

# AVANOS MEDICAL, INC.

## CORPORATE GOVERNANCE POLICIES

July 26, 2017

The Board of Directors (“Board”) of Avanos Medical, Inc. (“Corporation”) has adopted these policies to guide the Corporation and the Board on matters of Corporate Governance. The Board will periodically review and reassess the adequacy of these policies. These policies will be made available to stockholders, investors, and the general public through publication on the Corporation’s website ([www.avanos.com](http://www.avanos.com)).

### 1. Responsibility of Board and Directors

The Board is the ultimate decision-making body of the Corporation except for those matters reserved to the stockholders. Directors are expected to regularly attend and participate in Board and committee meetings, review information deemed to be important to the best conduct of business by the Corporation, use reasonable efforts to ensure that information provided is complete, accurate, and adequate for purposes of making decisions on behalf of the Corporation, ask questions when circumstances require, and to be deliberative in their decision making. Directors are also required to bring to the attention of the Board any potential conflicts of interest and to refrain from voting on such matters.

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its stockholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Corporation’s senior executives and its outside advisors and auditors. The directors are also entitled to have the Corporation purchase reasonable directors’ and officers’ liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Corporation’s Certificate of Incorporation, By-Laws and any indemnification agreements, and to exculpation as provided by state law and the Corporation’s Certificate of Incorporation.

### 2. Selection of Chairman and Chief Executive Officer

Pursuant to the Corporation’s By-Laws, at the Board meeting immediately following the Corporation’s annual meeting of stockholders, the Board elects from among its members the Chairman of the Board (“Chairman”). The Board also annually elects the Chief Executive Officer of the Corporation (“CEO”) at such meeting. The Board may from time to time determine that the positions of Chairman and CEO should be held by separate persons. In that event, if the individual elected as Chairman is neither an employee nor an officer of the Corporation, and is determined by the Board to be an independent director, the Chairman shall be designated as a “non-executive” Chairman. If the positions of Chairman and CEO are separated, but the individual elected as Chairman is either an employee or an officer of the Corporation, or is determined by the Board not to be an independent director, the Chairman shall be designed as an “executive” Chairman.

The Chairman of the Board's primary responsibilities include:

- Presiding over meetings of the Board and stockholders, and, if the positions of Chairman and CEO are separated, providing perspective to the CEO regarding discussions at these meetings;
- If the positions of Chairman and CEO are separated and the Chairman is a non-executive, presiding over meetings of the independent directors;
- If the positions of Chairman and CEO are separated and the Chairman is a non-executive, serving as the Chair of the Executive Committee;
- If the positions of Chairman and CEO are separated and the Chairman is a non-executive, coordinating the activities of the independent directors and serving as a liaison between the independent directors, as a group, and the CEO;
- Approving agendas and schedules for Board meetings;
- Reviewing, approving and revising materials for distribution to the Board, in connection with Board meetings or otherwise, as appropriate;
- If the positions of Chairman and CEO are separated and the Chairman is a non-executive, leading, with the Chairman of the Governance Committee, discussion of the Board regarding the annual evaluation of the effectiveness of Board processes;
- If the positions of Chairman and CEO are separated, leading, with the Chairman of the Compensation Committee, Board review and discussion of the CEO's performance and compensation;
- If the positions of Chairman and CEO are separated and the Chairman is a non-executive, providing feedback to individual directors following their periodic evaluation by the Governance Committee (except for feedback on the evaluation of the Chairman of the Board, which will be provided by the Chairman of the Governance Committee);
- Acting as a direct conduit to the Board for the stockholders, employees and others pursuant to policies adopted by the Board; and
- Assuming such other responsibilities that the Board may designate from time to time.

### 3. Lead Director

Rather than separating the roles of Chairman and CEO, the Board may instead determine from time to time that it is in the best interests of the Corporation to combine the roles of Chairman and CEO, with a concurrent designation by the Board of an independent director as the Lead Director. If the positions of Chairman and CEO are combined, or if

the Chairman of the Board is an executive Chairman, then the independent directors will select from among the independent members of the Board a Lead Director for such purposes as the Board may determine from time to time, including those described below. The Lead Director shall also be the Chairman of the Executive Committee, if any, and shall be an *ex-officio* member of all standing committees with the right to participate in such committee proceedings.

The Lead Director's primary responsibilities include:

- Presiding over: (i) meetings of the Board at which the Chairman of the Board is not present (including sessions for independent directors); (ii) meetings or portions of meetings on topics where the Chairman of the Board raises a potential conflict; or (iii) when requested by the Chairman; and providing feedback and perspective to the CEO regarding discussions at these meetings;
- Calling meetings of the independent directors, as appropriate;
- Serving as the Chair of the Executive Committee;
- Coordinating the activities of the independent directors and serving as a liaison between the independent directors, as a group, and the CEO;
- Providing input to the Chairman of the Board with regard to agendas and schedules for Board meetings;
- Providing input to the Chairman of the Board with regard to materials for distribution to the Board, in connection with Board meetings or otherwise, as appropriate;
- Leading, with the Chairman of the Governance Committee, discussion of the Board regarding the annual evaluation of the effectiveness of Board processes;
- Leading, with the Chairman of the Compensation Committee, Board review and discussion of the CEO's performance;
- Providing feedback to individual directors following their periodic evaluation by the Governance Committee (except for feedback on the evaluation of the Lead Director, which will be provided by the Chairman of the Governance Committee);
- Speaking on behalf of the Board when the Chairman of the Board is unable to do so;
- Acting as a direct conduit to the Board for the stockholders, employees and others pursuant to policies adopted by the Board; and
- Assuming such other responsibilities that the Board may designate from time to time.

4. Number of Committees; Charters

The current standing committees of the Board are Audit, Compensation, Compliance, Executive, and Corporate Governance. Each of the Audit, Compensation, Compliance and Governance Committees has a charter that defines its function and responsibilities and that has been approved by the Board. These charters, which are reviewed annually for effectiveness, will be published on the Corporation's website. The functions and responsibilities of the Executive Committee are described in the Corporation's By-laws. In addition to the standing committees, the Board may establish *ad hoc* committees as the Board deems appropriate.

5. Assignment and Rotation of Committee Members

Each year, the Governance Committee, in consultation with the Chairman of the Board, will recommend to the Board committee assignments and chairmanship of each committee for the succeeding year.

The Board has an informal policy, but not a requirement, to consider the rotation of committee assignments every three years and committee chairman every three to five years.

The Lead Director, and all members of the Audit Committee, Compensation Committee, and Governance Committee shall be independent directors in accordance with the standards set forth in Section 17 of these policies and as otherwise may be required by the Corporation's By-Laws, the provisions of the Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

6. Frequency and Length of Board and Committee Meetings

Board and Committee meetings are generally held pursuant to a pre-determined schedule, with additional meetings scheduled as necessary. The length of Board and Committee meetings, and the time devoted to each item on a meeting agenda, depends upon the number and the nature of the items to be discussed at the meeting.

7. Agenda Items for Committee Meetings

The Chairperson of each Committee, in consultation with the Chairman of the Board and appropriate members of management and staff, will develop an agenda which is distributed to all Committee members or all Board members, as appropriate, for review and comment prior to the meeting. Committee members are also expected to suggest items for inclusion on the Committee agendas.

Each Committee will develop and approve an annual work plan and a schedule of agenda subjects to be discussed during the ensuing year at the end of each year. Such work plan and schedule will be modified as appropriate to accommodate new issues or changing circumstances.

8. Agenda Items for Board Meetings

The Chairman of the Board, in consultation with members of senior management, establishes the agenda for each Board meeting. The proposed agenda for each meeting is generally distributed to the members of the Board approximately two weeks prior to the meeting. Board members are also expected to suggest items for inclusion on the agenda.

The Board will review budgets for the next year, long-term strategic plans and the principal issues that the Corporation is expected to face in the future during at least one Board meeting each year.

9. Board and Committee Materials Distributed in Advance

Memoranda and other information important to the Board's and its Committees' understanding of a particular agenda item are generally distributed to the members of the Board or Committee, as applicable, approximately two weeks prior to a Board or Committee meeting so that meeting time may be conserved and discussion time focused on questions that the Board or Committee has about the material.

10. Other Information

In addition to information provided to the Board and its Committees in connection with their meetings, management regularly provides material and timely information to members of the Board and its Committees with respect to the Corporation's businesses, financial condition and prospects, and matters relevant for each Committee.

11. Access to Independent Advisors

The Board and its Committees may engage independent legal, financial, and other advisors whenever they determine that doing so is necessary and appropriate. The Corporation shall pay the fees and expenses of the independent advisors retained by the Board and its Committees.

12. Executive Sessions of Non-Management Directors

The non-management directors of the Board shall meet at least quarterly each year in executive session, both with and without the Chief Executive Officer.

13. Board Access to Senior Management

Board members have significant access to senior management of the Corporation. In addition to senior management who are present at most Board meetings, other members of management are occasionally present at Board meetings to provide additional insight into the agenda items being discussed because of personal involvement in or responsibility for the particular area.

14. Board Compensation Review

Approximately every other year, the Board members are provided a report on the status of the Corporation's Board compensation practices as compared with other U.S. companies of comparable size. It is the Corporation's policy to compensate its directors at a level comparable to that provided by other U.S. companies of comparable size and in a manner determined by the Board to be appropriate for attracting and retaining qualified directors. Changes in Board compensation are suggested by the Governance Committee and are included on the agenda of the Board for discussion. Board compensation is disclosed each year in the Corporation's proxy statement.

15. Size of the Board

The Board believes that a size of 7-10 members is optimal for a corporation of our size and structure.

16. Independent Directors

The Corporation's By-Laws provide that a majority of the Board members shall be independent directors, as determined by the Board. The Governance Committee and the Board will take appropriate action to ensure that the By-Law provision is met.

17. Definition of What Constitutes Independence for Directors

The Board has established the standards described below for what constitutes independence for directors. Those standards are intended to be consistent with the provisions of the Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange. The Board will determine the independence of directors in its business judgment, consistent with applicable laws.

A director will be independent if the Board makes an affirmative determination that a director has no material relationship with the Corporation (directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company). In making this determination the Board will consider all relevant facts and circumstances including the materiality of the relationship to the director and to persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consultant, legal, accounting, charitable and familial relationships (among others). The Board will review all commercial and other relationships the Corporation has with directors on at least an annual basis and with nominees prior to their election to the Board.

The Board has determined that a director is presumed to be independent unless any of the following are applicable to the director:

A. Employment with Corporation:

- the director is, or during the preceding three years has been, an employee of the Corporation, its subsidiaries or equity affiliates;
- the director has received during any twelve-month period within the preceding three years more than \$120,000 in direct compensation from the Corporation, its subsidiaries or equity affiliates, other than (i) director and committee fees and (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- an immediate family member of the director is, or during the preceding three years has been, an executive officer of the Corporation or one of its subsidiaries;
- an immediate family member of the director has received during any twelve-month period within the preceding three years more than \$120,000 in direct compensation for service as an executive employee of the Corporation, its subsidiaries or equity affiliates, other than (i) director and committee fees and (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

B. Affiliation with Independent Auditor or Internal Auditor:

- the director is (i) a current partner or employee of a firm that is the Corporation's internal or external auditor, or (ii) was a partner or employee of such firm within the preceding three years and personally worked on the Corporation's audit within that time;
- the director has an immediate family member who (i) is a current partner of a firm that is the Corporation's internal or external auditor, (ii) is a current employee of such firm and personally works on the Corporation's audit, or (iii) was a partner or employee of such firm within the preceding three years and personally worked on the Corporation's audit within that time;

C. Compensation Committee Interlocks:

- the director is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's current executive officers at the same time serves or served as a member of the compensation committee of such other company;
- an immediate family member of the director is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's current executive officers at the same time serves or served as a member of the compensation committee of such other company;

D. Business or Charitable Relationships with the Corporation:

- Director Transactions Material to Corporation. The director is a current executive officer, employee or owner of more than ten percent of the equity of another company that has made payments to or received payments from the Corporation, its subsidiaries or equity affiliates for property or services in an amount which, in any of the last three fiscal years, exceeds two percent of the Corporation's annual consolidated gross revenues;
- Family Member Transactions Material to Corporation. An immediate family member of the director is a current executive officer of another company that has made payments to or received payments from the Corporation, its subsidiaries or equity affiliates for property or services in an amount which, in any of the last three fiscal years, exceeds two percent of the Corporation's annual consolidated gross revenues;
- Director Transactions Material to Director. The director is a current executive officer, employee or owner of more than ten percent of the equity of another company that has made payments to or received payments from the Corporation, its subsidiaries or equity affiliates for property or services in an amount which, in any of the last three fiscal years, exceeds (i) two percent of the other company's annual consolidated gross revenues or (ii) \$1 million, whichever is greater;
- Family Member Transactions Material to Director. An immediate family member of the director is a current executive officer of another company that has made payments to or received payments from the Corporation, its subsidiaries or equity affiliates for property or services in an amount which, in any of the last three fiscal years, exceeds (i) two percent of the other company's annual consolidated gross revenues or (ii) \$1 million, whichever is greater;
- Director Indebtedness. The director is an executive officer, employee or owner of more than ten percent of the equity of another company that is indebted to the Corporation or to whom the Corporation is indebted and the total amount of either company's indebtedness to the other is greater than five percent of the total consolidated assets of the company owing the indebtedness;
- Family Member Indebtedness. An immediate family member of the director is an executive officer of another company that is indebted to the Corporation or to whom the Corporation is indebted and the total amount of either company's indebtedness to the other is greater than five percent of the total consolidated assets of the company owing the indebtedness; and
- Charitable Relationships. The director or an immediate family member of the director serves as an executive officer, director or trustee of a charitable organization, and the Corporation's charitable contributions to that organization during any of the prior three years exceeded the greater of (i) \$1 million or (ii) two percent of the charitable organization's consolidated gross revenues for that year. Contributions made pursuant to the automatic matching of employee contributions



will not be included in the determination of charitable contributions or receipts for this purpose

An “immediate family member” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares that person’s home. An individual will no longer be considered an immediate family member after legal separation, divorce, death or incapacity.

To the extent permitted by applicable rules of the Securities and Exchange Commission and New York Stock Exchange, the Board may determine that a director or nominee is an independent director for other reasons as long as the Board determines that such person is independent of management and free from any relationship that in the opinion of the Board would interfere with such person’s independent judgment as a member of the Board. Prior to the Board making this determination, the Governance Committee must make a similar determination and recommend to the Board that the director be determined to be independent.

Similarly, the Committee may determine that a director or nominee is not independent even if he or she otherwise satisfies the presumptions described above if the Board determines that such person has a relationship to the Corporation or management that interferes with such person’s independent judgment as a member of the Board.

18. Former Executive Officer's Board Membership

When a Board member who is also an Executive Officer of the Corporation resigns from that officer position, he/she will offer his/her resignation from the Board at the same time. Exceptions are possible, and the issue of whether the individual continues to serve on the Board is a matter for discussion at that time by the Board.

19. Board Membership Criteria

The Governance Committee reviews candidates for Board membership on a regular basis and whether such nominees have the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board. The Governance Committee shall establish criteria for the selection of potential directors, taking into account the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints.

20. Selection of New Director Candidates

The Board itself is responsible for approving candidates for Board membership. The Board has delegated the screening and recruitment process to the Governance Committee, in consultation with the Chairman of the Board and the Chief Executive Officer.

21. Extending the Invitation to a New Potential Director to Join the Board

Invitations to join the Board are extended by the Chairman of the Governance Committee

and the Chairman of the Board.

22. Orientation of New Board Members

New Board members are provided with materials and information regarding the Corporation and its operations, meet with members of senior management and other Board members, and have the opportunity to tour relevant facilities of the Corporation prior to beginning their service on the Board. The Governance Committee periodically reviews and evaluates the orientation process to ensure its effectiveness.

23. Assessing the Board's Performance

At least annually, the Governance Committee shall evaluate the performance and effectiveness of the Board and report its conclusions to the Board. Each standing Committee, with the assistance of the Governance Committee, shall conduct a similar evaluation of the performance and effectiveness of each such Committee.

24. Assessing Director Performance

The Governance Committee shall assess the performance of each director at least once every three years and determine whether that director should be nominated for election to an additional term. This determination is made following an assessment of the director's performance, including the following factors: the director's attendance, understanding of the Corporation's businesses, understanding of the Corporation's strategies, overall level of involvement, contributions to the Board, number of other boards on which the director serves, any change in the independence of the director, and any change in status of the director (as described in the next section of the Corporate Governance Policies). In addition, the Governance Committee may choose not to re-nominate any director if it believes that the Board needs to add skills and experiences to the Board that are not possessed by a director. No director shall have tenure on the Board. The process of director assessment will not alter the rights of the Board to request the resignation of a director at any time.

25. Directors Who Change Their Job Responsibility or Status

Individual directors who experience a significant change (including retirement) in the principal position, job responsibility or status they held when they were most recently elected to the Board are expected to (a) provide written notice of such change to the Chairman of the Board and the Chairman of the Governance Committee and (b) offer their resignation from the Board and all Committees. The Board does not believe that a director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes the Governance Committee should have the opportunity to assess each situation, based on the individual circumstances, and make a recommendation to the Board. The Board will assess the performance of a director who experiences a significant change to determine whether such director should continue under these circumstances. A determination as to whether a director would be asked to continue service to the Board would be made following an assessment of the director's performance, including the following factors: attendance, understanding of the Corporation's businesses, understanding of the Corporation's strategies, overall level of

involvement, contributions to the Board, number of other boards on which the director serves and any change in the independence of the director. If the Board determines that it is not appropriate for the director to continue Board membership, the Board will accept such offer of resignation.

26. Term Limits

Term limits should not be established for Board membership. Term limits hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole.

27. Retirement Age

Outside directors must retire from the Board no later than immediately prior to the annual meeting of stockholders following their attaining the age of 72. Directors who are members of management of the Corporation must retire from the Board no later than their attaining the age of 65. The Governance Committee may in appropriate circumstances determine to grant exceptions to this policy when doing so is determined to be in the best interests of the Corporation.

28. Formal Evaluation of the Chief Executive Officer

The performance evaluation of the Chief Executive Officer by the full Board is coordinated on an annual basis by the Chairman of the Board (if he is a non-executive) or the Lead Director (if the Chairman is an executive), together with the Chairman of the Compensation Committee. The evaluation is based on objective criteria including, without limitation, the performance of the Corporation and the accomplishment of short-term operating and long-term strategic objectives. The CEO provides the Board annually with a report on such performance and accomplishments. The results of the evaluation are used by the Compensation Committee in considering the compensation of the CEO. The performance evaluation is conducted at a meeting of the Board at which only the outside directors are present and the Chairman of the Board or the Lead Director, as the case may be, presides as Chairman. The results of the evaluation are then communicated to the Chief Executive Officer by the Chairman of the Board or the Lead Director, as the case may be, and the Chairman of the Compensation Committee in a private meeting.

29. Management Development and Succession Planning

On a regular basis, Board members are made aware of the development of senior management, including those members of senior management that are elected officers by the Board. The members of the Board on an annual basis will discuss the Corporation's plans for succession of the Chief Executive Officer upon his retirement or in the event he is unable to serve in such capacity.

30. Board Interaction with Institutional Investors, the News Media, Customers, etc.

Management speaks for the Corporation. Individual Board members may, from time to

time, meet or otherwise communicate with various constituencies that are involved with the Corporation. However, it is expected that Board members would do this with the knowledge of management.

31. Corporation's Code of Conduct

The Board has previously adopted a Code of Conduct that is applicable to all employees, officers and directors of the Corporation. The Board shall continue to be responsible for the stewardship of the Corporation's Code of Conduct and will periodically evaluate the Code of Conduct to ensure that it conforms to applicable laws and best practices.

32. Director Education Policy

The Corporation believes that continuous learning for its employees and directors will help the Corporation more effectively accomplish its objectives. Accordingly, the Corporation will reimburse each director for expenses associated with their attendance at seminars on issues related to Board service or corporate governance.

33. Director Stock Ownership Guidelines

To further align the interests of the Corporation's directors with stockholders, within three years of joining the Board, all non-employee Directors should own an amount of the Corporation's stock or stock units at least equal in value to five times the annual Board cash compensation. For the purpose of these guidelines, a Director is deemed to "own" beneficially-owned shares, as well as restricted shares and restricted stock units (whether or not any applicable restrictions have lapsed), but not stock options (whether unvested or vested).

34. Plurality-Plus Voting Policy for Directors

In an uncontested election of directors, if any director nominee receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote"), then the director will promptly tender his or her resignation to the Board following certification of the stockholder vote. Any such resignation shall specify that it will become effective upon Board acceptance of the resignation.

If a director nominee receives a Majority Withheld Vote and tenders his or her resignation, then the Governance Committee will act to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board will act on the Governance Committee's recommendation within 90 days of the certification of the stockholder vote.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board action regarding whether to accept the resignation. If all of the directors who are members of the Governance Committee receive a Majority Withheld Vote in the same election, then the Board shall appoint a committee of independent directors who did not receive a Majority Withheld Vote in that election to consider such resignation and recommend to the Board whether to accept or reject it, or the Board may take up the issue directly without a previous recommendation.

The Governance Committee and the Board may consider any factors and information they deem relevant in deciding whether to accept a director's resignation, including: (i) any reasons given by stockholders for their withhold votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Board, and (vi) the overall composition of the Board and the composition of its committees, including whether accepting the resignation would cause the Company to fail to meet any applicable standards of the Securities and Exchange Commission or the New York Stock Exchange. If the Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

If the Board determines that the director shall remain on the Board and does not accept the director's resignation, the Corporation will promptly disclose the Board's decision in a Form 8-K or other Securities and Exchange Commission document that satisfies the Form 8-K disclosure obligations. For clarity, this resignation policy shall not apply in contested director elections, in which the number of director nominees exceeds the number of board seats open for election.