

## **ADMA BIOLOGICS, INC.**

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

**(Amended on September 28, 2016)**

#### **STATEMENT OF PRINCIPLES**

ADMA Biologics, Inc. (hereinafter referred to as “ADMA” or the “Company”) is committed to quality, innovation and above all ethical professional conduct.<sup>1</sup> Meeting this commitment is only possible because each director, officer and employee of ADMA follows high standards of ethical conduct and business practices. Individual integrity supported by a dedicated corporate culture is the pledge that enforces the Company’s Code of Ethics and Business Conduct Standards (the “Code of Conduct”). This Code of Conduct applies to all ADMA directors, officers and employees (each, a “covered person”). Each covered person shall strive to protect the Company’s reputation for integrity and ethical conduct.

ADMA is committed to providing a sustainable long-term financial return to its shareholders and to protecting and improving the value of their investment through prudent application of corporate resources and by observing high standards of legal and ethical conduct in all Company business dealings.

#### **Compliance With Laws, Rules and Regulations**

It is the policy of the Company to conduct its business in a manner that meets the highest ethical and moral standards and to comply strictly with all laws and regulations governing its operations. Covered persons are required to obey, and ensure that the Company obeys, all applicable laws, rules and regulations of the United States and other countries, and the states, counties, cities and other jurisdictions in which the Company conducts business. Much of the remainder of this Code of Conduct includes policies that are ultimately designed to comply with specific legal requirements. By way of introduction, this paragraph is included to remind you that compliance with the law means not only following the letter of the law, but also conducting business so that the Company will maintain its reputation for integrity and honesty in carrying out its business activities worldwide. Even where the law is not applicable, standards of ethics and morality apply and require the same diligent attention to good conduct and citizenship.

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<sup>1</sup> This Code of Conduct applies to ADMA Biologics, Inc., and all of its subsidiaries and affiliates. As used in this Code of Conduct, “ADMA” or “Company” includes such entities.

## **Responsibility And Accountability**

Covered persons are responsible for ensuring that their own conduct, both at work and away from the office, as well as the conduct of those who report to them and whom they observe, is honest and ethical under all circumstances and fully complies not only with the law but also our policies and the Code of Conduct. Because our reputation for high ethical standards and quality work is so important, violations of the Code of Conduct or other ADMA policies may result in disciplinary action (up to and including termination), and/or personal civil or criminal liability.

It is the responsibility of each covered person to read, understand and comply with this Code of Conduct and to diligently comply with our other policies and procedures. If you have any questions regarding specific policies, discuss them promptly with the Company's Corporate Compliance Officer (the "Compliance Officer"). You will be required to certify to your understanding of the Code of Conduct on an annual basis.

## **CONDUCT REGARDING BUSINESS ACTIVITY**

### **Conflicts Of Interest**

We are all, in effect, stewards of the Company's business for our shareholders, and we owe the Company the highest degree of loyalty and personal integrity. We must not use our position of trust and confidence to serve our own personal interests, nor should we allow ourselves to be placed in a position where a conflict between our interests and the interests of the Company might exist or even be perceived. As such, each covered person should avoid any situation that might lead to a real or apparent conflict of interest in our dealings with vendors, suppliers, customers, partners, consultants and other companies, between his/her self-interest and his/her duties and responsibilities as an employee, officer or director of the Company.

A conflict of interest exists when your duty to give undivided loyalty to the Company can be prejudiced by actual or potential personal benefits being derived from another source. Although the following list is not exhaustive, some examples of situations in which a conflict of interest may arise are as follows:

- When a covered person takes actions or has interests that make it difficult to perform work for the Company objectively and effectively.
- When a covered person receives improper personal benefits as a result of the person's position with the Company.
- When a covered person uses corporate property or nonpublic information gained in his or her employment with the Company for his or her own advantage.
- When a covered person competes with the Company.

- When a covered person learns of a business opportunity through association with the Company and discloses it to a third party or invests in the opportunity without first offering it to the Company.

Covered persons should not cause or permit the Company or themselves to have a conflict of interest. Covered persons are expected to avoid any investment, interest, association or relationship which interferes with or might interfere with their independent exercise of judgment in the Company's best interests. Covered persons should also avoid any situation in which a personal interest or a family member's interest may conflict (or appear to conflict) with the interests of the Company.<sup>2</sup>

Disclosures of personal interest or other circumstances which might constitute conflicts of interest must be made promptly by covered persons to the Compliance Officer. The Compliance Officer will arrange for resolution in a manner best suited to the interests of the Company with a reasonable view to the covered person's needs. A covered person may proceed with a transaction that is, or may be, a conflict of interest only after receiving prior written approval from the Compliance Officer.

If you are an ADMA officer and are requested to serve as an officer or director of another corporation or business, you must obtain the approval of the Compliance Officer before accepting the position. All covered persons are bound by the Company's *Conflicts of Interest Policy*. (See ADMA's Conflicts of Interest Policy ).

### **Corporate Opportunity**

Covered persons owe a duty of loyalty to ADMA and are expected to advance its legitimate interests when the opportunity to do so arises. If a covered person learns of a business or investment opportunity through the use of corporate property or information or his or her position at ADMA, such as from a competitor or an actual or potential customer, supplier or business associate of ADMA, he or she may not participate in the opportunity or make the investment without the prior written approval of the Compliance Officer. Such an opportunity should be considered an opportunity for ADMA in the first instance. A covered person may not use corporate property or information or his or her position at ADMA for improper personal gain, and may not compete with ADMA. For example, you should not acquire any interest in a company when you know that ADMA may take or is taking steps to acquire an interest in that company. All covered persons are bound by the Company's *Corporate Opportunity Policy*. (See ADMA's Corporate Opportunity Policy).

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<sup>2</sup> For the purposes of this Code of Conduct, family members include spouse, children, stepchildren, parents, brothers, sisters, grandparents, in-laws and any person living in the same household.

## **Gratuities, Gifts and Favors**

Covered persons and their family members may not accept gifts, entertainment, employment or business opportunities or other favors that could influence (or appear to influence) impartial performance of the covered person's job or duties or that could place the covered person under an obligation to a party dealing or attempting to deal with the Company.

Covered persons, either in the Company's name or individually on behalf of the Company, shall not offer, promise, authorize or arrange any payment or gift of any kind to a political party or candidate, government or military employee or agent, or their families anywhere in the world. Nominal gratuities may be permissible in limited situations, but not without first consulting with the Compliance Officer.

The Foreign Corrupt Practices Act ("FCPA") prohibits U.S. companies from making improper payments or gifts to foreign officials. All covered persons are bound by the Company's *FCPA Policy*. (See ADMA's Foreign Corrupt Practices Act and USA PATRIOT Act Policy).

## **Insider Trading/Tipping**

Since ADMA is a publicly-owned company, the Company has legal obligations to be especially vigilant in safeguarding material, non-public information of the Company from disclosure both inside and outside the Company. It is a violation of federal law for anyone with knowledge of such information to buy or sell ADMA stock, or to make any unauthorized disclosure of such information (known as "tipping"). All covered persons are bound by the Company's *Insider Trading Compliance Program*. (See ADMA's Insider Trading Compliance Program – ATTACHED HERETO).

## **Communications**

As a publicly-owned company, ADMA has an obligation to ensure that all communications of material information are timely, factual, accurate, transparent, consistent and credible, and in compliance with the applicable legal requirements of the various regulatory agencies to whose jurisdiction the Company is subject, including, without limitation, the requirements of the Securities and Exchange Commission (the "SEC"). It is imperative that communication be consistent in good times and bad, that selective disclosure is avoided at all times and that all parties in the investment community have fair access to information. All covered persons are bound by the Company's *Corporate Communications Policy*. (See ADMA's Corporate Communications Policy).

## **Acting In The Best Interest of The Company; Nondisparagement**

It is the responsibility of each covered person to conduct himself or herself in a manner, both publicly and privately, that serves the best interests of the Company and presents the Company

and its customers in the best possible light. To that end, covered persons are not permitted to make any statement, publicly or privately, that would disparage the Company or any director, officer or other covered person or that would have a harmful effect upon the interests of the Company, any of its customers or its shareholders.

In particular, under no circumstances should any covered person make any statements to the news media that disparage or could appear to disparage the Company, the Company's customers, or the Company's officers, directors or employees. These policies are not intended to restrict covered persons from making statements to fellow covered persons in the course of carrying out their duties with the Company, from making private statements to persons other than customers or competitors of the Company or members of the press or the financial community that do not have a material adverse effect upon the Company, or from making statements in good faith that are required by law, regulation or order of any court or regulatory commission, department or agency.

### **Confidentiality**

Nonpublic information regarding the Company, its businesses, covered persons, customers or suppliers is confidential. As a covered person you are trusted with such confidential information. You are only to use such confidential information for the business purposes of the Company for which it was intended. Confidential information should not be shared with anyone outside the Company, including family members or friends, or other covered persons who do not need the information to carry out their duties, except when disclosure is authorized by the Compliance Officer or legally mandated.

### **Fair Dealing**

The Company seeks to outperform our competition fairly and honestly and to seek competitive advantages through the superior performance of the members of our team. Covered persons are expected to deal fairly with the Company's customers, suppliers, and competitors. Misappropriating proprietary information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No one should take unfair advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Antitrust Matters**

The following activities are prohibited under this Code of Conduct:

1. Conspiracies and understandings between the Company and its competitors regarding prices, bids, customers, territories and other competitive matters. Precautions should be taken to avoid giving even the appearance of such conspiracies or understandings in industry meetings, discussions, correspondence and other communications with competitors.

2. Agreements or understandings with competitors or customers not to deal with a particular customer or supplier.

3. Distributor arrangements which unduly limit selection or pricing available to their customers or to ultimate consumers of our products and services. All resale pricing agreements, group boycotts, and product tying arrangements are prohibited.

4. Use of financial or other strengths of the Company to gain an unfair advantage in competitive businesses. Examples include: deception; intimidation; disparagement; bribery; misappropriation of trade secrets; and coercive reciprocal dealing.

Violations of antitrust laws can result in expensive lawsuits and substantial civil and criminal penalties, and in some countries carry criminal sanctions for the responsible persons.

### **Accuracy of Financial Records/Financial Representations**

As a public company, our filings with the SEC must be full, fair, accurate, and timely and include understandable disclosure of information that is required to be made public pursuant to the applicable securities laws of the United States. Because of the importance of this issue, the Audit Committee of the Board of Directors has been charged with responsibility for ensuring that every covered person has a means of reporting, anonymously and confidentially, any concerns about the manner in which the Company's financial statements or public reports are prepared, the sufficiency of its internal control over financial reporting, the honesty or competence of its financial management or independent auditors or any other matter regarding any accounting or auditing matters. Procedures for such reporting are set forth in the Company's *Whistleblower Policy*. (See ADMA's Whistleblower Policy – ATTACHED HERETO).

### **Equal Opportunity**

The Company is committed to providing a safe, orderly, diverse and tolerant work environment that is free of any discrimination or harassment. It is up to all of us to maintain this environment by granting others the same respect, cooperation and dignity that we deserve ourselves. ADMA is an equal opportunity employer. ADMA does not discriminate against any individual with regard to any term or condition of employment or the provision of services on account of race, color, religion, sex, age, national origin, disability, sexual orientation, ancestry, veteran or marital status or any other characteristic that is protected under any applicable law. This applies to all areas of employment, including hiring, training, scheduling, advancement, compensation, benefits, discipline and termination. In addition, ADMA prohibits sexual or any other kind of harassment of covered persons in the workplace by any person.

## **CONDUCT REGARDING OUTSIDE ACTIVITIES**

### **Responsible Citizenship**

ADMA is a responsible corporate citizen committed to improving the communities in which it operates. ADMA actively supports initiatives designed to improve the communities in which our employees reside. ADMA encourages covered persons to take part in community activities. In doing so, covered persons act only on behalf of themselves and not as representatives of the Company unless authorized to do so by the Compliance Officer.

### **Political Activities**

Personal participation in political activities is separate from corporate activities. While the Company encourages individual participation in the political process, no covered person should create the impression of speaking or acting on the Company's behalf without specific authorization. The Company's name, trademarks and other property, i.e., stationery, business cards, email etc., and work time are not to be used in connection with such activities. Additionally, political campaigning on Company property is prohibited.

## **CONDUCT REGARDING ADMA FACILITIES AND PROPERTY**

### **Use and Protection of Company Assets**

All covered persons are responsible for the protection and appropriate use of ADMA assets. All Company property is to be used for legitimate business purposes only. Company property includes corporate funds, facilities, equipment, computers, software, inventory, office supplies, technologies, concepts, intellectual property, product development strategies and projects, business strategies and plans, customer lists, personnel data, marketing and sales plans, Company phone directories, organization charts, service cost and pricing data, financial data and all other proprietary information about the Company's business and employees, including but not limited to, the Company's standard operating procedures and related manuals. Procedures for the retention and destruction of the Company's documents and materials are set forth in the Company's *Document Retention Policy*. (See ADMA's Document Retention Policy). Theft, careless or negligent use, or loss of Company property may subject the offending person to disciplinary action up to and including termination of employment and, where appropriate, referral to law enforcement authorities.

All of the Company's information systems, including communications systems, magnetic media, e-mail, voice mail, and intranet, extranet and internet access systems are the Company's property and generally must be used only for business activities. Incidental personal use is permissible as long as it does not consume more than a trivial amount of resources, does not interfere with productivity, does not preempt any business activity, is otherwise appropriate and reasonable and is consistent with the Company's business values and this Code. The Company reserves the

right at any time to access, read, monitor, inspect and disclose the contents of, postings to and downloads from all of the Company's information systems.

No one may use the Company's information systems to access, view, post, store, transmit, download, or distribute any profane, obscene, derogatory, harassing, offensive or inappropriate materials. Additionally, no employee may use these systems to send Company information or copyrighted documents that are not authorized for transmittal or reproduction.

## **WAIVERS**

Covered persons are expected to follow this Code of Conduct at all times. Generally, there should be no waivers to this Code of Conduct, however, in rare circumstances conflicts may arise that necessitate waivers. Waivers will be determined on a case-by-case basis by the Director of Internal Audit with the advice of the Compliance Officer as appropriate; provided, however, that waivers for executive officers and directors of the Company may be determined only by the Board of Directors who shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Conduct with respect to any executive officer or director. If the Board of Directors grants a waiver to the Principal Executive Officer, the Principal Financial Officer or the Principal Accounting Officer, or persons performing similar functions, from a provision of this Code of Conduct that is enumerated in Item 406(b) of Regulation S-K, that waiver shall be promptly disclosed to shareholders in accordance with SEC requirements. The Board of Directors may have granted waivers to certain covered persons regarding certain conflicts of interests between the covered person and the Company, which were in existence prior to the adoption of this Code of Conduct.

## **SEEKING GUIDANCE, REPORTING AND INVESTIGATION OF SUSPECTED VIOLATIONS**

This Code of Conduct cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code of Conduct or if you are in doubt about the best course of action in a particular situation, you should seek guidance from the Corporate Compliance Officer.

It is your responsibility to report suspected violations of law, the Code of Conduct or other ADMA policies. For this purpose, the Company has appointed Brian Lenz, Vice President and Chief Financial Officer, as the Corporate Compliance Officer. He can be reached at 201-478-5552 or by e-mail at [blenz@admabio.com](mailto:blenz@admabio.com).

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and ADMA.



It is a violation of the law and ADMA policy to retaliate against any employee for reporting in good faith suspected violations of the Code of Conduct or any other ADMA policy.

It is the responsibility of a covered person to have a reasonable basis on which to conclude that inappropriate activity may be occurring. This requires that the disclosing person have some evidence that has led to a good-faith conclusion that conduct may be inappropriate. If, after investigation, it appears that a covered person made a frivolous or bad faith allegation of improper conduct, such covered person may be subject to discipline up to and including termination of employment.

## **ADMA BIOLOGICS, INC.**

### **INSIDER TRADING COMPLIANCE PROGRAM**

**Amended September 28, 2016**

ADMA Biologics, Inc. (the “Company”) has adopted policies and procedures described in this program (this “Program”) in order to take an active role in the prevention of insider trading violations by its officers, directors, employees and other individuals, as more specifically defined in this Program.

#### **Adoption of Insider Trading Policy**

As part of this Program, the Company has adopted the Insider Trading Policy attached as Exhibit A (the “Policy”), which prohibits trading based on Material Nonpublic Information regarding the Company (“Material Nonpublic Information”). The Policy covers officers, directors, members of the scientific advisory board (if any) and all other employees of, or consultants or independent contractors to, the Company and its subsidiaries (all subsidiaries are included within the term “Company”), as well as Family Members (as defined in the Policy) of such persons, and others, in each case where such persons have or may have access to Material Nonpublic Information (all persons referred to in the foregoing sentence are referred to herein as “Covered Persons”). The Policy (and/or a summary thereof) is to be delivered to all new directors, officers, members of the scientific advisory board (if any), employees, consultants and independent contractors of the Company (those receiving copies of the Policy are referred to as “Insiders”) on the commencement of their relationships with the Company, and is to be circulated to all Insiders at least annually.

#### **Designation of Certain Persons**

a) The Company has determined that those persons identified on Exhibit B (as amended from time to time) are the directors and executive officers who are subject to the reporting and penalty provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder (“Section 16 Individuals”).

b) The Company has determined that those persons identified on Exhibit C (as amended from time to time), together with the Section 16 Individuals (collectively, “Access Persons”), are subject to the pre-clearance requirement described below, in that the Company believes those Access Persons have, or are likely to have, access to Material Nonpublic Information on a more frequent basis than other employees. The Insider Trading Compliance Officer will determine which Insiders will be designated as Access Persons. Under special circumstances, certain persons not defined as Access Persons under this Program may come to

have access to Material Nonpublic Information for a period of time. During such period, those persons will be deemed to be Access Persons and will be subject to the pre-clearance procedure.

### **Appointment of Insider Trading Compliance Officer**

The Company has appointed Brian Lenz, Vice President and Chief Financial Officer of the Company (or his or her successor in office), as the Company's Insider Trading Compliance Officer.

### **Duties of Insider Trading Compliance Officer**

The duties of the Insider Trading Compliance Officer shall include, but not be limited to, the following:

- a) Pre-clearance of all transactions involving the Company's securities by all Access Persons, in order to determine compliance with the Policy, insider trading laws, Rule 10b5-1, Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act of 1933, as amended.
- b) Review of Rule 10b5-1 trading programs.
- c) Assistance in the preparation of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Individuals.
- d) Mailing of reminders to all Section 16 Individuals regarding their obligations to report on Forms 3, 4 and 5 under Section 16.
- e) Performance of cross-checks of available materials, which may include Form 3, 4 and 5, Form 144, officers and directors questionnaires, and reports received from the Company's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to Material Nonpublic Information.
- f) Circulation of the Policy (and/or a summary thereof) to all Insiders, on an annual basis, and provision of the Policy and other appropriate materials to new Insiders and other Access Persons who have, or may have, access to Material Nonpublic Information.
- g) Notification to Access Persons of each administrative blackout period under any pension plan, including any individual account retirement plan or 401(k) plan.

### Insider Trading Compliance Program

## **EXHIBIT A**

### **INSIDER TRADING POLICY**

#### **and Guidelines with Respect to Certain Transactions in Company Securities**

This policy (the “Policy”) provides guidelines to officers, directors, members of the scientific advisory board, if any, and all other employees of, or consultants or independent contractors to, ADMA Biologics, Inc. and its subsidiaries (collectively, the “Company”) with respect to transactions in the Company’s securities (those persons identified in this sentence who are receiving copies of the Policy are referred to as “Insiders”). This Policy is adopted pursuant to the Company’s Insider Trading Compliance Program (the “Program”).

#### **Applicability of Policy**

This Policy applies to all transactions in the Company’s securities, including common stock, options for common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company’s stock, whether or not issued by the Company, such as exchange-traded options. This Policy applies to all officers of the Company, all members of the Company’s board of directors, all members of the Company’s scientific advisory board and all employees of, and consultants and independent contractors to, the Company as well as to Family Members of such persons and others, in each case where such persons receive, have or have access to, Material Nonpublic Information (as defined below) regarding the Company (all persons referred to in the foregoing sentence are referred to herein as “Covered Persons”).

Any person who possesses Material Nonpublic Information regarding the Company is a Covered Person for so long as the information is not publicly known. Any employee can be an Access Person from time to time, and would at those times be subject to those provisions of this Policy relating to Access Persons.

This policy applies to your family members and others living in your household (collectively, “Family Members”). Insiders are expected to be responsible for the compliance of their Family Members.

#### **Statement of Policy**

It is the policy of the Company to prevent the unauthorized disclosure of any nonpublic information acquired in the work-place and the misuse of Material Nonpublic Information in securities trading.

#### **Insider Trading Compliance Program**

(a) **Trading on Material Nonpublic Information.** It is improper for a Covered Person to enter a trade immediately after the Company has made a public announcement of material information, including earnings releases. Because the Company's stockholders and the investing public should be afforded the time to receive the information and act upon it, no Covered Person shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending on the next full Trading Day, twenty-four (24) hours following the date of public disclosure of that information, or at such time as that nonpublic information is no longer material. Thus, if an announcement is made on a Monday at 9:00am, the following day, Tuesday at 9:00am generally would be the first day on which a Covered Person could trade. As used herein, the term "Trading Day" shall mean a day on which national stock exchanges are open for trading.

(b) **Disclosure of Information to Others.** The Company is required under SEC Regulation FD to avoid the selective disclosure of Material Nonpublic Information. The Company has established procedures for releasing material information in a manner designed to achieve broad public dissemination of the information immediately upon its release. Covered Persons may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. Covered Persons also may not discuss the Company or its business in any public forum, including, but not limited to, an internet "chat room" or similar internet-based forum, unless that Covered Person is authorized as a Company spokesperson in accordance with those procedures.

(c) **Confidentiality of Nonpublic Information.** The nondisclosure obligations under this Policy are in addition to any confidentiality responsibilities Covered Persons may have under any confidentiality agreement with the Company. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden.

(d) **Appearance of Impropriety.** Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

(e) **Twenty-Twenty Hindsight.** Remember, if securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction Covered Persons should carefully consider how regulators and others might view their transactions after-the-fact.

## Potential Criminal and Civil Liability and/or Disciplinary Action

The consequences of insider trading violations can be staggering:

(a) **Liability for Insider Trading.** Covered Persons may be subject to criminal fines of up to \$5,000,000, civil penalties of up to three times the profit gained or loss avoided and up to 20 years imprisonment for engaging in transactions in the Company's securities at a time when they have knowledge of nonpublic information regarding the Company.

(b) **Liability for Tipping.** Covered Persons may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed nonpublic information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. Moreover, insider trading is not confined to Company securities. If, for example, a Company employee learns that a contract is about to be entered into with another public company, trading in the securities of that other company also is prohibited if the information is material and not yet disclosed to the public. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the Financial Industry Regulatory Authority (FINRA) use sophisticated electronic surveillance techniques to uncover insider trading.

(c) **Possible Disciplinary Actions.** Insiders of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination of employment or other business relationship.

(d) **Reputational Damage.** Any of the above consequences, even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

## Trading Restrictions

(a) **Prohibition on Trading During Blackout Periods.** To ensure compliance with this Policy and applicable federal and state securities laws, the Company has adopted a policy that prohibits Access Persons from buying or selling the Company's securities during a regular quarterly "blackout" period (unless they have established a pre-arranged trading plan that complies with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Each blackout period begins on the 20th day of the last month of the

fiscal quarter and continues until the next full Trading Day (24 hours) after the public release of quarterly results (annual results in the case of the fourth quarter).

In addition, the Insider Trading Compliance Officer (as defined under the Program) may designate additional periods when Covered Persons may not purchase or sell Company securities when, in his or her judgment, a blackout period is warranted. These blackout periods could arise when the Company is involved in a material transaction. If the Insider Trading Compliance Officer declares a blackout period under this section of the Policy, the Company will notify those Covered Persons to whom the blackout period applies when the blackout period begins and ends. Such circumstances would be deemed to be highly confidential and the existence of an extended blackout period or event-specific blackout period should not be disclosed by a Covered Person to any other person.

**It should be noted that trading on dates that are outside of blackout periods will not relieve anyone from liability if in possession of Material Nonpublic Information concerning the Company.** Although the Company may from time to time recommend the suspension of trading by directors, officers, employees and others because of developments known to the Company and not yet disclosed to the public, each person is individually responsible at all times for compliance with the prohibitions against insider trading. Trading in the Company's securities during periods that are outside of any blackout period should not be considered a "safe harbor", and all directors, officers, employees and others should use good judgment at all times.

(b) **Pre-clearance of Trades.** No Access Person is to purchase, sell, or otherwise engage in transactions in securities of the Company without obtaining prior clearance of the transaction by the Insider Trading Compliance Officer. The proposed transaction will be reviewed for compliance with applicable regulatory requirements.

The Company may also find it necessary, from time to time, to require compliance with the pre-clearance process from certain scientific advisory board members, employees, consultants and independent contractors other than and in addition to those persons designated as Access Persons.

(c) **Prohibited Transactions.** Because we believe it is improper and inappropriate for any Insider to engage in short-term or speculative transactions involving Company stock, it is the Company's policy that Insiders should not engage at all in any of the following activities with respect to securities of the Company:

#### Insider Trading Compliance Program

- Insiders should not trade in securities on a short-term basis. Any Company stock purchased in the open market must be held for a minimum of six months and ideally longer. (Note that the SEC's short-swing profit rule already requires Section 16 Individuals (as defined under the Program) to return all profits to the Company for sales of any Company stock within six months of a purchase. This expands this rule to all Insiders.) The foregoing prohibition on short-term transactions does not in general apply to the sale of (a) stock acquired upon the exercise of stock options or (b) stock acquired under an employee stock purchase plan.
- Insiders should not engage in short sales. A person short sells Company stock when he or she borrows Company stock, sells it and then buys Company stock at a later date at a lower price to replace the borrowed shares.
- Insiders should not engage in purchases of Company stock on margin. The Company believes that any purchases of the Company's stock on margin may give the appearance of improper conduct, even if not so intended. Although margin purchases are restricted, Insiders may establish loan accounts secured by Company stock.
- Insiders should not buy or sell puts or calls. A put is an option or right to sell a specific stock at a specific price prior to a set date, and a call is an option or right to buy a specific stock at a specific price prior to a set date. Call options are purchased when a person believes that the price of a stock will rise, whereas put options are purchased when a person believes that the price of a stock will fall.

(d) **Rule 10b5-1 Trading Programs.** The SEC has adopted a rule that permits Insiders to trade in certain circumstances where it is clear that Material Nonpublic Information was not a factor in the decision to trade. Rule 10b5-1 provides that an individual who buys or sells securities while aware of Material Nonpublic Information does not violate Rule 10b-5 if the buying or selling is in conformity with a binding contract, instruction or written plan that was put into place at a time when the individual was not aware of Material Nonpublic Information. Establishing such a pre-arranged trading plan provides an opportunity for an Insider to limit his or her potential insider trading liability. When trading arrangements are pre-arranged, it becomes clearer to the investing public (and potential plaintiffs) that the Insider's purchases and sales are not being prompted by his or her knowledge of current developments within the Company, or such person's feelings about the Company's prospects.

#### Insider Trading Compliance Program



The Company permits its directors and officers to set up Rule 10b5-1 trading programs. However, great care must be exercised in relying on new Rule 10b5-1, for the following reasons:

- in order to meet the requirements of Rule 10b5-1, binding contracts, instructions and written plans must: (i) lock in the amount, price and dates of future trades; (ii) provide a formula or algorithm for determining future trades; or (iii) delegate discretion for determining amount, price and dates to a third party as provided under the rule;
- the ability to modify provisions once locked in is limited, and modification or termination of arrangements is risky;
- although Rule 10b5-1 may help directors and officers avoid liability under Rule 10b-5, it does not eliminate other relevant securities law requirements and prohibitions and, therefore, buying and selling in reliance on Rule 10b5-1 must also be designed to comply with the reporting and short-swing profit rules under Section 16 of the Exchange Act, the limitations on insider selling imposed by Rule 144 under the Securities Act, the prohibition on trading during administrative blackouts under pension plans, and, in some cases, certain other securities law requirements;
- the liability avoidance provisions of Rule 10b5-1 are affirmative defenses such that, if the government can prove that an individual was aware of material nonpublic information at the time of a purchase or sale, the burden of proving that trading was pursuant to an adequate contract, instruction or written plan will be on the individual; and
- compliance must be well documented and capable of proof in court.

(e) **Procedures for Establishing Rule 10b5-1 Trading Programs.** If an officer or director wishes to establish an arrangement designed to comply with Rule 10b5-1, he or she must follow the procedures listed below:

- arrangements must be in the form of a written contract;
- the contract must be reviewed and approved in advance by the Company's Insider Trading Compliance Officer;
- the contract must be entered into when the officer or director is not in possession of any Material Nonpublic Information and not subject to any blackout period;

the contract must either:

#### Insider Trading Compliance Program

- specify the amount of securities to be purchased or sold (i.e., a set number of shares or a set dollar amount) and the price and date on which the securities are to be purchased or sold;
- include a written formula or algorithm, for determining the amount of securities to be purchased or sold and the price and date of their purchase or sale; or
- effectively delegate to a third party who does not have access to any Material Nonpublic Information all power to determine how, when or whether to effect purchases or sales.

The officer or director will not be permitted to cancel or make any changes to the contract when in possession of any Material Nonpublic Information or during any blackout period. Cancellations or amendments must be approved in advance by the Company's Insider Trading Compliance Officer and must be in writing.

Please be aware that the Company will likely be required to publicly disclose any trading plan adopted by an officer or director. Additionally, the Company will need to establish a procedure with whomever is handling the 10b5-1 transactions to ensure the prompt filing of a Form 4 after each transaction takes place; and compliance with SEC Rule 144 at the time of any sale.

Most sophisticated brokers, investment bankers and advisors have developed standard documentation for Rule 10b5-1 trading plans. If this type of plan is adopted, we strongly recommend the officer or director work with a brokerage firm that is experienced in these matters. **In order to ensure compliance with Rule 10b5-1, please remember that any trading plan or amendment must be submitted to the Insider Trading Compliance Officer for review and approval in advance of entering the plan or amendment.**

(f) **Trading Restrictions during "Pension Plan" Administrative Blackout Periods.** Section 16 Individuals are prohibited from trading in any Company securities during any period of three or more consecutive days during which at least 50% of the participants or beneficiaries in an "individual account" retirement plan of the Company are unable to purchase, sell, or otherwise acquire or transfer an interest in the equity of the Company held in such plan due to a temporary suspension by the Company or the plan fiduciary (in each case, an "administrative blackout period") unless such persons have established a pre-arranged trading plan that complies with Rule 10b5-1 promulgated under the Exchange Act. "Individual account" plans include, without limitation, defined contribution plans such as broad-based tax-qualified 401(k) plans and profit sharing plans, stock bonus plans and similar plans. The Company

expects to declare very few administrative blackout periods. Section 16 Individuals should be aware that any profits realized from a prohibited transaction are recoverable by the Company, including through a shareholder derivative-type action, without regard to the intent of the person who entered into the prohibited transaction. In addition, unlike Section 16 of the Exchange Act, no matching transaction within the administrative blackout period is required in order to impose this disgorgement penalty. The Company's Insider Trading Compliance Officer will advise you whenever an administrative blackout period is imposed with respect to the Company's 401(k) or other pension plans.

(g) **Individual Responsibility.** Every Covered Person has the individual responsibility to comply with this Policy against insider trading. A Covered Person may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Covered Person believes he or she may suffer an economic loss or forego anticipated profit by waiting. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception.

#### **Applicability of Policy to Material Nonpublic Information Regarding Other Companies**

This Policy and the guidelines described herein also apply to material nonpublic information relating to other companies, including the Company's collaborative partners, customers, vendors or suppliers ("business partners"), or competitors when that Material Nonpublic Information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on material nonpublic information regarding the Company's business partners or competitors. All employees should treat material nonpublic information about the Company's business partners and competitors with the same care required with respect to information related directly to the Company and should not engage in transactions in the securities of those business partners or competitors while in possession of their material nonpublic information.

#### **Definition of Material Nonpublic Information**

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities. Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. Information

which is both material and nonpublic is referred to in this Policy as “Material Nonpublic Information”.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

1. Financial results
2. Projections of future earnings or losses
3. News of a pending or proposed merger
4. News of the disposition of a subsidiary
5. Impending bankruptcy or financial liquidity problems
6. Gain or loss of a substantial customer or supplier
7. Procurement or loss of significant government contracts
8. Changes in dividend policy
9. New product announcements of a significant nature
10. Significant results of any clinical trials
11. Significant product defects or modifications
12. Significant pricing changes
13. Stock splits
14. New equity or debt offerings
15. Acquisitions
16. Significant litigation exposure due to actual or threatened litigation
17. Major changes in senior management

Either positive or negative information may be material.

Material Nonpublic Information of the Company may also include information relating to any other company, including our business partners or competitors.

### **Certain Exceptions**

For purposes of this Policy, the Company considers that the exercise of stock options for cash under the Company’s stock option plans or the purchase of shares under any Company employee stock purchase plan (but not the sale of any such shares) that may be established in the future is exempt from this Policy, since the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement or the plan.

### Insider Trading Compliance Program

## **Additional Information Directors and Officers**

Section 16 Individuals must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. The practical effect of these provisions is that Section 16 Individuals who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under the Company's option plans, nor the exercise of that option nor the receipt of stock under the Company's employee stock purchase plan is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16 and the purchase and sale must be reported on Form 4. Moreover, no Section 16 Individuals may ever make a short sale of the Company's stock. The Company has provided, or will provide, separate memoranda and other appropriate materials to its Section 16 Individuals regarding compliance with Section 16 and its related rules.

## **Certifications**

All Insiders will be required to certify in writing their understanding of and intent to comply with the Insider Trading Policy. In addition, Insiders may be required to certify their compliance with the Insider Trading Policy on an annual basis.

## **Inquiries**

Please direct questions as to any of the matters discussed in this Policy to the Company's Insider Trading Compliance Officer.

## **ADMA BIOLOGICS, INC.**

### **WHISTLEBLOWER POLICY**

**Amended September 28, 2016**

Section 301 of the Sarbanes-Oxley Act of 2002, requires the Audit Committee (the “Audit Committee”) of the Board of Directors of ADMA Biologics, Inc. (“ADMA Biologics” or “Company”) to establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the submission by employees, officers, directors and others acting on behalf of the Company (“Covered Persons”) and others, on a confidential and anonymous basis, of good faith concerns regarding questionable accounting or auditing matters. It is the policy of ADMA Biologics to comply with all applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and to require its Covered Persons to do likewise.

#### **REPORTING ALLEGED ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING VIOLATIONS OR CONCERNS**

If any person believes that the Company or any Covered Person has, or might have, violated any accounting rules, internal accounting controls procedures or auditing rules, then such person should report the alleged violation or complaint (such report, the “Statement”) to the Chairman of the Audit Committee (the “Chairman”).

Statements must be sufficiently detailed and inclusive to ensure a clear understanding by the Audit Committee of the issues raised. Statements (except for Statements received from persons other than a Covered Person) may be submitted anonymously. Statements should be candid and set forth all of the information that a Covered Person knows regarding the allegation or concern. The Company may not commence an investigation if a Statement contains only unspecified wrongdoing or broad allegations without appropriate informational support. Any Covered Person wishing to discuss a Statement or further communicate with the Audit Committee regarding a Statement should leave his or her personal contact information for the Audit Committee. Statements may be submitted to the Audit Committee as follows:

(h) Mail. A Statement may be submitted to the Audit Committee in writing by mailing to the following address, an envelope labeled with a legend such as: “Submitted Pursuant to the Whistleblower Policy”:

Whistleblower Policy

Chairman, Audit Committee  
ADMA Biologics, Inc.  
465 Route 17 South, Ramsey, New Jersey, 07446

(i) Email. A Statement may be submitted in an email message to the Audit Committee, at [auditchair@admabio.com](mailto:auditchair@admabio.com). Be advised that sending a message from your business computer may not necessarily protect your anonymity. Use of a non-identifiable email address such as a yahoo or hotmail address is the most confidential way to email a Statement.

**INVESTIGATION OF ALLEGED ACCOUNTING, INTERNAL ACCOUNTING  
CONTROLS AND AUDITING VIOLATIONS OR CONCERNS**

Upon receipt of a Statement, the Audit Committee will consider each matter reported to it and, as appropriate, investigate the Statement and take any necessary and appropriate corrective and disciplinary actions.

The Chairman will determine who should lead the investigation, and whether to use an independent third party. The investigator will prepare a report of findings and recommendations based on the results of the investigation. Copies of the report will be provided to the Audit Committee, the Chief Executive Officer of the Company (the “Chief Executive Officer”), and the Chief Financial Officer of the Company (the “Chief Financial Officer”). If the findings indicate that the complaint has validity, the Audit Committee will determine the action required, which could include disciplining the responsible person(s), and/or establishing new processes to prevent further violations. The Chairman will discuss the findings with the Chief Executive Officer and the Chief Financial Officer to determine whether public disclosure or disclosure to outside agencies and/or reporting to the full Board of Directors, is necessary or appropriate.

**NO RETALIATION FOR SUBMITTING STATEMENTS OF ALLEGED VIOLATIONS  
OR CONCERNS**

The Company will not retaliate, and will not knowingly permit any Covered Person to retaliate, against (i) any Covered Person who submits a Statement or (ii) any person that participates in the investigation of a Statement, pursuant to this policy even if after investigation the Company determines that no violation has occurred. Open communication of issues without fear or retribution or retaliation is vital to the continued success of our business. Unless appropriate members of management learn of a problem, we cannot deal with the problem and delay in addressing such a problem may compound the problem and increase the harm to the Company and its stockholders.

**Whistleblower Policy**

### **CORRECTIVE ACTION**

It is the responsibility of the Company and each Covered Person, with the oversight of the Audit Committee, to prevent or correct noncompliance of the legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters. This is the Company's legal obligation. A violation can subject the Company and Covered Persons to legal liability, regulatory investigation and adverse publicity, which can damage the Company's reputation and business.

### **RETENTION OF STATEMENTS BY EMPLOYEES**

Any Statement submitted by a Covered Person will remain confidential to the fullest extent possible, consistent with the need to conduct an adequate review of such Statement, except as required by law or upon the advice of the Company's legal counsel. In addition, all written Statements, along with the results of any investigations relating thereto, will be retained by the Company pursuant to ADMA Biologics, Inc.'s Document Retention Policy.

### **VIOLATION OF THIS POLICY**

All Covered Persons should follow the procedures outlined herein before any Covered Person reports possible violations or concerns to any news medium, government agency or similar body. The Company considers it important that it have the opportunity to investigate and remedy any possible violations or concerns reported by a Covered Person and accordingly is relying on each Covered Person to ensure that the Company has an opportunity to undertake such an investigation.