



Cytokinetics

**CODE OF ETHICS AND
BUSINESS CONDUCT**

Effective 5/18/16

CYTOKINETICS CODE OF ETHICS AND BUSINESS CONDUCT

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Message from the CEO

Dear Colleagues,

At Cytokinetics, we are committed to advancing first-in-class, muscle biology-driven therapies for people suffering from debilitating diseases that rob them of key muscle functions. To properly and effectively deliver on this commitment, it is essential that we operate with the highest ethical and professional standards in all of our relationships and interactions, including all our activities with co-workers, scientific and clinical collaborators, service providers, customers, competitors, government authorities, investors, patients and other stakeholders in our local and broader communities.

WHAT we do every day is critical to our realizing our potential but HOW we do WHAT we do is determines our professional credibility and business reputation and ultimately our long-term success. It all begins with a collective commitment to integrity – a core cultural tenet and foundation of this Code. I encourage each and every one of you to fully embrace these policies, act responsibly and always exercise thoughtful judgment. Importantly, when in doubt, please make sure you ask so we can address any questions or concerns that you may have.

The responsibility for maintaining our company’s reputation, reinforcing trust and ensuring our sustainable successes rests with each of us. The patients we serve are counting on us so I thank you for your commitment and for all you do and will continue to do in support of our mission and values.

Robert I. Blum

Introduction

This *Code of Ethics and Business Conduct* (“Code of Conduct” or “Code”) is intended help guide us to maintain the highest ethical and professional standards. This Code is designed to represent key over-arching guidelines and does not replace or eliminate any additional obligations contained in other policies and agreements.

The principal purposes of this Code are to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Articulate our commitment to ensure our full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files or submits to the U.S. Securities and Exchange Commission, or other regulatory agencies and in other public communications;
- Educate and support compliance with applicable governmental laws, rules and regulations;
- Clarify the procedures and encourage the prompt internal reporting of violations of the Code to appropriate persons of authority within the Company;
- Ensure understanding of our policies and delineate individual accountability for adherence to the Code, and the timely reporting of any violations of the Code to appropriate persons of authority; and
- Embody principles to which all Directors, Officers and employees are expected to adhere and advocate.

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Any violations may result in disciplinary action including termination or removal.

Values Based Company Culture

Cytokinetics has articulated what is important to the company culture that we wish to build and maintain. These core values reflect our unwavering “stake in the ground.”

INNOVATION

Innovation is at the heart of Cytokinetics’ mission. We take pride in the pursuit of innovative approaches to novel research and development. While our approach is more challenging, carries higher risks, and can be humbling at times, we wouldn’t trade it for anything.

OPEN DIALOGUE

We recognize that the complexities of our novel pursuits will foster discussion and possibly differing opinions, resulting in passionate convictions and healthy debates from all levels and functional areas. We also expect and take pride in transparent and candid dialogue with and among all employees. Critical and bold thinking enables us to achieve our goals.

INTEGRITY & RESPECT

We expect ethical behavior, high integrity, and mutual respect from all employees. Although opinions may differ, the focus must remain on solving the issue or challenge at hand while maintaining a respectful atmosphere. We are strongest when we function as a unified team.

GOALS & ACCOUNTABILITY

We are aggressive in setting challenging goals as well as measuring and communicating our performance and execution toward them. We also recognize that our objectives may require adjustment with new information or data. We have high expectations regarding commitment, dedication, ownership, and accountability for outcomes.

WORK/LIFE BALANCE

We ask a lot of our employees. Cytokinetics is not the place to work if you are seeking an easy, predictable, and comfortable job. At the same time, we offer flexible solutions for how the job can be performed and strive to afford reasonable work/life balance for all employees. We strive for realistic expectations but recognize that success in our business requires extraordinary dedication and commitment to excellence.

PROFESSIONAL GROWTH

We view employee development as mutually beneficial and a shared responsibility. We expect employees to be challenged, afforded the opportunity to develop new skills, and given every opportunity to excel but also allowed to fail. We foster an environment where employees can learn from their missteps and facilitate an environment of personal and professional development, growth, and advancement.

A FUN COMMUNITY

We are proud of fostering a strong sense of community in which our employees develop strong bonds with colleagues. We provide many opportunities to mix work and social connections and believe a “work hard, play hard” attitude is critical to building and sustaining a positive and invigorating culture. We also believe that we have a corporate and social responsibility to give back to the broader community in which we operate through volunteerism and support of the patient populations we serve.

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Compliance with Laws and High Ethical Business Standards

It is Cytokinetics' expectation that all of its Directors, Officers and employees, wherever located and regardless of function, conduct all activities in accordance with the highest standards of integrity and ethics, and in compliance with the laws, regulations, and written directives in every country, as well as with this *Code of Ethics and Business Conduct* and all other corporate and local policies. This expectation extends to third parties with whom we may contract to conduct activities on our behalf.

The Chief Compliance Officer, Executive Compliance Committee and Compliance Program Structure

The Chief Compliance Officer is accountable to the CEO and the Board of Directors. The Chief Compliance Officer is the Chairperson of the Executive Compliance Committee (ECC). The ECC is comprised of several members of the Executive Committee of Cytokinetics. The ECC is responsible to help develop and enforce the Compliance Program and Code of Conduct including:

- Ensuring an effective Compliance and Ethics Program;
- Assessing whether the goals and principles of the Cytokinetics Code of Conduct are followed;
- Ensuring that all questions or concerns any employee may have are appropriately addressed;
- Ensuring that Cytokinetics' commitments with respect to agreements with governments and regulators are followed;
- Directing investigations of alleged violation of our Code of Conduct to the appropriate party; and
- Ensuring that appropriate actions are taken if there is a substantiated violation.

In addition to the ECC, Cytokinetics has in place other permanent and temporary committees chartered and resourced to: review and approve policies and SOPs; to champion a *Culture of Compliance*; to provide a functional link to the respective functional areas; to assess preventive or corrective responses by business functions; and to ensure effective training programs.

Functional and department leaders have a particular role and responsibility in fostering a culture of compliance, in leading by example, and in ensuring the spirit and letter of this Code and Company policies are followed.

Only the Company's Board of Directors is authorized to permit a waiver of the Code.

Understanding and Complying with All Laws and Regulatory Requirements

Cytokinetics and every employee, agent and contractor is expected to be familiar with the basic legal requirements that apply to his/her function or service. Cytokinetics policies, guidelines and SOPs have been designed to provide guidance based on existing laws, guidelines and general expectations of conduct. Therefore, every employee must not only abide with legal requirements but also with requirements in Cytokinetics policies and other documents.

Compliance is everyone's responsibility.

Cytokinetics' management is available to advise and assist employees. Any questions or concerns about compliance should be brought without delay to your manager, the Chief Compliance Officer or Audit Committee, as appropriate. See section *Reporting Concerns and Potential Misconduct* later in this Code.

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Honesty with Regulators and Other Government Officials

Cytokinetics is subject to many domestic and international laws, regulations and guidelines. Particular care must be taken to ensure that no inaccurate, incomplete, or misleading reports, certifications, claims or statements are made to any government agency or official. When dealing with government officials and employees, Cytokinetics employees and their related parties should avoid even the appearance of impropriety. Any activity, anywhere in the world, that could be perceived as an attempt to improperly influence or mislead government officials to obtain favorable treatment or for any other purpose is strictly prohibited. Perceived local customs or common practices are not bases for permissible activity.

Public Disclosure and Communications

We are committed to full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to, the U.S. Securities and Exchange Commission (SEC) and in other public communications, including press releases, issued on our behalf.

In support of this commitment, Directors, Officers and all employees (a) must follow Cytokinetics' Disclosure Controls and Procedures established by Cytokinetics Disclosure Committee and our Corporate Communications Policy and Press Release Policy, (b) must maintain complete and accurate records, and (c) must not knowingly misrepresent or omit, or cause others to misrepresent or omit, facts about Cytokinetics to others, whether within or outside Cytokinetics, including to Cytokinetics' independent auditors, governmental regulators, self-regulating organizations and other governmental officials, as appropriate. Each officer shall, in relation to his or her area of responsibility, carefully review and critically analyze proposed public disclosures for accuracy and completeness. All such disclosures are managed and monitored by the Disclosure Committee.

It is Company policy to adhere to relevant guidelines for scientific exchange of information. Scientific information disseminated by Cytokinetics, or by others in Cytokinetics' behalf must be truthful and not misleading. It also is Company policy to use medical affairs, and scientific materials that have been approved in accordance with Company procedures.

Confidential, Private and Proprietary Information

The protection of confidential business information and trade secrets is vital to the interests and success of Cytokinetics. In the course of work activities, employees and authorized third parties may have access, on a "need to know" basis, to confidential, sensitive or non-public information regarding Cytokinetics, its drug candidates, suppliers, customers, patients or employees. It is important to ensure that any such information is not revealed or divulged, unless it is necessary to do so in the performance of a job or activity, and such information is protected by a confidentiality agreement or privacy release approved by a person authorized to allow for the release of such information.

Cytokinetics employees may not request or otherwise obtain confidential information from others, such as during interviews of current or former employees of other companies. If a candidate offers to discuss confidential information or to provide confidential documents from his or her current or former employer, the candidate should be instructed that such disclosure of such information or documents is inappropriate.

All employees are required to sign an Employee Proprietary Information and Inventions Agreement promising they will not divulge Cytokinetics' proprietary information or material outside of Cytokinetics; and that the ideas, inventions, products and processes developed while working for Cytokinetics are the property of Cytokinetics.

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Improper Influences: Gifts and Entertainment

Cytokinetics employees or third-parties acting on behalf of Cytokinetics may never offer, make, solicit or receive a bribe, kickback, illegal political contribution or other improper payment, either in the US or in any other country. It is not only a violation of this Code to do so, but it also may be a crime under the federal or state anti-kickback statutes, Foreign Corrupt Practices Act, the UK Bribery Law, and other US and international laws.

Gifts, services, favors and entertainment may be given by an employee on behalf of the Company only if they are of nominal value, consistent with Company policy and ordinary and customary business practices, do not contravene any law, would not appear unethical and, if disclosed, will not embarrass the Company, its employees or recipients. Conduct must be compliant with the Travel and Entertainment Policy.

Accepting Gifts or Favors

An employee may not seek or accept, directly or indirectly, any payment, service, favor, entertainment or gift from any outside person or entity with whom he/she does business, seeks to do business, or is a competitor of, the Company, unless (a) acceptance could not reasonably influence or appear to influence the employee's business judgment; and (b) the service, favor, entertainment or gift is of nominal value and consistent with ordinary and customary business practices and Company policy.

Concerns of impropriety could arise not only from excessive and inappropriate individual gifts, but also from a result of a cumulative or frequent practice.

Under no circumstances may an employee accept a gift of cash or a cash equivalent, shares of stock, stock options, or an opportunity to participate in an initial public offering of securities of any amount, or entertainment of any kind unaccompanied by a representative of the business party providing it.

Every employee is expected to exercise good judgment. An employee with questions regarding the appropriateness of a gift or entertainment should seek guidance from his or her manager, the Sr. VP, HR or the Chief Compliance Officer.

Conflicts of Interest

Conflicts of interest are prohibited. Employees, at all times, must be free from any influence that might conflict with the interests of Cytokinetics.

A conflict of interest may arise any time:

- You allow a personal or outside interest to interfere with or influence the performance of your duties; or
- You make a decision or engage in conduct that is not in the best interest of Cytokinetics.

Therefore, do not become involved in any business dealings:

- That are adverse to the interests of Cytokinetics;
- That create or may create a personal or financial interest or opportunity for you, or your family or friends, or that may cause you to be unable to perform your duties for Cytokinetics impartially;
- That would interfere with or improperly influence your job performance; or

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- That are for, or on behalf of, any entity that is a competitor of Cytokinetics.

For purposes of this document, a “competitor” is an entity that engages in the same or substantially similar business activities as Cytokinetics and currently or potentially competes with Cytokinetics for the same customers, prescribers, patients, indications or other resources specific to Cytokinetics’ business.

If you think that you may have a conflict of interest, please consult your manager, the Sr. VP, HR or the Chief Compliance Officer.

Trading in Company Stock

It is Cytokinetics’s policy that no employees may use for personal gain, or for the gain of others, important confidential information that may come to him or her from any source connected in any way with the Company. Such information could concern, for example, sales, dividends, acquisitions, mergers, product development, license agreements or litigation of the Company or a business partner. All employees are required to make every effort to safeguard confidential information, with special attention being paid to important information that may affect the securities markets. “Insider trading” is the purchase or sale of a publicly traded security while in possession of important non-public information about the issuer of the security. “Tipping” is communicating such information to anyone who might use it to purchase or sell securities. Both insider trading and tipping are illegal and no employee may engage in either activity. When in doubt, information obtained in your role as an employee of Cytokinetics should be presumed to be important and not public. All employees are required to sign and abide by our Policy and Guidelines Governing Insider Trading and Tipping.

Employing Multiple Family Members

It is not against our policies for more than one family member to work for Cytokinetics. However, no family member should be employed in a position that reports to another family member (anywhere in the same management line) or works within another family member’s line of authority. An employee should never make or be involved in any promotion decision or any other significant decision or action involving the employment of a member of his or her family.

Discrimination in Employment and Sexual Harassment

In the conduct of business, each employee is required to respect the rights and cultural differences of individuals. Cytokinetics also is committed to following and abiding by the applicable labor and employment laws wherever we operate. These include laws pertaining to freedom of association, privacy, child labor and employment discrimination.

Cytokinetics prohibits all forms of unlawful discrimination, retaliation and harassment in the workplace, including, but not limited to, unlawful discrimination on the basis of race, color, religion, sex, national origin, citizenship, sexual orientation, age, physical or mental disability, veteran status or any other legally protected status.

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Cytokinetics also strives to achieve a worldwide work environment that is free from unlawful discrimination, retaliation and harassment, including sexual harassment. This obligation extends to supervisory and non-supervisory personnel, as well as contractors, vendors, clients or visitors to the extent that their conduct affects the work environment or interferes with performance of work. All employees and contractors are required to review and sign off on Cytokinetics Discrimination & Harassment Policy as part of their on-boarding process.

Environment and Safety

Cytokinetics is committed to a safe environment and to taking sound environmental actions. Cytokinetics strives to comply fully with all environmental and safety laws and regulations. All waste products and hazardous materials should be treated, stored, handled and disposed of in full compliance with all laws, regulations and Company practices. The unsafe storage of a potentially toxic or hazardous material or the improper release of any such materials into the environment must be reported promptly to a manager, the Legal Department or the Cytokinetics' Facilities and EH&S Department.

Competitive Practices

All employees must ensure that the Company's activities never include practices that would be inconsistent with free and open competition principles. Generally speaking, these types of issues (whether by sellers or purchasers) should never be discussed with a competitor: a) prices, pricing policy, pricing strategies, discounts or rebates; b) costs, profits, or profit margins; c) terms or conditions of sale, including credit terms and return policies; d) division of markets, market territories or sales territories; e) market share of any products; f) marketing, advertising or promotional plans; g) pricing practices of wholesalers, dealers, distributors or customers; or h) classifying, rejecting, boycotting, terminating, or allocating customers. These are only representative examples.

When we are dealing with current or potential competitors, the following policies shall apply:

- Employees must not enter into any agreement or understanding that has the purpose or effect of improperly restraining competition. Illegal agreements or understandings among competitors include: price fixing, market allocation, and bid rigging;
- Employees must not exchange, discuss, or benchmark with any competitor information relating to Cytokinetics prices or pricing policies, distribution policies, supplier pricing or selection, customer selection or classification, credit policies, advertising policies or any other similar competitive information;
- Employees must not participate in any formal or informal trade association or other meetings with competitors at which agreements or understandings of the type described above in paragraph 1. are being made or at which competitive information of the type described in paragraph 2. is being exchanged or discussed;
- Understanding current and future market dynamics and competitors is an acceptable goal towards making informed business and clinical decisions. However, employees or others acting on behalf of Cytokinetics, may not conduct competitive intelligence practices that are unlawful or unethical.

In case of doubt, contact your manager or the Chief Compliance Officer for guidance.

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Board Memberships

Board of Directors Membership is governed by the Cytokinetics Corporate Governance Guidelines.

All Officers must have the prior approval of Cytokinetics' Board of Directors to serve on an outside corporate (public or private) Board of Directors or Trustees. All non-officer employees must receive approval by the CEO.

Subject to the general rules on conflicts of interest outlined above, all non-Directors, Officers and employees are not prohibited from serving as a corporate, civic or charitable director or trustee provided that:

- Employee would serve as a Director or Trustee of the other entity in an individual capacity and not as a representative or agent of Cytokinetics;
- Any liability incurred by such employee in his or her capacity as a Director or Trustee of such entity will be the individual responsibility of such employee; and
- Any such liability will not be covered under any Director and Officer insurance policy that Cytokinetics may maintain on behalf of its Officers and Directors

Employees may not serve on the Board of Directors or trustees of a competitor of Cytokinetics or any entity that has an adverse relationship to Cytokinetics. It is incumbent on employees to advise his or her respective managers if there is a perceived conflict of interest. If Cytokinetics' Chief Executive Officer or the Board of Directors, in their sole discretion, determines that an Employee's service as a director or trustee adversely affects the performance of his/her duties for Cytokinetics, he/she may be asked to resign from such service.

Outside Consulting and Employment

If an employee wishes to provide limited services as a consultant or otherwise to another entity, he/she must ensure that such activity does not conflict with the interests of Cytokinetics or in any way uses Cytokinetics resources or risks disclosure of confidential information of Cytokinetics. Employees may not solicit business on Cytokinetics premises or while working on Cytokinetics time. Employees are not permitted to use Cytokinetics' facilities, equipment, telephones, materials, resources or proprietary information for any outside work. All such work should be outside Cytokinetics' normal business hours.

For further information, please consult the Employee Handbook.

Political Contributions

Although Cytokinetics encourages employees to participate in the political process, we should ensure that personal support for a candidate or issue cannot be mistaken for the position of the company. We must also avoid actions that could put Cytokinetics at risk of violating campaign finance and election laws.

The laws of some countries prohibit corporations from making any direct or indirect contributions or expenditures in connection with elections or political activities. In such countries, any employee of the Company may contribute personally to any political party, candidate or, where permissible, political action committee, but any such contribution must be made on a personal basis, not on behalf of the Company, and reimbursement must not to be sought from the Company, directly or indirectly.

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Company Assets

We have a duty to safeguard and to use wisely Cytokinetics' assets, including our facilities, equipment, computers, software, records, customer information, and Cytokinetics' names and trademarks. Cytokinetics' assets should be used for Cytokinetics business only.

All Cytokinetics' purchases and subcontract awards in every country in which Cytokinetics operates should be made strictly on the basis of quality, suitability, service, price and efficiency. We should treat our suppliers fairly and equitably. It is Cytokinetics' policy to award orders and contracts on the basis of merit and without favoritism. Failure to do so may be a violation of criminal laws, including but not limited the federal or state anti-kickback statutes and the Foreign Corrupt Practices Act.

Maintenance of Corporate Books, Records, Documents and Accounts

Employees must ensure that all Cytokinetics' records are prepared accurately, truthfully, in a timely manner, and, when applicable, are properly authorized. The making of false or misleading entries in any Cytokinetics' record is strictly prohibited.

Examples of Cytokinetics' records include printed or electronic versions of the following: laboratory and research notebooks and records, clinical trial records, general accounting records, employee and payroll records, and expense reports.

Financial activities are to be recorded in compliance with all applicable laws and accounting practices. All employees must cooperate fully with the Finance Department, as well as our independent public accountants, and provide complete and accurate information to them to help ensure that all of Cytokinetics' financial books and records are accurate. No assets should be acquired and no expenditures or financial commitments should be established unless it is accurately reflected in company records.

Upon termination of employment with Cytokinetics, each employee shall return to and not take any Cytokinetics' property, including but not limited to: (a) any inventory, material, supply, communication, correspondence, document or product; (b) any idea, invention, and/or process that was developed while working for Cytokinetics; (c) any form of reproduction/copy of any of (a) or (b) above, including without limitation any electronic (e.g., email) versions; and/or (d) any proprietary or confidential property or information of Cytokinetics as defined in Cytokinetics' Proprietary Information and Inventions Agreement.

Questionable Payments

Employees may not participate in any way in the unlawful or unethical receipt or payment of Cytokinetics' funds, or in maintaining any unrecorded cash or non-cash funds or assets, for the purpose of any unlawful or unethical receipts or payments. Employees may not take part in any improper payments to any local, state, federal or foreign government officials, employees or agents, nor can offer bribes, kickbacks or other payments to obtain favored treatment with respect to Cytokinetics' business or operations.

International Business

All employees are expected to comply with the laws in all countries in which they operate permanently, temporarily or incidentally. In some countries certain laws prohibiting particular conduct may not be enforced in practice, or violation of these laws may not be subject to public criticism or censure; however, these will

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not excuse non-compliance. All employees also must comply strictly with United States laws and regulations applicable to the conduct of business outside the United States.

Some of the U.S. laws and regulations, which extend to all our activities outside the U.S include:

- **The Foreign Corrupt Practices Act (FCPA):** Prohibits giving of anything of value to a foreign governmental official to obtain or retain business, and requires the maintenance of accurate books of account with all Cytokinetics' transactions being properly recorded. Note that in many countries, HCPs are *de facto* government employees and interactions with HCPs fall into these same concerns under the FCPA.
- **Anti-boycott Laws:** Prohibit U.S. persons, companies and their subsidiaries, wherever located, from taking actions or entering into agreements that have the effect of furthering the Arab boycott of Israel, or of furthering any other unsanctioned boycott of a country that is friendly to U.S.
- **United States Embargoes:** Restrict, and in some cases prohibit, United States persons, companies and their subsidiaries, wherever located, from doing business with certain other countries.
- **Export Controls:** Restrict business travel to designated countries and prohibit (without an appropriate Commerce Department license) the export of goods, services, technology or certain types of information from the United States, or the re-export of United States origin goods from the country of original destination to a third country. These laws also apply to exports of foreign-made goods with United States content. A "transfer of technology or information" can occur in circumstances as casual as a conversation or a plant tour, or innocently carrying a computer disk with protected information on it out of the United States on a business trip.

If you have a question in this area, please contact the General Counsel before proceeding.

Certification of Compliance

Upon employment, each employee receives a copy of this Code, and will receive any updated versions of the Code. Each employee, upon receipt of the Code, is expected to read it and sign a certification that he or she has read and understood it and is not in violation of the Code or aware of any unreported violations. A copy of the Certificate of Compliance will be retained. Employees are required to annually re-certify.

Reporting Concerns and Potential Misconduct

Every employee has a responsibility to report any potential misconduct, including but not limited to: discrimination, harassment, and violations of Cytokinetics's policies concerning (a) accounting, (b) internal accounting controls, (c) disclosure controls or auditing matters, (d) illegal activities in any and all countries in which Cytokinetics operates, (e) fraud, (f) abuse of Cytokinetics' asset, (g) violations of the standards in this Code of Ethics and Business Conduct, and (h) violations of Cytokinetics' compliance program.

If you believe that there has been a violation of our Code or policies, you are encouraged to discuss your concern with your manager, the Chief Compliance Officer or the SVP of HR. This discussion will be kept confidential and a thorough investigation may be conducted. You may also report these concerns on an anonymous basis through our Anonymous hotline. All matters related to financial issues or fraud will be directly routed to our Audit Committee of the Board.

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Any employee reporting concerns of this nature has a lawful right to raise these concerns without fear of harassment, discrimination or retaliation. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct has occurred, reports such concerns.

The Anonymous Hotline Line was established to provide employees with a resource to raise concerns that they might have related to financial issues, fraud, and other violations of the company's Code or policies. Compliance Officer for all other matters.

Ethics and Compliance Hotline

Reports may be made anonymously in writing, or via Cytokinetics' Anonymous Ethics and Compliance Hotline, which is operated by an outside vendor.

US

In the United States, the Anonymous Tip Line is available 24 hours a day, seven days a week, by phone **1-800-789-5095**

Anonymous reports that concern accounting and auditing matters, e.g., embezzlement; falsification of contracts, reports or records; securities violations will be routed in addition to the Chair of the Audit Committee of the Cytokinetics Board of Directors. For employee relations matters and other non-financial issues, the calls or emails will be routed to the Sr. VP, Human Resources and the Chief Compliance Officer.

If you choose to identify yourself, your identity will be kept strictly confidential to the extent possible, consistent with conducting an effective investigation.

- **Investigative Procedures:** Upon receiving a report related to financial issues or fraud, the Chief Compliance Officer and the Sr. VP, Human Resources shall, under the oversight of the Audit Committee, appropriately investigate issues detailed in the report. They may consult with the Chief Executive Officer, Chief Financial Officer, Controller, or other employee of the Company, outside legal counsel, independent auditors and, if appropriate, the Audit Committee and/or Board, as a part of the investigation. For all other matters, the Chief Compliance Officer and the Sr. VP, Human Resources will investigate the matter and will report to the CEO, unless the issue relates directly to conduct by the CEO. In this circumstance, the Chief Compliance Officer will apprise the Board of the investigation.
- **Addressing reports:** Cytokinetics will treat any report of misconduct with the utmost gravity and urgency. All reports will be thoroughly investigated. Cytokinetics has established these reporting procedures in order to respond internally to allegations of misconduct promptly and appropriately and to allow senior management and Board of Directors, with the advice of Cytokinetics' advisors, to determine the appropriate course of action, including possible disclosure of any misconduct to stockholders or regulators.
- **No retaliatory action will be taken against employees making good faith reports.** Cytokinetics prohibits retaliation against a director, officer or employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee who, in good faith, sought help or filed a report will not be tolerated or allowed and any employee who attempts to take these actions will be subject to disciplinary

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action, including potential termination of employment.

If an employee believes that he or she has been subjected to any harassment, discrimination or retaliation for having submitted a report or participating in an investigation relating to a report, the employee should immediately report the concern to his or her manager or the Chief Compliance Officer, General Counsel or to any supervisor.

- **Addressing violations:** Violations of this *Code* may have repercussions up to and including immediate termination of employment. Any illegal action will be dealt with swiftly. Any violations of US or foreign law will be reported to the appropriate authorities and may subject employees to civil damages, criminal fines and even imprisonment. Cytokinetics also may face substantial fines and penalties and may incur damage to its reputation and standing in the community. Accordingly, any misconduct by you, as a representative of Cytokinetics, could result in serious consequences for both you and Cytokinetics.
- **Additional Enforcement Information:** In addition to the Company's internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review questionable accounting or auditing matters, violations of law, or potentially fraudulent reports of financial information. The Company's policies and procedures have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates Cytokinetics' policies and procedures will be viewed as unacceptable under the terms of employment with the Company. Certain violations of the Company's policies and procedures may even subject the Company and any individual employees involved to civil and criminal penalties. Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting or auditing matters, inappropriate business conduct and practices, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this Code is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a federal or state statute or regulation has occurred.

Modification, Board Approval and Annual Certification

The Audit Committee or the Board of Directors can modify this Code unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state and federal regulations and/or accommodate organizational changes within the Company. The Company will provide a copy of this Code to new employees and shall place a copy of this Code on the Company's intranet site. If modifications are made to this Code it will be re-disseminated to all employees in a timely manner.

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ACKNOWLEDGEMENT

I have read Cytokinetics’s Code of Ethics and Business Conduct, and I understand its contents.

I agree to comply fully with the standards, policies and procedures contained in the Code and with Cytokinetics’s related policies and procedures. I will conduct my activities in accordance with Cytokinetics policies and applicable laws and regulations. I understand that failure to comply with company policies will negatively affect my performance evaluation and could result in disciplinary action, up to and including termination of my employment, as well as in legal sanctions against me and the Company.

I further certify that I am currently in compliance and am not aware of any current violations of or actions contrary to the standards and procedures set forth in the Code and Cytokinetics’s related policies and procedures. I have disclosed any outside corporate Board memberships, as required by the Code.

I understand that the Company has a culture based upon the Core Values and expects all stakeholders to behave according to the Core Values and enforce them both internally or externally in one’s daily tasks.

I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Printed Name

Date

Signature

CYTOKINETICS CODE OF ETHICS AND BUSINESS CONDUCT

ANNUAL ACKNOWLEDGEMENT

I have read Cytokinetics’s Code of Ethics and Business Conduct, and I understand its contents.

I agree to comply fully with the standards, policies and procedures contained in the Code and with Cytokinetics’s related policies and procedures. I have conducted and will continue to conduct my activities in accordance with Cytokinetics policies and applicable laws and regulations. I understand that failure to comply with company policies will negatively affect my performance evaluation and could result in disciplinary action, up to and including termination of my employment, as well as in legal sanctions against me and the Company.

I further certify that I am currently in compliance and am not aware of any current violations of or actions contrary to the standards and procedures set forth in the Code and Cytokinetics’s related policies and procedures. I have disclosed any outside corporate Board memberships, as required by the Code.

I understand that the Company has a culture based upon the Core Values and expects all stakeholders to behave according to the Core Values and enforce them both internally or externally in one’s daily tasks.

I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Printed Name

Date

Signature