



COMPLIANCE COMMITTEE OF
THE BOARD OF DIRECTORS

(Adopted April 27, 2016)

Complaint Procedures for Compliance Matters

Halyard Health, Inc. (the “Corporation”) is committed to compliance with all applicable laws and regulations throughout the world. Accordingly, the Compliance Committee of the Board of Directors of the Corporation (the “Compliance Committee”) has established the following procedures for (1) the receipt, retention and treatment of complaints regarding compliance matters and (2) the confidential, anonymous submission by employees of concerns regarding compliance matters (“Compliance Matters”). Individuals are encouraged to bring to the attention of the Corporation any concerns regarding these matters.

These procedures are intended to work with and be complementary to the procedures described under “Resources for Asking Questions or Reporting Concerns” in the Corporation’s Code of Conduct. In addition, the Audit Committee of the Board of Directors of the Corporation (the “Audit Committee”) has established procedures for the receipt and handling of complaints regarding accounting and auditing matters (“Accounting and Auditing Matters”). Individuals with concerns or complaints about Accounting and Auditing Matters should follow those procedures <https://halyardhealth.investorroom.com/complaint-procedures-for-accounting-and-auditing-matters>.

The procedures set forth below are intended to be a general guideline. No procedures are suitable for every possible situation and therefore, in individual circumstances, reasonable, good faith deviations from these procedures may be appropriate.

Non-Retaliation Policy

The Corporation will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Compliance Matters or otherwise.

Receipt of Complaints and Concerns

- The Compliance Committee has determined that the Corporation's Senior Vice President – General Counsel and Chief Ethics and Compliance Officer (the “General Counsel”) is the appropriate individual to initially handle complaints under these procedures.
- Individuals may report good faith complaints or concerns regarding Compliance Matters on a confidential or anonymous basis directly to the Corporation's General Counsel at:

Halyard Health, Inc.
5405 Windward Parkway
Alpharetta, Georgia 30004
Attention: Senior Vice President – General Counsel, and
Chief Ethics & Compliance Officer

or

to the Director of Global Security at the same address.

Scope of Matters Covered by These Procedures

These procedures relate to complaints and concerns relating to any questionable Compliance Matters. By way of example, and without limitation, these may include:

- Violations of the Corporation's Code of Conduct;
- Violations of the U.S. Foreign Corrupt Practices Act, the United Kingdom Anti-bribery Act, or similar laws of any other country or jurisdiction;
- Violations of the laws and regulations governing the manufacturing and quality of the Corporation's products;
- Violations of the laws and regulations regarding the proper labelling of the Corporation's products;
- Violations of the laws and regulations regarding the Corporation's interactions with healthcare providers, including anti-kickback laws;
- Violations of the laws and regulations regarding the importing and exporting products, technology, or data; or
- Violations of laws and regulations regarding the Corporation's sale of products to governmental entities, including the U.S. False Claims Act or similar laws in any other country or jurisdiction.

Complaints or concerns about Accounting and Auditing Matters should be made to the Audit Committee of the Board of Directors of the Corporation in accordance with Complaint Procedures established by that committee <https://halyardhealth.investorroom.com/complaint-procedures-for-accounting-and-auditing-matters>.

Treatment of Complaints and Concerns

- Any complaints received by the Director of Global Security will be forwarded to the General Counsel. Upon receipt of a complaint or concern, the General Counsel will (i) determine whether it pertains to Compliance Matters and (ii) when possible, acknowledge receipt of the complaint to the sender.
- Complaints or concerns that do not relate to Compliance Matters will be reviewed by the General Counsel. The General Counsel will determine whether or not to conduct an investigation of such complaint or concern, and if so, how to proceed.
- Complaints or concerns relating to Compliance Matters will be reviewed by the General Counsel with the assistance of the Internal Audit and Global Security departments, or such other persons or departments as the General Counsel determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with conducting an adequate review.
- The General Counsel will regularly provide to the Compliance Committee a report of complaints received that relate to Compliance Matters and whether any corrective action is necessary.
- Prompt and appropriate corrective action relating to Compliance Matters will be taken when and as warranted in the judgment of the Compliance Committee.
- If an individual is not satisfied with the actions taken by the Corporation in response to a complaint, the individual may report the matter to the Chairman of the Compliance Committee of the Board of Directors. Any such report should be addressed to the Chairman of the Compliance Committee of Halyard Health, c/o the Corporate Secretary at the address noted above.
- The General Counsel and his/her designees will be responsible for the interpretation of these procedures and advise and counsel the Board, Compliance Committee and Corporation regarding compliance with the Corporation's procedures and applicable laws.

Reporting and Retention of Complaints, Concerns and Investigations

- The General Counsel will maintain a log of all complaints related to Compliance Matters, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Compliance Committee. Copies of complaints and such log will be maintained in accordance with the Corporation's document retention policy.

- The General Counsel, or his/her designee, will also maintain a log of all complaints not related to Compliance Matters, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Board of Directors. Copies of complaints and such log will be maintained in accordance with the Corporation's document retention policy.

Availability and Awareness

- These procedures will be posted to the Corporate Governance portion of the corporation's website (www.HalyardHealth.com).
- Persons outside of the Corporation who have complaints regarding Compliance Matters may follow these procedures for reporting the matters to the General Counsel or the Global Security department or may follow the procedures set forth in [Communications with the Board](#).