

INCYTE CORPORATION

Board of Directors Code of Conduct and Ethics

INTRODUCTION

Incyte Corporation's commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, management and employees and critical to the Company's success. A fundamental goal of Incyte is to adhere to ethical standards and obey all applicable laws and that its officers, directors and employees clearly understand what is required of them in that regard. Consistent with these principles, Incyte's Board has adopted this Code of Conduct and Ethics as a guide to the high ethical and legal standards expected of its members. This Code does not address every ethical or legal issue that a director may face, but rather serves as a guide to maintain the highest ethical standards in their conduct.

Each director is expected to act in good faith and with integrity in the performance of his/her responsibilities on behalf of Incyte. Directors also have a duty of loyalty to Incyte to act within the Company's best interests. Directors of Incyte are expected to comply with this Code. Directors who are also officers of the Company are also covered by, and are expected to comply with, the Company's Code of Business Conduct and Ethics and, if applicable, the Company's Senior Financial Officers Code of Ethics.

BASIC PRINCIPLES AND PRACTICES

COMPLIANCE WITH LAWS

Our policy is, and directors are expected, to comply with all laws, rules, regulations and professional codes of conduct that are applicable to our business. To that end, the use of company funds or assets for an unlawful or improper purpose is strictly prohibited. No Incyte director shall commit an illegal or unethical act or instruct others to do so, for any reason on behalf of, or in the name of, Incyte.

CONFIDENTIALITY

Information about Incyte operations, performance, technology or personnel that has not been publicly disclosed by an authorized spokesperson of Incyte or is not available from public sources is confidential. Protecting confidential information is essential to Incyte's business and competitive edge, and is the responsibility of each

director. “Confidential Information” means any proprietary and/or confidential knowledge, information, data, trade secrets or know-how of the Company, including, but not limited to, that related to research, products, services, suppliers, customers, markets, software, developments or plans, clinical data, test data, inventions, patent disclosures and applications, processes, formulas, technology, algorithms, techniques, designs, drawings, engineering, hardware configuration information, marketing, personnel information (including without limitation employee compensation), finances or other business information however disclosed to or observed by the director.

CONFLICTS OF INTEREST

Members of Incyte’s Board of Directors have certain fiduciary duties to and are expected to act in the best interests of Incyte and its stockholders. To avoid conflicts of interest, each director is expected to disclose to the other directors any personal interest that such director, or a member of a director’s immediate family, may have in a transaction upon which the Board of Directors passes, to offer the other directors the opportunity to exclude such director from participation in discussions concerning such transaction, and to recuse him/herself from participation in any decision in which there is a conflict of interest between his/her personal interests and the interests of Incyte. If a significant conflict exists that, in the judgment of the disinterested directors, cannot be resolved, the director should resign.

CORPORATE OPPORTUNITY

Directors must not (i) take for themselves personally opportunities related to Incyte’s business that are discovered through use of Incyte’s property or confidential information or through their position as a director, (ii) use Incyte’s property, information or position for personal gain, or (iii) compete with Incyte for business opportunities, *provided, however*, if Incyte’s disinterested directors determine that the Company will not pursue an opportunity that relates to Incyte’s business, after disclosure of all material facts by the director seeking to pursue the opportunity, the director may do so.

GIFTS

A director and members of his or her immediate family may not accept gifts from persons or entities where any such gift is being made in order to influence the director’s actions as a member of the Board, or where acceptance of any such gift could reasonably create a conflict of interest.

INSIDER TRADING

If a director has material non-public information relating to Incyte, it is our policy that neither that person nor any related person may buy or sell securities of Incyte or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to information relating to any other company, including our

customers, partners or suppliers, obtained in the course of service as a director. Directors should also consult the Incyte Corporation Insider Trading Policy, which sets forth more fully your obligations in this regard. Questions regarding insider trading should be addressed to the General Counsel.

ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

Directors should promote ethical behavior and encourage an environment in which the Company (1) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation, (2) encourages employees to report violations of laws, rules, regulations or the Company's Code of Business Conduct and Ethics to appropriate personnel, and (3) informs employees that the Company will not allow retaliation unless it can be shown that the report was knowingly false.

WAIVERS

If a director believes that a waiver of this Code is necessary or appropriate, a request for a waiver and the reasons for the request must be submitted in writing to the Board of Directors. Waivers of this Code for directors must be approved by the Board of Directors and disclosed as required by applicable law, rule or regulation.

COMPLIANCE PROCEDURES

Directors should communicate any suspected violations of this Code promptly to the Chair of the Nominating and Corporate Governance Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violation of this Code.