

November 2015

Alimera Sciences Foreign Corrupt Practices Act for Employees, Distributors and Representatives

Alimera Sciences Inc. and its subsidiaries (**Alimera**) are committed to ethical standards of business conduct. Alimera supports full compliance with the U.S. Foreign Corrupt Practices Act (**FCPA**), and with comparable laws in other jurisdictions that prohibit commercial bribery, including the UK Bribery Act of 2010 (**UK Bribery Act**; collectively **Anti-Bribery Laws**). Alimera expects and requires that its employees, business partners, agents, representatives and distributors globally will (i) act in strict compliance with Anti-Bribery Laws and this Policy, and (ii) immediately report any suspected or actual violations of Anti-Bribery Laws or this Policy to Alimera's Compliance Officer, the Audit Committee Chairman or the Chairman of the Board of Directors as described in this Policy.

At Alimera, we want you to know the right thing to do so you can do the right thing. This Policy explains our standards of conduct in potentially sensitive situations so that you know the right thing to do.

Carefully read this Policy and retain it for future use.

/s/ Dan Myers

Dan Myers
President and Chief Executive Officer

FOREIGN CORRUPT PRACTICES ACT AND COMPARABLE ANTI-BRIBERY LAWS

Alimera conducts its business operations in many jurisdictions. These operations are subject to various laws relating to bribery, including the FCPA and other local anti-bribery laws (including the UK Anti-Bribery Act). Alimera's employees, contractors, representatives, agents and distributors (collectively, **Representatives**) are required to know and understand, and to at all times comply with, all laws applicable to them, including the FCPA, the UK Anti-Bribery Act and other applicable Anti-Bribery Laws. In addition, Alimera's Representatives are to report actual or potential violations involving Alimera products and services in any way to Alimera's Compliance Officer in the United States, to the Audit Committee Chairman or the Chairman of the Board of Directors as set forth below:

Via Mail:

Alimera, Inc.
6120 Windward Parkway
Suite 290
Alpharetta, Georgia 30005
USA

Via email:

compliance@alimerasciences.com

Via phone:

Outside US: 011 678-990-5740
Inside US: 678-990-5740

Via Facsimile

Outside US: 011 678-990-5744
Inside US: 678-990-5740

In addition, Alimera may provide other ways to provide such notice through mechanisms provided by the Compliance Officer, including an anonymous hotline and web based reporting.

SUMMARY OF RESTRICTIONS

Prohibited Behavior

- Giving, offering or promising to give any money or anything else of value (which can include food, drinks, gifts, entertainment or travel) to any Foreign Official (defined below), in order to secure, keep or obtain any favorable treatment for Alimera or Alimera's products and services, including an advantage in any contract or regulatory matter. **This Policy is violated whether or not the attempt is successful;** and
- Giving indirectly money or anything else of value to any third person to accomplish the above purpose.

Some examples of prohibited behavior:

- You cannot bribe a government employee in order to obtain favorable treatment for Alimera.
For example:
 - Bribing a customs official to ease the process of importing Alimera products; or
 - Bribing an employee of a government owned hospital so that the employee will support the purchase of Alimera products or services.
- You cannot use a third party such as a friend, relative, distributor or consultant to give a bribe that you would be prohibited from giving.

Foreign Official for purpose of this policy means:

- any officer or employee of a foreign government;
- any officer or employee of any department, agency, or instrumentality of a foreign government;
- any officer or employee of a Public International Organization that has been designated as such by the President of the United States (such as, for example, the World Bank, the International Monetary Fund or the World Trade Organization);
- any person acting in an official capacity for or on behalf of any foreign government or department, agency, or instrumentality of a foreign government, or for or on behalf of any Public International Organization;
- any foreign political party or official thereof; or
- any candidate for foreign political office.

The term Foreign Official also includes any employee of a state-owned or state-controlled enterprise, even if that enterprise is run like a private business. In certain countries a significant number of the citizens are Foreign Officials due to the close connections between private enterprise and the government and/or party affiliations. **Alimera Representatives should also be aware that outside of the United States, many physicians, hospitals and other health care providers are quite likely Foreign Officials. The determination as to whether a particular person is an instrumentality of a foreign government is extremely complex. You should always err on the side of caution and should consult with Alimera's Compliance Officer if there is any doubt or uncertainty about this issue.**

Said another way, in many countries, the government owns or operates many businesses including hospitals and employees of those enterprises may be considered a Foreign Official.

Please note that for purposes of this Policy: foreign government or government-run entity refers to authorities and entities outside of the United States.

Facilitating Payments:

Facilitating payments for purposes of this Policy are small payments made to effect routine government actions that involve non-discretionary matters. Some examples of these non-discretionary matters are custom clearances of materials and persons, processing visas, delivering mail, supplying utilities and providing police protection.

Although the FCPA and some other applicable Anti-Bribery Laws may allow these types of payments, the law in this area is complex. For example, such payments are illegal under the UK Bribery Act and almost always illegal under the laws of the host country. For that reason, **facilitating payments are strictly prohibited without receiving prior, written approval from Alimera's Compliance Officer.** In addition, payments that are lawful under the express, written laws of the foreign country in which the action takes place, but appear to be inconsistent with this Policy may on occasion be permissible but only **with the prior written consent of Alimera's Compliance Officer.**

No Materiality Standard

The FCPA does not contain any "materiality" standard; all violations, regardless of the sum of money involved, are considered equally serious and will not be tolerated.

Other Payments to Be Avoided:

Certain types of payments or other benefits to third parties often create an appearance of impropriety and should be avoided without the express consent of the Alimera Compliance Officer. These include:

- Situations where excessive commissions are paid or promised to third party agents or consultants, especially when the services are only vaguely described.
- Situations where the third party is related to or associated with a foreign official.
- Situations where a third party consultant normal line of business is different than that for which we have retained the consultant.
- Situations where the third party becomes involved at the request of a government official.

In order to ensure that its Representatives throughout the world fully comply with this Policy, the FCPA and other applicable Anti-Bribery Laws, Alimera reserves the right to conduct audits and inspections of the facilities, books and records of all of Alimera's Representatives. Failure to cooperate with such an audit will result in immediate termination of our business relationship.

POLITICAL CONTRIBUTIONS OUTSIDE THE U.S.

The FCPA does not prohibit political contributions if the purpose of the contribution does not relate to the obtaining or retention of business.

However, political contributions and activities outside the United States warrant special attention because the purpose of such contributions and activities could be misconstrued as payments to obtain or retain business in a given country. Since Alimera and its subsidiaries are potential government suppliers throughout the world, the legality of such contributions might be questioned if they appear to be closely connected to particular business relationships, or are so large in amounts as to suggest that at least an implicit quid pro quo understanding exists.

It is also recognized that it may be appropriate for Alimera and its subsidiaries to support the political process through contributions to major political parties in some countries where such contributions are legal, publicly known and accepted, and could not be misconstrued as having been made for any improper purpose.

Therefore, with respect to non-U.S., political contributions, Alimera and its subsidiaries will neither fund nor in any way give support to any political party or official thereof or to any candidate for political office, even where permitted by law, unless such political contributions receive the prior approval of the Chief Executive Officer. Prior to submission to the Chief Executive Officer, any such proposed contributions must first be reviewed by the Compliance Officer to assure that they would comply with all applicable laws and policies. Any contributions which are made in accordance with this procedure must be accounted for properly and will be reported to the Audit Committee of the Board of Directors for their information.

Please note that this Policy does not prohibit a Representative in their individual capacity from making lawful political contributions on their own behalf.

Compliance Officer

The CEO of Alimera Sciences, Inc. will designate a Compliance Officer. The Compliance Officer will be responsible for investigating and reporting to the company's Audit Committee all reports of violations of this Policy and for assuring the confidentiality thereof, subject to disclosure obligations to the U.S. Government, any foreign government or state, local or other applicable law enforcement authorities. The Compliance Officer is responsible for this Policy and the administration of training and compliance programs to insure compliance with this Policy.

Compliance and Training Program

The Compliance Officer shall develop and implement a compliance and training program in order to make Representatives knowledgeable about this Policy and Alimera's requirement of strict compliance.

Reporting Violations of this Policy or the Law

- It is the obligation of every director, officer, employee and Representative of Alimera to report all actual or suspected violations of this Policy to Alimera's Compliance Officer or to the Audit Committee Chairman or the Chairman of the Board of Directors.

All reports will be promptly investigated, and appropriate corrective or disciplinary action will be taken. No such report shall result in negative consequences to any individual who in good faith reports a violation of this Policy.

Questions About this Policy

Any Representative with questions about this Policy should talk initially to their primarily business contact at Alimera who shall be responsible for directing them to the appropriate contact at Alimera, or the Representative may contact the Compliance Officer directly.