

ODONATE THERAPEUTICS, INC.

EMPLOYEE CODE OF CONDUCT

Odonate Therapeutics, Inc. (“Odonate”) conducts its business in accordance with the highest ethical standards of corporate leadership and citizenship and expects all of its employees to act in accordance with the highest standards of personal and professional integrity. This Code of Conduct (the “Code”) applies to all employees of Odonate, including any subsidiaries. In the conduct of Odonate business, all employees shall be guided by the principles described in this Code.

No code or policy can anticipate every situation or provide definitive answers to all questions that may arise. Accordingly, this Code is intended to highlight areas of ethical risk, provide guidance in recognizing and dealing with ethical issues and establish mechanisms to report unethical conduct.

I. Raising Questions and Reporting Violations

Employees are responsible for adhering to the standards in the Code, for raising questions if they are in doubt about the best course of action and for reporting possible misconduct promptly after it comes to their attention. Odonate’s Compliance Officer, John Lemkey, is responsible for interpreting and overseeing the application of the Code.

Unless a particular provision of the Code directs otherwise, if an employee is in doubt about any action, he or she should discuss it with a supervisor, manager or the Compliance Officer. An employee who becomes aware of any conduct that he or she believes may violate the Code or applicable law is expected to promptly report it to a supervisor, manager or the Compliance Officer; the failure to report a known or suspected violation of this Code is itself a violation and may result in disciplinary action, including termination.

Employees are encouraged to report complaints or concerns, including those regarding accounting, internal accounting controls, auditing, federal securities law matters or misconduct involving the Compliance Officer or another member of Odonate’s management, and may do so anonymously to Craig Johnson, Odonate’s Audit Committee Chairman, through any of the following channels:

U.S. Mail: Odonate Therapeutics, Inc.
Craig Johnson
4747 Executive Drive, Suite 510
San Diego, California 92121

Email: ODT@openboard.info

Phone: +1 (866) 858-9988

On-line: <http://www.openboard.info/ODT/>

Reports of potential misconduct may be made anonymously and confidentially, although individuals are encouraged to identify themselves to facilitate follow-up and investigation. Every reasonable effort will be made to protect the reporting individual's identity. In some instances, however, it may be impossible to keep the person's identity confidential because of the demands of conducting a thorough investigation or because of legal requirements.

II. No Retaliation

Odonate, and applicable law, prohibits any form of retaliation for raising concerns or reporting possible misconduct in good faith. No employee will be subject to discrimination, harassment or retaliation of any kind for reporting misconduct the employee believes in good faith to be in violation of the Code, any policy or applicable law.

III. Compliance with Laws

It is Odonate's policy to comply with all laws, rules, regulations and Odonate policies. It is the personal responsibility of employees to adhere honestly and in good faith to the standards and restrictions imposed by those laws, rules, regulations and Odonate policies. Although no employee is expected to know the details of all these laws, rules, regulations and policies, it is important for employees to have a general understanding of the specific laws, rules, regulations and policies that are relevant to their areas of responsibility at Odonate. Employees should contact the Compliance Officer if they have questions about particular legal requirements or what the law permits.

IV. Fair Dealing and Integrity

Employees are responsible for the integrity and consequences of their actions. Employees are expected to strive to attain the highest level of personal performance and productivity and should treat one another with respect and courtesy. All employees are required to deal honestly, ethically and fairly at all times with their fellow employees, customers, suppliers, competitors, local communities and other third parties.

Odonate seeks to obtain competitive advantages through superior performance, never through unethical or illegal business practices. Employees should not take unfair advantage of anyone through manipulation, exaggeration, concealment, misrepresentation of facts, abuse of confidential or privileged information or like practices.

V. Conflicts of Interest

A conflict of interest may arise when an individual's own actions or interests interfere or appear to interfere with the interests of Odonate. This includes the interests of an immediate family member or organizations with which an employee, or an immediate family member, has a significant relationship. Conflicts of interest also may arise when an individual, or a member of his or her immediate family, receives improper personal benefits as a result of the individual's position in Odonate.

Employees should avoid situations that involve, or appear to involve, a conflict between their own interests and the interests of Odonate. Many conflicts or potential conflicts of interest

may be resolved or avoided if they are appropriately disclosed and approved. In some instances, disclosure may not be sufficient, and Odonate may require that the conduct in question be stopped or that actions taken be reversed where possible.

Employees should disclose conflicts or potential conflicts of interest to a supervisor, manager or the Compliance Officer. Officers should contact the Chair of the Audit Committee.

Examples of circumstances that may create a conflict of interest are provided below. These examples are not meant to be all-inclusive and are simply meant to be illustrative.

A. Gifts and Business Courtesies

Odonate recognizes that it is common practice to exchange gifts and business courtesies with customers, business associates and others to create goodwill and sound working relationships. However, actions taken on behalf of Odonate should be free from any suggestion that favorable treatment was sought by, received from or given to individuals or organizations that do business or seek to do business with Odonate. Employees may not solicit or accept gifts or business courtesies, including money, services or anything else of value when doing so may influence, or be perceived as influencing, a decision or action. Similarly, employees may not offer or give gifts or business courtesies, money, services or anything else of value when doing so may influence, or be perceived as influencing, a decision or action. Immediate family members are subject to the same policy.

Employees may not accept or give non-cash gifts to anyone with whom Odonate does business, unless that gift is promotional in nature and nominal in value. Gifts of nominal value are those that do not exceed \$20. Cash gifts are never permitted.

Business courtesies include, but are not limited to: meals, drinks, entertainment (including tickets to sports or social events), recreation, transportation, honoraria or use of the donor's time, equipment, materials or facilities. Employees may accept or give a business courtesy if it is:

- Appropriate (the event promotes a legitimate business purpose);
- Reasonable; and
- Consistent with the ethical practices of Odonate.

Employees should avoid a pattern of accepting frequent business courtesies from the same persons or companies, and in no instance may an employee accept gifts worth more than \$50 per year from any individual customer or vendor.

Additionally, many organizations have their own policies on giving and accepting gifts and business courtesies. Employees should not offer a gift or business courtesy to another person if the employee knows that doing so would violate policies at the recipient's organization. If the employee does not know, the employee should ask before providing the gift or business courtesy. Special rules apply when dealing with government officials, and no gifts, business courtesies, money services or anything else of value should be offered or given to a government official. Special rules apply when dealing with physicians, including those employed at the office of a

physician, and no gifts, business courtesies, money services or anything else of value should be offered or given to a physician, without first obtaining approval from the Compliance Officer.

B. Outside Activities

Odonate understands that employees participate in a variety of activities outside their work at Odonate. Many outside activities, such as volunteering for a charity or participating in a community organization, are unlikely to affect an individual's work at Odonate. At the same time, employees should be sensitive to the possibility that participating in outside activities could create a conflict of interest. Examples of outside activities that could create a conflict of interest include:

- Outside employment that has not been disclosed to the Audit Committee;
- Providing goods or services to a competitor or business partner of Odonate; and
- Having a financial interest in an outside supplier or vendor that provides goods or services to Odonate or a competitor of Odonate.

C. Financial Interests

Odonate respects the right of employees to manage their investments and does not wish to interfere with personal financial opportunities. However, having certain personal financial interests or engaging in certain transactions could create a conflict of interest. Examples of financial interests and transactions that could create a conflict of interest include:

- Having a personal financial interest in either a competitor or a business partner of Odonate; and
- Borrowing from, or lending cash to, customers or suppliers (other than personal loans from financial institutions with which Odonate maintains business relationships).

Therefore, employees are forbidden from having any ownership or management interest in any current or prospective customer, vendor or competitor of Odonate, either directly or indirectly through a family member, and must disclose all such relationships to Odonate in advance.

D. Corporate Opportunities

Employees should not take, for themselves or others, business opportunities that are discovered through the use of Odonate property, Odonate information or through their position with Odonate. Employees are prohibited from using Odonate property, information or position for personal gain and from competing with Odonate.

VI. Proper Use of Assets

It is the personal responsibility of all employees to safeguard both the tangible and intangible assets of Odonate, its customers and vendors. Odonate assets must only be used for legitimate business purposes and may not be used for improper personal benefit or for any purpose that may compete with the business of Odonate. These assets include physical property, services, business plans, customer information, employee information, vendor information,

financial information and resources, electronic resources and intellectual property. Intellectual property includes patents, copyrights, trademarks/branding and confidential and proprietary business information.

Odonate allows its employees to make inconsequential, non-business use of its resources (such as use of Odonate phones to receive or make limited personal phone calls), as long as this use complies with legal and ethical requirements and with all applicable Odonate policies. Employees are expected to use good judgment and act in a professional manner when using these resources.

VII. Confidential Information

Employees are expected to maintain the confidentiality of information that comes to them, from whatever source, during the course of performing their responsibilities for Odonate, unless disclosure is required by law, regulation or legal or judicial process. This includes information about Odonate and information about third parties such as current or prospective employees, customers, insureds, agents, claimants, suppliers, vendors and current or prospective business partners. Confidential information includes, but is not limited to, non-public business, financial and technical information, proprietary information, employee records, legal advice and system information. If employees are uncertain about whether information is confidential, they should treat the information as confidential until further guidance is obtained.

Odonate and third-party confidential information should be used only for legitimate business purposes, and dissemination of the information (both inside and outside Odonate) should be limited to those who have a need to know the information for legitimate business purposes. Any suspected or actual loss, theft or misuse of confidential information should be immediately reported to a supervisor, manager or the Compliance Officer.

Employees should take precautionary measures to prevent the disclosure of confidential information. Upon termination of an individual's employment or affiliation with Odonate, they will be directed to return or destroy all written or other materials in any form or medium containing confidential information. The obligation to protect confidential information continues even after the relationship with Odonate ends. Similarly, employees have an obligation to protect confidential information gained from past employment or fiduciary relationships with other companies.

VIII. Insider Trading

Federal and state laws prohibit buying, selling or making other transfers of securities by persons who have material nonpublic information about a company. Even if not stockholders, these laws prohibit persons with this information from disclosing it to others who may transact. Material information generally means information that a reasonable investor would consider important in making an investment decision to buy, hold or sell securities. Nonpublic information is information that is not generally known or available to the public. Insider trading is a crime punishable by civil penalties, criminal fines and prison. Companies may also face civil penalties for insider trading violations by their employees and other agents.

Employees may not trade in the securities of any company when they are aware of material nonpublic information about that company. This policy against “insider trading” applies to trading in Odonate securities, as well as to trading in the securities of other companies, such as Odonate’s customers, distributors, suppliers and companies with which Odonate may be negotiating a major transaction. In addition, employees may not convey material nonpublic information about Odonate or another company to others, or suggest that anyone purchase or sell any company’s securities while they are aware of material nonpublic information about that company. This practice, known as “tipping,” also violates the securities laws and can result in the same civil and criminal penalties that apply to engaging in insider trading directly, even if the employee does not receive any money or derive any benefit from trades made by persons to whom the employee passed material nonpublic information.

Please refer to Odonate’s Insider Trading Policy and feel free to contact the Compliance Officer for more information on this subject.

IX. Maintaining Books and Records and Public Reporting

Employees are expected to maintain books and records in appropriate detail to reflect Odonate’s transactions accurately, fairly and completely. Odonate’s policy of accurate, fair and complete recordkeeping applies to all Odonate records. Documentation relating to a transaction should fully and accurately describe the nature of the transaction.

Odonate is required to file financial statements and other information with the U.S. Securities and Exchange Commission (“SEC”). Employees are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of financial and non-financial information that may be material to Odonate. Reports and other documents that Odonate files with or submits to the SEC, and other public communications, should contain full, fair, accurate, timely and understandable disclosure.

X. External Communications

Odonate strives to maintain open, honest and consistent communications. In order to facilitate the accuracy and appropriateness of all information publicly disclosed, only authorized individuals are permitted to speak with or respond to inquiries from the media, stockholders, the investment community (such as securities analysts and investment advisors) and government entities. If an employee is contacted by a member of the media, a stockholder or a member of the investment community, the employee should decline to comment and should immediately refer all inquiries to the Chief Executive Officer or Chief Financial Officer.

Odonate has adopted this policy in part to promote compliance with Regulation FD (Fair Disclosure). Regulation FD is a rule under the federal securities laws that prohibits companies from disclosing material nonpublic information to either stockholders (where it is reasonable to expect that they may trade on the information) or to members of the investment community (such as brokers and analysts), without also disclosing the information to the public. To promote compliance with Regulation FD, Odonate permits only designated spokespersons to discuss Odonate with the media, shareholders and the investment community.

See Odonate's Guidelines for Public Disclosures and Communications with the Investment Community or contact the Chief Financial Officer for more information.

XI. Political Activities

Odonate encourages employees to be active in the civic life of their communities. When employees speak out on public issues, they should make sure to do so as an individual. Employees should not give the appearance that they are speaking or acting on Odonate's behalf. Odonate will not reimburse employees for any personal political contributions made by the employee. In addition, employees should recognize that their work time or use of Odonate assets is the equivalent of such a contribution.

XII. Investigating and Addressing Potential Misconduct

Odonate will treat each report of potential misconduct seriously. Upon receiving a report, Odonate will promptly review the report and conduct a thorough investigation. It is the obligation of all employees to cooperate with an investigation, and employees are encouraged to provide all known facts and as many details as possible to assist with the investigation. No employee will be subject to discrimination, harassment or retaliation of any kind for assisting in an investigation of a report.

Odonate views the business ethics of its employees as an important matter. The desire to achieve Odonate or personal objectives will not excuse wrongful activity, conflicts of interest or deviation from Odonate policies. Violations of the Code will result in appropriate disciplinary action, up to and including termination.

XIII. Waivers

Waivers of certain provisions of the Code will be granted only in exceptional circumstances. Employees who believe that a situation may warrant a waiver should contact the Compliance Officer. Any waivers of provisions of the Code for officers of Odonate will be made via request to, and approved only by, the Board of Directors or the Audit Committee, and will be disclosed in accordance with applicable law.

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Adopted: November 26, 2017

ODONATE THERAPEUTICS, INC.
CODE OF BUSINESS CONDUCT
FOR
MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of Odonate Therapeutics, Inc. (“Odonate”) has adopted the following Code of Business Conduct (this “Code”). This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report potentially unethical conduct and help foster a culture of honesty and accountability. Each director is expected to comply with the letter and spirit of this Code.

No code or policy can anticipate every situation or provide definitive answers to all questions that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair (the “Chair”) of the Audit Committee (the “Committee”), who may consult with legal counsel as appropriate.

Directors who also serve as officers of Odonate should read this Code in conjunction with Odonate’s Employee Code of Conduct.

1. Director Responsibilities.

The Board represents the interests of the Odonate stockholders in optimizing long-term value by overseeing management performance on their behalf. The Board’s responsibilities in performing this oversight function includes a duty of care and a duty of loyalty.

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of a corporation, making decisions and taking other actions. In satisfying the duty of care, directors are expected to:

- *Attend and participate in Board and committee meetings.* Personal participation (whether in person or telephonic) is required. Directors may not vote or participate in Board meetings by proxy.
- *Remain informed about Odonate’s business and affairs.* Directors should review and devote appropriate time to reviewing Board materials.
- *Rely on others.* Absent knowledge that makes reliance unwarranted, directors may rely on Board committees, management, employees and professional advisors.
- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director's duty of loyalty refers to the responsibility to act in good faith and in the best interests of Odonate and its stockholders, not the interests of the director, a family member or an organization with which the director is affiliated. Directors should not use their positions on the Odonate Board for personal gain. The duty of loyalty may be relevant in cases of conflicts of interest (discussed in Section II below) and corporate opportunities (discussed in Section III below).

2. Conflicts of Interest.

Directors should avoid conflicts of interest between the director and Odonate. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with Odonate, should be disclosed promptly to the Chair.

A conflict of interest can occur when a director's personal or business interests are adverse to – or appear to be adverse to – the interests of Odonate as a whole. A director's personal or business interests include the interests of an immediate family member or an organization with which a director or an immediate family member has a significant relationship. Conflicts of interest also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director of Odonate.

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which directors should refrain, however, are set out below.

- *Relationship of Odonate with third parties.* Directors may not engage in any conduct or activity that is inconsistent with Odonate's best interests or that disrupts or impairs Odonate's relationship with any person or entity with which Odonate has or proposes to enter into a business or contractual relationship, such as a licensor or supplier.
- *Gifts.* Directors and members of their families may not accept gifts from persons or organizations who deal with Odonate where: (a) any such gift has a value beyond what is normal as a customary courtesy in Odonate's business; (b) a gift is being made in order to influence a director's actions as a member of the Board; or (c) acceptance of a gift could create the appearance of a conflict of interest. Special rules apply when dealing with physicians, including those employed at the office of a physician, and no gifts, business courtesies, money services or anything else of value should be offered or given to a physician, without first obtaining approval from the Chair.
- *Personal use of Odonate assets.* Directors may not use Odonate assets, labor or information for personal use unless approved by the Chair or as part of a compensation or expense reimbursement program available to all directors.

3. Corporate Opportunities.

Directors are prohibited from: (a) taking for themselves personally opportunities related to Odonate's business; (b) using Odonate's property, information or position for personal gain;

or (c) competing with Odonate for business opportunities; *provided, however*, that if Odonate's disinterested directors determine that Odonate will not pursue an opportunity that relates to Odonate's business, a director may do so personally.

4. Confidentiality.

Consistent with their duties of care and loyalty (discussed in Section I above), directors must protect and hold confidential all nonpublic information that comes to them, from whatever source, in their capacity as a director of Odonate, absent the express or implied permission of the Board to disclose particular information. Accordingly, directors may not: (a) use confidential information for their own personal benefit or to benefit persons or entities outside Odonate; or (b) disclose confidential information outside Odonate, either during or after their service as directors, except with authorization of the Board or as may be otherwise required by law.

"Confidential information" includes all nonpublic information entrusted to or obtained by a director by reason of his or her position as a director of Odonate, whether the information relates to Odonate or a third party. Confidential information includes, but is not limited to, nonpublic information that might be of use to competitors or harmful to Odonate or its customers if disclosed, such as:

- nonpublic information about: (a) Odonate's financial condition, prospects or plans; (b) Odonate's marketing and sales programs; (c) research and development information; and (d) information about mergers and acquisitions, stock splits and divestitures;
- nonpublic information about possible transactions with other companies, or about Odonate's customers, suppliers or joint venture partners, that Odonate is under an obligation to keep confidential; and
- nonpublic information about discussions and deliberations relating to business issues and decisions that take place between and among employees, officers and directors.

5. Compliance with Laws, Rules and Regulations.

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules, regulations and policies applicable to Odonate, including insider trading laws. Transactions in Odonate securities are governed by Odonate's Insider Trading Policy.

6. Encouraging the Reporting of Any Illegal or Unethical Behavior.

Directors should promote ethical behavior and take steps to see that Odonate: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or Odonate's Employee Code of Conduct to appropriate personnel; and (c) informs employees that Odonate will not allow retaliation for reports of violations made in good faith.

7. Compliance Procedures; Waivers.

Directors should promptly communicate any suspected violations of this Code to the Chair. Reported violations will be investigated by the Board or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violations of this Code.

Waivers of this Code may only be granted by the Board or the Committee after disclosure of all material facts by the director seeking the waiver and any such waiver will be disclosed promptly to stockholders.