

MARINUS PHARMACEUTICALS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors (the “Board”) of Marinus Pharmaceuticals, Inc. (the “Company”) has adopted this Code of Business Conduct and Ethics (this “Code”) to:

- promote honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission (the “SEC”) and in other public communications the Company makes;
- promote compliance with applicable laws and governmental rules and regulations;
- promote the prompt internal reporting of violations of this Code as described in this Code and accountability for adherence to this Code;
- ensure the protection of the Company’s legitimate business interests, including corporate opportunities, assets and confidential information; and
- deter wrongdoing.

All directors, officers and employees of the Company are expected to be familiar with this Code and to adhere to those principles and procedures set forth in this Code that apply to them. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

While this Code is designed to provide helpful general principles, it is not intended to address every specific situation. Nevertheless, in every instance, personnel of the Company should act honestly, fairly, and with a view towards “doing the right thing.” Therefore, dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code.

This Code serves as the Company’s “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

I. Honest and Ethical Conduct

Each director, officer and employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and ethical.

Each director, officer and employee must:

- act with integrity, including being honest and ethical while still maintaining the confidentiality of information where required or consistent with the Company’s

policies;

- observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies; and
- adhere to a high standard of business ethics.

II. Conflicts of Interest

A “conflict of interest” occurs when an individual’s private interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. For example, a conflict of interest would arise if a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

In particular, conflict of interest situations involving directors, officers and other employees who occupy supervisory positions or who have discretionary authority in dealing with any third party specified below may include the following:

- any significant ownership interest in any supplier or competitor;
- any consulting or employment relationship with (including but not limited to serving as a director of) any supplier or competitor;
- any outstanding loans or guarantees of personal obligations from or to any supplier or competitor of the Company;
- any outside business activity that detracts from an individual’s ability to devote appropriate time and attention to his or her responsibilities with the Company;
- the receipt of non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealings (see “XII. Gifts and Entertainment” below);
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member; and
- selling anything to the Company or purchasing anything from the Company, except on the same terms and conditions as comparable directors, officers or employees are permitted to so sell or purchase.

Anything that would present a conflict for a director, officer or employee would likely also present a conflict if it is related to a member of his or her family or an entity with which the person is affiliated.

Conflicts of interest are prohibited as a matter of corporate policy, except as approved

by the Board or otherwise permitted under guidelines adopted by the Board. Conflicts of interest may not always be clear cut, so if you have a question, please consult with one of the following: the Chief Executive Officer, the Chief Financial Officer or the General Counsel (each a “Senior Officer,” and together, the “Senior Officers”). All employees, officers and directors have a responsibility to the Company to disclose any situation that is, or reasonably could be expected to give rise to, a conflict of interest. If an employee, other than a director or an executive officer, feels that the employee may have a conflict of interest or a potential conflict of interest, such employee should discuss the matter with, and seek a determination and prior authorization or approval from a Senior Officer. Conflicts of interest involving directors or executive officers must be referred to the Audit Committee of the Board (the “Audit Committee”) for consideration.

A. Related Parties

Employees, officers and directors should avoid conducting business transactions with any Related Person (as defined below) without obtaining prior written approval in accordance with this Code and the Company’s Related Party Transaction Policy.

“Related Person” is defined to include directors, executive officers, beneficial owners of 5% or more of any class of the Company’s voting securities, immediate family members of any of the foregoing persons, and any entities in which any of the foregoing is an executive officer or is an owner of 5% or more ownership interest. Immediate family members include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person (other than a tenant or employee) sharing the household of such person.

B. Business Relationships

No employee, officer or director shall engage in (whether directly or indirectly):

- simultaneous employment by,
- consulting for, or
- owning a significant financial interest in,

any entity that does business, seeks to do business or competes with the Company without prior written consent in accordance with this Code.

C. Service on Boards and Committees

No employee, officer or director may serve on the board of directors, advisory board, or committee of any entity with which the Company has a business relationship or whose interests would be expected to conflict with those of the Company unless approved by the Board or otherwise permitted under guidelines adopted by the Board.

D. External Parties

No employee, officer or director shall use his or her position with the Company to influence a transaction with any third party in which such employee has any personal interest.

E. Personal Use of Company Property and Company Information

No employee, officer or director shall use or divert any Company property, materials, equipment, systems or procedures, including services of other employees and Company information, for their own advantage or benefit or for use in outside business activities or non-business activities unrelated to the Company, or otherwise use the Company's name or influence for their personal benefit.

III. Disclosure

Each director, officer and employee involved in the Company's disclosure process, including the Senior Officers, is required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in the Company's disclosure process, including without limitation the Senior Officers, must:

- familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company;
- not override, or direct others to override, the Company's established system of internal control over financial reporting or the Company's disclosure controls and procedures;
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent registered public accounting firm, governmental regulators and self-regulatory organizations;
- execute all transactions of the Company only in accordance with management's general or specific authorizations;
- properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others); and
- provide information that is accurate, complete, objective, relevant, timely and

understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents filed with or submitted to the SEC or used in other public communications by the Company.

IV. Compliance with Laws

All directors, officers and employees of the Company should respect and comply with all of the laws, rules and regulations of the United States, state and local governments and the governments of foreign countries in which the Company conducts its business or any other laws, rules and regulations that are applicable to the Company. Such legal compliance should include, without limitation, compliance with the “insider trading” prohibitions applicable to the Company and its employees, officers and directors. Please refer to “XIII. Insider Trading” below for a discussion of insider trading.

In accordance with Federal law, the Company has a policy against making any loans to any officer or director of the Company, whether directly or indirectly, or guaranteeing any loan or obligation on behalf of any officer or director.

This Code does not summarize all laws, rules and regulations applicable to the Company and its employees, officers and directors. Please consult with one of the Senior Officers with any specific questions regarding compliance with laws. Any violations of laws, rules and regulations can result in civil and criminal penalties as well as disciplinary action by the Company.

V. Research and Development; Regulatory Compliance

The research and development of pharmaceutical products is subject to a number of legal and regulatory requirements, including standards related to ethical research procedures and proper scientific conduct. The Company expects employees to comply with all such requirements.

VI. Interaction with the Government

In the course of performing their duties for the Company, directors, officers and employees may interact with the United States government, state and local governments and the governments of foreign countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that may have regulatory authority over the Company’s products and product candidates and operations, such as the United States Food and Drug Administration (the “FDA”) and to communicate regarding government contracts and government transactions. In interactions with the government, directors, officers and employees should:

- Be forthright and candid at all times. No director, officer or employee should intentionally misstate or omit any material information from any written or oral communication with the government.

- Ensure that all required written submissions are made to the government and are timely, and that all written submissions, whether voluntary or required, satisfy applicable laws and regulations.
- Not offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

If a person has any doubt about whether a course of action is lawful, the person should seek advice immediately from a Senior Officer.

Company officers or employees with responsibilities in the areas governed by the Federal Food, Drug and Cosmetic Act and the FDA are required to understand and comply with these laws and regulations. If a person has any doubt regarding whether his or her job position or a particular course of action is governed by these laws and regulations, the person should seek advice immediately from a Senior Officer.

In addition to the above, directors, officers and employees must obtain approval from a Senior Officer for any work activity that requires communication with any member or employee of a legislative body or with any government official or employee. Work activities covered by this policy include meetings with legislators or members of their staffs or with senior executive branch officials on behalf of the Company. Preparation, research and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made. If any doubt exists about whether a given work activity would be considered covered by this provision, directors, officers and employees should seek advice immediately from a Senior Officer.

VII. Corporate Opportunities

Directors, officers and employees are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, directors, officers and employees are prohibited from using corporate property, information or position for personal gain or for competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Any director, officer or employee who learns of a corporate opportunity must obtain prior written consent of the Board before taking advantage of any such opportunity.

VIII. Confidentiality

In carrying out the Company's business, directors, officers and employees often learn confidential or proprietary information about the Company, its suppliers or joint venture parties. Directors, officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or

proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed. To avoid inadvertent disclosure, information that is confidential should never be discussed with any unauthorized person, including the unauthorized employees of the Company and family members or friends. Unauthorized disclosure of confidential information would not only result in a violation of this Code but could result in legal liability against a director, officer or employee.

IX. Fair Dealing

The Company is committed to dealing with all third parties fairly, honestly and with integrity. Specifically, directors, officers and employees should keep the following guidelines in mind when representing the Company to a third party:

- Information the Company supplies should be accurate and complete to the best of the Company's knowledge. Directors, officers and employees should never deliberately misrepresent information about the products and product candidates the Company is developing or the Company.
- Employees should always be cognizant of the potential confidential nature of the Company's information and should take appropriate precautions to protect it.
- Employees should not provide or accept entertainment or other benefits that could be viewed as an inducement to or a reward for purchase decisions. Please see "XII. Gifts and Entertainment" below for additional guidelines in this area.
- Directors, officers and employees must handle the non-public information of the Company's vendors, suppliers, and others with whom the Company has a relationship responsibly and in accordance with the Company's agreements with them, including information regarding technology and products.
- No director, officer or employees should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, his or her objective assessment of the supplier's products and prices.

X. Protection and Proper Use of Company Assets

Safeguarding Company assets is the responsibility of all employees. The Company's ability to achieve its mission requires the efficient and appropriate use of Company assets and resources, including information systems. Theft, carelessness and waste have a direct impact on the Company's profitability. Directors, officers and employees are expected to:

- Use Company assets according to all Company policies and procedures, comply with policies and security programs that help prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use.

- Protect from disclosure or misuse all non-public information pertaining to the Company.
- Protect from disclosure any proprietary information including intellectual property, business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports.
- Not use Company property or non-public information of the Company to gain a personal profit; nor may any director, officer or employee make such property or information available to any family member, friend, business associate or other person for the benefit of such other person.
- Take actions necessary to safeguard all passwords and identification codes to prevent unauthorized access to the Company's information systems or resources.
- Read and comply with all information technology policies and their applicable procedures.

XI. Record Retention

The records, data and information owned, used and managed by the Company should be accurate and complete.

Each employee, officer and director of the Company is responsible for the integrity of the information, reports, and records under such person's control. Records should be maintained in sufficient detail as to reflect accurately the transactions of the Company. Financial statements should be prepared in accordance with generally accepted accounting principles and fairly present, in all material respects, the financial condition of the Company.

Each employee, officer and director of the Company is required to cooperate fully with appropriately authorized internal and external investigations. Making false statements to or otherwise misleading internal or external auditors, counsel of the Company, representatives of the Company or regulators can be a criminal act that can result in severe penalties.

Destroying any records that are potentially relevant to a violation of law or any litigation or any pending, threatened, or foreseeable government investigation or proceeding is strictly prohibited.

The Company is committed to accuracy in tax-related records, and to tax reporting in compliance with the overall intent and letter of applicable laws. Tax returns must be filed on a timely basis and taxes due paid on time.

XII. Gifts and Entertainment

Gifts may be accepted from current or prospective customers or suppliers of the Company only when permitted under applicable law if they are non-cash gifts of nominal value or customary and reasonable meals and entertainment, such as the occasional business meal or

sporting event. Any gift that appears to be of more than a nominal value should be reported to a Senior Officer and may be returned to the source. Moreover, no director, officer or employee should accept a gift in circumstances in which it could even appear to others that such person's business judgment has been compromised. Please also refer to "XIV. The Foreign Corrupt Practices Act" below for a discussion of prohibitions with respect to gifts to foreign officials.

XIII. Insider Trading

Consistent with the laws of the United States and many other countries prohibiting trading in the securities of any company while in possession of material, non-public information (also known as "inside information"), trading of the securities of the Company in such manner is expressly prohibited. Any trading in the Company's securities must be in accordance with the Company's Insider Trading Policy adopted by the Board. A copy of the Insider Trading Policy has been provided to each director, officer and employee of the Company and is available upon request.

XIV. The Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the "FCPA") prohibits the Company and its employees, directors and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any government official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickback or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

XV. Environment, Health and Safety

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which it does business. Company employees and directors must comply with all applicable environmental, health and safety laws, regulations and Company standards. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against the person and the Company, as well as disciplinary action by the Company, up to and including termination of employment. Each director, officer and employee should contact a Senior Officer with any questions about the laws, regulations and policies that may apply.

Directors, officers and employees have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees and directors are required to comply with all applicable health and safety laws, regulations and policies relevant to their positions. If any person has a concern about unsafe conditions or tasks that present a risk of injury, the person should report these concerns

immediately to a Senior Officer.

XVI. Employment Practices

The Company pursues fair employment practices in every aspect of its business. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. Failure to comply with labor and employment laws can result in civil and criminal liability against a director, officer or employee and the Company, as well as disciplinary action by the Company, up to and including termination of employment.

XVII. Reporting any Illegal or Unethical Behavior

Directors, officers and employees who are concerned that violations of this Code or that other illegal or unethical conduct by directors, officers and employees of the Company (including, without limitation, insider trading, fraudulent or criminal activity, questionable accounting or auditing practices and misappropriation of corporate funds) has occurred or may occur should contact a Senior Officer. If they do not believe it appropriate or are not comfortable approaching a Senior Officer about their concerns or complaints, then they may contact the chair of the Audit Committee or the Compliance Department by using the toll-free hot line described below. If their concerns or complaints require confidentiality, including keeping their identity anonymous, then this confidentiality should be protected, subject to applicable law, regulation or legal proceedings.

If a Senior Officer receives information regarding an alleged violation of this Code, such Senior Officer shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, promptly inform the Audit Committee of the alleged violation and (c) if the alleged violation does not involve an executive officer or a director, determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, promptly inform the Audit Committee of such determination.

The Audit Committee is charged with ensuring that records of complaints and investigations are secure, and to the extent applicable, kept confidential.

If the Audit Committee determines that a violation has occurred, it should inform the Board. Upon being notified that a violation has occurred, the Board should take such disciplinary or preventive action as it deems appropriate.

The Audit Committee is responsible for overseeing the receipt, retention and investigation of and response to all complaints of illegal or unethical behavior. The Audit Committee will determine who should lead the investigation, if any. Investigators may include, but are not limited to, a member of the Audit Committee, the Chief Financial Officer, the General Counsel or other outside legal counsel, the Company's independent public accounting firm or external legal counsel. If a third-party investigator is chosen, the Company will provide the Audit Committee with funding to compensate the third-party investigator. The Audit Committee will seek to assure that any third-party investigator is fully independent.

In connection with the investigation of a complaint of illegal or unethical behavior, the

Audit Committee or its investigator may consult with, and obtain the assistance of, any member of management who is not the subject of the complaint. In addition, the Audit Committee may, in its sole discretion, retain independent legal, accounting or other advisors as may be necessary or appropriate. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The investigator may prepare a report of findings and recommendations based on the results of the investigation. Copies of any report will be provided to the Audit Committee. If the findings indicate 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 Audit Committee will discuss the findings with outside counsel to determine whether public disclosure or disclosure to outside agencies and/or reporting to the full Board is necessary or appropriate.

The Company has established a toll-free hot line that is managed by an outside, independent service provider, and allows any person to make a complaint without divulging his or her name. The Company's toll-free hot line provider is required promptly to share the information provided in the report with a Senior Officer or his designee and the chair of the Audit Committee. The Company's toll-free hot line service provider will explain to each caller procedures for following up on the report (including the callers providing additional information at a later date).

To file a report, you have several options (be sure to be detail oriented, provide our organization's name, and indicate if you wish to be anonymous or not):

- **Click: www.RedFlagReporting.com/MarinusPharma**
- **Call: 1 (888) 449-1002**
- **Fax: 330-572-8146**
- **Email: redflag@redflagreporting.com**
- **Mail: RFR, P.O. Box 4230, Akron, Ohio 44321**

The website and live operators are available 24/7, and you can choose to be anonymous or not with all methods.

XVIII. No Retaliation

No director, officer or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend any action that may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee ("Adverse Personnel Action") in knowing retaliation for disclosing any alleged wrongful conduct to a Senior Officer, member of the Audit Committee, director, the SEC, the FDA or another regulatory body.

This anti-retaliation policy may not be used as a defense by an employee against whom an Adverse Personnel Action has been taken for legitimate reasons or cause. It shall not be a violation of this policy to take Adverse Personnel Action against an employee whose conduct or

performance warrants that action separate and apart from the employee making the disclosure.

An employee's protection under this policy is in addition to any protections such employee may have pursuant to any applicable federal or state law, and this policy shall not be construed as limiting any such protections.

XIX. Political Contributions

The Company's funds or assets may not be contributed, directly or indirectly, to any political party, committee or candidate, or the holder of any federal, state or local government office within the United States. No director, officer or employee shall be directed, pressured or coerced in any manner by a director, officer or any individual acting in a managerial or supervisory capacity to make a contribution to any political party or committee or to any candidate for or the holder of any government office.

XX. Data Privacy and Protection

The Company is subject to extensive laws and regulations, both inside and outside of the United States, that govern the collection, use, disclosure, storage and transmission of personally identifiable information ("PII") that is entrusted to us by clinical trial patients, investigators, employees, consultants, suppliers and other business partners. The Company is committed to protecting the privacy, security and integrity of PII (including personal health information) that comes into the Company's possession. Examples of PII may include, but are not limited to, names, contact information, personnel records, medical records and IP addresses and mobile device identifiers.

Officers, directors and employees must protect the privacy and security of PII. Each employee, officer and director of the Company is responsible for complying with the Company's applicable policies and procedures with respect to the collection, access, use, disclosure, storage, transmission and destruction of PII and must report any potential breach of security involving PII to a Senior Officer.

XXI. Product Quality, Safety and Performance

The Company takes great pride in the quality of its products and is committed to ensuring its products maintain an acceptable risk-to-benefit profile when used in accordance with the approved product labeling and good medical practice. The Company performs rigorous testing to characterize the safety and tolerability profile of its products and continuously monitors their use through post-marketing surveillance and spontaneous reports from prescribers and consumers, tracking and reporting adverse events and product quality issues as required. While all prescription products have possible side effects, the Company is vigilant in its efforts with regulators to provide healthcare professionals and healthcare organizations, as well as patients and their caregivers, with accurate and timely prescribing information for Company products.

XXII. Antitrust

Antitrust laws are designed to protect free enterprise and prevent restraints on trade and

actual or attempted monopolization, abuses of a dominant market position, a lessening of competition, and unfair trade practices. These laws are complex but based on the premise that the public interest is best served by vigorous competition and will suffer from a lessening of competition, monopolization, or illegal agreements or collusion among competitors. Antitrust laws impose severe penalties for certain types of violations, including criminal prosecution and significant fines. Understanding the requirements of antitrust laws for the various jurisdictions where the Company does business can be difficult, and you are urged to seek assistance from the General Counsel whenever you have a question relating to these laws.

It is the Company's policy to compete only through lawful and ethical means. As such, the following activities are prohibited:

- Sharing or discussing confidential information with competitors or potential competitors (e.g., companies with potentially competing pipeline products or research and development efforts), which includes, but is not limited to, actual or prospective pricing, reimbursement, costs, margins, sales data or other terms of sale, marketing, volume, supply information, bids, contracts with vendors or customers, research and development plans, commercialization plans, and wage and salary information;
- Discussing with or contacting suppliers or customers about actions that may exclude competition from the marketplace;
- Entering into (or even suggesting or discussing) agreements preventing suppliers or customers from supplying to or buying from competitors; and
- Except in relation to pro-competitive collaborations or partnerships, entering into (or even suggesting or discussing) agreements with competitors, particularly with respect to pricing, employee-related topics (including compensation, wages, benefits and hiring and recruitment practices), or the allocation of markets or customers.

This is not an exhaustive list of conduct that may violate the antitrust laws. For questions on antitrust laws, please contact the General Counsel.

Company colleagues are free to gather intelligence about companies from public sources such as websites, published articles, price bulletins, advertisements, brochures, public presentations, and, except as set out above, through customer conversations and interactions with others in the industry who are not competitors or potential competitors. However, business information about other companies should only be collected and used in a way that does not violate laws or confidentiality obligations. Particular care should be taken when speaking to customers of other companies to ensure that the Company does not solicit information that is confidential to the other company. If a third party is engaged to gather competitive intelligence for the Company, assurances must be made that the vendor will collect information legally and ethically.

If any person representing any Company competitor or potential competitor reaches out

to you requesting or providing any of the types of information described above, or suggesting any type of understanding or agreement as described above, please refuse to receive or provide such information or engage in any such discussion and please report such person's contact information immediately to the General Counsel.

XXIII. Amendments and Waivers

The provisions of this Code may be amended or modified by the Board, subject to the disclosure and other provisions of the Securities Exchange Act of 1934 and the rules thereunder, and the applicable rules of The Nasdaq Stock Market LLC ("Nasdaq").

Any waiver of this Code for executive officers and directors or any change to this Code that applies to executive officers or directors may be made only by the Board or, to the extent permitted by Nasdaq rules, a committee of the Board and will be disclosed to the Company's stockholders as required by law or regulation.

Any other employee who believes that an exception to these principles is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of a Senior Officer must be obtained. The Senior Officer shall be responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

XXIV. Compliance

Strict adherence to this Code is vital. Failure to comply with the standards outlined in this Code will result in disciplinary action up to and including termination of employment, in accordance with applicable employment law. Supervisors are required to report any behavior that may be in breach of this Code and must respond appropriately to any reports which they receive. Any supervisor who directs or approves or condemns any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, will be subject to disciplinary action, up to and including termination of employment.

Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.

For clarification or guidance on any point in this Code, please consult with a Senior Officer, the Legal Department or the Compliance Department.

XXV. Dissemination

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of employment or other relationship with the Company and shall also be distributed annually to each employee and officer of the Company, and each employee and officer shall certify that such employee or officer has received, read and understood the Code in substantially the form attached hereto as Appendix A.

The most current version of this Code can be found on the Company's website.

Please note that this Code is not an employment contract and does not create any contractual or legal rights or guarantees between the Company and any of its employees, officers or directors.

Updated: October 11, 2022

**MARINUS PHARMACEUTICALS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS CERTIFICATION**

Your acknowledgement of having read and understood the Marinus Code of Business Conduct and Ethics through your electronic signature certifies the following:

1. That you have received and carefully read the Code of Business Conduct and Ethics of Marinus Pharmaceuticals, Inc.
2. That you understand the Code of Business Conduct and Ethics.
3. That you have complied with and will continue to comply with the terms of the Code of Business Conduct and Ethics.
4. That if you become aware of a violation of the Code of Business Conduct and Ethics by an employee or representative of the Company, you will report it to the Hot Line or otherwise in accordance with the reporting mechanisms in the Code of Business Conduct and Ethics.

Signature

Print Name

Dated: _____