

**SUCAMPO PHARMACEUTICALS, INC.**  
**COMPLAINT PROCEDURES**  
**REGARDING ACCOUNTING, INTERNAL CONTROLS AND AUDITING MATTERS**

Amended March 15, 2013

Sucampo's Code of Business Conduct and Ethics solidify our tradition of operating with uncompromising honesty, ethics and integrity. Sucampo is committed to complying with the laws and regulations to which it is subject and will not tolerate conduct that is in violation of such laws and regulations.

As a publicly-traded company, Sucampo has a duty to ensure that its financial statements are true, fair, accurate and timely. It is critical that everyone comply with the legal and regulatory requirements that govern these reports and know and follow the Company's applicable internal controls. Inaccurate, incomplete, misleading, or untimely financial records or financial reporting may result in legal liability for the Company and the individuals involved.

To facilitate the reporting of any possible questionable accounting and auditing activities at the Company by Company employees and third parties, the Audit Committee of the Board of Directors has adopted the following procedures for (i) the receipt, retention and treatment of concerns and complaints received by the Company regarding accounting, internal controls, or auditing matters; and (ii) the confidential or anonymous submission by employees or third parties of concerns and complaints regarding questionable accounting, internal controls or auditing matters. These procedures supplement and are complementary to the complaint procedures set forth in the Company's Code of Business Conduct and Ethics. These procedures should be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation and Bylaws, as amended, as well as all other corporate governance documents adopted by the Board. The Audit Committee may modify these procedures from time to time as deemed appropriate in the best interests of the Company or as required by applicable laws.

**What Complaints are Subject to these Procedures?**

These procedures relate to concerns and complaints relating to any questionable accounting, internal controls or auditing matters (collectively, "Accounting Complaints"). By way of example, and without limitation, an Accounting Complaint may involve:

- Concerns regarding perceived deliberate error(s), omission(s), or misstatement(s) in the accounting for or recording of the Company's revenues, expenses, assets and liabilities;
- Concerns regarding perceived deliberate error(s), omission(s), or misstatement(s) in the preparation, evaluation, review or audit of any of the Company's financial statements;
- Concerns regarding improper access to or use of the Company's assets or property, including financial systems or software;
- Concerns regarding significant deficiencies in or noncompliance with the Company's internal accounting and reporting controls;

- Concerns regarding efforts to mislead, deceive, coerce or improperly influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records or audit reports of the Company;
- Concerns regarding possible deviation from full and fair reporting of the Corporation's financial position, results of operations or cash flows;
- Concerns regarding possible violations of SEC rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters; or
- Concerns involving possible fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to management, the SEC or members of the investing public.

### **How can I submit an Accounting Complaint?**

Anyone with an Accounting Complaint can submit that Complaint to the Audit Committee on a confidential and anonymous basis through the telephone hotline, email or regular mail, as described in greater detail below.

**Telephone Hotline:** You can call a toll-free hotline answered by a third-party vendor (1-800-826-6762) or use <https://sucampo.alertline.com> to submit an Accounting Complaint. The toll-free hotline and website are managed by an outside vendor and is available 24 hours a day, seven days a week. Interpreters are available for language assistance when you call. You can choose whether to identify yourself when you call the telephone hotline or use the website to report your concerns. If you choose to submit an Accounting Complaint by using the telephone hotline or website, you should provide as much specific, factual detail as you may have regarding the allegations so that your concerns can be adequately addressed and the nature and extent of any investigation can be determined.

**Written Complaints:** You can also submit an Accounting Complaint in writing by sending a letter or an email addressed to the Company's Chief Compliance Officer at Sucampo Pharmaceuticals, Inc., 4520 East West Highway, Suite 300, Bethesda, Maryland 20814. If you submit an Accounting Complaint in writing, you may, but need not, provide your name, telephone number, email address or other personal information. Again, you should provide as much specific, factual detail as you may have to adequately assess your concerns and determine the nature and extent of any investigation.

If an employee provides his or her name when submitting an Accounting Complaint, the Company will endeavor to protect the confidentiality of the reporting employee's identity to the extent possible, consistent with its need to investigate the Complaint and the best interests of its stockholders. Vendors, customers, business partners and other parties external to the Company may also submit Accounting Complaints; however, the Company is not obligated to keep Accounting Complaints received from non-employees confidential or to maintain the anonymity of non-employees. The Company will consider doing so if requested by the reporting person.

## **What Happens After I Submit an Accounting Complaint?**

1. It is the Company's policy and the Audit Committee's intention to treat Accounting Complaints seriously and expeditiously. Every Accounting Complaint submitted pursuant to the above procedures must be immediately reported to the Chair of the Audit Committee.

2. The Audit Committee will review each Accounting Complaint. The Audit Committee will determine whether it will investigate the Complaint itself, assign the investigation to Sucampo's Chief Compliance Officer, or retain outside counsel or an outside advisor, expert or other third party to investigate, or assist in investigating, the Accounting Complaint. The Company will provide funding, as determined by the Audit Committee, to pay for outside counsel, an outside advisor, expert or other third party retained by the Audit Committee to investigate, or assist in investigating, the Accounting Complaint. All investigations of Accounting Complaints will occur under the direction of the Audit Committee.

3. Unless otherwise directed by the Audit Committee, the person or entity conducting the investigation of the Accounting Complaint will report the factual findings to the Audit Committee. If the investigator's findings indicate that the allegations in the Accounting Complaint are true, the Audit Committee may request the investigator to recommend appropriate corrective and/or remedial actions to it. The Audit Committee shall take or request the Company take prompt and appropriate corrective and/or remedial actions as it deems warranted.

4. All Accounting Complaints will be tracked by management. On a quarterly basis and whenever else deemed necessary, the Audit Committee will report to the Board every Accounting Complaint submitted during the period and any outstanding Accounting Complaints from prior periods that remain unresolved and that summarizes (a) the status of the investigation, (b) any findings and conclusions of the investigator, and (c) any corrective or remedial actions recommended by the Audit Committee and taken by the Company.

5. The Audit Committee recognizes that no set of procedures is suitable for every possible situation. In individual circumstances, the Audit Committee may specify a different procedure for investigating and resolving an Accounting Complaint, such as when the Accounting Complaint concerns potential or pending litigation.

## **Will My Position with the Company Be Jeopardized if I Submit an Accounting Complaint in Good Faith?**

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based on submitting in good faith an Accounting Complaint or furnishing in good faith information during any investigation of an Accounting Complaint.

If you believe that you have been subject to discharge, demotion, suspension, or threats or such actions, harassment, or discrimination for submitting in good faith an Accounting Complaint or furnishing in good faith information during any investigation of an Accounting Complaint, you must immediately report the matter to the Chair of the Audit Committee, or to the Company's Chief Compliance Officer, who must report such matter to the Chair of the Audit

Committee. Upon being advised of an allegation of retaliation, the Chair of the Audit Committee should follow the same procedures set forth above.

### **Who Will Have Access to Reports and Records of Investigation Results?**

All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to members of the Audit Committee and the Board (unless a director is involved in the allegations of an Accounting Complaint) and the Chief Compliance Officer or outside counsel, advisors, experts or other third-parties involved in investigating an Accounting Complaint as contemplated by these procedures. Access to reports and records may be granted to regulatory agencies and other parties at the discretion of the Audit Committee.

Accounting Complaints and any resulting investigations, reports or actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

### **How Long Will Records Relating to Accounting Complaints Be Retained?**

All Accounting Complaints and documents relating to such Accounting Complaints made through the procedures outlined above will be retained for at least five years from the date of the Accounting Complaint. After that time, the Accounting Complaint and related documents will be retained in accordance with the company's record retention policy.