

OREXIGEN THERAPEUTICS, INC.

COMPREHENSIVE COMPLIANCE PROGRAM

1. Introduction

This Comprehensive Compliance Program (the “Compliance Program”) of Orexigen Therapeutics, Inc. (the “Company”) has been adopted by the Board of Directors of the Company, effective as of the date set forth below. This Compliance Program is consistent with the recommendations set forth in “Compliance Program Guidance for Pharmaceutical Manufacturers” published by the Office of Inspector General U.S. Department of Health and Human Services and the provisions of the Code on Interactions with Healthcare Professionals created by the Pharmaceutical Research and Manufacturers of America (“PhRMA Code”). The Compliance Program applies to Company officers, directors, employees and, in certain situations, our agents and independent contractors (“Company Representatives”).

The goal of this Compliance Program is to maintain a culture that promotes the prevention, detection, and resolution of potential violations of law or Company policy and the highest standards of business ethics. The Company shall review and update this Compliance Program from time to time as it reasonably deems appropriate or is required to by law.

2. Leadership and Structure

The Company has appointed a Chief Compliance Officer, who is charged with developing, operating and monitoring the Compliance Program. The Compliance Officer reports directly to the Chief Executive Officer of the Company and has direct access to other members of senior management and the Orexigen Board of Directors.

The Company has established a Compliance Committee to advise the Compliance Officer and assist in the implementation of the Compliance Program. The Compliance Committee is comprised of senior management personnel from functional units across the Company.

3. Written Standards of Conduct, Policies and Procedures

The Company has adopted written policies and procedures to ensure compliance with various laws and regulations, including a Code of Business Conduct and Ethics, the Compliance Policies and other policies and procedures that outline the commitment of the Company to compliance and corporate accountability.

4. Annual Dollar Limit on Gifts or Incentives Provided to Medical or Health Professionals in California

As required by, and in accordance with the definitions set forth in, California Health and Safety Code § 119402(c), the Company has established an annual upper dollar limit on gifts, promotional materials, or items or activities that the Company may give or otherwise

provide to an individual medical or health care professional in California equal to \$2,500 per such individual, subject to certain exclusions set forth in California Health and Safety Code § 119402(d).

5. Education and Training

All Company Representatives receive general compliance training on this Compliance Program, the Code of Business Conduct and Ethics and the Compliance Policies as well as training on policies and procedures applicable to their job function and responsibilities. Company Representatives are trained on how to report compliance concerns through appropriate channels, including anonymously through the Company Ethics Helpline.

6. Internal Lines of Communication.

As a matter of policy, Company Representatives are required to report known or suspected violations of laws, or the Company's policies or procedures. The Company strives to provide a work environment that encourages employees to communicate openly with management about all types of workplace issues without fear of retaliation or recrimination. Company employees are encouraged to report any known or suspected violations to their supervisor or a member of the Compliance Committee. The Company has also established an Ethics Helpline that is available 24 hours a day, 7 days a week at 1-866-654-1537 for making anonymous reports.

7. Auditing and Monitoring

The Company will conduct auditing and monitoring activities designed to assess compliance with the Compliance Program and our various policies and procedures as well as the need for future policies and procedures. The nature of our reviews, as well as the extent and frequency of our compliance monitoring and auditing, varies according to a variety of factors, including new regulatory requirements, changes in business practices and other considerations. Results are reported to the Compliance Committee and to appropriate managers and, as appropriate, followed up on specifically, incorporated in training and communication strategies and considered when making choices in connection with ongoing general management of the business.

8. Investigations, Corrective Actions and Disciplinary Policies

In the event that the Company becomes aware of any known or suspected violations of this Compliance Program or the relevant policies and procedures, designees of the Compliance Committee shall investigate the circumstances surrounding the known or suspected violation and shall take appropriate corrective action, which may involve disciplinary actions up to and including termination.

9. Copies of Compliance Program and Annual Declarations

Copies of this Compliance Program and our Annual Declaration of Compliance can be obtained by calling our Ethics Helpline at 1-866-654-1537.

Dated: August 14, 2015