

REVANCE THERAPEUTICS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Revised August 1, 2018

Introduction

We are committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer, director, consultant and any other service provider of Revance Therapeutics, Inc. (the “*Company*”) who is acting on behalf of the Company (collectively, “*personnel*”) to read and understand the Code and its application to the performance of his or her business responsibilities for and on behalf of the Company. References in the Code to employees are intended to cover officers and, as applicable, directors.

Officers, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Code. Supervisors are also expected to ensure that all personnel conform to Code standards when working for or on behalf of the Company. The compliance environment within each supervisor’s assigned area of responsibility will be a significant factor in evaluating the quality of that individual’s performance. In addition, any employee who makes an exemplary effort to implement and uphold our legal and ethical standards will be recognized for that effort in his or her performance review. Nothing in the Code alters the at-will employment policy of the Company.

The Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. From time to time we may adopt additional policies and procedures with which our personnel are expected to comply, if applicable to them. However, it is the responsibility of each member of our personnel to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

Action by members of your immediate family, significant others or other persons who live in your household (referred to in the Code collectively as “*family members*”) also may potentially result in ethical issues to the extent that they involve business of the Company. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your immediate family members, significant others and other persons who live in your household.

By working at the Company, you agree to comply with the Code, and to revisit and review it at least annually and whenever we notify you of any material updates. If you do not agree to comply, please let us know immediately. You should not hesitate to ask questions about whether any conduct may violate the Code, voice concerns or clarify gray areas. Section 12 below details the compliance resources available to you. In addition, you should be alert to possible violations of the Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 12. Violations of the Code will not be tolerated. Any member of our personnel who violates the standards in the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of such personnel, may range from a warning or reprimand to and including termination of such personnel and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

1. HONEST AND ETHICAL CONDUCT

It is the policy of the Company to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of the Company depends on the honesty, fairness and integrity brought to the job by each person associated with the Company, including all personnel. Personal integrity is the foundation of corporate integrity.

2. LEGAL COMPLIANCE

Complying with the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon our personnel's operating within legal guidelines and cooperating with local, national and international authorities. We expect our personnel to understand and comply with the legal and regulatory requirements applicable to their business units and areas of responsibility. We hold periodic training sessions to ensure that all employees understand and comply with the relevant laws, rules and regulations associated with their employment, including laws prohibiting insider trading (which are discussed in further detail in Section 2.a below). While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor or our compliance officer, who is currently our General Counsel or her delegate (the "*Compliance Officer*").

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails and texts, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations.

a. Insider Trading

Subject to the terms of the Company's Insider Trading and Trading Window Policy, members of our personnel who have access to confidential (or "*inside*") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All non-public information about the Company or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. You must exercise the utmost care when handling material inside information. Please refer to the Company's Insider Trading and Trading Window Policy for more information.

b. International Business Laws

Our personnel are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business in connection with their activities for the Company, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect our personnel to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States.

These U.S. laws, rules and regulations, which extend to all our activities outside the United

States, include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving or offering anything of value to a foreign government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with, or traveling to, countries subject to sanctions imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibits transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

In addition, the U.K. Bribery Act 2010 (the “*UK Bribery Act*”) prohibits giving anything of value to, or receiving anything of value from, anyone (whether or not a government official) to induce the recipient or any other person to act improperly in the performance of his/her functions, to reward him/her for acting improperly, or where the recipient would act improperly by accepting such value. The UK Bribery Act also separately prohibits providing anything of value to a foreign public official with the intent to influence the foreign public official in that capacity and to obtain business or an advantage in the conduct of business.

If you have a question as to whether an activity is restricted or prohibited, please ask the Compliance Officer before taking any action, including giving any verbal assurances that might be regulated by international laws.

c. **Antitrust**

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing, bid-rigging and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product or other actions (e.g. fixing margins) that restrict the ability of the customer to set its own prices and terms of business. It is generally acceptable to issue recommended resale prices (“*RRPs*”) but care should be taken to ensure these are not in fact de facto minimum resale prices and customers should be clearly informed that if the Company issues RRP’s the customer is free to set the resale price as it sees fit; and
- the acquisition or maintenance of a monopoly or dominant market position or attempted monopoly or dominant market position through anti-competitive conduct.

Certain kinds of information, such as our strategies, pipeline products, pricing/commercial intentions and identification of potential partnerships and collaborations, should not be exchanged with existing or potential competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and individual liability in certain jurisdictions, significant potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the Compliance Officer whenever you have a question relating to these laws.

Government agencies and anti-trust regulators have extensive powers to conduct investigations and documents/e-mails/texts/instant messages/other written communication are generally all subject to review. It is therefore important that you take care when drafting documents (e.g., presentations, strategy plans or e-mails) and avoid language that could be misconstrued.

d. **Environmental Compliance**

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect our personnel to comply with all applicable environmental laws when conducting the business of the Company.

It is our policy to conduct our business in an environmentally responsible way that minimizes environmental impacts. We are committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

3. CONFLICTS OF INTEREST

We respect the rights of our employees to manage their personal affairs and investments and do not wish to impinge on their personal lives. At the same time, our employees should avoid conflicts of interest that occur when their personal interests (including those of their significant others and immediate family) may interfere in any way with the performance of their duties or the best interests of the Company. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. We expect our employees to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of the Company, you should discuss the matter with your supervisor or the Compliance Officer (as further described in Section 12). Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Audit Committee. Factors that may be considered in evaluating a potential conflict of interest are, among others:

- a. whether it may interfere with the employee's job performance, responsibilities or morale;
- b. whether the employee has access to confidential information;
- c. whether it may interfere with the job performance, responsibilities or morale of others within the Company;
- d. any potential adverse or beneficial impact on our business;
- e. any potential adverse or beneficial impact on our relationships with our customers or suppliers, partners or other service providers;
- f. whether it would enhance or support a competitor's position;
- g. the extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- h. the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, partners, or suppliers; and
- i. the extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- a. **Employment by (including consulting for) or service on the board of a competitor, customer, partner or supplier.** Activity that enhances or supports the position of a competitor to the detriment of the Company is prohibited, including employment by or service on the board of a competitor. Employment by or service on the board of a customer, partner or supplier is generally discouraged and you must seek authorization in advance if you plan to take such a position.
- b. **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.** In addition to the factors described above, persons evaluating ownership in other entities for conflicts of interest will consider the size and nature of the investment; the nature of the relationship between the other entity and the Company; the employee's access to confidential information and the employee's ability to influence the Company's decisions or decisions by the other company. If you would like to acquire a financial interest of that kind, you must seek approval in advance.
- c. **Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.** See Section 7 for further discussion of the issues involved in this type of conflict.
- d. **Soliciting contributions to any charity or for any political candidate from the Company or any person or entity that does business or seeks to do business with us.**
- e. **Taking personal advantage of corporate opportunities.** See Section 4 for further discussion of the issues involved in this type of conflict.
- f. **Moonlighting without permission.** "Moonlighting" is holding a second job outside of your normal working hours with the Company. In evaluating whether moonlighting is permissible in a specific situation, the Company may consider whether the second job creates any conflicts of interest, distracts from an employee's job performance with the Company, creates the possibility of misrepresentation or confusion to those outside the Company, and other relevant factors.
- g. **Conducting our business transactions with your family member or a business in which you have a significant financial interest.** Material related party transactions approved by the Audit Committee and involving any officer or director will be publicly disclosed as required by applicable laws and regulations.
- h. **Exercising supervisory or other authority on behalf of the Company over a co-worker who is also a family member.** The employee's supervisor and/or the Compliance Officer should consult with the Company's Human Resources department to assess the advisability of reassignment.
- i. **Family member is an HCP.** (i.e., sales representative's relative is a physician in the sales representative's territory and practices in an area of medicine that would involve Revance products)
- j. **Financial relationship with an HCP.** (i.e., Revance personnel owns or has a financial interest in a company that does business with Revance)
- k. **Close relationships with HCPs.** (e.g., romantic relationship, celebrate holidays together) Additionally, loans to, or guarantees of obligations of, employees or their family

members by the Company could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law and applicable law requires that our Board of Directors approve all loans to (but not routine compensation arrangements involving recoverable payments) and guarantees of obligations of employees. As a result, all loans and guarantees by the Company must be approved in advance by the Board of Directors or the Audit Committee.

4. CORPORATE OPPORTUNITIES

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property, information or any other assets of the Company (the “*Company Assets*”), unless authorized by your supervisor, the Compliance Officer or the Audit Committee, as described in Section 3. Even opportunities that are acquired privately by you may be questionable if they are related to the Company’s existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to the Company’s lines of business must be pre-approved by the Compliance Officer or the Audit Committee. You may not use your position with the Company or Company Assets for improper personal gain, nor should you compete with the Company in any way.

5. MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS; FINANCIAL INTEGRITY; PUBLIC REPORTING

The integrity of the Company’s records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, the Company’s corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- a. no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- b. transactions be supported by appropriate documentation;
- c. the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- d. personnel comply with our system of internal controls; and
- e. no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we

file with the U.S. Securities and Exchange Commission (the “**SEC**”). Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- a.** no employee may knowingly take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- b.** all employees must cooperate fully with our accounting, finance and legal departments, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- c.** no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the information in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Compliance Officer, the Audit Committee or one of the other compliance resources described in Section 12, or in accordance with the provisions of the Company’s Whistleblower Policy.

6. FAIR DEALING

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Compliance Officer, as further described in Section 12.

No personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. You are expected to deal fairly with our customers, suppliers, partners, employees, consultants, independent contractors and anyone else with whom you have contact in the course of performing your job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is also a violation of the Federal Trade Commission Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Personnel involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

7. PROHIBITION ON GIFTS AND ENTERTAINMENT

Gift-giving and entertainment activities are the most scrutinized of all interactions between pharmaceutical companies and Healthcare Professionals (“*HCPs*”). For that reason, **giving HCPs gifts and participating in entertainment activities with HCPs are strictly prohibited.** Anything of value not explicitly permitted under a Revance policy is considered a “gift” and prohibited. Likewise, all non-business interactions with HCPs are considered “entertainment” and prohibited.

This principle applies to our transactions everywhere in the world, even where the practice is widely considered “a customary practice” or “a way of doing business.” Personnel should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, partners, suppliers and the public at large should know that our personnel’s judgment is not for sale.

Notwithstanding the general prohibition on providing gifts and entertainment, the following exceptions apply to the provision of meals, travel, and accommodation provided to HCPs, subject to the additional limitations imposed in other applicable Revance policies (such as policies regarding travel and business expenses):

Meals with HCPs: Revance personnel may only provide meals (including refreshments) at a meeting with an HCP when the meeting takes place at the HCP’s ordinary mealtime, and there was no other practical time to meet except at such mealtime. The following must also be true:

- The location and length of the meal must be appropriate to the business purpose of the meeting;
- Revance personnel seeking reimbursement must remain at the meeting for the duration of the meal (in other words, “drop and go” food would never be appropriate);
- The meal is secondary to the business purpose of the interaction, such that the “60/40 Rule” is met: at least 60% of the time devoted to any interaction involving a meal should be relevant to a purposeful business conversation. For example, a sandwich would almost always be “secondary” to a business discussion that happens to occur during lunchtime. On the other hand, a sit-down meal at a restaurant would never be secondary to a fifteen minute business conversation;
- Revance personnel may never schedule business meetings during mealtime solely to justify providing a meal;
- Unless expressly permitted under another Revance policy, no more than one meal per two-month period may be provided to any given HCP by any Revance personnel. However, the following meals are not counted towards this frequently limitation: (1) meals provided during formal and approved product training and education meetings, and (2) meals provided to HCP consultants when such meals are necessary to the provision of services to Revance;
- Meals may *never* be provided to any person who does not have a need to know the information being discussed at the meeting. It would not be appropriate to bring meals to

the office staff to thank them for arranging a meeting with a physician, and it would never be appropriate to pay for an HCP's guest to attend a meal if the guest has no independent need to participate in the business meeting;

- Meals must be provided in an appropriate venue conducive to the bona fide business purpose of the interaction. For example, scheduling a meal at a noisy bar is not considered an "appropriate venue conducive to the business purpose of the interaction." Meals should generally be provided at the HCP's place of business;
- Revance will neither provide nor pay for alcohol beverages except during the dinner hour, and in general no more than one to two drinks per attendee;

The entire bill, inclusive of all food and beverages consumed in the course of the entire interaction, must be within the specific meal value limits set forth in Revance's policies and procedures regarding travel and business expenses.

Travel and Accommodations for HCPs: Travel and Accommodations for HCPs must be complying with all relevant policies. **Revance may only pay for or reimburse travel-related expenses to an HCP who needs to (a) travel to a product training and education meeting, or (b) provide services for Revance under an executed consulting agreement.** Revance will not reimburse any travel-related costs for any HCP guests. Revance will neither pay for nor reimburse HCPs for entertainment or recreation activities, hotel room movies, spa fees, or other similar expenses. Travel payment or reimbursement must never be provided as an inducement of any kind. Reimbursement of approved expenses related to HCP travel and accommodations are subject to the same policies and procedures that apply to expenses by Revance employees; refer to Revance's policies and procedures regarding travel and business expenses for additional limitations and instructions.

Rare Small Gifts: On the exceptionally rare occasion, and *only* with advance written approval from the Compliance Officer, Revance employees may use their own money to purchase a small gift such as a birthday card or sympathy flowers for an HCP with whom they have developed a personal friendship. In no case should the total value of such gifts exceed \$50 (fifty dollars) within a 365-day period. The Compliance Officer shall promulgate a procedure for requesting such advance approval and the factors to be considered in the Compliance Officer's analysis and ultimate approval or denial of such requests.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act and the UK Bribery Act (as described in Section 2.b), giving anything of value, even within the dollar amount limits set forth in Revance's policies and procedures, to a government official to obtain or retain business or favorable treatment could be a criminal act subject to prosecution and conviction. Prior to providing *anything* of value (including but not limited to meals, travel and accommodation expenses, or small gifts) to an HCP licensed outside of the United States, you must obtain written permission from the Compliance Officer.

If you have questions about or are in doubt regarding the appropriateness of any meals, travel, accommodation, or any other expense or item of value to be provided to an HCP, discuss with your supervisor or the Compliance Officer in advance.

8. PROTECTION AND PROPER USE OF COMPANY ASSETS

All personnel are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as product components, office and laboratory supplies and computer, manufacturing and laboratory equipment, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of the Company or while using our computing or communications equipment or facilities, either:

- a. access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- b. commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind or espionage.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of the Company, either while acting on our behalf or using our computing or communications equipment or facilities, you should contact your supervisor or the Compliance Officer for approval.

All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of the Company and subject to inspection, retention and review by the Company, with or without an employee’s or third party’s knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Compliance Officer.

9. CONFIDENTIALITY

One of our most important assets is our confidential information. As an employee of the Company, you may learn of information about the Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Employees who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as business, marketing and service plans, financial information, source codes, engineering and manufacturing ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of the Company’s senior management, as further described in Section 10). Every employee has a duty to refrain from disclosing to any person confidential

or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other employees of the Company, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, confidential information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any “chat room,” regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within the Company’s facilities, such as cafeterias. All emails, voicemails and other communications of the Company are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

In addition to the above responsibilities, if you are handling information protected by any other privacy policy published by us, then you must handle that information in accordance with the applicable policy.

10. MEDIA/PUBLIC DISCUSSIONS

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Chief Executive Officer or the Chief Financial Officer. We have designated our Chief Executive Officer and Chief Financial Officer, or their designees, as our official spokespersons for financial matters and for marketing, technical and other related information. Unless a specific exception has been made by the Chief Executive Officer or Chief Financial Officer, these designees are the only people who may communicate with the press on behalf of the Company. You also may not provide any information to the media about us off the record, for background, confidentially or secretly.

11. WAIVERS

The Compliance Officer is responsible for interpreting and applying the Code in specific situations in which questions may arise. The Compliance Officer may grant exceptions to, or waivers of compliance with, certain provisions of the Code in appropriate circumstances. Any member of our personnel who believes that a situation may warrant such an exception or waiver should contact the Compliance Officer.

Any waiver of this Code for officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of NASDAQ, a committee of the Board and will be disclosed to stockholders as required by applicable laws, rules and regulations.

12. COMPLIANCE STANDARDS AND PROCEDURES

a. Compliance Resources

To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. We have established the position of Compliance Officer to oversee this program. The Compliance Officer is a person to whom you can address any questions or concerns. Caryn G. McDowell, General Counsel of Revance Therapeutics, Inc., is the current Compliance Officer. She can be reached by email at cmcdowell@revance.com or by telephone at 510-740-4174. In addition to fielding questions or concerns with respect to potential violations of this Code, the Compliance Officer is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting periodic training sessions to refresh employees' familiarity with the Code;
- distributing copies of the Code periodically with a reminder that each person is responsible for reading, understanding and complying with the Code;
- updating the Code as needed and alerting personnel to any updates, with appropriate approval of the Audit Committee, to reflect changes in the law, operations of the Company and in recognized best practices, and to reflect the Company's experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Compliance Officer. If you are uncomfortable contacting the Compliance Officer or if the suspected violation involves the Compliance Officer, please contact your direct manager or department head. Of course, if your concern involves potential misconduct by another person or relates to questionable accounting, auditing, or other matters under the Company's Whistleblower Policy, you may report that violation as set forth in that policy.

The Compliance Hotline, a toll-free help line at 888-869-3382 and a dedicated email address at RVNC@openboard.info, are also available to those who wish to ask questions about the Company's policy, seek guidance on specific situations or report violations of the Code. You may call the toll-free number anonymously if you prefer as it is not equipped with caller identification, although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your telephonic or email contact with the Compliance Hotline will be kept strictly confidential to the extent reasonably possible within the objectives of the Code and subject to applicable law, regulation or legal proceedings.

b. Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, you should discuss the matter promptly with your supervisor or the Compliance Officer. Even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. The Company will not permit discrimination or retaliation of any kind by or on behalf of the Company and its personnel against you if you make a good faith report or complaint regarding violations of the Code or other illegal or unethical behavior. We will take prompt disciplinary action against any personnel who discriminates or retaliates against you, which may include termination of services. If you believe you have been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding the Code, you may file a complaint with the Compliance Officer or the Company's Human Resources department. If you file a report or provide information without a good faith, reasonable belief in the truth and accuracy of such information, you are not protected by the Code and may be subject to disciplinary action.

Supervisors must promptly report any complaints or observations of Code violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with the Human Resources department, the Audit Committee and/or the Company's legal advisors. It is our policy to employ a fair process by which to determine violations of the Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns, under the Company's Whistleblower Policy, the Compliance Officer shall promptly inform the Audit Committee, and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that any Company personnel is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of services and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.