



AVANOS MEDICAL, INC.

COMPLIANCE COMMITTEE CHARTER

Amended and Restated Effective as of November 23, 2021

Organization

This charter governs the operations of the Compliance Committee of the Board of Directors of Avanos Medical, Inc. The Compliance Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes of the charter to the Board for approval. The Corporation's Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairman of, the Compliance Committee to the Board for its approval. The Compliance Committee shall be comprised of at least two directors, each of whom is independent of management and the Corporation. The Compliance Committee shall maintain minutes of its meetings and report to the Board.

Policy

The Compliance Committee shall: (1) oversee and monitor matters relating to the Corporation's compliance with applicable laws and regulations throughout the world ("Compliance") other than those relating to matters reserved for the Audit Committee, and (2) oversee matters relating to sustainability, corporate social responsibilities and corporate citizenship. The Compliance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Compliance Committee. The Compliance Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Compliance Committee or to meet with any members of, or consultants to, the Compliance Committee.

Areas of Oversight

The Compliance Committee shall:

1. Provide oversight and monitoring of Compliance matters, provided that the Audit Committee shall have sole oversight over compliance programs relating to financial matters, including auditing, financial reporting, and disclosures to investors.
2. Provide oversight and monitoring of the following areas of the Corporation's Compliance program and receive periodic reports from management on such areas:

- Code of Conduct
 - Conflicts of Interest
 - Consumer Protection
 - Customs and Export Controls
 - Ethics
 - Environment
 - False Claims
 - Foreign Corrupt Practices Act and Similar Anti-Bribery Laws
 - Fraud and Abuse Laws including Anti-Kickback
 - Government Reimbursement Programs, including Medicare
 - Government Relations
 - Health and Safety
 - Interactions with Healthcare Professionals
 - Information Systems Security
 - Intellectual Property
 - International Distributors
 - Labor & Employment
 - Physical Security
 - Public Policy
 - Quality
 - Recalls
 - Regulatory including FDA
 - Safety
 - Sales of Products or Services to US or Foreign Governments, including entities owned by such governments
 - Sunshine Act and Other Laws Relating to Reporting of and Transparency with Respect to Payments to Healthcare Professionals
 - Transportation.
3. Provide oversight of the Corporation's sustainability, corporate social responsibility and corporate citizenship policies, programs and initiatives and any risks related thereto and receive periodic reports from management on such policies, programs and initiatives and their effectiveness.
 4. Provide oversight of the Corporation's political activities, including the periodic review of any related policies.

5. Monitor the Corporation's efforts to implement programs, policies and procedures relating to Compliance matters, and the training of employees and others on such matters.
6. Review the results of compliance related audits conducted by the Corporation and by the FDA or other regulators.
7. Review those portions of the Corporation's disclosure documents containing significant information relating to matters within the Compliance Committee's mandate such as the Corporation's Corporate Citizenship Report.
8. Request or oversee the investigation of any significant instances or potential instances of noncompliance with laws or the Corporation's Compliance programs, policies or procedures; provided, however, that any instances or potential instances of financial noncompliance shall be directed to the Audit Committee for investigation.
9. Review on a regular basis litigation matters filed against the Corporation related to alleged violations of laws and regulations.
10. Review on a regular basis the Corporation's Compliance risk assessment plan.
11. At least annually, the Compliance Committee shall coordinate with the Audit Committee to discuss matters of mutual interest within the context of each Committee's respective areas of oversight, and as necessary and appropriate, the Compliance Committee shall coordinate with other Committees to discuss matters of mutual interest within the context of each Committee's respective responsibilities.
12. Identify and investigate emerging Compliance issues, trends and risks which may affect the Corporation.
13. Periodically review the Corporation's compliance oversight structure and the allocation of resources and responsibilities across the organization.
14. In consultation with the Governance Committee, conduct an annual evaluation of the performance and effectiveness of the Compliance Committee and report the results of that evaluation to the Board.
15. Have such other duties and oversight and monitoring responsibilities as may be assigned to the Compliance Committee, from time to time, by the Board and/or the Chairman of the Board.

While the Compliance Committee has the oversight and monitoring responsibilities and powers set forth in this charter, it is not the duty of the Compliance Committee to conduct investigations to assure compliance with laws and regulations and the Corporation's Code of Conduct.