ORAPHARMA, INC.

Commitment to Compliance

OraPharma, Inc. ("OraPharma" or the "Company") is committed to establishing and maintaining an effective compliance program in accordance with the "Compliance Program Guidance for Pharmaceutical Manufacturers," developed by the Office of Inspector General of the U.S. Department of Health and Human Services (the "OIG Guidance"). The OIG Guidance advises that effective compliance programs are comprised of seven elements. As described below, these elements form the basis of the OraPharma program for compliance with the standards regulating the marketing and promotion of its pharmaceutical products.

The goal of OraPharma's compliance program is to promote an ethical culture within the Company; to prevent and detect violations of law or Company policies, and to take corrective actions. The implementation of a Compliance program cannot guarantee that improper employee conduct will be entirely eliminated. Nonetheless, the Company expects that all employees will comply with the OraPharma Code of Conduct and the policies developed in support of the Code. Should we become aware of any violations of law or Company policy, we will investigate the matter, take disciplinary action where appropriate, and implement any corrective measures to deter possible future violations.

Comprehensive Compliance Program

1. **Compliance Officer and Compliance Committee**.
OraPharma has appointed a Compliance Officer who has been empowered with appropriate authority to exercise independent judgment and has free and unencumbered access to senior management. OraPharma has also established a Compliance Committee. The Compliance Committee is comprised of the Company's Health Care Compliance Officer and members of the Company's management team. The Health Care Compliance Committee comprises OraPharma's' Health Care Compliance leadership.

2. **Written Policies and Procedures**
OraPharma has adopted a Code of Conduct as a statement of ethical and compliance principles to guide our business interaction. We have also adopted the industry standard recognized in the PhRMA Code on Interactions with Healthcare Professionals (PhRMA Code) published by the Pharmaceutical Research and Manufacturers of America (PhRMA). Our Compliance Committee and Compliance Officer have established written policies and procedures based on the OIG Guidance and the PhRMA Code that govern activities involving communicating with customers about the appropriate use of our products; advancing scientific and educational activities; and supporting medical research and education.

3. **Training and Education**
OraPharma has a training process for health care compliance that includes testing and annual certification of appropriate employees. The training covers applicable guidelines

governing our compliance program. Employees are also trained on the consequences of failure to comply with the requirements of the Company's compliance program.

4. Communication.
OraPharma encourages open and candid discussion between management and employees regarding any compliance concerns. OraPharma, Inc. employees are encouraged to report their concerns to their manager, to the Human Resources Department, to the Law Department or to the Company's Health Care Compliance Officer. [update with HELP & HOTLINE when implemented]

5. Monitoring and Auditing
OraPharma self-assesses and periodically audits its compliance with its policies and procedures.

6. Enforcement and Disciplinary Guidelines.
OraPharma will take disciplinary actions in response to violation of the Company's compliance policies or procedures. OraPharma will conduct a fair and diligent investigation of matters that are brought to the Company's attention in order to ensure the consistent application of the Company's standards.

7. Responding to Detected Problems and Undertaking Corrective Action.
OraPharma requires a prompt and diligent response to potential violations of the Company's compliance program, including its standards regulating the marketing and promotion of our products. Actions in response to detected problems may include improving policies, procedures, training, communication and monitoring or may require disciplinary action to prevent future violations.

SB 1765 Declaration

California law SB 1765, codified at California Business and Professions Code, Sections 119400 to 119402 ("the California Law"), requires all pharmaceutical companies to adopt a comprehensive compliance plan based upon the OIG Guidance and the PhRMA code. Under the California law, a pharmaceutical company must make its comprehensive compliance plan and its annual declaration of compliance available to the public on its website and through a toll free number. We understand the California statue only imposes obligations for activities directed to California.

DECLARATION FOR CALIFORNIA COMPLIANCE LAW

OraPharma declares that to the best of our knowledge, and based on our good faith understanding of the California statute, OraPharma has developed a comprehensive compliance program compliant with the requirements of California Health and Safety Code §§119400-119402. OraPharma is committed to ensuring ethical and legal conduct in all of the Company's business dealings. The OraPharma Compliance Program is intended to be a dynamic program which continues to develop to meet the Company's evolving compliance needs and expectations.

Annual Spending Limit

The California law requires pharmaceutical companies to voluntarily adopt a specific annual dollar limit on gifts, promotional materials, or items or activities that the pharmaceutical company and its employees and representatives may give or otherwise provide to an individual medical or health care professional in California. The limit does not include amounts attributable to drug samples, financial support for continuing medical education, or payment for legitimate professional services. OraPharma has adopted $2,500 as its annual spending limit for an individual California healthcare professional to comply with this requirement. This limit is neither an average spending limit, nor a targeted spending limit. The annual limit may be revised from time to time.

Copies of the California Compliance Law Declaration and OraPharma Code of Conduct are available by calling OraPharma at 1-866-273-7868.

Dated: July 1, 2011