

**Annual Declaration of Compliance pursuant to California Health and
Safety Code §§ 119400 – 119402**

Orexigen Therapeutics, Inc. (“Orexigen”) has adopted and maintains a Comprehensive Compliance Program (the “Compliance Program”). The Compliance Program applies to Orexigen officers, directors, employees and, in certain situations, our agents and independent contractors.

The goal of the Compliance Program is to maintain a culture that promotes the prevention, detection, and resolution of potential violations of law or Orexigen policy and the highest standards of business ethics.

In order to meet this goal, the Compliance Program incorporates 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”) including the following:

1. Designation of a Chief Compliance Officer with support and oversight by a Compliance Committee and the Board of Director’s Audit Committee
2. Maintenance of a Compliance Department that assesses and updates the Compliance Program
3. Distribution of Code of Business Conduct and Ethics and other written policies that require ethical business practices and provide guidance on interactions with healthcare professionals
4. Delivery of training on the Compliance Program, as well as additional job-specific training
5. Communication of open-door and non-retaliation policies, as well as a frequently publicized Ethics Helpline
6. Monitoring and auditing of business activities to help detect and prevent misconduct
7. Enforcement of standards through well-publicized disciplinary guidelines and investigation procedures
8. Assignment of corrective actions

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 meals, 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).

Based on the above, to the best of its knowledge, information and belief, Orexigen Therapeutics, Inc. as of the date of this declaration, is in compliance, in all material respects, with its Comprehensive Compliance Program and its good faith understanding of the requirements of California Health and Safety Code §§ 119400 – 119402 (“California Code”).

Copies of this declaration and the Comprehensive Compliance Program may be obtained by calling the Orexigen Ethics Helpline at 1-855-869-6859.

Dated: December 1, 2016