

AXOVANT SCIENCES LTD.

CODE OF BUSINESS CONDUCT AND ETHICS

Axovant Sciences Ltd. and its consolidated subsidiaries (collectively, the “*Company*”) are committed to creating an environment where we are able to do our best work while behaving in a legal and ethical manner that enhances the Company’s reputation. One of our core principles at Axovant is integrity. To be the kind of company that we want to be, we must follow both legal and ethical principles that will enable us to earn the trust of all of our stakeholders and create value for them. This Code of Business Conduct and Ethics (the “*Code of Conduct*”) reflects the business practices and principles of behavior that support this commitment. We expect every director, officer and employee of the Company who is acting on behalf of the Company (collectively, “*employees*”) to read and understand the Code of Conduct and its application to the performance of his or her business responsibilities for and on behalf of the Company.

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

By working at the Company, you agree to comply with the Code of Conduct, and to revisit and review it at least annually and whenever we notify you of any material updates. If you don’t agree to comply, please let us know immediately. Violations of the Code of Conduct will not be tolerated. Any of our employees who violate the standards in the Code of Conduct may be subject to disciplinary action, up to and including immediate termination. You should not hesitate to ask questions about whether any conduct may violate the Code of Conduct, voice concerns or clarify gray areas. Section 11 below details the compliance resources available to you.

1. HONEST AND ETHICAL CONDUCT

It is our policy to conduct our affairs in an honest and ethical manner. The integrity and reputation of the Company depend on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity.

2. LEGAL COMPLIANCE

Obeying the law is the foundation of the Code of Conduct. Our success depends upon our employees operating within legal guidelines and cooperating with local, national and international authorities. We expect our employees to understand and comply with the legal and regulatory requirements applicable to their business units and areas of responsibility. 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 have a question about compliance

with law, you must seek an answer from your supervisor or the General Counsel of Axovant Sciences, Inc. or his or her delegate (the “**General Counsel**”).

Disregard of any law, rule or regulation will not be tolerated. Violations of laws, rules and regulations of any country 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, 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.

While not part of this Code of Conduct, the Company’s other employee policies and standards of conduct, which may differ by business area and jurisdiction, are developed to support and reinforce the principles set forth in this Code of Conduct. These various separate policies and standards can be accessed electronically through the Company’s intranet site, or by request to the General Counsel.

a. Insider Trading

Subject to the terms of our Insider Trading and Window Period Policy and Policy on Trading Securities Across Roivant Group Companies, employees who have access to confidential (or “*inside*”) information are not permitted to use or share that information for share 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.

It is always illegal to, and prohibited for you to, buy or sell securities while in possession of material non-public information and it is also illegal to, and prohibited for you to, improperly communicate or “tip” such information to others who do not have a legitimate business need for acquiring such information. Employees are prohibited from trading in the securities of publicly-traded subsidiaries of our parent company Roivant Sciences Ltd., other than the Company (the “**Roivant Group Companies**”), other than pursuant to the Policy on Trading Securities Across Roivant Group Companies. None of our employees may purchase or sell any securities of a company while in possession of material non-public information regarding that company. If family or friends of employees ask for advice about buying or selling securities of the publicly-traded Roivant Group Companies, such employees should not provide any such advice.

You must exercise the utmost care when handling material non-public information. Please refer to our “Insider Trading and Window Period Policy” and the “Policy on Trading Securities Across Roivant Group Companies” for more information.

b. International Business Laws

Our employees 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 is not an excuse for noncompliance. We expect our employees to comply with Bermuda, EU, U.K.,

Swiss, and U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations both inside and outside Bermuda, the EU, the U.K., Switzerland, and the U.S.

The U.S. laws, rules and regulations, which extend to all our activities outside the U.S., 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 (currently the Crimea region of Ukraine, Cuba, Iran, North Korea and Syria), as well as engaging in any dealings with designated parties who are identified on economic sanctions lists or, in some cases, parties 50% or greater owned by one or more designated parties;
- 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 prohibit transfers of U.S.-origin items to denied persons and entities; and
- Anti-boycott 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.

Please refer to our “Anti-Corruption Compliance Policy”, “Anti-Fraud Policy”, “Anti-Money Laundering and Counter-Terrorist Financing Policy” and “Economic Sanctions and Export Controls Policy” for more information. If you have a question as to whether an activity is restricted or prohibited, please ask the General Counsel before taking any action, including giving any verbal assurances that might be regulated by international laws.

c. Antitrust Laws

Antitrust laws are designed to protect the competitive process. These laws generally prohibit:

- formal or informal agreements with competitors that harm competition or customers, including price fixing, bid-rigging and allocations of customers, territories or contracts;

- formal or informal agreements 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 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 General Counsel whenever you have a question relating to these laws.

Government agencies and antitrust regulators have extensive powers to conduct investigations and documents/e-mails/texts/instant messages etc. are generally all subject to review. It is therefore important that you take care when drafting documents (e.g., strategy plans or e-mails) and avoid language that could be misconstrued, especially in connection with any product where the Company may have a high market share (generally 40%+) in any relevant jurisdiction.

d. Environmental Compliance

U.S. 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 employees to comply with all applicable environmental laws when conducting the business of the Company.

3. FAIR DEALING

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our 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 General Counsel, as further described in Section 11.

No employees 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 partners, suppliers, contributors, employees, consultants, independent contractors, customers, 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.

4. CONFLICTS OF INTEREST

Our employees are required to avoid any conflict or potential conflict between their personal interests (including those of their significant others and immediate family) and the best interests of the Company. For example:

- ☞ ***Tell us about any potential conflicts you have.*** For example, conflicts may arise when you, a significant other, or a member of your immediate family has a connection to one of the Company’s competitors or collaborators.

- ☞ ***Do not establish or hold a significant financial interest in, or provide services to, any of our competitors, customers, partners or service providers.*** For example, you cannot advise or serve on the board for a Company competitor, even if you are not compensated for your work. You cannot make a significant investment in one of our competitors, either. A financial interest that exceeds \$50,000 is presumed to be significant.

- ☞ ***Do not conduct business on behalf of the Company if you have a personal stake in the outcome (other than the compensation you receive from the Company).*** For example, employees should not transact business on behalf of the Company with a company with which they have a financial interest. Material related-party transactions involving any executive officer or director must be publicly disclosed as required by applicable laws and regulations.

- ☞ ***Do not solicit contributions for any charity or political candidate from any person or entity that does business or seeks to do business with us.***

Please note that the examples listed above extend to conflicts involving the personal interests of your family members and significant others. In addition, please note that all loans and guarantees by the Company must be approved in advance by the Axovant Board of Directors or the Audit Committee because of the potential for conflicts of interest.

Conflicts of interest may not always be clear-cut, so if you have any questions about a potential conflict or if you become aware of an actual or potential conflict you should discuss the matter with your supervisor or the General Counsel (as further described in Section 11). 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 General Counsel and providing the General Counsel with a description of the activity. If your

supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the General Counsel. Officers and directors may seek authorizations and determinations from the Audit Committee of our Board of Directors.

In addition, transactions involving executive officers and directors of the company may be subject to the requirement for disclosure in the company's periodic filings with the SEC pursuant to Item 404 of Regulation S-K ("*Related Party Transactions*"). Related Party Transactions shall be approved by the Audit Committee as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

5. 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 or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All of the Company's assets should be used for legitimate business purposes.

7. GIFTS AND ENTERTAINMENT

Business gifts and entertainment given in the Company's name are meant to create goodwill and sound working relationships and not to gain improper advantage with partners or customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment is a common and acceptable practice as long as it is reasonable and proportionate, and not in violation of any applicable laws. The provision and receipt of gifts and entertainment must also be in accordance with our "Anti-Corruption Compliance Policy", to which you should refer for guidance. Our Anti-Corruption Compliance Policy applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business."

Under some statutes, such as the U.S. Foreign Corrupt Practices Act and the UK Bribery Act (further described in Section 2), improper gifts or entertainment could be a criminal act subject to prosecution and conviction. Specific compliance policies and restrictions may also apply regarding gifts to a health care provider. Discuss with the General Counsel any proposed entertainment or gifts if you are uncertain about their appropriateness.

8. CONFIDENTIALITY

One of our most important assets is our confidential information. We sometimes share confidential information with our employees and we expect you to keep that information confidential, and not disclose or use it except as needed to perform your work here, as you

agreed in your confidentiality agreement with the Company. If you don't know whether something is confidential, ask your supervisor. Unless you hear otherwise, you should assume that everything (financials, strategy and plans, scientific and technical data, details and results of our studies and clinical trials, information about our product candidates, legal disputes, etc.) is confidential.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies. You must treat this information in the same manner as you are required to treat our confidential 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.

All of our employees have 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 (usually through a press release, an SEC filing or a formal communication from a member of senior management). This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other Company employees, consultants or independent contractors unless those persons have a legitimate need to know the information 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, memory sticks, laptop computers, tablets and mobile devices, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects on blog posts or social media sites (including Facebook and Twitter), or in response to news reports or articles, regardless of whether you use your own name or a pseudonym. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except when required for legitimate business purposes. This is not intended to restrict communications or actions protected or required by state or federal law, such as employees discussing their wages, benefits or terms and conditions of employment. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company. Please take special care when talking to your friends, family, or others about the Company or our industry.

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

Upon termination of your employment or engagement, you may be asked to return all confidential or proprietary information in your possession to the Company.

Notwithstanding the foregoing, this Section 8 does not prohibit you from reporting possible unlawful conduct to governmental agencies or entities or, if applicable, self-regulatory organizations (i.e., a non-governmental organization with statutory responsibility to develop and enforce regulations for its own members) or otherwise cooperating with any such agencies,

entities or organizations that may be investigating possible unlawful conduct, including providing documents or other information to such agencies, entities or organizations, without notice to the Company, to the extent required by law.

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

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries in our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or otherwise, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to our partners, local business customers, contributors, 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:

- 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;
- transactions be supported by appropriate documentation;
- the terms of commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- 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, shareholders 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 SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable information 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 shareholders 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:

- no employees 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;

- all employees must cooperate fully with our accounting and audit teams, 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
- no employees 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 employees who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the General Counsel, the Audit Committee or one of the other compliance resources described in Section 11 or in accordance with the provisions of the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters.

10. WAIVERS

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

Any waiver of this Code of Conduct for executive 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 the Board or, to the extent permitted by the rules of the Nasdaq Stock Market, a committee of the Board of Directors and will be disclosed to shareholders as required by applicable laws, rules and regulations.

11. COMPLIANCE STANDARDS AND PROCEDURES

a. Compliance Resources

To facilitate compliance with the Code of Conduct, we have implemented a program of awareness, training and review. We have established the position of General Counsel to oversee this program. The General Counsel is a person to whom you can address any questions or concerns. The General Counsel can be reached by email at legal@axovant.com. In addition to fielding questions or concerns with respect to potential violations of the Code of Conduct, the General Counsel is responsible for:

- investigating possible violations of the Code of Conduct;
- training new employees in the Code of Conduct policies;
- conducting annual training sessions to refresh employees' familiarity with the Code of Conduct;

- distributing copies of the Code of Conduct annually via email to all employees with a reminder that each person is responsible for reading, understanding and complying with the Code of Conduct;
- updating the Code of Conduct as needed and alerting employees to any updates, with appropriate approval of the Audit Committee, to reflect changes in the law, Company operations and in recognized best practices, and to reflect the Company experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code of Conduct 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 General Counsel. A dedicated website [https://irdirect.net/AXON/whistleblower_iframe/] is available to those who wish to report violations of the Code of Conduct, or to ask questions about the Company's policies. If you are uncomfortable contacting the General Counsel because he or she works in your department, is one of your supervisors, or is involved in the potential misconduct, please contact your direct manager or department head. If your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters at the Company, you should report that violation to the General Counsel pursuant to the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters.

If you prefer to leave an anonymous message, you may do so by calling the Axovant Compliance Hotline toll-free at 1-800-916-7037 (Identifier AXON), or through our Compliance reporting website at [https://irdirect.net/AXON/whistleblower_iframe/], although the General Counsel 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 contact will be kept strictly confidential to the extent reasonably possible within the objectives of the Code of Conduct 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 General Counsel. Even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of the Code of Conduct 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 employees against you if you make a good faith report or complaint regarding violations of this Code of Conduct or other illegal or unethical behavior. We will take prompt disciplinary action against any employees 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 of Conduct, you may file a complaint with the Company's

General Counsel or human resources manager. 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 this Code of Conduct and may be subject to disciplinary action.

Supervisors must promptly report any complaints or observations of Code of Conduct violations to the General Counsel. If you believe your supervisor has not taken appropriate action, you should contact the General Counsel directly. The General Counsel will investigate all reported possible Code of Conduct 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 General Counsel. Your cooperation in the investigation will be expected. As needed, the General Counsel will consult with the Company's Human Resources department and/or the appropriate committee of the Board of Directors. It is our policy to employ a fair process by which to determine violations of the Code of Conduct.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns under the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters, the General Counsel 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 of Conduct has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that any Axovant employee is responsible for a Code of Conduct violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code of Conduct violations.