

ACER THERAPEUTICS, INC.

**POLICY ON
WHISTLEBLOWER PROTECTIONS
AND
CODE OF ETHICS AND BUSINESS CONDUCT
(effective April 15, 2022)**

INTRODUCTION

Acer Therapeutics Inc. (the “Company”) is committed to providing a workplace which is conducive to open discussion of its business practices. It is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving alleged corporate fraud or other alleged violations by the Company or its agents of federal or state law. The Board of Directors has adopted a Whistleblower Protections Policy to reflect this policy.

The Company is committed to operating its business with honesty and integrity. To promote compliance with all applicable laws, rules and regulations, the Board of Directors has adopted a Code of Ethics and Business Conduct that reiterates the standards of conduct and ethical behavior that we have always expected of our directors, officers and employees (collectively, “Representatives” and individually, a “Representative”). However, the Code of Ethics and Business Conduct is only one aspect of our commitment. Other Company policies and procedures are issued by the Company from time to time, and all Representatives must also be familiar with and comply with such other policies and procedures.

WHISTLEBLOWER PROTECTIONS POLICY

Federal laws prohibit retaliatory action by public companies against their employees who take certain lawful actions when they suspect wrongdoing on the part of their employer. In furtherance of the Company’s obligations under federal law, neither the Company nor any of our officers, employees, contractors, subcontractors or agents, may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee because of any lawful act done by the employee to:

- (a) provide information to or otherwise assist in an investigation by a federal regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the employee (or such other person working for the Company who has the authority to investigate, discover or terminate an employee), where such information or investigation relates to any conduct that the employee reasonably believes constitutes a violation of federal mail fraud, wire fraud, bank fraud or securities fraud laws, any rule or regulation of the Securities and Exchange Commission (the “SEC”), or any other federal law relating to fraud against stockholders; or

- (b) file, testify, participate in, or otherwise assist in a proceeding relating to alleged violations of any of the federal fraud or securities laws described in (a) above.

CODE OF ETHICS AND BUSINESS CONDUCT

The following rules constitute the Company's Code of Ethics and Business Conduct (the "Code"). This Code is intended to aid Representatives in making ethical and legal decisions when conducting Company business and performing their day-to-day duties. As used herein, the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions are sometimes also referred to as the "Senior Financial Officers."

This Code has been reasonably designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual and apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
- accountability for adherence to the Code.

The Company expects Representatives to act in a responsible manner that preserves the Company's reputation for honesty, integrity and the highest professional ethics. This Code will not contain the answer to every situation a Representative may encounter or every concern about conducting business ethically and legally. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company's ethical standards, seek help by following the procedures set forth in this Code.

This Code is a statement of certain fundamental principles, policies and procedures that govern Representatives in the conduct of the Company's business. It is not intended to and does not create any rights in any Representative, customer, supplier, competitor, stockholder or any other person or entity.

Representatives generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the minimum standards that the Company expects from Representatives in the conduct of the Company's business.

I. Standards of Conduct

A. *Honest and Candid Conduct*

Representatives are expected to act and perform their duties ethically and honestly with the utmost integrity. Honest conduct is considered to be conduct that is free from fraud or deception. Ethical conduct is considered to be conduct conforming to accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships as discussed below.

B. *Confidentiality*

Representatives who come into possession of non-public information regarding the Company or any other companies as to which the Representative receives information not available to investors generally must safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate, Company-related reasons. This duty of confidentiality is important both as to the Company's competitive position and with respect to the securities laws applicable to the Company as a public company. Confidential information cannot be disclosed by any Representative to any third party unless the third party has signed a nondisclosure agreement approved by the Company's management, and should be divulged only to persons having a need to know the information in order to carry out their job responsibilities. Further, you may not use any confidential information other than for legitimate, Company-related reasons. You must also abide by any specific agreements, such as a confidential information and invention assignment agreement and Company policies regarding confidentiality between you and the Company.

Consistent with the foregoing, all Representatives should be discreet with respect to confidential information about the Company or any other companies as to which the Representative receives information not available to investors generally and not discuss it in public places.

Confidential information related to the Company or any other companies as to which the Representative receives information not available to investors generally can include a variety of materials and information regarding the ongoing operations and plans of the Company, and also includes information that customers, partners, or vendors have provided to us. For example, confidential information can include facility or product development plans, patents, significant new contracts, information regarding the financial health and performance of the Company or other companies, salary and personnel information, plans regarding significant acquisitions or divestitures, plans to raise additional capital, and marketing and sales plans.

C. *Conflicts of Interest*

A conflict of interest exists 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 Representative 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 Representative, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. While it is not possible to describe every situation in

which a conflict of interest may arise, Representatives must never use or attempt to use their position with the Company to obtain improper personal benefits. Breach of confidentiality obligations can also give rise to a conflict of interest. Moreover, the appearance of a conflict of interest alone can adversely affect the Company and its relations with customers, suppliers, and Representatives.

Representatives are expected to use good judgment, to adhere to high ethical standards, and to avoid situations that create an actual or potential conflict of interest. It is almost always a conflict of interest for employees to work simultaneously for a competitor, customer, or supplier.

A conflict of interest can also arise with respect to employment of relatives and persons with close personal relationships. If a Representative or someone with whom a Representative has a close relationship (e.g., a family member or close companion) has a financial or employment relationship with an actual or potential competitor, supplier, or customer, the Representative must disclose this fact in writing to the head of finance or head of human resources of the Company. The Company may take any action that it deems necessary in its sole discretion to avoid or remedy an actual, prospective or perceived conflict of interest, including a reassignment of some or all of the Representative's duties or change of the Representative's position.

A conflict of interest may not always be clear, therefore, you should consult with higher levels of management if you have any questions. Any Representative who becomes aware of a conflict or a potential conflict should bring it to the attention of the Chief Legal Officer or the Chief Financial Officer of the Company.

D. Accuracy of Financial Reports and Other Public Communications

The Company, as a public company, is subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations which may be filed with, or submitted to, the SEC and other regulators or disseminated publicly. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

Representatives who contribute to or prepare the Company's financial statements, public filings, submissions, or communications should do so in accordance with the following guidelines:

- All accounting records, as well as reports produced from those records, must be prepared in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues, and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.

- No transactions should be intentionally misclassified as to accounts, departments, or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from independent auditors.
- Compliance with the Company's system of internal accounting controls is required.

Senior Financial Officers are responsible for ensuring that the disclosure in the Company's periodic reports is full, fair, accurate, timely and understandable. In doing so, Senior Financial Officers shall take such action as is reasonably appropriate to:

(i) establish and comply with disclosure controls and procedures and accounting and financial controls that are designed to ensure that material information relating to the Company is made known to them,

(ii) confirm that the Company's periodic reports comply with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934,

(iii) ensure that information contained in the Company's periodic reports fairly presents in all material respects the financial condition and results of operations of the Company, and

(iv) bring to the attention of the Audit Chair of the Audit Committee of the Company's Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other representatives who have a significant role in the Company's financial reporting, disclosures, or internal control over financial reporting, (c) an omission from or misstatement in the disclosures made by the Company in its public filings, or (d) evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or any violation of this Code.

E. Corporate Opportunities

You must not take for yourself personally opportunities that are discovered through the use of Company property or confidential information or your position with the Company without the consent of the Board of Directors or its designees. No Representative may use corporate property, information, or their position for improper personal gain, and no Representative may compete with the Company directly or indirectly while they are employed by the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

F. Fair Dealing

Although the prosperity of our Company depends on our ability to outperform our competitors, the Company is committed to achieving success by fair and ethical means. We seek

to maintain a reputation for honesty and fair dealing among our competitors and the public alike. In light of this aim, dishonest, unethical, or illegal business practices are prohibited, including, without limitation, corruption, bribery, kickbacks, extortion, embezzlement, or other similar practices. An exhaustive list of unethical practices cannot be provided. Instead, the Company relies on the judgment of each individual to avoid such practices. Furthermore, each Representative should endeavor to deal fairly with the Company's customers, suppliers, competitors, and Representatives. No Representative should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

G. Payments or Gifts from Others

Under no circumstances may Representatives, agents, or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, or others that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events, and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Chief Legal Officer or Chief Financial Officer of the Company.

Gifts given by the Company to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately recorded in the Company's books and records.

H. Health and Safety

The Company strives to provide a safe and healthy work environment. All Representatives have responsibility for maintaining a safe and healthy workplace for all other Representative by following the Company's safety and health rules, policies and practices, and reporting accidents, injuries, and unsafe equipment, practices, or conditions.

I. Insider Trading

You are not permitted to use, share, or disseminate confidential information for stock trading purposes or for any other purpose except the conduct of our business. To use confidential information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but is also illegal. You are expected to comply with the Company's Insider Trading and Communications Policy.

J. Protection and Proper Use of Company Assets

No secret or unrecorded fund of Company assets or cash shall be established or maintained for any purpose. Anyone spending or obligating Company funds should be certain that the transaction is properly and appropriately documented and that the Company receives appropriate value in return.

All Representatives should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to the Chief Legal Officer or Chief Financial Officer of the Company for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

K. Compliance with Laws and Regulations

It is the Company's policy to comply with all applicable laws, rules, and regulations. It is the personal responsibility of each Representative to adhere to the standards and restrictions imposed by those laws, rules, and regulations. In performing his or her duties, each Representative will endeavor to comply, and take appropriate action within his or her areas of responsibility to cause the Company to comply, with applicable governmental laws, rules, and regulations.

II. Compliance Procedures

A. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors or a committee thereof, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, including the establishment of monitoring systems that are reasonably designed to investigate and detect conduct in violation of the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, oral or written reprimands, warnings, counseling, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution, disciplinary action, including termination.

Management of the Company shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

B. Reporting Illegal or Unethical Behavior

Representatives are required to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any Representative believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of the Company. The best starting point for a Representative seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the Representative has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the Representative does not feel that he or she can discuss the matter with his or her supervisor, the Representative should raise the matter with the Chief Legal

Officer. Reports of allegations of improper conduct are encouraged to be made in writing so as to assure a clear understanding of the issues, but may be made orally. You can also submit a report through our third party hotline service, who will provide copies to our Chief Legal Officer and Chief Financial Officer, at the following:

- Website: www.lighthouse-services.com/acertx
- Toll-Free Telephone: (833) 290-0001
- E-mail: reports@lighthouse-services.com (must include company name with report)
- Fax: (215) 689-3885 (must include company name with report)

C. *Procedures for Submitting Concerns about Accounting, Internal Accounting Controls or Auditing Matters*

The Company is committed to achieving compliance with all applicable laws and regulations relating to accounting standards and audit practices. The Company's Audit Committee is responsible for overseeing treatment of complaints regarding these matters. In order to facilitate the reporting of accounting and audit related violations by Representatives, the Audit Committee has established the following procedures for the confidential, anonymous submission of concerns regarding questionable accounting and auditing matters. If a Representative is not sure if the matter he or she is concerned about relates to accounting or auditing matters, the Representative should ask his or her supervisor or contact the Chief Legal Officer. Concerns regarding questionable accounting and auditing matters are encouraged to be made in writing so as to assure a clear understanding of the issues, but may be made orally.

If you have, at any time, concerns regarding questionable accounting or auditing matters relating to the Company, immediately notify the Audit Committee through our third party hotline service (with copies to the Chief Legal Officer and Chief Financial Officer). Our hotline service can be reached at the following:

- Website: www.lighthouse-services.com/acertx
- Toll-Free Telephone: (833) 290-0001
- E-mail: reports@lighthouse-services.com (must include company name with report)
- Fax: (215) 689-3885 (must include company name with report)

, or alternatively by writing our Audit Committee Chair at: Acer Therapeutics Inc., ATTN: Audit Committee Chair, One Gateway Center, Suite 351, 300 Washington Street, Newton, MA 02458. You can be assured that any information will be treated in a confidential manner, except to the extent necessary (i) to conduct a complete and fair investigation, or (ii) for review of Company operations by the Company's Board of Directors, its Audit Committee or the Company's independent public accountants and the Company's counsel.

In order to be better able to respond to any information or complaint, we would prefer that you identify yourself and give us your telephone number and other contact information when you make the report. Any information will be treated in a confidential manner if possible, and except to the extent reasonably necessary (i) to conduct a complete and fair investigation, or (ii) for review of Company operations by the Company's Board of Directors, its Audit Committee or the Company's independent public accountants and the Company's counsel. However, if you wish to remain anonymous, it is not necessary that you give your name or position in any

notification. Whether you identify yourself or not, in order that a proper investigation can be conducted, please give us as much information as you can, sufficient to do a proper investigation, including where and when the incident occurred, names and titles of the individuals involved and as much other detail as you can provide.

D. Policy Against Retaliation

The Company will not permit any negative or adverse actions to be taken against any Representative who in good faith reports a possible violation of this Code of Ethics, including any concerns regarding questionable accounting or auditing matters, even if the report is mistaken, or against any Representative who assists in the investigation of a reported violation. Retaliation in any form will not be tolerated. Any act of alleged retaliation should be reported immediately and will be promptly investigated.

E. Amendments and Waivers of the Code

No waiver of any provisions of this Code for the benefit of a director or an executive officer (which includes without limitation, the Senior Financial Officers) shall be effective unless (i) approved by the Board of Directors or, if permitted, a committee thereof, and (ii) if required, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable listing standards, rules and regulations of The Nasdaq Stock Market and the SEC.

Any waivers of the Code for other Representatives may be made by the Chief Legal Officer, the Board of Directors, or if permitted, a committee of the Board of Directors.

Any amendments to this Code must be approved by the Board of Directors or a committee thereof and, if applicable must be promptly disclosed to the Company's stockholders in accordance with applicable listing standards, rules and regulations of Nasdaq and the SEC.

III. What to Do if You Have Questions or Are Unsure About a Transaction

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance from your supervisor or the Chief Legal Officer or Chief Financial Officer of the Company before you act.
- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.
- Seek help from Company resources. In the event it is inappropriate to discuss an issue with your supervisor, or if you do not feel comfortable approaching your supervisor with your question, you may also call the Chief Legal Officer or Chief Financial Officer of the Company.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected.
- **If you have any questions or uncertainties regarding this Code or are unsure as to whether a transaction is consistent with this Code, please contact the Chief Legal Officer or Chief Financial Officer of the Company.**