive trade practice of another country against customers or suppliers located in a country friendly to the U.S. or against a U.S. person, firm or corporation. Boycott issues arise most frequently in connection with the Arab boycott of Israel. Prohibited actions include, but are not limited to, furnishing information about business relationships with boycotted countries, or information about race, religion, sex or national origin. Any request to participate in such activity relating to PURE Bioscience should be immediately reported to the Designated Executives.

### **Privacy and Data Protection Compliance**

Several countries (including Canada, Argentina, Japan, Hong Kong and Australia) and the European Union have strict rules with respect to collection of Personal Information about individuals, which apply to companies that collect information about their employees. Personal Information may include information that would be routinely gathered in the U.S. such as home address, contact information, and personnel information. Many of these rules prohibit transmission of Personal Information about individuals from outside the U.S. into the U.S., unless certain safeguards are provided with respect to the Personal Information transmitted into the U.S. All employees outside the U.S. should use care with respect to collection, storage and transmission of any Personal Information to ensure compliance with applicable privacy and data protection laws and regulations. All employees inside the U.S. should use care with respect to receiving or obtaining any Personal Information from locations outside the U.S. All employees in any location should raise any questions about appropriate treatment of Personal Information with the Designated Executives.

## **GOVERNMENT CONTRACTING**

Detailed laws and regulations govern virtually every aspect of doing business with the U.S. federal, state and local government and their agencies. Activities that might be permitted when working with the private sector may be improper or even illegal when a national or local government is the customer.

PURE Bioscience employees should seek to adhere to the highest standards of honesty and integrity in their relations with government officials and employees. For example, employees should observe the following principles when bidding or performing government contracts:

- Do not offer or provide meals, transportation, gifts or other consideration to government employees except as permitted under applicable law and Company policy.

- Obey the regulations governing current and post-government employee conflicts of interests. Obtain all appropriate government approvals prior to recruiting or hiring current or former government employees.
- Obtain appropriate licenses prior to exporting or even discussing certain technologies with citizens of other countries.
- Obey any requirements that may restrict access to source selection or competitive information.

PURE Bioscience employees who deal with government representatives are responsible for knowing and obeying the laws and regulations applicable to doing business with the U.S. federal, state or local government.

## **POLITICAL CONTRIBUTIONS AND LOBBYING**

No political contributions are to be made using PURE Bioscience funds or assets to any political party, political campaign, political candidate or public official in the United States or any foreign country, unless the contribution is lawful and expressly authorized by the Board. In addition, you may not make a political contribution on behalf of PURE Bioscience, or with the appearance that such contribution is being made on behalf of PURE Bioscience, unless expressly authorized by the Company's Board of Directors. A "contribution" is any direct or indirect payment, distribution, loan, advance, deposit, or gift of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue.

Nothing in this Code is intended to discourage you from making contributions of your own time or funds to political parties or candidates of your choice. However, you will not be compensated or reimbursed by PURE Bioscience for any personal contributions.

Employees must obtain approval of the Designated Executives to hire outside counsel or a public affairs firm to contact government officials regarding legislation, regulatory policy, or rule making. This includes grassroots lobbying contacts.

## **ACCURACY OF REPORTS, RECORDS AND ACCOUNTS**

All PURE Bioscience employees are responsible for the accuracy of their respective records, time sheets and reports. Accurate information is essential to PURE Bioscience's ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of PURE Bioscience shall meet the highest standards and accurately reflect the true nature of the transactions they record. Unless pursuant to specific guidance in accordance with PURE Bioscience's normal document retention policy, destruction of any records, books of account or other documents is strictly prohibited.

You must not create false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct an employee to do so. For example, expense reports must accurately document expenses actually incurred in accordance with PURE Bioscience policies. You must not obtain or create "false" invoices or other misleading documentation or invent or use fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose. Employees are also responsible for accurately reporting time worked.

No undisclosed or unrecorded account or fund may be established for any purpose. No false or misleading entries may be made in the Company's books or records for any reason. No disbursement of

corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents. All employees must comply with generally accepted accounting principles and the Company's internal controls and financial accounting policies at all times.

## **GOVERNMENT INVESTIGATIONS**

You must promptly notify the Designated Executives of any government investigation or inquiries from government agencies concerning PURE Bioscience. You may not destroy any record, books of account, or other documents relating to PURE Bioscience except in accordance with the Company's document retention policy. If you are aware of any government investigation or inquiry you may not destroy any record, books of account, or other documents relating to PURE Bioscience unless advised by the Designated Executives that you may continue to follow PURE Bioscience's normal document retention policy.

You must not obstruct the collection of information, data or records. The Company provides information to the government that it is entitled to during an inspection, investigation, or request for information. You must not lie to government investigators or make misleading statements. You must not attempt to cause any employee to fail to provide accurate information to government investigators.

Employees have the right to consult their own legal counsel at their own expense.

### **Regulatory Compliance**

The Company operates in a highly regulated environment. The agencies that regulate its business include the Food and Drug Administration, the Environmental Protection Agency and many other federal, provincial, state and local agencies. The Company and its employees must comply with the regulatory requirements of these agencies. Employees are expected to take an active role by being knowledgeable about all applicable laws and regulations, attending trainings and requesting information. Employees are required to immediately report regulatory violations, suspected regulatory violations, or potentially harmful or dangerous conditions to a supervisor.

## **INSIDER TRADING; COMMUNICATIONS WITH THIRD PARTIES**

Employees, officers and directors who have access to the Company's confidential information are not permitted to use for their personal benefit or the benefit of others, or share that information for stock trading purposes or for any other purpose, except when the use is primarily for the purpose of benefiting the Company in the conduct of its business.

### **Insider Trading**

It is the policy of the Company that no director, officer or other employee or consultant of the Company who is aware of material nonpublic information relating to the Company may, directly or through family members or other persons or entities, (a) buy or sell securities of the Company (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1), or engage in any other action to take personal advantage of that information, or (b) pass that information on to others outside the Company, including family and friends. In addition, it is the policy of the Company that no director, officer or other employee or consultant of the Company who, in the course of working for the Company, learns of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, may trade in that company's securities until the information becomes public or is no longer material.

Information is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to purchase, hold or sell the Company’s securities (e.g., information regarding a possible merger or acquisition involving the Company, the introduction of important products or major marketing changes). In addition, any information that could be expected to affect the stock price for the Company’s securities, whether it is positive or negative, should be considered material.

Non-public information is any information that has not been disclosed to the investing public. Disclosure by press release or in the Company’s periodic reports filed with the SEC is necessary to make the information public. However, even after the Company has released information to the public, you should allow at least one (1) full business day (that is, days on which national stock exchanges and NASDAQ are open for trading) after dissemination thereof, for the investing public to absorb and evaluate the information before you trade in the Company’s securities.

### **Communications with the Media and the Financial Community**

PURE Bioscience communicates with the press and with the financial community through official channels only and you should not communicate with the press or financial community unless you have been specifically authorized to do so. The Company provides accurate and timely information about its business, to investors, the media, and the general public. All legal inquiries, or inquiries received from financial analysts or the media concerning PURE Bioscience should be directed to the Designated Executives. All inquiries regarding current or former employees of PURE Bioscience should be referred to the Corporate Secretary or the Chief Financial Officer.

- PURE Bioscience employees should not speak with or send information about the Company, including forwarding any internal e-mails or presentations, to the media or publicly disseminate it without the presence or consent of the Designated Executives. In particular, communications posted on Internet “chat” rooms, web-blogs or similar sites may cause significant harm and create liability for employees and PURE Bioscience.
- If you are contacted by a reporter or editor, either in person, by phone or e-mail, requesting information, comment or an interview, you should take down their name, phone number and name of the publication or organization they represent, and forward it immediately to the Designated Executives. Upon review of the request, they will determine if it is in the best interest of PURE Bioscience to provide comment to the reporter and who the appointed spokesperson will be.
- Press releases are generated and distributed to the media whenever there is news about PURE Bioscience that it desires to communicate. The Corporate Secretary will work in conjunction with Designated Executives and others to determine when and if a release will be released. Only a Company Executive Officer or such officer’s designee is authorized to issue press releases on behalf of the Company.
- PURE Bioscience will participate in customer and vendor press releases as long as there is a distinct and obvious benefit to PURE Bioscience. No promises should be made to any customer or vendor regarding PURE Bioscience’s commitment to issue, or participate in, an announcement or release, or the timing of such an announcement, without the prior approval of the Designated Executives. Under applicable laws, PURE Bioscience may have an obligation to contemporaneously or promptly disclose any information disclosed to such persons to the public as well. Such communications must be communicated through the Designated Executives.

- Under no circumstances should Company employees communicate with or share information about the Company with financial analysts, securities market professionals (such as brokers, investment advisors and sell-side and buy-side analysts), stockholders or other members of the financial community without the express prior approval of the Designated Executives. Under applicable laws, PURE Bioscience may have an obligation to contemporaneously or promptly disclose any information disclosed to such person to the public as well. Such communication must be coordinated through the Designated Executives.

### **Confidential Information**

You must maintain the confidentiality of information entrusted to you by the Company or its customers, suppliers, employees or other persons except when disclosure is authorized or legally mandated. Confidential information includes all non-public information, including information that might be of use to competitors or harmful to the Company or its customers if disclosed.

The Company expects all of its employees to educate themselves about and be alert to threats to security of confidential information entrusted to the Company and its employees.

Confidential information within the Company's possession falls into three general categories: (1) confidential proprietary information about the Company's business including but not limited to trade secrets, other proprietary information, and information which may be patentable ("Proprietary Information"); (2) confidential information entrusted to the Company by third parties such as customers (including the U.S. government and its agencies), suppliers, or other third parties ("Third Party Information"); and (3) personally identifiable information received from employees, customers, suppliers, or other third parties (including but not limited to names, addresses, Social Security Numbers, background information, credit card or bank information, telephone or facsimile numbers, e-mail addresses and health information) ("Personal Information") which if misused could result in identity theft, credit card fraud or other serious harm.

Third Party Information may include classified information received from the U.S. government which requires employees to obtain security clearances to handle such classified information. The U.S. government or other third parties may require that special procedures be followed with respect to classified or other Third Party Information.

Personal Information may be subject to protection under federal, state or local laws in the U.S., or under laws of other countries. No Personal Information may be transmitted from one country to another country without prior managerial approval. No Personal Information may be disposed of except pursuant to the Company's approved methods of disposal.

Any employees with questions about how to appropriately handle or dispose of Proprietary, Third Party or Personal Information should immediately bring their questions to the attention of management before taking any action with respect to such Proprietary, Third Party or Personal Information.

## **TECHNOLOGY USE AND PRIVACY**

PURE Bioscience provides various technology resources (including computers, telephones, software, copying machines, Internet access, email and voice mail) to authorized employees to assist them in performing their job duties for the Company. Each employee has the responsibility to use the Company's technology resources in a manner that complies with applicable laws and Company policies, increases productivity, enhances the Company's public image and is respectful of other employees.

## **Authorization**

Access to the Company's technology resources is within the sole discretion of the Company and subject to Company policies. Generally, employees are given access to the Company's various technologies consistent with their job functions. The Company reserves the right to limit such access by any means available to it, including revoking access altogether.

All information that is stored on or has passed through PURE Bioscience's servers or other equipment, including but not limited to all e-mails, voicemails, records of Internet access, and documents created on any Company computer, is the exclusive property of PURE Bioscience.

## **Employee Privacy**

Employees have no right or expectation of privacy with regard to their use of electronic resources or with regard to information that is stored on Company servers, that is received, created, sent, or accessed by the user, or to which the user is given access. Personal items, messages or information that you consider private should not be placed or kept anywhere in the PURE Bioscience workplace, such as in telephone systems, office systems, electronic files, desks, credenzas, lockers, or offices. PURE Bioscience management has the right to access those areas and any other PURE Bioscience furnished facilities. Additionally, in order to protect its employees and assets, PURE Bioscience may ask to search an employee's personal property, including briefcases and bags, located on or being removed from PURE Bioscience locations; the employee is expected to cooperate with such a request. Employees, however, should not access another employee's work space, including electronic files, without prior approval from management.

## **Prohibition Against Violating Copyright Laws**

You may not use the Company's technology resources to copy, retrieve, forward or send copyrighted materials unless you have the author's permission or are accessing a single copy only for your own reference.

Violation of copyright laws is a potential financial and legal liability for both the Company and the offending employee.

## **Other Prohibited Uses**

You may not use any of the Company's technology resources for any illegal purpose, in violation of any Company policy, in a manner contrary to the best interests of the Company, in any way that discloses confidential or proprietary information of the Company or third parties on an unauthorized basis, or for personal gain.

# **OUR WORK ENVIRONMENT**

## **Equal Opportunity**

The diversity of the Company's employees is a tremendous asset. PURE Bioscience is firmly committed to providing equal opportunity in all aspects of employment. It is PURE Bioscience's policy to prohibit unlawful discrimination on the basis of race, color, religion, sex, pregnancy, age, national origin, disability, veteran status, sexual orientation, marital status or any other factor prohibited by law. This policy applies to all personnel actions, including recruiting, hiring, promotions, compensation, benefits, transfers, layoffs, and termination.

## **Policies Against Harassment**

PURE Bioscience is committed to providing a work environment that is free from all forms of discrimination and conduct that can be considered harassing, coercive, or disruptive, including sexual harassment. Actions, words, jokes, comments, signs, epithets, slurs, pictures, posters, e-mail jokes, faxes, pranks, intimidation, physical contact or violence based on an individual's sex, race, color, national origin, age, religion, disability, sexual orientation, marital status, pregnancy, veteran status, or any other legally protected factor will not be tolerated and are prohibited by this policy. Harassment may include conduct which is not directed at a particular individual, but which occurs in his or her presence. Inappropriate material transmitted electronically by e-mail or the Internet also constitutes prohibited harassment and will not be tolerated by PURE Bioscience.

This policy prohibits any form of harassment of employees by managers, supervisors or co-workers, both in the workplace and off the premises, including at social activities conducted or sponsored by PURE Bioscience. Similarly, PURE Bioscience will not tolerate harassment, including sexual harassment, of its employees by non-employees with whom PURE Bioscience employees have a business, service, or professional relationship.

## **Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment in conformance with the Work from Home policy. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following health and safety rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

## **ENVIRONMENTAL**

PURE Bioscience must fully comply with all state and federal laws relating to the protection of the environment in the conduct of its business. Employees must use, store and dispose all hazardous materials properly and in accordance with applicable laws and regulations. Employees must report, in accordance with Company policies, all circumstances under which hazardous materials or wastes come in contact with the environment, are improperly handled or disposed of, or where a potential violation of law may exist.

## **COMPLIANCE AND REPORTING**

### **Compliance**

Any employee who violates the provisions of this Code will be subject to disciplinary action, up to and including termination. Willful disregard of criminal statutes underlying this Code may require the Company to refer such violation for criminal prosecution or civil action.

### **Policy Prohibiting Unlawful Retaliation or Discrimination**

PURE Bioscience is committed to complying with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting complaints or participating in investigations regarding the Company's accounting practices, internal accounting controls, or corporate fraud or other violations by the Company or its agents of federal or state law.

No employee will be subject to disciplinary or retaliatory action by the Company as a result of the employee's:

- Providing information or otherwise assisting a federal regulatory or law enforcement agency, any Member or committee of Congress, or any supervisor in an investigation regarding any conduct that the employee reasonably believes violates federal laws relating to securities fraud, any rule or regulation of the Securities and Exchange Commission, or any federal law relating to fraud against shareholders.
- Filing, testifying, participating in, or otherwise assisting in any proceeding relating to an alleged violation of federal laws relating to securities fraud, any rule or regulation of the Securities and Exchange Commission, or any federal law relating to fraud against shareholders.

However, employees who file reports or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by this policy and may be subject to disciplinary action, including the termination of their employment. In addition, except to the extent required by law, the Company does not intend this policy to protect employees who violate the confidentiality of any applicable lawyer-client or physician-patient privilege to which the Company or its agents may be entitled or who violate their confidentiality obligations with regard to the Company's trade secret information.

### **Reporting Procedures and Other Inquiries**

Any employee having knowledge of an actual or possible violation by PURE Bioscience or its employees of federal or state law or regulation, the provisions of this Code, or other policies of the Company is obligated to promptly report the matter to his or her immediate supervisor or to the Designated Executives.

In addition, an employee may submit complaints, concerns and information regarding the matters described in this Code anonymously by sending correspondence or an e-mail to the Designated Executives.

Employees with information relating to questionable accounting or auditing matters may also confidentially, and anonymously if they desire, submit the information in writing to the Company's Audit Committee via the independent third party detailed in the separate Company policy entitled "Reporting Questionable Accounting and Auditing Practices and Policy Prohibiting Retaliation Against Reporting Employees".

All conversations, calls and reports made in good faith will be taken seriously. When reporting a violation, employees will be asked to provide the time, location, names of the people involved, and other details so that the Company can investigate. PURE Bioscience prohibits retaliation or retribution against any person who in good faith reports an ethical concern. However, anyone who uses the Code or any compliance program to spread falsehoods, threaten others, or damage another person's reputation will be subject to disciplinary action up to and including termination.

Employees who believe that they have been subjected to any conduct that violates this policy may file a complaint using the procedures outlined above. Any employee who unlawfully discriminates or retaliates against any employee as a result of his or her protected actions as described in this policy may be subject to corrective action, including immediate termination.

Questions regarding the policies in this Code and applications for waivers of this Code may be directed to the Chief Executive Officer, Chief Operating Officer, or a person performing similar functions. Managers and Supervisors shall provide timely advice and guidance to employees on ethics and compliance concerns and are expected to take a leadership role in promoting ethical business conduct.

This document is not an employment contract between PURE Bioscience and its employees, nor does it modify their employment relationship with the Company.

This Code is intended to clarify your existing obligation for proper conduct. The standards and the supporting policies and procedures may change from time to time at the Company's discretion. Each employee is responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to the Company's work. The most current version of this document can be found on the Company's website at [www.purebio.com](http://www.purebio.com).