

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K**

(Mark One)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2023

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-36440

**ΔVΔNOS**

**Avanos Medical, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**46-4987888**

(State or other jurisdiction of incorporation)

(I.R.S. Employer Identification No.)

**5405 Windward Parkway**

**Suite 100 South**

**Alpharetta, Georgia 30004**

(Address of principal executive offices) (Zip code)

**Registrant's telephone number, including area code: (844) 428-2667**

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock—\$0.01 Par Value**

(Title of each class)

**AVNS**

(Trading Symbol)

**New York Stock Exchange**

(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates or registrant on June 30, 2023 was \$ 1,191,714,961.

As of February 13, 2024, there were 46,202,992 shares of Avanos Medical, Inc. common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information contained in the definitive Proxy Statement for the Avanos Annual Meeting of Stockholders to be held on April 25, 2024 is incorporated by reference into Part III.



**AVANOS MEDICAL, INC.**

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**PART I**

**Information Concerning Forward-Looking Statements**

This Annual Report on Form 10-K (this "Form 10-K") and other materials we have filed or furnished or will file or furnish with the SEC (as well as information included in our oral or other written statements) contain, or will contain, certain "forward-looking statements," within the meaning of the Private Securities Litigation Reform Act of 1995, regarding business strategies, market potential, future financial performance and other matters. Forward-looking statements may appear throughout this Form 10-K, including without limitation, in the following sections: Item 1 "Business;" Item 1A "Risk Factors;" and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as "may," "believe," "will," "expect," "project," "intend," "estimate," "anticipate," "plan" or "continue" and similar expressions, among others. The matters discussed in these forward-looking statements are based on the current plans and expectations of our management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. These factors include, but are not limited to:

- general economic conditions particularly in the United States;
- weakening of economic conditions that could adversely affect the level of demand for our products;
- pricing pressures generally, including cost-containment measures that could adversely affect the price of or demand for our products;
- fluctuations in global equity and fixed-income markets;
- our ability to successfully execute on or achieve the expected benefits of our restructuring initiative;
- supply chain issues and inflationary pressures;
- a resurgence of the ongoing COVID-19 pandemic;
- changes in the competitive environment;
- the loss of current customers or the inability to obtain new customers;
- cybersecurity threats, including breaches of or cyberattacks on our information systems;
- the ongoing regional conflicts between Russia and Ukraine and in the Middle East;
- concentration of our manufacturing operations in Mexico;
- financial conditions affecting the banking system and the potential threats to the solvency of commercial banks;
- litigation and enforcement actions;
- price fluctuations in key commodities;
- fluctuations in currency exchange rates;
- disruptions in the supply of raw materials for or the manufacture or distribution of our finished goods;
- changes in governmental regulations that are applicable to our business;
- our ability to realize the intended benefits of acquisition or merger transactions;
- changes in asset valuations including write-downs of assets such as inventory, accounts receivable or other assets for impairment or other reasons and
- the other matters described in Item 1A - "Risk Factors" in this Form 10-K.

You are cautioned not to unduly rely on such forward-looking statements when evaluating the information in this Form 10-K. Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of our management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Any forward-looking statement made by us in this Annual Report on Form 10-K speaks only as of the date of this report. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws.

## ITEM 1. BUSINESS

### Overview

Avanos Medical, Inc. is a medical technology company focused on delivering clinically superior medical device solutions that help patients get back to the things that matter. Headquartered in Alpharetta, Georgia, we are committed to addressing some of today's most important healthcare needs, including providing a vital lifeline for nutrition to patients from hospital to home, and reducing the use of opioids while helping patients move from surgery to recovery. We develop, manufacture and market our recognized brands globally and hold leading market positions in multiple categories across our portfolio. Unless the context indicates otherwise, the terms "Avanos," "the Company," "we," "our" and "us" refer to Avanos Medical, Inc. and its consolidated subsidiaries. We were originally incorporated in Delaware in 2014. The address of our principal executive offices is 5405 Windward Parkway, Suite 100 South, Alpharetta, Georgia 30004, and our telephone number is (844) 428-2667.

We conduct our business in one operating and reportable segment that provides our medical device products to healthcare providers and patients. We have manufacturing facilities in the United States and Mexico. Within our single reportable segment, we provide a portfolio of innovative product offerings focused on Digestive Health and Pain Management and Recovery to improve patient outcomes and reduce the cost of care.

*Digestive Health* is a portfolio of products that includes our MIC-KEY enteral feeding tubes, Corpak patient feeding solutions and NeoMed neonatal and pediatric feeding solutions. In the year ended December 31, 2023, our legacy enteral feeding tubes, which includes our MIC-KEY enteral feeding tubes, our Corpak feeding solutions and our NeoMed neonatal and pediatric feeding solutions each accounted for more than 10% of our consolidated net sales. In the year ended December 31, 2022, our legacy enteral feeding tubes and our NeoMed neonatal and pediatric feeding solutions feeding solutions each accounted for more than 10% of our consolidated net sales. In the year ended December 31, 2021, our legacy enteral feeding tubes and our Corpak feeding solutions each accounted for more than 10% of our consolidated net sales.

*Pain Management and Recovery* is a portfolio of non-opioid pain solutions including:

- Surgical pain and recovery products such as ON-Q and ambIT surgical pain pumps and Game Ready cold and compression therapy systems. In the years ended December 31, 2023 and 2022, our ON-Q surgical pain pump individually accounted for more than 10% of our consolidated net sales. In the year ended December 31, 2021, our surgical pain products, which includes both On-Q and ambIT pumps, accounted for more than 10% of our consolidated net sales.
- Interventional pain solutions, which provide minimally invasive pain relieving therapies, such as our COOLIEF pain therapy, OrthogenRx's knee osteoarthritis hyaluronic acid ("HA") pain relief injection products and Trident radiofrequency ablation ("RFA") products used to treat chronic pain conditions. In the year ended December 31, 2023, products associated with our COOLIEF pain therapy accounted for more than 10% of our consolidated net sales. In the year ended December 31, 2022, COOLIEF pain therapy products and our OrthogenRx pain relief injection products (GenVisc and TriVisc), each accounted for more than 10% of our consolidated net sales. In the year ended December 31, 2021, products associated with our COOLIEF pain therapy accounted for more than 10% of our consolidated net sales.

### Acquisitions

On June 17, 2023 we entered into a definitive agreement to acquire Diros Technology Inc. ("Diros"), a leading manufacturer of innovative radiofrequency (RF) products used to treat chronic pain conditions. On July 24, 2023, we closed the acquisition of Diros for approximately \$53.0 million, consisting of \$2.5 million cash paid upon entry into the definitive agreement and \$50.5 million in cash at closing less working capital and other adjustments, with an up to additional \$7.0 million payable in contingent cash consideration based on achievement of certain performance objectives defined in the purchase agreement (the "Diros Acquisition"). The purchase price for the Diros Acquisition was funded by available cash on hand and proceeds from our Revolving Credit Facility. For further information regarding the acquisition of Diros, see "Business Acquisition" in Note 6 to the Consolidated financial statements in Item 8 of this Form 10-K.

On January 20, 2022, we acquired all of the equity voting interests and completed the acquisition of OrthogenRx, Inc. ("OrthogenRx"), which is focused on the development and commercialization of treatments for knee pain caused by osteoarthritis (the "OrthogenRx Acquisition"). The OrthogenRx Acquisition enhanced our interventional pain portfolio. The purchase price was \$130.0 million at closing less working capital adjustments, with up to an additional \$30.0 million payable in contingent cash consideration based on OrthogenRx's growth in net sales during 2022 and 2023. \$10.6 million of contingent cash consideration has been paid based on OrthogenRx's 2022 net sales. The purchase price for the OrthogenRx Acquisition was funded by available cash on hand and the proceeds of borrowings, including from the incurrence of a new incremental tranche of term loans of \$125.0 million, under the Company's prior senior secured revolving credit facility.

During 2019, we completed the acquisition of substantially all the assets of Endoclear, LLC ("Endoclear") and Summit Medical Products, Inc. ("Summit"), and we completed the acquisition of NeoMed, Inc. ("NeoMed") (collectively, the "2019 Acquisitions"). The aggregate purchase price for the 2019 Acquisitions was \$57.5 million, net of cash acquired, plus future contingent payments of \$7.2 million.

#### **Divestiture**

On June 7, 2023, we entered into a Purchase Agreement ("Purchase Agreement") by and among us and certain of our affiliates and SunMed Group Holdings, LLC ("Buyer"), pursuant to which the Buyer agreed to purchase substantially all of the assets primarily relating to or primarily used in our Respiratory Health ("RH") business (the "RH Divestiture"). On October 2, 2023, we closed the sale of our RH business for \$110.0 million in cash, subject to certain adjustments as provided in the Purchase Agreement based on the indebtedness and inventory transferred to Buyer at the closing and the chargebacks assumed by Buyer but that would otherwise have been payable by the Company and its subsidiaries on or after October 2, 2023 to distributors of the Company's RH products located in the United States.

The RH Divestiture represents a key component of Avanos' ongoing three-year transformation process, which was initiated in January 2023 and is aimed at accelerating the Company's efforts to focus its portfolio on markets where it is well positioned to succeed (the "Transformation Process").

In conjunction with the RH Divestiture, we and Buyer entered into various transition services agreements pursuant to which we, Buyer and each company's respective affiliates provide to each other various transitional services, including, but not limited to, product manufacturing and distribution, facilities, order fulfillment, invoicing, quality assurance, regulatory support, audit support and other services. The services generally commenced on the closing date of the RH Divestiture and will terminate in no later than one to three years. For further information regarding the RH Divestiture, see "Discontinued Operations" in Note 2 to the Consolidated financial statements in Item 8 of this Form 10-K.

#### **Sales and Marketing**

We direct our primary sales and marketing efforts toward hospitals, ambulatory care centers, and other sites of care. We engage with physicians and other healthcare providers to highlight the unique benefits and competitive differentiation of our branded products. We work directly with physicians, nurses, professional societies, hospital administrators and healthcare group purchasing organizations ("GPOs") to collaborate and educate on emerging practices and clinical techniques. These marketing programs are delivered directly to healthcare providers. Additionally, we provide marketing programs to our strategic distribution partners throughout the world.

#### **Distribution**

While our products are generally marketed directly to hospitals and other healthcare providers, they are generally sold through third-party wholesale distributors, with some sales directly to healthcare facilities and other end-user customers. In 2023, approximately 43% of our net sales in North America were made through distributors. In the year ended December 31, 2023, sales to Medline Industries, McKesson Corporation, and Owens & Minor, Inc. accounted for approximately 15%, 13%, and 6% of consolidated net sales, respectively. In the year ended December 31, 2022, sales to Medline Industries, McKesson Corporation, and Owens & Minor, Inc. accounted for approximately 12%, 12%, and 5% of consolidated net sales, respectively. In the year ended December 31, 2021, sales to Medline Industries, McKesson Corporation, and Owens & Minor, Inc. accounted for approximately 13%, 11%, and 6% of consolidated net sales, respectively.

Outside North America, sales are made either directly to end-user customers or through distributors, depending on the market served. In 2023, approximately 71% of our net sales outside North America were made through wholesalers or distributors.

We utilize distribution centers in North America, Europe, Australia and Japan. No material portion of our business is subject to renegotiation of profits or termination of contracts at the election of the government.

#### **Group Purchasing Organizations**

Our agreements with GPOs enables us to sell our products to their members, whether sold directly by us or through independent wholesale distributors. Agreements with GPOs are generally renewed every three years. GPOs negotiate pricing and volume purchasing discounts for hospitals, physician practices and other health care providers and institutions. Under our agreements with GPOs, we pay a fee based on sales of our products to GPO members, which is recorded as a reduction of net sales. Approximately 28% of our 2023 global net sales, including sales to wholesale distributors, were contracted through GPOs.

#### **Competition**

While no single company competes with us across the full breadth of our offerings, we face significant competition in U.S. and international markets.

There are a variety of treatment means and alternative clinical practices to address pain management and recovery and digestive health. We face competition from these alternative treatments, as well as improvements and innovations in products and technologies by our competitors. Major competitors include, among others:

- *Digestive Health:* Boston Scientific Corporation, Cook Medical and Applied Medical Technology, Inc.
- *Pain Management and Recovery:* Boston Scientific Corporation, Pacira Pharmaceuticals, Inc., Stryker Corporation, Medtronic plc, Pajunk Medical Systems, Nice Recovery Systems and Bioventus, Inc.

In developing and emerging markets, alternative clinical practices and different standards of care are our primary competition.

While we believe that the number of procedures using our products will grow due, in part, to increasing global access to healthcare, we expect that our ability to compete with other providers of similar products will be impacted by rapid technological advances, pricing pressures and third-party reimbursement practices. We continue to defend our market positions and launched two new products in the U.S. market in 2023. We believe that our key product characteristics, such as proven efficacy, reliability and safety, along with our product launch capability, efficient manufacturing processes, and our established distribution network, field sales organization and customer service group, are important factors that distinguish us from our competitors.

#### **Research and Development**

We continuously engage in research and development to commercialize new products and enhance the effectiveness, reliability and safety of our existing products. We incurred research and development costs of \$27.2 million in 2023, \$29.2 million in 2022 and \$30.6 million in 2021. These amounts consisted primarily of salaries and related expenses for personnel, product trial costs, outside laboratory and license fees, the costs of laboratory equipment and facilities and asset write-offs for equipment associated with unsuccessful product launches. We intend to continue our research and development efforts as a key strategy for growth.

#### **Intellectual Property**

Patents, trademarks and other proprietary rights are very important to our business. We also rely upon trade secrets, manufacturing know-how, continuing technological innovations and licensing opportunities to maintain and improve our competitive position. We review third-party proprietary rights, including patents and patent applications, as they become available, in an effort to develop an effective intellectual property strategy, avoid infringement of third-party proprietary rights, identify licensing opportunities and monitor the intellectual property owned by others.

We hold numerous patents and have numerous patent applications pending in the United States and other countries that relate to the technology used in many of our products. We utilize patents in our Pain Management and Recovery and Digestive Health products. These patents generally expire between 2024 and 2042. None of the patents we license from third parties are material to our business.

We consider the patents and trademarks which we own and the trademarks under which we sell certain of our products, as a whole, to be material to our business. However, we do not consider our business to be materially dependent upon any individual patent or trademark.

#### **Raw Materials**

We use a wide variety of raw materials and other inputs in our production processes. We base our purchasing decisions on quality assurance, cost effectiveness and regulatory requirements, and we work closely with our suppliers to assure continuity of supply while maintaining high quality and reliability. We primarily purchase these materials from external suppliers, some of which are single-source suppliers.

#### **Regulatory Matters**

The development, manufacture, marketing, sale, promotion and distribution of our products are subject to comprehensive government regulation. Government regulation by various national, regional, federal, state and local agencies, both in the United States and other countries, addresses (among other matters) inspection of, and controls over, research and laboratory procedures, clinical investigations, product approvals and manufacturing, labeling, packaging, marketing and promotion, pricing and reimbursement, sampling, distribution, quality control, post-market surveillance, servicing, record keeping, storage and disposal practices. Our operations are also affected by trade regulations in many countries that limit the import of raw materials and finished products and by laws and regulations that seek to prevent corruption and bribery in the marketplace (including the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act, which provide guidance on corporate interactions with government officials) and require safeguards for the protection of personal data. In addition, we are subject to laws and regulations pertaining to healthcare fraud and abuse, including state and federal anti-kickback and false claims laws in the United States.

Compliance with these laws and regulations is costly and materially affects our business. Among other effects, healthcare regulations substantially increase the time, difficulty and costs incurred in obtaining and maintaining approval to market newly developed and existing products. For example, in the United States, before we can market a new medical product, or market a new use for, claim for or significant modification to an existing product, we generally must first receive clearance under Section 510(k) of the Food, Drug and Cosmetic Act ("510(k) clearance") from the United States Food and Drug Administration ("FDA"). In order for us to obtain 510(k) clearance, the FDA must determine that our proposed product is substantially equivalent to a device legally on the market, known as a predicate device, with respect to intended use, technology, safety and effectiveness. Similarly, most major markets for medical devices outside the United States also require clearance, approval or compliance with certain standards before a product can be commercially marketed. For instance, the European Union, or EU, harmonized national regulations for the control of medical devices through the European Medical Device Directive ("EU MDD") with which manufacturers must comply. To sell medical devices in the EU, manufacturers must place a CE mark on their products, signifying to customers that the products meet EU requirements for safety and performance. For all but the lowest risk medical devices, manufacturers must have approval from a notified body prior to placing the CE mark on their devices. Medical devices without a CE mark may not be sold or distributed in the EU.

During 2021, the European Union adopted the EU Medical Device Regulation ("EU MDR"), replacing the EU MDD. The main goal of this regulation is to enhance product safety, quality and transparency for medical devices within the European Union. To achieve this, the EU MDR includes significant new requirements for medical devices, including enhanced requirements for clinical evidence and documentation, increased focus on device identification and traceability, and additional post-market surveillance and diligence. Compliance with the EU MDR requires re-certification of many of our products to the enhanced standards, during a transition period ending May 26, 2024. Complying with the EU MDR will require us to incur significant expenditures.

We expect that ensuring compliance with these regulations will continue to require significant technical expertise and capital investment. Failure to comply with applicable regulations will delay the release of a new product or result in regulatory and enforcement actions, the seizure or recall of a product, the suspension or revocation of the authority necessary for a product's production and sale and other civil or criminal sanctions, including fines and penalties.

In addition to regulatory initiatives, our business can be affected by ongoing studies of the utilization, safety, efficacy and outcomes of healthcare products and their components. These studies, which are regularly conducted by industry participants, government agencies and others, can call into question the utilization, safety and efficacy of previously marketed products. In some cases, these studies have resulted, and may in the future result, in the discontinuance of, or limitations on, marketing of products domestically or worldwide, and may give rise to claims for damages from persons who believe they have been injured as a result of their use.

Access to healthcare products continues to be a subject of investigation and action by governmental agencies, legislative bodies and private organizations in the United States and other countries. A major focus is cost containment. Efforts to reduce healthcare costs are also being made in the private sector, notably by healthcare payors and providers, which have instituted various cost reduction and containment measures. We expect insurers and providers to continue attempts to reduce the cost of healthcare products. Outside the United States, many countries control the price of healthcare products directly or indirectly, through reimbursement, payment, pricing, coverage limitations, or compulsory licensing. Budgetary pressures in the United States and in other countries may also heighten the scope and severity of pricing pressures on our products for the foreseeable future.

We expect debate to continue during the next several years at all government levels worldwide over the marketing, availability, method of delivery, and payment for healthcare products and services. We believe that future legislation and regulation in the markets we serve could affect access to healthcare products and services, increase rebates, reduce prices or the rate of price increases for healthcare products and services, change healthcare delivery systems, create new fees and obligations, or require additional reporting and disclosure. It is not possible to predict the extent to which we or the healthcare industry in general might be affected by the matters discussed above. Such legislative or regulatory changes could have a material adverse effect on our business by reducing the prices paid for our products or imposing other requirements.

Since we market our products worldwide, certain products and variations of product lines must also meet other local regulatory requirements. Certain additional risks are inherent in conducting business outside the United States, including price and currency exchange controls, changes in currency exchange rates, limitations on participation in local enterprises, expropriation, nationalization, and other governmental action.

Demand for many of our existing and new medical devices is, and will continue to be, affected by the extent to which government healthcare programs and private health insurers reimburse our customers for patients' medical expenses in the countries where we do business. Statutory and regulatory requirements for Medicaid, Medicare, and other government healthcare programs govern provider reimbursement levels. From time to time, legislative changes are made to government healthcare programs that impact our business, and the federal and/or state governments may continue to enact measures in the

future aimed at containing or reducing reimbursement levels for medical expenses paid for in whole or in part with government funds. We cannot predict the nature of such measures or their impact on our business, results of operations, financial condition and cash flows. Any reduction in the amount of reimbursements received by our customers could have a material adverse effect on our business by reducing their selection of our products and the prices they are willing to pay.

#### **Environmental, Health and Safety Matters**

Our operations are subject to federal, state, provincial and local laws, regulations and ordinances relating to various environmental, health and safety matters. We believe our operations are in compliance with, or we are taking actions designed to ensure compliance with, these laws, regulations and ordinances. However, the nature of our operations exposes us to the risk of claims concerning non-compliance with environmental, health and safety laws or standards, and there can be no assurance that material costs or liabilities will not be incurred in connection with those claims. We are not currently named as a party in any judicial or administrative proceeding relating to environmental, health or safety matters.

While we have incurred in the past several years, and will in the future continue to incur, capital and operating expenditures in order to comply with environmental, health and safety laws, regulations and ordinances, we believe that our future cost of compliance with such regulations and ordinances, and our exposure to liability for environmental, health and safety claims will not have a material adverse effect on our business, results of operations, financial condition or cash flows. However, future events, such as changes in existing laws and regulations, or contamination of sites owned, operated or used for waste disposal by us (including currently unknown contamination and contamination caused by prior owners and operators of such sites or other waste generators) may give rise to additional costs which could have a material adverse effect on our financial condition, results of operations or liquidity.

#### **Employees and Human Capital Management**

Employees are our most-valued resource and are at the center of everything we do. Their talent, diversity and commitment are crucial to our innovation and success. Our work environment fosters personal, professional and corporate growth and nurtures innovation through product development and customer solutions. Our global teams work together in a spirit of cooperation to improve health and healthcare every day.

Employee demographics presented in the table below represent the number of employees as of December 31, 2023:

Global Employees	2023	% of Total
United States	881	23.3%
Mexico	2,665	70.7%
Latin America	10	0.3%
Europe, Middle East and Africa	108	2.9%
Asia Pacific	107	2.8%
<b>Total</b>	<b>3,771</b>	

#### *Compensation*

We strive to compensate employees competitively and fairly in markets throughout the world. Compensation for salaried employees is strongly tied to performance objectives. Salaried employees above a certain pay grade have a substantial portion of their total compensation subject to performance objectives. More about the compensation paid to our executive officers can be found in the proxy statement relating to our 2024 Annual Meeting of Stockholders (the "2024 Proxy Statement").

#### *Training and Educational Opportunities*

Because we are a medical device manufacturer, our employees are regularly trained in key areas required by the FDA and other applicable regulatory authorities, including topics such as documentation, safety, complaint handling, anti-bribery and quality, among others. In addition to regulated training, employees are educated on the Avanos Code of Conduct, which aims to ensure all our employees understand and act in alignment with our cultural and behavioral expectations.

#### *Employee Engagement*

We believe that employees who are engaged in their roles, treated as partners in the business and recognized for their efforts, are more satisfied and productive. Our goal is to ensure that each of our more than 3,700 employees understands how they contribute to the Company's innovation and growth. This is accomplished through an employee recognition program and ongoing, two-way communications, including videos and podcasts, that allow employees to engage with and hear directly from members of the executive team.

### *Employee Retention*

In 2021, we implemented a multi-tiered employee retention strategy. The key elements of this strategy include: (i) enhanced compensation and rewards, including retention bonuses and equity grants for key employees, expanded benefits and more flexible work arrangements; (ii) fostering greater employee engagement through initiatives such as peer-to-peer coaching, internal promotions, a leadership development program and increased executive outreach through towns halls, podcasts and videos; and (iii) recognizing employees for their efforts through a variety of awards, spotlights and appreciation events.

### *Health and Safety; COVID-19 Response*

We are committed to protecting our employees everywhere we operate. We identify potential risks associated with workplace activities in order to develop measures to mitigate possible hazards. In addition, we support employees with safety training and put specific programs in place for those working in potentially hazardous environments. In addition to offering a comprehensive health and benefits package, we sponsor a variety of wellness initiatives, including an Employee Assistance Program, health assessments, and Company-sponsored challenges that foster healthy habits.

We took additional measures during the COVID-19 pandemic, including implementing new safety protocols and guidelines as recommended by federal, state, local and foreign governments. When they reopened, our offices did so with strict safety and hygiene guidelines. Employees at our administrative offices generally follow a hybrid model that combines working in the office and working from home.

### *Diversity and Inclusion*

We are an equal opportunity employer committed to providing a workplace free of harassment or discrimination based on race, color, religion, sex, sexual orientation, gender identity, national origin, disability, veteran status or other legally protected characteristic. Our commitment to diversity, equity and inclusion ("DE&I") is aligned to foster the company's success as we continue to grow our business and develop our workforce. Our commitment is also reflected in the important role that our DE&I Council plays in our governance practices. Founded in 2021, the DE&I Council is comprised of employees from various salary levels, functional departments and geographic regions throughout Avanos. In 2023, we took the next significant step forward in our DE&I journey by transitioning the DE&I Council leadership from a volunteer organization to an official responsibility of our Human Resources (HR) organization. The DE&I Council includes representatives from all the global regions in which the Company operates.

The following table shows various diversity metrics for the Company as of December 31, 2023.

Employee Diversity	2023
Women - global director and above <sup>(a)</sup>	31.4%
Ethnically diverse - U.S. director and above <sup>(a)</sup>	17.4%
Women - global salaried employees	46.3%
Ethnically diverse - U.S. salaried employees	31.6%

(a) Leaders in director-level position or higher.

### **Available Information**

We make financial information, news releases and other information available on our corporate website at [www.avanos.com](http://www.avanos.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge on our corporate website as soon as reasonably practicable after we file these reports and amendments with, or furnish them to, the SEC. The information contained on or connected to our website is not incorporated by reference into this Annual Report on Form 10-K and should not be considered part of this or any other report filed with the SEC. Stockholders may also contact Stockholder Services, 5405 Windward Parkway, Suite 100 South, Alpharetta, Georgia 30004 or call (844) 428-2667 to obtain a hard copy of these reports without charge.

### **ITEM 1A. RISK FACTORS**

Our business faces many risks and uncertainties. Any of the risks discussed below, as well as factors described in other places in this Annual Report on Form 10-K, or in our other filings with the SEC, could materially adversely affect our business, consolidated financial position, results of operations or cash flows. In addition, these items could cause our future results to differ from our recent results, from our anticipated future results and from those in any of our forward-looking statements. These risks are not the only ones we face. Other risks that we do not presently know about or that we presently believe are not material could also adversely affect us.

## **Risks Related to our Business and Industry**

### ***We face strong competition. Our failure to compete effectively could have a material adverse effect on our business.***

Our industry is highly competitive. We compete with many domestic and foreign companies ranging from small start-up enterprises that might sell only a single or limited number of competitive products or compete only in a specific market segment, to companies that are larger and more established than us, have a broad range of competitive products, participate in numerous markets and have access to significantly greater financial and marketing resources than we do. We are also subject to potential competition from new technologies or new market entrants. Competitive factors include price, alternative clinical practices, innovation, quality and reputation. Our failure to compete effectively could have a material adverse effect on our business, results of operations, financial condition and cash flows.

### ***We may not be successful in developing, acquiring or marketing competitive products and technologies.***

Our industry is characterized by extensive research and development and rapid technological advances. The future success of our business will depend, in part, on our ability to design, acquire and manufacture new competitive products and enhance existing products. Accordingly, we commit substantial time, funds and other resources to new product development, including research and development, acquisitions, licenses, clinical trials and physician education. We make these substantial expenditures without any assurance that our products will obtain regulatory clearance or reimbursement approval, acquire adequate intellectual property protection or receive market acceptance. Development by our competitors of improved products, technologies or enhancements may make our products, or those we develop, license or acquire in the future, obsolete or less competitive, which could negatively impact our net sales. Our failure to successfully develop, acquire or market competitive new products or enhance existing products could have a material adverse effect on our business, results of operations, financial condition and cash flows.

### ***We cannot guarantee that any of our strategic acquisitions, investments or alliances will be successful.***

We intend to supplement our growth through strategic acquisitions of, investments in and alliances with new medical technologies. The success of any acquisition, investment or alliance may be affected by a number of factors, including our ability to identify and then properly assess and value the potential business opportunity or to successfully integrate any business we may acquire into our existing business. These types of transactions may require more resources and investments than originally anticipated, may divert management's attention from our existing business, may result in exposure to unexpected liabilities of the acquired business, and may not result in the expected benefits, savings or synergies. There can be no assurance that we will be able to identify and successfully make strategic acquisitions of, investments in and alliances with new medical technologies or that any past or future acquisition, investment or alliance will be cost-effective, profitable or successful.

### ***We may be unable to attract and retain key employees necessary to be competitive.***

Our ability to compete effectively depends upon our ability to attract and retain executives and other key employees, including people in technical, marketing, sales, and research and development positions. Competition for experienced employees, particularly for persons with specialized skills, can be intense. Our ability to recruit such talent will depend on a number of factors, including compensation and benefits, work location and work environment. If we cannot effectively recruit and retain qualified executives and employees, our business could be materially adversely affected.

### ***We rely on the proper function, security and availability of our information technology systems and data, as well as those of third parties, to operate our business, and a breach of our information technology systems, or our failure to effectively integrate AI into our information technology systems and operations, could have a material adverse effect on our business.***

We rely on information technology systems to process, transmit and store electronic information in our day-to-day operations. Our information technology systems may fail to perform as anticipated, and we may encounter difficulties in implementing new systems, adapting these systems to changing technologies or expanding them to meet the future needs and growth of our business. Our information technology systems require an ongoing commitment of significant resources to maintain, protect, and enhance existing systems and develop new systems. This enables us to keep pace with continuing changes in information processing technology, evolving legal and regulatory standards and changes in the techniques used to prevent unauthorized access to our data and information systems. There can be no assurance that these efforts will be successful or that systems issues will not arise in the future.

In addition, the development, adoption and use of generative artificial intelligence, or AI, technology presents opportunities and risks. AI technology is still in an early stage of development, and we are still assessing how to incorporate AI technology into our information technology systems and operations. We are developing a policy with guardrails to address AI-related risks associated with data privacy, cybersecurity and copyright and intellectual property protections. Our failure to effectively integrate AI into our information technology systems and operations could therefore have a material adverse effect on our business.

Furthermore, from time to time we consummate new business acquisitions. We face risks associated with defects and vulnerabilities in acquired businesses' systems and difficulties or disruptions in connection with the integration of such acquisitions into our own information technology systems.

Lastly, our information technology systems may be subjected to damage or interruption from power outages, computer and telecommunication failures, usage errors by our employees, security breaches, computer viruses or other malicious codes, unauthorized access attempts and cyber, phishing- or ransomware attacks. Furthermore, we rely on third-party vendors to support certain aspects of our information technology systems and to store certain information. These third parties could also be subject to these types of attacks. These attacks could result in our intellectual property and other confidential information, including personal health information, being lost or stolen, disruption of our operations, loss of reputation and other negative consequences, such as increased costs for security measures or remediation costs and diversion of management attention. While we will continue to implement additional protective measures to reduce the risk of and detect future cyber incidents, cyber-attacks are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly. There can be no assurance that our protective measures will prevent future attacks that could have a material adverse effect on our business.

***We may be unable to protect our intellectual property rights or may infringe the intellectual property rights of others.***

We rely on patents, trademarks, trade secrets and other intellectual property assets in the operation of our business. Our efforts to protect our intellectual property and proprietary rights may not be sufficient. We cannot be sure that pending patent applications will result in the issuance of patents or that patents issued or licensed to us will remain valid or prevent competitors from introducing similar competing technologies. Our ability to enforce and protect our intellectual property rights may be limited in certain countries outside of the United States in which we operate, which could make it easier for our competitors to develop or distribute similar or superior competing technologies in those jurisdictions. In addition, our competitive position may be adversely affected by expirations of our significant patents, which would allow competitors to freely use our technology to compete with us.

We operate in an industry characterized by extensive patent litigation and competitors may claim that our products infringe their intellectual property rights. Resolution of patent litigation or other intellectual property claims is inherently unpredictable, typically time consuming and costly and can result in significant damage awards and injunctions that could prevent the manufacture and sale of the affected products or require us to make significant royalty payments in order to continue selling the affected products. Any one of these could have a material adverse effect on our business, results of operations, financial condition and cash flows. At any given time we are involved as either a plaintiff or a defendant in a number of patent infringement actions, the outcomes of which may not be known for prolonged periods of time. We can expect to face additional claims of patent infringement in the future.

***Our business and operations are subject to risks related to global climate change.***

Global climate change presents risks to our business. Shifts in weather patterns caused by climate change are expected to increase the frequency, severity and duration of certain adverse weather conditions and natural disasters, such as hurricanes, tornadoes, wildfires, droughts, extreme temperatures and flooding. Such extreme weather conditions and the other conditions caused by or related to climate change could increase our operational costs; pose physical risks to our facilities and those of our customers and suppliers; and adversely impact various aspects of our business, including our supply chain, our manufacturing and distribution networks, the availability and cost of raw materials and components, the energy supply, transportation, and other inputs necessary for the operation of our business. In addition, more stringent environmental laws and regulations that are designed to mitigate the effects of climate change may result in increased costs to operate our business, increased compliance costs and adverse impacts on raw material sourcing, our manufacturing operations and the distribution of our products. Such developments could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Our customers depend on third-party coverage and reimbursements. The failure of healthcare programs to provide coverage and reimbursement, or reductions in levels of reimbursement, could have a material adverse effect on our business.***

The ability of our customers to obtain coverage and reimbursements for products they purchase from us is important to our business. Demand for many of our existing and new medical products is, and will continue to be, affected by the extent to which government healthcare programs and private health insurers reimburse our customers for patients' medical expenses in the countries where we do business. Any reduction in the amount of reimbursements received by our customers could harm our business by reducing their selection of our products and the prices they are willing to pay.

In addition, as a result of their purchasing power, third-party payors are implementing cost-cutting measures such as seeking discounts, price reductions or other incentives from medical products suppliers and imposing limitations on coverage and reimbursements for medical technologies and procedures. These trends could compel us to reduce prices for our existing products and potential new products and could cause a decrease in the size of the market or a potential increase in competition that could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***A resurgence of the COVID-19 pandemic could adversely impact our business operations, financial condition, results of operations and cash flows.***

The COVID-19 pandemic caused significant volatility in the global financial markets, caused disruption in global supply and distribution channels and caused us to modify certain of our business practices (including with respect to remote work policies and physical participation in meetings and other events). While the COVID-19 pandemic has subsided, new mutations to the virus could lead to a resurgence of the pandemic.

The impact of such a resurgence would depend on a number of factors which are uncertain and unpredictable, including the severity, extent and duration of the new outbreak and the potential severe adverse financial impact the outbreak could have on our customers. A resurgence of the COVID-19 pandemic could result in delays in payments on outstanding accounts receivable, manufacturing, distribution and supply chain disruptions, decreased customer demand for our products, and other adverse effects.

If we experience any one of these risks or uncertainties, it may have a material adverse impact to our business, financial condition, results of operations and cash flows. Additionally, our business could be severely impacted by widespread regional, national or global health epidemics unrelated to COVID-19 in the future.

***An inability to obtain key components, raw materials or manufactured products from third parties may have a material adverse effect on our business.***

We depend on the availability of various components, raw materials and manufactured products supplied by others for our operations. If the capabilities of our suppliers and third-party manufacturers are limited or stopped, due to quality, regulatory or other reasons, including natural disasters, pandemics or other health emergencies (such as the COVID-19 pandemic), political instability, government actions, prolonged power or equipment failures or labor dispute, it could negatively impact our ability to manufacture or deliver our products and could expose us to regulatory actions. Further, for quality assurance or cost effectiveness, we purchase from sole suppliers certain components and raw materials. Although there are other sources in the market place for these items, we may not be able to quickly establish additional or replacement sources for certain components or materials due to regulations and requirements of the FDA and other regulatory authorities regarding the manufacture of our products. The loss of any sole supplier or any sustained supply interruption that affects our ability to manufacture or deliver our products in a timely or cost effective manner could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***An interruption in our ability to manufacture products may have a material adverse effect on our business.***

Many of our key products are manufactured at single locations, with limited alternate facilities. In addition, the majority of our manufacturing output is concentrated at the two manufacturing facilities that we operate in Mexico. If one or more of these facilities experience damage, or if these manufacturing capabilities are otherwise limited or stopped due to quality, regulatory or other reasons, including natural disasters, pandemics or other health emergencies (such as the COVID-19 pandemic), political instability, government actions, prolonged power or equipment failures or labor dispute, it may not be possible to timely manufacture the relevant products at previous levels or at all. A reduction or interruption in any of these manufacturing processes could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We may not successfully execute on or achieve the expected benefits of our restructuring initiative.***

In January 2023, we initiated a three-year restructuring initiative pursuant to which we: (i) have combined our Chronic Care and Pain Management franchises into a single commercial organization focused on the Digestive Health and Pain Management and Recovery product categories; (ii) plan to rationalize our product portfolio including certain low-margin, low-growth product categories, through targeted divestitures; (iii) have undertaken additional cost management activities to enhance our operating profitability; and (iv) plan to pursue efficient capital allocation strategies, including through acquisitions that meet our strategic and financial criteria. The restructuring initiative is subject to a variety of known and unknown risks and uncertainties, including the potential that we may not be able to: (i) successfully execute on the restructuring initiative or (ii) achieve the anticipated benefits and cost-saving opportunities identified in the restructuring initiative. In addition, the expected benefits and cost-saving opportunities related to the restructuring initiative may take longer to realize than expected. Further, implementation of the restructuring initiative could be disruptive to our operations and result in reduced employee morale. Failure to fully realize or maintain the anticipated benefits of the restructuring initiative could have a material adverse impact on our business, results of operations, financial condition and cash flows.

***We may not achieve the expected benefits of our divestiture activities.***

One of the objectives of the Transformation Process is the rationalization of our product portfolio through targeted divestitures such as the RH Divestiture. The RH Divestiture represents a key component of the Transformation Process, and is aimed at accelerating the Company's efforts to focus its portfolio on markets where it is well positioned to succeed. Any divestiture we undertake is subject to a variety of known and unknown risks and uncertainties, including the potential that we may not be able to achieve the anticipated benefits of such divestiture. In addition, the expected benefits related to any divestiture may take

longer to realize than expected. Further, any divestiture could be disruptive to our operations and result in reduced employee morale. Failure to fully realize the anticipated benefits of any divestiture could have a material adverse impact on our business, results of operations, financial condition and cash flows.

***Ongoing regional conflicts and the related implications could have a material adverse effect on our business and results of operations.***

We are subject to risks as a result of regional conflicts in different parts of the world, including the conflict between Russia and Ukraine and conflict in the Middle East. As a result of the ongoing military conflict between Russia and Ukraine, the United States and other countries have imposed significant sanctions on Russia and could impose even wider sanctions. Conflict in the Middle East could negatively affect sales of our products in that region and could give rise to embargoes on, or disruptions to, the supply of petroleum. These military conflicts and related sanctions or embargoes could damage or disrupt international commerce, shipping, supply chains and the global economy. We cannot predict the broader or longer-term consequences of these conflicts, which could include further sanctions and embargoes, regional instability, geopolitical shifts, exchange rate fluctuations, inflation, financial market disruptions and economic recession. Further, these conflicts could exacerbate supply chain challenges, lead to an increase in cyberattacks from Russia and elsewhere, affect the global price and availability of key commodities, reduce our sales and earnings or otherwise have an adverse effect on our business and results of operations.

In addition, these regional conflicts may have the effect of heightening other risks disclosed in this Item 1A, any of which could materially and adversely affect our business and results of operations. Such risks include but are not limited to interruptions in the transportation channels for the manufacture and global distribution of our products, heightened inflation, depressed levels of consumer and commercial spending, disruptions to our global technology infrastructure, adverse changes in international trade policies and relations, and the inability to implement and execute our business strategy. We are currently unable to predict the extent, nature or duration of any of these occurrences.

***Supply chain disruptions could have a material adverse effect on our business.***

We rely on a complex global supply chain composed of multiple external suppliers, some of which are single-source suppliers. These suppliers provide raw materials and other inputs for our production processes; supply certain components for our products; and deliver other goods and services used in our business. We cannot be certain that our current suppliers will continue to provide us with the quantities of materials that we require or satisfy our anticipated specifications and quality requirements on a timely basis or at all. In addition, any supply chain disruption in limited or sole sourced raw materials could materially harm our ability to manufacture our products until a new source of supply, if any, could be identified and qualified.

In addition, we rely on various transportation channels for global distribution of our products through shipping ports located throughout the world. Labor unrest, political instability, the outbreak of pandemics or other health emergencies (such as the COVID-19 pandemic), trade restrictions, transport capacity and costs, port security, weather conditions, natural disasters or other events could slow port activities and could adversely affect our business by interrupting product shipments and may increase our transportation costs if we are forced to use more expensive shipping alternatives.

From time to time we may be negatively impacted by supply chain disruptions, including the following:

- Suppliers extending lead times, experiencing capacity constraints, limiting or canceling supply, allocating supply to other customers (including our competitors), delaying or canceling deliveries, going out of business or increasing prices;
- Supplier quality issues;
- A resurgence of the COVID-19 pandemic or other pandemics, epidemics or infectious disease outbreaks;
- Cybersecurity events, manmade or natural disasters, operational failures or other events that disrupt us or our suppliers;
- Long lead times to qualify alternate or additional suppliers, or the unavailability of qualified alternate suppliers; and
- Other events or occurrences that are beyond our control, including transportation delays, inflationary pricing pressures, work stoppages, labor shortages and governmental regulatory actions.

These and other supply chain issues can increase our costs, disrupt or reduce our production, delay our product shipments, prevent us from meeting customer demand and damage our customer relationships. They may keep us from successfully implementing our business strategy and could materially harm our business, results of operations, financial condition and cash flows.

***Our business, operating results, and cash flows have been affected and may continue to be adversely affected by the rising rate of inflation.***

Inflationary pressures have increased due to general macroeconomic factors as well as the global supply chain disruptions, labor shortages and other factors. We expect those inflationary trends to continue for the foreseeable future. These inflationary pressures have affected our manufacturing costs, operating expenses (including wages) and other expenses. We may not be able to pass these cost increases on to our customers in a timely manner, which could have an impact on our gross margins and profitability. In addition, inflation has resulted in higher interest rates and could otherwise adversely impact the macroeconomic environment, which in turn could adversely impact our customers and their ability or willingness to purchase our products. Our inability to successfully manage the effects of inflation could have a material adverse effect on our business, results of operations and cash flows.

***The adoption and interpretation of tax laws may have a material adverse effect on our business.***

The laws and rules and related interpretations dealing with income taxation are frequently reviewed and amended by governmental bodies, officials and regulatory agencies in the United States and other jurisdictions in which we do business. The governmental bodies may include the U.S. Internal Revenue Service, the U.S. Treasury Department, the U.S. Congress, taxing authorities in countries outside the United States, and various state, provincial, local or municipal regulatory agencies. Our provision for income taxes and results of operations may be adversely affected by changes to our operating structure, changes in the mix of income and expenses in countries with differing tax rates, changes in the valuation of deferred tax assets and liabilities or changes in tax laws, regulations or administrative interpretations thereof. For example, the U.S. federal government could make changes to existing U.S. tax laws, including the Tax Cuts and Jobs Act of 2017 or the Coronavirus Aid, Relief and Economic Security (CARES) Act of 2020, which could include an increase in the corporate tax rate and the tax rate on foreign earnings. It cannot be predicted whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated, issued or amended that could result in a material adverse effect on our financial position, results of operations or cash flows.

***We face significant uncertainty in the healthcare industry due to government healthcare reform in the United States and elsewhere.***

The U.S. Congress, regulatory agencies and certain state legislatures, as well as international legislators and regulators, periodically review and assess alternative healthcare delivery systems and payment methods with an objective of ultimately reducing healthcare costs and expanding access. We cannot predict with certainty what healthcare initiatives, if any, will be implemented by states or foreign governments or what ultimate effect healthcare reform or any future legislation or regulation may have on our customers' purchasing decisions regarding our products. However, the implementation of new legislation and regulation may lower reimbursements for our products, reduce medical procedure volumes and materially adversely affect our business, results of operations, financial condition and cash flows.

***We are subject to extensive government regulation, which may require us to incur significant expenses to ensure compliance.***

Many of our products are subject to extensive regulation in the United States by the FDA and other regulatory authorities and by comparable government agencies in other countries concerning the development, design, approval, manufacture, labeling, importing and exporting and sale and marketing of many of our products. Furthermore, our facilities are subject to periodic inspection by the FDA and other federal, state and foreign government authorities, which require manufacturers of medical devices to adhere to certain regulations, including the FDA's Quality System Regulation, which requires periodic audits, design controls, quality control testing and documentation procedures, as well as complaint evaluations and investigation. Regulations regarding the development, manufacture and sale of medical products are evolving and subject to future change. We cannot predict what impact those regulatory changes may have on our business. Failure to comply with applicable regulations could lead to manufacturing shutdowns, product shortages, delays in product manufacturing, product seizures, recalls, operating restrictions, withdrawal or suspension of required licenses, and prohibitions against exporting of products to, or importing products from, countries outside the United States and may require significant resources to resolve. Any one or more of these events could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We are subject to healthcare fraud and abuse laws and regulations that could result in significant liability, require us to change our business practices or restrict our operations in the future.***

We are subject to various U.S. federal, state and local laws targeting fraud and abuse in the healthcare industry, including the Food Drug and Cosmetic Act and anti-kickback and false claims laws. Violations of these laws are punishable by criminal or civil sanctions, including substantial fines, imprisonment and exclusion from participation in healthcare programs such as Medicare and Medicaid. These laws and regulations are wide ranging and subject to changing interpretation and application, which could restrict our sales or marketing practices. Furthermore, since many of our customers rely on reimbursement from Medicare, Medicaid and other governmental programs to cover a substantial portion of their expenditures, our exclusion from

such programs as a result of a violation of these laws could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We must obtain clearance or approval from the appropriate regulatory authorities prior to introducing a new product or a modification to an existing product. The regulatory clearance process may result in substantial costs, delays and limitations on the types and uses of products we can bring to market, any of which could have a material adverse effect on our business.***

In the United States, before we can market a new product, or market a new use of, or claim for, or significant modification to, an existing product, we generally must first receive clearance or approval from the FDA and certain other regulatory authorities. Most major markets for medical devices outside the United States also require clearance, approval or compliance with certain standards before a product can be commercially marketed. The process of obtaining regulatory clearances and approvals to market a medical device can be costly and time consuming, involve rigorous pre-clinical and clinical testing, require changes in products or result in limitations on the indicated uses of products. There can be no assurance that these clearances and approvals will be granted on a timely basis, or at all. In addition, once a medical device has been cleared or approved, a new clearance or approval may be required before the medical device may be modified, its labeling changed or marketed for a different use. Medical devices are cleared or approved for one or more specific intended uses and promoting a device for an off-label use could result in government enforcement action. Furthermore, a product approval or clearance can be withdrawn or limited due to unforeseen problems with the medical device or issues relating to its application. The regulatory clearance and approval process may result in, among other things, the inability to bring a product to market, delayed realization of product net sales, substantial additional costs and limitations on the types of products we may bring to market or their indicated uses, any one of which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We are subject to risks related to our manufacturing operations in Mexico.***

Our manufacturing facilities in Mexico are authorized to operate as Maquiladoras by the Ministry of Economy of Mexico. Maquiladora status allows us to import certain items from the United States into Mexico duty-free, provided that such items, after processing, are exported from Mexico within a stipulated time frame. Maquiladora status, which is renewed periodically, is subject to various restrictions and requirements, including compliance with the terms of the Maquiladora program and other local regulations. Failure to comply with these regulations, ceasing to qualify for Maquiladora status or other disruptions within the program would cause our manufacturing costs in Mexico to increase and could adversely affect our business, results of operations, financial condition and cash flows.

In addition, Mexico periodically experiences heightened civil unrest, and certain areas of the country suffer from persistent criminal activity, both of which could interfere with our manufacturing operations, cause transportation delays or stoppages and otherwise disrupt the supply of products to and from our facilities.

Further, we have experienced inflationary pressure on our labor and other costs in Mexico. Continued increases in such costs could adversely affect our business, results of operations, financial condition and cash flows. These pressures may be exacerbated by exchange rate fluctuations in the Mexican peso.

These risks, as well as certain other risks described generally in this Item 1A as they relate specifically to Mexico (including, without limitation, the risk of currency rate fluctuations, the risk of manufacturing interruptions and the risk of doing business outside the United States), could adversely affect our business, results of operations, financial condition and cash flows.

***We may incur product liability losses, litigation liability, product recalls, safety alerts or regulatory action associated with our products which could be costly and disruptive to our business.***

The risk of product liability claims is inherent in the design, manufacture and marketing of medical products of the type we produce and sell. A number of factors could result in an unsafe condition or injury to, or death of, a patient with respect to the products that we manufacture or sell, including the physician's skill, technique and experience in performing the relevant surgical procedure, component failures, manufacturing flaws, design defects or inadequate disclosure of product-related risks or information.

In addition to product liability claims and litigation, an unsafe condition or injury to, or death of, a patient associated with our products could lead to a recall of, or issuance of a safety alert relating to, our products, or suspension or delay of regulatory product approvals or clearances, product seizures or detentions, governmental investigations, civil or criminal sanctions or injunctions to halt manufacturing and distribution of our products. Any one of these could result in significant costs and negative publicity resulting in reduced market acceptance and demand for our products and harm our reputation. In addition, a recall or injunction affecting our products could temporarily shut down production lines or place products on a shipping hold.

All of the foregoing types of legal proceedings and regulatory actions are inherently unpredictable and, regardless of the outcome, could disrupt our business, result in substantial costs or the diversion of management attention and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Economic conditions have affected and may continue to adversely affect our business, results of operations, financial condition and cash flows.***

Disruptions in the financial markets, economic recessions and other macro-economic challenges affecting the economy and the economic outlook of the United States, Europe, Japan, China and other parts of the world may have an adverse impact on our results of operations, financial condition and cash flows. Economic conditions and depressed levels of consumer and commercial spending have caused and may continue to cause our customers to reduce, modify, delay or cancel plans to purchase our products, and we have observed certain hospitals delaying and prioritizing purchasing decisions, which has had and may continue to have a material adverse effect on our business, results of operations, financial condition and cash flows.

In addition, as a result of economic conditions, our customers inside and outside the United States, including foreign governmental entities or other entities that rely on government healthcare systems or government funding, may be unable to pay their obligations on a timely basis or to make payment in full. If our customers' cash flow or operating and financial performance deteriorate or fail to improve, or if our customers are unable to make scheduled payments or obtain credit, they may not be able to pay, or may delay payment of accounts receivable owed to us. These conditions also may have an adverse effect on certain of our suppliers who may reduce output or change terms of sales, which could cause a disruption in our ability to produce our products. Any inability of current and/or potential customers to pay us for our products or any demands by our suppliers for different payment terms may have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Currency exchange rate fluctuations could have a material adverse effect on our business and results of operations .***

Due to our international operations, we transact business in many foreign currencies and are subject to the effects of changes in foreign currency exchange rates, including the Mexican peso, Japanese yen, Australian dollar and the Euro. Our financial statements are reported in U.S. dollars with international transactions being translated into U.S. dollars. If the U.S. dollar strengthens in relation to the currencies of other countries where we sell our products, our U.S. dollar reported net sales and income will decrease. Additionally, we incur significant costs in foreign currencies and a fluctuation in those currencies' value can negatively impact manufacturing and selling costs.

While we have in the past engaged, and may in the future engage, in various hedging transactions in attempts to minimize the effects of foreign currency exchange rate fluctuations, there can be no assurance that these hedging transactions will be effective. Changes in the relative values of currencies occur regularly and could have an adverse effect on our business, results of operations, financial condition and cash flows. Our exposure to currency exchange rate fluctuations is heightened due to the concentration of our manufacturing operations in Mexico. For example, a hypothetical appreciation of 10% in the value of the Mexican peso in relation to the U.S. dollar would have negatively impacted operating profit for the year ended December 31, 2023 by approximately \$0.7 million.

***We are exposed to price fluctuations of key commodities, which may negatively impact our results of operations.***

We rely on product inputs in the manufacture of our products. Prices of oil and gas affect our distribution and transportation costs. Prices of these commodities are volatile and have fluctuated significantly in recent years, which has contributed to, and in the future may continue to contribute to, fluctuations in our results of operations. Our ability to hedge commodity price volatility is limited. Furthermore, due to competitive dynamics, the cost containment efforts of our customers and third-party payors, and contractual limitations, particularly with respect to products we sell under group purchasing agreements, which generally set pricing for a three-year term, we may be unable to pass along commodity-driven cost increases through higher prices. If we cannot fully offset cost increases through other cost reductions, or recover these costs through price increases or surcharges, we could experience lower margins and profitability which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Cost-containment efforts of our customers, healthcare purchasing groups, third-party payors and governmental organizations could adversely affect our sales and profitability.***

Many of our customers are members of GPOs, or integrated delivery networks ("IDNs"). GPOs and IDNs negotiate pricing arrangements with healthcare product manufacturers and distributors and offer the negotiated prices to affiliated hospitals and other members. Although we are the sole contracted supplier to certain GPOs for certain product categories, members of the GPO are generally free to purchase from other suppliers, and such contract positions can offer no assurance that sales volumes of those products will be maintained. In addition, initiatives sponsored by government agencies and other third-party payors to limit healthcare costs, including price regulation and competitive bidding for the sale of our products, are ongoing in markets where we sell our products. Pricing pressure has also increased in our markets due to consolidation among healthcare providers, trends toward managed care, governments becoming payors of healthcare expenses and regulation relating to reimbursements. The increasing leverage of organized buying groups and consolidated customers and pricing pressure from third-party payors may reduce market prices for our products, thereby reducing our profitability and have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We are subject to political, economic and regulatory risks associated with doing business outside of the United States.***

Most of our manufacturing facilities are located outside the United States in Mexico. We also may use contract manufacturers outside the United States from time to time and may source many of our raw materials and components from foreign suppliers. We distribute and sell our products globally. In 2023, approximately 20% of our net sales were generated outside of North America and we expect this percentage will grow over time. Our operations outside of the United States are subject to risks that are inherent in conducting business internationally, including compliance with both United States and foreign laws and regulations that apply to our international operations. These laws and regulations include robust data privacy requirements, labor relations laws that may impede employer flexibility, tax laws, anti-competition regulations, import, customs and trade restrictions, export requirements, economic sanction laws, environmental, health and safety laws, anti-bribery laws such as the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws in other jurisdictions. Given the high level of complexity of these laws, there is a risk that some provisions may be violated inadvertently or through fraudulent or negligent behavior of individual employees, our failure to comply with certain formal documentation requirements or otherwise. In addition, these laws are subject to changes, which may require additional resources or make it more difficult for us to comply with these laws. Violations of the laws and regulations governing our international operations could result in fines or criminal sanctions against us, our officers or our employees, and prohibitions on the conduct of our business. Any such violations could include prohibitions on our ability to manufacture or distribute our products in one or more countries and could have a material adverse effect on our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, our business, results of operations, financial condition and cash flows. Our success depends, in part, on our ability to anticipate and prevent or mitigate these risks and manage difficulties as they arise.

We may be subject to trade protection measures that are being contemplated by the United States and other governments around the world, as well as potential disruptions in trade agreements, such as the exit of the United Kingdom from the EU. These measures and disruptions may result in new or higher tariffs, import-export restrictions and taxes. Changes in, or revised interpretations of import-export laws or international trade agreements, along with new or increased tariffs, trade restrictions or taxation on income earned or goods manufactured outside the United States may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition to the foregoing, engaging in international business inherently involves a number of other difficulties and risks, including:

- different local medical practices, product preferences and product requirements,
- price and currency controls and exchange rate fluctuations,
- cost and availability of international shipping channels,
- longer payment cycles in certain countries other than the United States,
- minimal or diminished protection of intellectual property in certain countries,
- uncertainties regarding judicial systems, including difficulties in enforcing agreements through certain non-U.S. legal systems,
- political instability and actual or anticipated military or political conflicts, expropriation of assets, economic instability and the impact on interest rates, inflation and the credit worthiness of our customers, and
- difficulties and costs of staffing and managing non-U.S. operations.

These risks and difficulties, individually or in the aggregate, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We may need additional financing in the future to meet our capital needs or to make acquisitions and such financing may not be available on favorable terms, if at all.***

We intend to continue our research and development activities and make acquisitions. Accordingly, we may need to seek additional debt or equity financing. We may be unable to obtain any desired additional financing on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be unable to fund our expansion, successfully develop or enhance products or respond to competitive pressures, any of which could negatively affect our business.

***Events in the banking industry and the associated macroeconomic impacts may have a material adverse effect on our business operations, financial condition, results of operations and cash flows.***

Financial conditions affecting the banking system and financial markets and the potential threats to the solvency of commercial banks, investment banks and other financial institutions may have an adverse effect on our operations and the operations of companies with which we do business or in which we hold a minority stake. There can be no assurance that the actions taken by the Federal Reserve, the Treasury Department and the Federal Deposit Insurance Corporation since early 2023 in response to bank solvency concerns will achieve the purpose of stabilizing the financial markets, restoring consumer confidence, or have

other intended effects. Concerns about the stability of financial markets and the solvency of lenders may cause further negative effects across the banking system and may cause the costs of obtaining financing from the credit markets to increase, which may limit our ability to secure adequate financing in the future or have other negative effects on our business operations, financial condition, results of operations and cash flows.

***Any non-cash impairment of our long-lived assets, including intangible assets and goodwill, could have a material adverse impact on our results of operations.***

We review long-lived assets, such as property, equipment and intangible assets for impairment whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Goodwill is tested for impairment annually and whenever events and circumstances indicate that, more likely than not, impairment may have occurred. The evaluation of long-lived assets and goodwill requires us to form estimates and assumptions with respect to a number of factors, including future sales growth, cash flows, our weighted average cost of capital (WACC) and a terminal value. Our evaluation of goodwill also includes consideration of our current market capitalization. Unanticipated changes in any of the factors used in our evaluation could result in a non-cash charge for impairment in a future period, which may significantly affect our results of operations in the period of such charge.

#### **Risks Related to Ownership of Avanos Common Stock**

***We cannot guarantee that our stock price will not decline or fluctuate significantly.***

The price at which Avanos common stock trades has fluctuated and may continue to fluctuate significantly. The market price, or fluctuations in price, for Avanos common stock may be negatively influenced by many factors, including:

- actual or unanticipated fluctuations in our quarterly and annual operating results,
- the outcome of litigation and enforcement actions,
- developments generally affecting the healthcare industry,
- changes in market valuations of comparable companies,
- the amount of our indebtedness,
- general economic, industry and market conditions,
- the depth and liquidity of the market for Avanos common stock,
- price fluctuations in key commodities,
- announcements by us or our competitors regarding performance, strategy, significant acquisitions, divestitures, strategic partnerships, joint ventures or capital commitments,
- fluctuations in interest and currency exchange rates, and
- perceptions of or speculations by the press or investment community.

These and other factors may lower the market price of Avanos common stock, regardless of our actual financial condition or operating performance.

***We have no present intention to pay dividends on Avanos common stock.***

We have no present intention to pay dividends on Avanos common stock. Any determination to pay dividends to holders of Avanos common stock will be at the discretion of our Board of Directors and will depend on many factors, including our financial condition, results of operations, projections, liquidity, earnings, legal requirements, restrictions in our debt agreements and other factors that our Board of Directors deems relevant.

***The percentage of ownership of existing stockholders in Avanos may be diluted in the future.***

In the future, a stockholder's percentage ownership in Avanos may be diluted because of equity issuances for acquisitions, capital market transactions or otherwise, including equity awards that we may grant to our directors, officers and employees. In addition, our compensation committee has, and we anticipate that they will continue in the future to, grant stock options or other equity based awards to our employees. These awards will have a dilutive effect on existing stockholders and on our earnings per share, which could adversely affect the market price of shares of Avanos common stock.

In addition, our certificate of incorporation authorizes us to issue, without the approval of Avanos stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over Avanos common stock with respect to dividends and distributions, as our Board of Directors generally may determine. If our Board of Directors were to approve the issuance of preferred stock in the future, the terms of one or more classes or series of such preferred stock could dilute the voting power or reduce the value of Avanos

common stock. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to Avanos preferred stock could affect the residual value of Avanos common stock.

***Certain provisions of our certificate of incorporation may make it difficult for stockholders to initiate litigation against us in a favorable forum for disputes with us or our directors or officers.***

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware (or if that court does not have jurisdiction, the U.S. District Court for the District of Delaware) as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors or officers.

***Certain provisions of our certificate of incorporation and by-laws and of Delaware law may make it difficult for stockholders to change the composition of our Board of Directors and may discourage hostile takeover attempts which some of our stockholders may consider to be beneficial.***

Certain provisions contained in our certificate of incorporation and by-laws and those contained in Delaware law may have the effect of delaying or preventing changes in control if our Board of Directors determines that such changes in control are not in the best interests of us and our stockholders. These provisions include, among other things, the following:

- the ability of our Board of Directors to issue shares of preferred stock and to determine the price and other terms, including preferences and voting rights, of those shares without stockholder approval,
- the inability of our stockholders to call a special meeting of stockholders,
- stockholder action may be taken only at a special or regular meeting of stockholders,
- advance notice procedures for nominating candidates to our Board of Directors or presenting matters at stockholder meetings,
- stockholder removal of directors only for cause and only by a supermajority vote,
- the ability of our Board of Directors, and not our stockholders, to fill vacancies on our Board of Directors, and
- supermajority voting requirements to amend our by-laws and certain provisions of our certificate of incorporation and to engage in certain types of business combinations.

While these provisions have the effect of encouraging persons seeking to acquire control of our company to negotiate with our Board of Directors, they could enable the Board of Directors to hinder or frustrate a transaction that some, or a majority, of the stockholders might believe to be in their best interests and, in that case, may prevent or discourage attempts to remove and replace incumbent directors. We are also subject to Delaware laws that could have similar effects. One of these laws prohibits us from engaging in a business combination with a significant stockholder unless specific conditions are met.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 1C. Cybersecurity**

Avanos has implemented a comprehensive cybersecurity program to identify, assess and manage material risks from cybersecurity threats. In addition, we have instituted executive management and board oversight of the risks arising from cybersecurity threats.

##### *Cybersecurity Risk Management and Strategy.*

We have a proactive strategy to manage the material risks stemming from cybersecurity threats. Our cybersecurity program follows the Cybersecurity Framework as defined by the National Institute of Standards and Technologies. The Cybersecurity program is the responsibility of our internal IT Security Team, which is overseen by our Vice President, Chief Information Officer (the "CIO").

Our cybersecurity program includes the following key elements:

- **Identification.** Avanos maintains an inventory of IT assets, comprising hardware and software, as well as the associated risk profiles of those systems and applications. We utilize a risk management strategy and annual risk assessment process to identify key risk areas based on the holistic threat landscape facing Avanos and our industry. To define that threat landscape, we utilize threat intelligence feeds, such as those provided by Health Information Sharing and Analysis Center (H-ISAC) and a third-party vendor, to determine security threats to the Company and other healthcare and life science organizations.

- **Protection.** We utilize multiple intrusion protection systems and processes to protect our technology assets. These protections include Identity and Access Management (IAM), Privileged Access Management (PAM), Multi-Factor Authentication (MFA), Vulnerability Management, Endpoint Detection and Response (EDR), Advanced Anti-Phishing and Awareness trainings, Network and Cloud Security and other protective technologies. Annual audits are conducted to assess these controls.

Our cybersecurity protection strategy incorporates a Vulnerability Management process and solution to assist in the identification of potential vulnerabilities in our systems. If vulnerabilities are identified, we utilize a follow-on process to remediate such vulnerabilities. A third-party software-as-a-service (SaaS) provider conducts code scanning and vulnerability assessments of our external-facing websites. Furthermore, multiple cybersecurity controls exist on and around our servers and end-user systems to prevent unauthorized system and data access and data leakage. Additionally, third-party vendors conduct yearly penetration tests to search for risks to our systems utilizing techniques commonly used by bad actors.

- **Detection.** Avanos has a formal framework consisting of people, processes and technologies dedicated to monitoring, detecting and responding all security events. We utilize multiple intrusion detection systems and processes. These include user access reviews to determine appropriate access to systems and data and a Security Identity and Event Management (SIEM) software solution, which consists of system logs with correlation logic to identify malicious activity. Logs and alerts cover the network, devices, applications and email.
- **Response.** We have an incident response plan for cybersecurity incidents and conduct response planning with tabletop exercises. We have engaged a third party to assist with forensic investigations and expert support when needed. When a cybersecurity incident is identified by our IT Security Director and Security Team, our CIO and other members of our IT team are alerted. Incidents are classified by severity with predefined definitions, actions and notifications for each severity level. Incidents that are defined as medium, high or critical are reported the Chief Financial Officer, Principal Accounting Officer, General Counsel and CIO to determine materiality and associated public disclosure steps. For these incidents, we engage our third-party forensic partner to assist with containment, remediation and issuing a report on the incident.
- **Recovery.** Our dedicated security operations team, defined incident response plan and third party forensic partner are employed to contain and recover from an incident. In addition, the IT organization conducts an annual disaster recovery exercise. Following an incident, the IT Security Team conducts a post-mortem to identify opportunities to improve our cybersecurity program. Any follow-up communications are provided as part of the recovery process.

Controls assessments are completed annually with respect to any remediation activities that have been identified and completed as part of the cybersecurity program. Avanos engages third-party vendors to conduct assessments and deliver their recommendations for improvement annually. Where appropriate, third-party vendors also assist with remediation projects.

We have a third-party risk management program. Prior to engaging third-party service providers, we conduct a cybersecurity risk assessment and utilize a third-party exchange service to gather security posture ratings across all of the third party's IT security, compliance and data privacy domains.

We are not aware of any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, which have materially affected or are reasonably likely to affect us, including our business strategy, results of operation or financial condition.

#### *Governance*

Our Audit Committee is responsible for overseeing risks from cybersecurity threats. At each meeting of the Audit Committee, our CIO provides a report on cybersecurity matters. The Audit Committee's cybersecurity-related oversight includes the following:

- Receiving notice of, and providing guidance with respect to, material cybersecurity incidents;
- Reviewing our cybersecurity threat landscape, risks and cybersecurity programs and policies;
- Overseeing our management and mitigation of cybersecurity risks and potential breach incidents;
- Reviewing our technology and information systems strategies and trends that may affect these strategies;
- Reviewing reports and key metrics on the Company's cybersecurity and related risk management programs;
- Reviewing the progress of major technology-related proposals, plans, projects and architecture decisions to ensure that these projects and decisions support our overall business strategy; and
- Reviewing and providing oversight on the Company's crisis preparedness with respect to cybersecurity.

During the year ended December 31, 2023, our Audit Committee met four times.

Our CIO (who has 14 years of cybersecurity experience) and our Associate Director of Global Cybersecurity (who has 25 years of cybersecurity experience) are the members of our management team who are responsible for assessing and managing our material risks from cybersecurity threats. Our CIO is a member of the Incident Response Team, and the Director of Global Cybersecurity is a member of our internal IT Security Team and the Incident Response Team.

## **ITEM 2. PROPERTIES**

We own or lease operating facilities located throughout the world that handle manufacturing production, assembly, research, quality assurance testing, distribution and packaging of our products. We believe our facilities are suitable and adequate for our present operations. We lease our principal executive offices that are located in Alpharetta, Georgia. The locations of our principal medical device production facilities owned or leased by us around the world are as follows:

Location	Country	Owned/Leased
Nogales	Mexico	Owned
Nogales*	Mexico	Leased
Tucson, Arizona	USA	Leased
Magdalena*	Mexico	Leased
Tijuana	Mexico	Leased
Markham	Canada	Leased

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\* Pursuant to the RH Divestiture, these leases, along with substantially all the assets located at these facilities that relate to our RH business, will be transferred to Buyer on a delayed basis pursuant to the term of the Purchase Agreement.

## **ITEM 3. LEGAL PROCEEDINGS**

We are subject to various legal proceedings, claims and governmental inspections, audits or investigations pertaining to issues such as contract disputes, product liability, tax matters, patents and trademarks, advertising, governmental regulations, employment and other matters. At present, although the results of litigation and claims cannot be predicted with certainty, we believe that the ultimate resolution of any pending legal proceeding to which we are a party will not have a material adverse effect on our business, financial condition, results of operations or liquidity. See "Commitments and Contingencies" in Note 14 to the consolidated financial statements in Item 8 of this Form 10-K for a description of current legal matters.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Avanos common stock is listed on the New York Stock Exchange ("NYSE") under the ticker symbol "AVNS". We did not pay any dividends on our common stock in the years ended December 31, 2023 and 2022 and we do not expect to pay any cash dividends on our common stock in the foreseeable future.

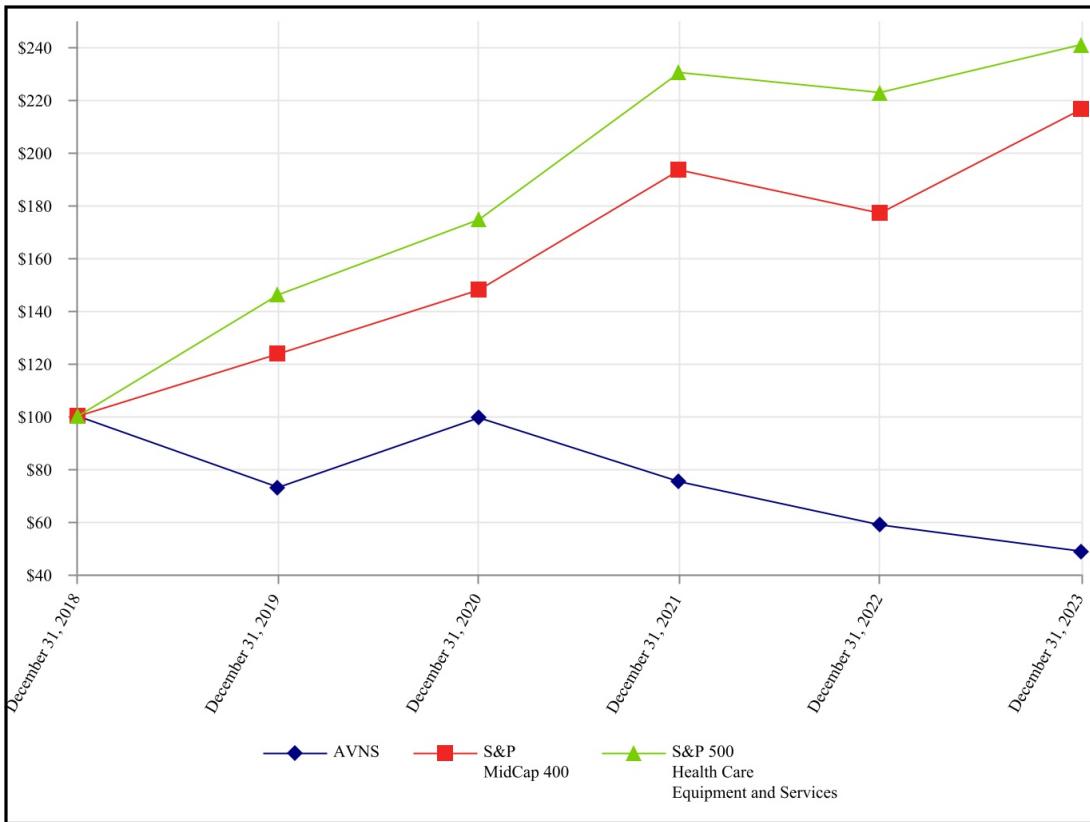
As of February 13, 2024, we had 9,469 holders of record of our common stock. No unregistered securities were sold by the Company within the past three years, and neither the Company nor any affiliated purchaser purchased any equity securities of the Company, other than repurchases described under "Share Repurchase Program" in Note 17 to the consolidated financial statements in Item 8 of this Form 10-K.

For information relating to securities authorized for issuance under equity compensation plans, see Part III, Item 12 of this Form 10-K.

#### **Performance**

The following graph compares the cumulative total return of our common stock from December 31, 2018 through December 31, 2023 with the cumulative return of companies comprising the Standard and Poor's S&P MidCap 400 Index and the S&P 500 Health Care Equipment and Services Index. The graph plots the change in value of an initial investment of \$100 in each of our common stock, the S&P MidCap 400 Index and the S&P 500 Health Care Equipment and Services Index over the indicated time periods and assumes reinvestment of all dividends, if any, paid on the securities. We have not paid any cash dividends, and therefore, the cumulative total return calculation for us is based solely upon stock price appreciation and not upon reinvestment of cash dividends. The stock price performance shown on the graph is not necessarily indicative of future

price performance.



The preceding chart is based on the following data:

	AVNS	S&P MidCap 400	S&P 500 Health Care Equipment and Services
December 31, 2018	\$ 100.00	\$ 100.00	\$ 100.00
December 31, 2019	72.98	123.57	145.98
December 31, 2020	99.35	147.80	174.51
December 31, 2021	75.08	193.51	230.55
December 31, 2022	58.60	177.16	222.78
December 31, 2023	48.57	216.46	240.90

#### ITEM 6. Reserved

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Introduction**

Avanos is a medical technology company focused on delivering clinically superior medical device solutions that help patients get back to the things that matter. We are committed to addressing some of today's most important healthcare needs, including providing a vital lifeline for nutrition to patients from hospital to home, and reducing the use of opioids while helping patients move from surgery to recovery. We develop, manufacture and market our recognized brands globally and hold leading market positions in multiple categories across our portfolio.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide investors with an understanding of our recent performance, financial condition and prospects and should be read in conjunction with the consolidated financial statements contained in Item 8, "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K. The following will be discussed and analyzed:

- Restructuring Activities;
- Divestiture of the Respiratory Health Business;
- Discontinued Operations;
- Business Acquisitions;
- Results of Operations and Related Information;
- Liquidity and Capital Resources;
- Critical Accounting Policies and Use of Estimates; and
- Legal Matters.

### **Restructuring Activities**

In January 2023, we initiated a three-year restructuring initiative pursuant to which we: (i) have combined our Chronic Care and Pain Management franchises into a single commercial organization focused on the Digestive Health and Pain Management and Recovery product categories; (ii) plan to rationalize our product portfolio, including certain low-margin, low-growth product categories, through targeted divestitures; (iii) have undertaken additional cost management activities aimed at enhancing the Company's operating profitability; and (iv) plan to pursue efficient capital allocation strategies, including through acquisitions that meet the Company's strategic and financial criteria (the "Transformation Process").

By 2025, we expect total gross savings of between \$45.0 million and \$55.0 million compared to 2022, most of which will be achieved in 2024. We expect the Transformation Process will be substantially complete by the end of 2025.

We expect to incur up to \$30.0 million of cash expenses in connection with the Transformation Process, consisting of between \$9.0 million and \$12.0 million of program management consulting and employee retention expenses, between \$8.0 million and \$11.0 million of expenses associated with manufacturing and supply chain improvements and portfolio rationalization; and the remainder for expenses associated with organization design and alignment and other related activities. These amounts include between \$6.0 million and \$8.0 million of employee severance and benefits costs. The accompanying consolidated income statements for the year ended December 31, 2023 include \$28.2 million of costs incurred in connection with the Transformation Process in "Selling and general expenses."

### **Divestiture of the Respiratory Health Business**

On October 2, 2023, we closed the sale of our Respiratory Health ("RH") business to SunMed Group Holdings, LLC ("Buyer") for a total purchase price of \$110.0 million in cash, subject to certain adjustments as provided in the Purchase Agreement based on the indebtedness and inventory transferred to Buyer at the closing and the chargebacks assumed by Buyer but that would otherwise have been payable by the Company and its subsidiaries on or after October 2, 2023 to distributors of the Company's RH products located in the United States (the "RH Divestiture").

The RH Divestiture represents a key component of the Transformation Process, and is aimed at accelerating the Company's efforts to focus its portfolio on markets where it is well positioned to succeed.

In conjunction with the RH Divestiture, we and Buyer entered into various transition services agreements pursuant to which we, Buyer and each company's respective affiliates will provide to each other various transitional services, including, but not limited to, product manufacturing and distribution, facilities, order fulfillment, invoicing, quality assurance, regulatory support, audit support and other services. The services generally commenced on the closing date of the Divestiture and terminate no later than one to three years thereafter.

## Discontinued Operations

As a result of the RH Divestiture, the results of operations from our RH business are reported as "(Loss) income from discontinued operations, net of tax" and the related assets and liabilities are classified as "held for sale" in the consolidated financial statements.

Net sales from discontinued operations were \$100.9 million in the year ended December 31, 2023, compared to \$135.9 million and \$157.6 million in the years ended December 31, 2022 and 2021, respectively. The decrease in net sales was primarily driven by lower volume along with unfavorable currency effects. We recognized a loss on disposal of the RH business, and accordingly, we recorded impairment of \$70.8 million against assets in the disposal group, which is included in "(Loss) income from discontinued operations, net of tax."

## Business Acquisitions

On June 17, 2023 we entered into a definitive agreement to acquire Diros Technology, Inc. ("Diros"), a leading manufacturer of innovative radiofrequency ("RF") products used to treat chronic pain conditions. On July 24, 2023, we closed the acquisition of Diros for approximately \$53.0 million, consisting of \$2.5 million cash paid upon entry into the definitive agreement and \$50.5 million in cash at closing less working capital and other adjustments, with up to an additional \$7.0 million payable in contingent cash consideration based on achievement of certain performance objectives defined in the purchase agreement. The purchase price for the Diros Acquisition was funded by proceeds from our Revolving Credit Facility.

On January 20, 2022, we acquired all of the equity voting interests and completed the acquisition of OrthogenRx, which is focused on the development and commercialization of treatments for knee pain caused by osteoarthritis. The initial purchase price for the OrthogenRx Acquisition was \$130.0 million at closing less working capital adjustments, with up to an additional \$30.0 million payable in contingent cash consideration based on OrthogenRx's growth in net sales during 2022 and 2023.

## Results of Operations and Related Information

### Use of Non-GAAP Measures

In this section, "Adjusted Operating Profit (Loss)," which is a profitability measure that is not calculated in accordance with accounting principles generally accepted in the United States ("GAAP"), is referred to as a non-GAAP financial measure. We provide this non-GAAP measure because we use it to measure our operational performance and provide greater insight into our ongoing business operations. This measure is not intended to be, and should not be, considered separately from, or an alternative to, the most directly comparable GAAP financial measures. A reconciliation of the non-GAAP measure to the most directly comparable GAAP financial measures is provided under "Adjusted Operating (Loss) Profit."

### Net Sales

Our net sales are summarized in the following table for the years ended December 31, 2023, 2022 and 2021 (in millions):

	Year Ended December 31,				
	2023	2022	Change	2021	Change
Digestive Health	\$ 371.6	\$ 340.4	9.2 %	\$ 322.2	5.6 %
Pain Management and Recovery:					
Surgical pain and recovery	139.2	160.1	(13.1) %	162.7	(1.6) %
Interventional pain	162.5	183.6	(11.5) %	102.1	79.8 %
Total Pain Management and Recovery	301.7	343.7	(12.2) %	264.8	29.8 %
Total Net Sales	<u>\$ 673.3</u>	<u>\$ 684.1</u>	(1.6) %	<u>\$ 587.0</u>	16.5 %
	Total	Volume <sup>(a)</sup>	Pricing/Mix	Currency	Other <sup>(b)</sup>
Net Sales - percentage change 2023 vs. 2022	(1.6)%	(1.7)%	0.3 %	(0.2)%	— %
Net Sales - percentage change 2022 vs. 2021	16.5 %	17.5 %	0.7 %	(1.6)%	(0.1)%

(a) Volume includes incremental sales from acquisitions.

(b) Other includes rounding.

#### Product Category Descriptions

*Digestive Health* is a portfolio of products such as our MIC-KEY enteral feeding tubes, Corpak patient feeding solutions and NeoMed neonatal and pediatric feeding solutions.

*Pain Management and Recovery* is a portfolio of products including:

- Surgical pain and recovery products such as ON-Q and ambIT surgical pain pumps and Game Ready cold and compression therapy systems; and
- Interventional pain solutions, which provide minimally invasive pain relief therapies, such as our COOLIEF pain therapy, OrthogenRx's knee osteoarthritis HA pain relief injection products and Diros' RFA products used to treat chronic pain conditions.

#### Net Sales - 2023 Compared to 2022

Net sales decreased by 1.6% to \$673.3 million for the year ended December 31, 2023, primarily due to lower volume in the Pain Management and Recovery portfolio (primarily lower HA sales), partially offset by continued strong demand for Digestive Health products. In addition to volume, 0.3% of favorable pricing was offset by 0.2% of unfavorable foreign currency translation effects.

#### Net Sales - 2022 Compared to 2021

Net sales increased by 16.5% to \$684.1 million for the year ended December 31, 2022, primarily due to incremental revenue from the OrthogenRx acquisition and strong demand for Digestive Health products, in addition to 0.7% of favorable pricing, which was partially offset by 1.6% of unfavorable foreign currency translation effects.

#### Net Sales by Geographic Region

Net sales by region is presented in the table below (in millions):

	Year Ended December 31,				
	2023	2022	Change	2021	Change
North America	\$ 537.9	\$ 552.0	(2.6)%	\$ 449.1	22.9 %
Europe, Middle East and Africa	84.1	77.4	8.7	86.1	(10.1)
Asia Pacific and Latin America	51.3	54.7	(6.2)	51.8	5.6
Total Net Sales	<u>\$ 673.3</u>	<u>\$ 684.1</u>	<u>(1.6)%</u>	<u>\$ 587.0</u>	<u>16.5 %</u>

#### Gross Profit (in millions)

	Year Ended December 31,		
	2023	2022	2021
Net sales	\$ 673.3	\$ 684.1	\$ 587.0
Cost of products sold	293.6	289.9	287.8
Gross profit	379.7	394.2	299.2
Gross profit margin	56.4 %	57.6 %	51.0 %

Cost of products sold increased from \$289.9 million to \$293.6 million during the year ended December 31, 2023, primarily driven by unfavorable product mix, partially offset by improved manufacturing efficiencies. In the year ended December 31, 2023, gross profit margin decreased from 57.6% to 56.4%.

Cost of products sold increased from \$287.8 million to \$289.9 million during the year ended December 31, 2022, primarily driven by higher freight costs and delays in returning our manufacturing operations to pre-pandemic efficiency levels. In the year ended December 31, 2022, gross profit margin increased from 51.0% to 57.6% driven by high volume, primarily due to incremental revenue from the OrthogenRx acquisition and strong demand for digestive health products .

#### Research and Development (in millions)

	Year Ended December 31,		
	2023	2022	2021
Research and development	\$ 27.2	\$ 29.2	\$ 30.6
Percentage of net sales	4.0 %	4.3 %	5.2 %

Research and development consists primarily of compensation for personnel and expenses for product trial costs, outside laboratory and license fees, the cost of laboratory equipment and facilities and asset write-offs for equipment associated with unsuccessful product launches. Research and development has historically been between 4% and 6% of net sales.

*Selling and General Expenses (in millions)*

	Year Ended December 31,		
	2023	2022	2021
Selling and general expenses	\$ 335.0	\$ 326.5	\$ 285.3
Percentage of net sales	49.8 %	47.7 %	48.6 %

Selling and general expenses increased from \$326.5 million in 2022 to \$335.0 million in 2023, driven by higher selling costs, non-recurring expenses associated with the ongoing Transformation Process and the RH Divestiture, as well as compliance costs associated with the EU MDR.

In the year ended December 31, 2022, selling and general expenses increased from \$285.3 million in 2021 to \$326.5 million in 2022, driven by higher selling costs, along with consulting costs associated with evaluating and planning for the Transformation Process, compliance costs associated with the EU MDR and higher acquisition-related costs.

*Other Expense, net (in millions)*

	Year Ended December 31,		
	2023	2022	2021
Other expense, net	\$ 13.3	\$ 3.0	\$ 22.3
Percentage of net sales	2.0 %	0.4 %	3.8 %

Other expense, net increased from \$3.0 million in 2022 to \$13.3 million in 2023 primarily due to litigation and legal costs of \$10.0 million. Legal and litigation costs were incurred as the result of the settlement related to a customer claim.

Other expense, net decreased from \$22.3 million in 2021 to \$3.0 million in 2022 primarily due to lower legal costs and completion of a restructuring initiated in the fourth quarter of 2020 (the "2020 Restructuring") and plans related to the divestiture of our Surgical and Infection Prevention ("S&IP") business in 2018 (the "S&IP Divestiture"). Other expense, net includes litigation and legal costs of \$15.0 million in the year ended December 31, 2021. Legal and litigation costs were incurred for matters described in "Commitments and Contingencies" in Note 14 to the consolidated financial statements in Item 8 of this Form 10-K.

*Operating Profit (Loss) (in millions)*

	Year Ended December 31,		
	2023	2022	2021
Operating profit (loss)	\$ 4.2	\$ 35.5	\$ (39.0)
Operating profit margin	0.6 %	5.2 %	(6.6)%

The items previously described drove operating profit to \$4.2 million in the year ended December 31, 2023 compared to operating profit of \$35.5 million and operating loss of \$39.0 million, respectively, in the years ended December 31, 2022 and 2021.

**Adjusted Operating Profit (Loss)**

A reconciliation of adjusted operating profit (loss), a non-GAAP measure, to operating profit (loss) is provided in the table below (in millions):

	Year Ended December 31,		
	2023	2022	2021
Operating profit (loss), as reported (GAAP)	\$ 4.2	\$ 35.5	\$ (39.0)
COVID-19 related expenses	—	—	0.3
2020 Restructuring charges	—	—	12.4
Post-Divestiture restructuring and transition charges	—	—	14.1
Acquisition and integration-related charges	3.3	3.4	1.6
Restructuring and transformation charges	28.2	—	—
Divestiture-related charges	6.0	—	—
EU MDR Compliance	3.7	6.9	4.0
Litigation and legal	10.0	—	15.0
Other items	—	3.8	—
Intangibles amortization	24.3	23.6	14.6
Adjusted Operating Profit (Loss) (non-GAAP)	<u>\$ 79.7</u>	<u>\$ 73.2</u>	<u>\$ 23.0</u>

The items noted in the table above are described below:

On a GAAP basis, operating income increased compared to the prior year due to higher sales, lower legal costs and completion of restructuring activities, partially offset by higher selling costs.

Items impacting operating results include the following:

**COVID-19 related expenses**: As a result of the recent COVID-19 pandemic, we incurred incremental expenses for additional personal protective equipment for our manufacturing employees, sanitation at our facilities and other costs. We incurred no COVID-19 related costs in the years ended December 31, 2023 and 2022. We incurred \$0.3 million of COVID-19 related costs in the year ended December 31, 2021.

**2020 Restructuring charges**: We incurred no 2020 Restructuring-related costs in the years ended December 31, 2023 and 2022. We incurred \$12.4 million of costs in the year ended December 31, 2021, in connection with the 2020 Restructuring.

**Post-S&IP Divestiture restructuring and transition charges**: These charges were associated with the post-S&IP Divestiture restructuring plan, a multi-phase restructuring plan intended to align our organizational structure, IT platform, supply chain and distribution channels to be more appropriate for our business following the divestiture of the Surgical and Infection Prevention ("S&IP") business. We incurred no costs associated with the post-S&IP divestiture restructuring plan in the years ended December 31, 2023 and 2022. We incurred \$14.1 million of costs in connection with the post-S&IP divestiture restructuring plan for the year ended December 31, 2021.

**Acquisition and integration-related charges**: We incurred \$3.3 million, \$3.4 million and \$1.6 million of costs in connection with acquisition and integration activities for the years ended December 31, 2023, 2022 and 2021, respectively. Expenses incurred during 2023 were related to the acquisition of Diros and OrthogenRx. Expenses incurred in the prior periods were for integrations of earlier acquisitions.

**Restructuring and transformation charges**: In January 2023, we initiated the Transformation Process, a three-year restructuring initiative intended to align the Company under a single commercial organization, rationalize our product portfolio, undertake additional cost management activities to enhance the Company's operating profitability and pursue efficient capital allocation strategies. In the year ended December 31, 2023, we incurred expenses of \$28.2 million related to the Transformation Process which consisted of costs associated with program management consulting and employee retention expenses and employee severance and benefits costs.

**RH Divestiture related charges**: In conjunction with the divestiture of our RH business, we incurred accounting, legal and other professional fees of approximately \$6.0 million for the year ended December 31, 2023.

**EU MDR Compliance**: The EU MDR became effective in 2021 and brings significant new requirements for many of our medical devices. Incremental costs associated with EU MDR compliance are primarily related to re-certification of our products

under the enhanced standards. We incurred \$3.7 million, \$6.9 million and \$4.0 million of costs related to EU MDR compliance in the years ended December 31, 2023, 2022 and 2021 respectively.

**Other items:** In the year ended December 31, 2023, we incurred no costs associated with other items. In the year ended December 31, 2022, we incurred \$3.8 million of expenses in connection with evaluating and planning for the Transformation Process. These costs consisted of \$2.6 million of consulting costs associated with evaluation of overall scope and alternatives for transforming our business, and \$1.2 million for the impairment of certain assets associated with research and development projects that were cancelled.

**Litigation and legal:** In the year ended December 31, 2023, we incurred \$10.0 million of costs for litigation matters. This expense was for a settlement related to a customer claim and is included in "Other expense, net". We incurred no costs for litigation matters in the year ended December 31, 2022 and \$15.0 million of expenses for certain litigation matters in the year ended December 31, 2021, which are included in "Other expense, net." In 2021, costs include amounts associated with a \$22.2 million payment related to a Deferred Prosecution Agreement (the "DPA") with the United States Department of Justice (the "DOJ"), which is described in "Commitments and Contingencies" in Note 14 to the consolidated financial statements in Item 8 of this Form 10-K.

**Intangibles amortization:** Intangibles amortization is related primarily to the amortization of intangibles acquired in prior business acquisitions and was \$24.3 million, \$23.6 million and \$14.6 million, respectively, in the years ended December 31, 2023, 2022 and 2021. The increase in amortization in the year ended December 31, 2023 is due to incremental amortization of intangibles acquired with Diros in Q3 2023.

Our non-GAAP measures excludes certain items, as applicable, for the relevant time periods as indicated in the "Operating Profit" table above. The excluded items include:

- Incremental expenses associated with altering operations in response to the COVID-19 pandemic.
- Expenses associated with restructuring activities, including IT-related charges.
- Expenses associated with post-RH Divestiture and post-S&IP divestiture transition activities.
- Certain acquisition and integration charges related to the acquisitions of Diros, OrthogenRx and GameReady.
- Expenses associated with our three-year restructuring initiative.
- Expenses for accounting, legal and other professional fees associated with the divestiture of our RH business.
- Expenses associated with EU MDR compliance.
- Expenses associated with other unusual items such as consulting costs associated with evaluating transformational restructuring or other strategies or asset impairment charges for cancelled research and development projects.
- Expenses associated with certain litigation matters.
- The amortization of intangible assets associated with prior business acquisitions.

#### ***Interest Expense***

Interest expense was \$15.0 million, \$10.0 million and \$3.3 million in the years ended December 31, 2023, 2022 and 2021, respectively. In the year ended December 31, 2022, interest expense includes an early extinguishment loss of \$1.1 million incurred upon terminating our Prior Credit Agreement (as defined below) on June 24, 2022. In the year ended December 31, 2023, \$0.5 million of interest was capitalized on long-term capital projects. In the years ended December 31, 2022 and 2021, \$0.1 million of interest was capitalized on long-term capital projects.

Interest expense consists of interest accrued and amortization of debt discount and issuance costs on our long-term debt. See "Debt" in Note 9 to the consolidated financial statements in Item 8 of this Form 10-K for further discussion of our indebtedness, our Prior Credit Agreement and our new Credit Agreement.

#### ***Provision for Income Taxes***

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), enacted in March 2020, allows for the carryback of U.S. net operating losses, which were expected to be used in future years to prior years, resulting in no benefit in the year ended December 31, 2023, and a \$3.8 million and \$2.8 million benefit in the years ended December 31, 2022 and 2021, respectively. As a result, as of December 31, 2023, we had \$3.8 million of income tax receivables.

Our overall effective tax rate was (25.3)% for the year ended December 31, 2023 compared to a rate of 19.5% in 2022 and 26.6% in 2021. See "Income Taxes" in Note 10 to the consolidated financial statements in Item 8 of this Form 10-K for further details regarding our income taxes.

## **Liquidity and Capital Resources**

### *General*

Our primary sources of liquidity are cash on hand provided by operating activities and amounts available with our revolving credit facility under our existing credit agreement. Our operating cash flow has historically been sufficient to meet our working capital requirements and fund capital expenditures. We expect our operating cash flow will be sufficient to meet our working capital requirements and fund capital expenditures in the next twelve months. In addition, with our borrowing capacity, we expect to have the ability to fund capital expenditures and other investments necessary to grow our business for the foreseeable future for both our domestic and international operations.

As of December 31, 2023, \$48.4 million of our \$87.7 million of cash and cash equivalents was held by foreign subsidiaries. We consider the undistributed earnings of our foreign subsidiaries to be indefinitely reinvested and currently do not have plans to repatriate such earnings. See further discussion below in "Critical Accounting Policies and Use of Estimates" under "Income Taxes." We do not expect restrictions on repatriation of cash held outside of the United States to have a material effect on our overall liquidity, financial condition or results of operations for the foreseeable future.

Cash and equivalents decreased by \$40.0 million to \$87.7 million as of December 31, 2023 compared to \$127.7 million last year. The decrease was driven by \$49.6 million of cash used for the acquisition of Diros, \$15.0 million used to repurchase shares of our common stock, repayments of our debt, including \$115.0 million on our revolving credit facility and \$4.7 million on our secured term loan, \$11.7 million of contingent consideration payments and \$17.8 million of capital expenditures. This was partially offset by \$32.4 million of cash provided by operating activities, \$55.0 million of proceeds from our revolving credit facility and \$89.0 million of proceeds from the RH divestiture.

Cash and equivalents increased by \$9.2 million to \$127.7 million as of December 31, 2022 compared to \$118.5 million as of December 31, 2021. The increase was driven by \$90.9 million of cash provided by operating activities, \$250.0 of proceeds from our secured debt and \$150.0 million of proceeds from our revolving credit facility partially offset by payments on our prior credit agreement including \$126.6 million on our secured term loan and \$170.0 million on our revolving credit facility, \$116.1 million of cash used for the acquisition of OrthogenRx, \$45.5 million used to repurchase shares of our common stock and \$19.3 million of capital expenditures.

### *Long-Term Debt*

On June 24, 2022, we entered into a credit agreement (the "Credit Agreement") with certain lenders which established credit facilities in an aggregate principal amount of \$500.0 million, consisting of a five-year senior secured term loan of \$125.0 million (the "Term Loan Facility") and a five-year senior secured revolving credit facility allowing borrowings of up to \$375.0 million, with a letter of credit sub-facility in an amount of \$75.0 million (the "Revolving Credit Facility"). All obligations under the Credit Agreement and certain hedging agreements and cash management arrangements thereunder are: (i) guaranteed by each of the Company's direct and indirect, existing and future, material wholly owned domestic subsidiaries ("Guarantors") and (ii) secured by a first priority lien on substantially all the assets of the Company and the Guarantors. The Credit Agreement contains an accordion feature that allows us to incur incremental term loans under the Term Loan Facility or under new term loan facilities or to increase the amount of the commitments under the Revolving Credit Facility, including through the establishment of one or more tranches under the Revolving Credit Facility. The Credit Agreement will mature on June 24, 2027.

Borrowings under the Term Loan Facility and Revolving Credit Facility bear interest at our option at either: (i) an adjusted term secured overnight financing rate ("SOFR"), plus a margin ranging between 1.50% to 2.00% per annum, depending on our consolidated total leverage ratio; (ii) an adjusted daily simple SOFR rate, plus a margin ranging between 1.50% to 2.00% per annum, depending on our consolidated total leverage ratio; or (iii) a base rate (calculated as the greatest of (a) the prime rate, (b) the NYFRB rate (being the greater of the federal funds effective rate or the overnight bank funding rate) plus 0.50%, and (c) the one month adjusted term SOFR rate plus 1.00%), plus a margin ranging between 0.50% to 1.00% per annum, depending on our consolidated total leverage ratio. The unused portion of the Revolving Credit Facility will be subject to a commitment fee ranging between 0.20% to 0.25% per annum, depending on our consolidated total leverage ratio. Unamortized debt discount

and issuance costs are being amortized to interest expense over the life of the Term Loan Facility using the interest method, resulting in an effective interest rate of 6.6% as of December 31, 2023.

In connection with entering into the Credit Agreement, we terminated the Amended and Restated Credit Agreement dated as of October 30, 2018 by and among the Company, the lenders thereunder and Citibank N.A., as administrative agent (as amended and supplemented, the "Prior Credit Agreement").

The Credit Agreement requires compliance with certain customary operational and financial covenants. As of December 31, 2023, we were in compliance with all of our debt covenants.

For further information regarding our debt arrangements, see "Debt" in Note 9 to the consolidated financial statements in Item 8 of this Form 10-K.

#### *Share Repurchase Program*

On December 15, 2021, we announced that our Board of Directors had approved a share repurchase program authorizing us to repurchase up to \$30 million of our common stock. In the fourth quarter of 2021, we repurchased \$10.7 million, and during the first quarter of 2022, we repurchased the remaining \$19.3 million.

On May 16, 2022, the Board of Directors approved a new one-year program authorizing us to repurchase up to \$25.0 million of our common stock. In connection with such repurchase program, we established a pre-arranged trading plan in accordance with Rule 10b5-1 which permitted common stock to be repurchased over a twelve-month period. Under this program, during the second quarter of 2022 we repurchased \$14.1 million of our common stock, and during the third quarter of 2022 we repurchased the remaining \$10.9 million.

On July 28, 2023, the Board of Directors approved a new one-year program under which we may repurchase up to \$25.0 million of our common stock. In connection with such repurchase program, we established a pre-arranged trading plan in accordance with Rule 10b5-1 which permitted common stock to be repurchased over a twelve-month period. Under this program, during the third quarter of 2023 we repurchased \$9.2 million of our common stock, and during the fourth quarter of 2023 we repurchased the remaining \$5.8 million. Additional repurchases under this program will be made from time to time at management's discretion on the open market or through privately negotiated transactions in compliance with Rule 10b-18 under the Exchange Act, subject to market conditions, applicable legal requirements and other relevant factors. This share repurchase program does not obligate us to purchase any particular amount of common stock and may be suspended, modified or discontinued by us without prior notice.

For further information, see "Share Repurchase Program" in Note 17 to the consolidated financial statements in Item 8 of this Form 10-K.

#### *Contractual Obligations*

In the normal course of business, we enter into contracts and commitments that obligate us to make payments in the future. Information regarding our obligations under lease and debt arrangements and defined benefit plans are provided in Notes 6, 8, and 10, respectively, to the consolidated financial statements contained in Item 8 of this Form 10-K. For obligations under our purchase arrangements which consist mostly of open purchase orders and other commitments, as of December 31, 2023, we have amounts due in less than one year of \$71.7 million, \$7.0 million in one to three years, and \$8.6 million thereafter.

#### **Critical Accounting Policies and Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. The critical accounting policies we used in the preparation of the consolidated and financial statements are those that are important both to the presentation of our financial condition and results of operations and require significant judgments by management with regard to estimates used. The critical judgments by management relate to distributor rebate accruals, future cash flows associated with impairment testing for goodwill and long-lived assets, loss contingencies and deferred income taxes and potential tax assessments.

#### *Use of Estimates*

We prepare our consolidated financial statements in accordance with GAAP, which requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting periods. Estimates are used in accounting for, among other things, certain amounts included in discontinued operations, certain amounts included in assets and liabilities held for sale, distributor rebate accruals, future cash flows associated with impairment testing for goodwill and long-lived assets, loss contingencies, and deferred income taxes and potential income tax assessments. Our estimates are subject to uncertainties associated with the

ongoing COVID-19 pandemic. Actual results could differ from these estimates, and the effect of the change could be material to our financial statements. Changes in these estimates are recorded when known.

#### *Revenue Recognition*

Sales revenue is recognized at the time of product shipment or delivery of our products to unaffiliated customers, depending on shipping terms. Accordingly, control of the products transfers to the customer in accordance with the transaction's shipping terms. Sales revenue is recognized for the amount of considerations that we expect to be entitled to receive in exchange for our products. Sales are reported net of returns, rebates, incentives, each as described below, and freight allowed. Taxes imposed by governmental authorities on our revenue-producing activities with customers, such as sales taxes and value-added taxes, are excluded from net sales. Our contracts provide for forms of variable consideration including rebates, incentives and pricing tiers, each of which are described further in Note 1 "Accounting Policies" in Item 8 of this Form 10-K.

#### *Loss Contingencies*

The outcome of loss contingencies, legal proceedings, indemnification matters and claims brought against us is subject to uncertainty. An estimated loss contingency is accrued by a charge to earnings if it is probable that an asset has been impaired or a liability has been incurred and the amount can be reasonably estimated. Determination of whether to accrue a loss requires evaluation of the probability of an unfavorable outcome and the ability to make a reasonable estimate. Changes in these estimates could affect the timing and amount of accrual of loss contingencies.

#### *Income Taxes*

We recognize tax benefits in our financial statements when our uncertain tax positions are more likely than not to be sustained upon audit. The amount we recognize is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement.

We recognize deferred tax assets for deductible temporary differences, operating loss carry-forwards and tax credit carry-forwards. We record valuation allowances to reduce deferred tax assets to amounts that are more likely than not to be realized. In assessing the need for a valuation allowance, we consider both positive and negative evidence related to the likelihood of realization of the deferred tax assets. The weight given to the positive and negative evidence is commensurate with the extent to which the evidence may be objectively verified. As such, it is generally difficult for positive evidence regarding projected future taxable income exclusive of reversing taxable temporary differences to outweigh objective negative evidence of recent financial reporting losses. This assessment, which is completed on a taxing jurisdiction basis, takes into account a number of types of evidence, including the nature, frequency, and severity of current and cumulative financial reporting losses, sources of future taxable income, taxable income in prior carryback year(s) and tax planning strategies.

If it is determined that we would be able to realize deferred tax assets in the future in excess of our net recorded amount, an adjustment to the net deferred tax asset would increase income in the period that such determination was made. Likewise, should we determine that we would not be able to realize all or part of the net deferred tax assets in the future, an adjustment to the net deferred tax asset would decrease income in the period such determination was made. We regularly evaluate the need for valuation allowances against its deferred tax assets.

As of December 31, 2023, we have accumulated undistributed earnings generated by our foreign subsidiaries of approximately \$33.6 million. Certain earnings were previously subject to tax due to the one-time transition tax of the Tax Cuts and Jobs Act of 2017. Any additional impacts due with respect to the previously-taxed earnings, if repatriated, would generally be limited to foreign withholding tax, U.S. state income tax and the tax effect of certain foreign exchange adjustments. We intend, however, to indefinitely reinvest these earnings and expect future U.S. cash generation to be sufficient to meet U.S. cash needs. At this time, the determination of deferred tax liabilities on the amount of financial reporting over tax basis is not practicable.

#### **Legal Matters**

A description of legal matters can be seen in "Commitments and Contingencies" in Note 14 to the consolidated financial statements in Item 8 of this Form 10-K.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to risks such as changes in interest rates, foreign currency exchange rates and commodity prices. A variety of practices are employed to manage these risks, including derivative instruments where deemed appropriate. Derivative instruments are used only for risk management purposes and not for speculation. All foreign currency derivative instruments are entered into with major financial institutions. Our credit exposure under these arrangements is limited to agreements with a positive fair value at the reporting date. Credit risk with respect to the counterparties is actively monitored but is not considered significant.

Presented below is a description of our risk together with a sensitivity analysis, performed annually, based on selected changes in market rates and prices. These analyses reflect management's view of changes which are reasonably possible to occur over a one-year period. Also included is a description of our commodity price risk.

*Interest Rate Risk*

Our senior secured revolving credit facility under our Credit Agreement, which allows for borrowings up to \$375.0 million, is subject to a variable interest rate based on SOFR. As of December 31, 2023, a one percentage point increase in SOFR could result in \$3.8 million of incremental interest expense if the senior secured revolving credit facility was fully drawn for the entire year.

*Foreign Currency Risk*

Foreign currency transactional exposures are sensitive to changes in foreign currency exchange rates. An annual test is performed to quantify the effects that possible changes in foreign currency exchange rates would have on annual operating profit based on our foreign currency transactional exposures at the current year-end. The balance sheet effect is calculated by multiplying each affiliate's net monetary asset or liability position by a 10% change in the foreign currency exchange rate versus the U.S. dollar. The results of these sensitivity tests are presented in the following paragraph.

As of December 31, 2023, a 10% change in the exchange rate of the U.S. dollar against the prevailing market rates of foreign currencies involving balance sheet transactional exposures would have an effect of \$1.4 million to our consolidated financial position, results of operations and cash flows. These hypothetical effects on transactional exposures are based on the difference between the December 31, 2023 rates and the assumed rates.

The translation of the balance sheets of non-U.S. operations from local currencies into U.S. dollars is also sensitive to changes in foreign currency exchange rates. Consequently, an annual test is performed to determine if changes in currency exchange rates would have a significant effect on the translation of the balance sheets of non-U.S. operations into U.S. dollars. These translation gains or losses are recorded as unrealized translation adjustments ("UTA") within stockholders' equity. The hypothetical change in UTA is calculated by multiplying the net assets of these non-U.S. operations by a 10% change in the currency exchange rates.

As of December 31, 2023, a 10% change in the exchange rate of the U.S. dollar against the prevailing market rates of our foreign currency translation exposures would have impacted stockholders' equity by approximately \$13.6 million. These hypothetical adjustments in UTA are based on the difference between the December 31, 2023 exchange rates and the assumed rates. In the view of management, the above UTA adjustments resulting from these assumed changes in foreign currency exchange rates are not material to our consolidated financial position because they would not affect our cash flow.

*Commodity Price Risk*

We are subject to commodity price risk for certain raw materials used in the manufacture of our products. As previously discussed under "Risk Factors," increases in commodities prices could adversely affect our earnings if selling prices are not adjusted or if such adjustments significantly trail the increases in commodities prices.

Our energy, manufacturing and transportation costs are affected by various market factors including the availability of supplies of particular forms of energy, energy prices and local and national regulatory decisions. As previously discussed in "Risk Factors," there can be no assurance we will be fully protected against substantial changes in the price or availability of energy sources. In addition, we are subject to price risk for utilities and manufacturing inputs, which are used in our manufacturing operations.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENTS**  
(in millions, except per share amounts)

	Year Ended December 31,		
	2023	2022	2021
<b>Net Sales</b>	<b>\$ 673.3</b>	\$ 684.1	\$ 587.0
Cost of products sold	293.6	289.9	287.8
<b>Gross Profit</b>	<b>379.7</b>	394.2	299.2
Research and development	27.2	29.2	30.6
Selling and general expenses	335.0	326.5	285.3
Other expense, net	13.3	3.0	22.3
<b>Operating Income (Loss)</b>	<b>4.2</b>	35.5	( 39.0 )
Interest income	2.9	1.2	0.2
Interest expense	( 15.0 )	( 10.0 )	( 3.3 )
<b>(Loss) Income Before Income Taxes</b>	<b>( 7.9 )</b>	26.7	( 42.1 )
Income tax (provision) benefit	( 2.0 )	( 5.2 )	11.2
<b>(Loss) Income from Continuing Operations</b>	<b>( 9.9 )</b>	21.5	( 30.9 )
(Loss) Income from discontinued operations, net of tax	( 51.9 )	29.0	37.2
<b>Net (Loss) Income</b>	<b>\$ ( 61.8 )</b>	<b>\$ 50.5</b>	<b>\$ 6.3</b>
<b>(Loss) Earnings Per Share</b>			
Basic:			
Continuing operations	\$ ( 0.21 )	\$ 0.46	\$ ( 0.64 )
Discontinued operations	( 1.11 )	0.62	0.77
Basic (Loss) Earnings Per Share	<b>\$ ( 1.32 )</b>	<b>\$ 1.08</b>	<b>\$ 0.13</b>
Diluted:			
Continuing operations	\$ ( 0.21 )	\$ 0.46	\$ ( 0.64 )
Discontinued operations	( 1.11 )	0.61	0.77
Diluted (Loss) Earnings Per Share	<b>\$ ( 1.32 )</b>	<b>\$ 1.07</b>	<b>\$ 0.13</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(in millions)**

	Year Ended December 31,		
	2023	2022	2021
<b>Net (Loss) Income</b>	<b>\$ ( 61.8 )</b>	<b>\$ 50.5</b>	<b>\$ 6.3</b>
<b>Other Comprehensive (Loss) Income, Net of Tax</b>			
Defined benefit plans	( 0.3 )	0.3	0.4
Unrealized currency translation adjustments	9.1	( 2.3 )	( 6.1 )
Cash flow hedges	—	—	—
<b>Total Other Comprehensive Income (Loss), Net of Tax</b>	<b>8.8</b>	<b>( 2.0 )</b>	<b>( 5.7 )</b>
<b>Comprehensive (Loss) Income</b>	<b>\$ ( 53.0 )</b>	<b>\$ 48.5</b>	<b>\$ 0.6</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions, except share data)

	As of December 31,	
	2023	2022
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 87.7	\$ 127.7
Accounts receivable, net of allowances	142.8	167.9
Inventories	163.2	132.3
Prepaid and other current assets	28.8	13.9
Assets held for sale	64.5	182.3
<b>Total Current Assets</b>	<b>487.0</b>	624.1
<b>Property, Plant and Equipment, net</b>	<b>117.2</b>	118.6
<b>Operating Lease Right-of-Use Assets</b>	<b>26.8</b>	27.5
<b>Goodwill</b>	<b>796.1</b>	760.3
<b>Other Intangible Assets, net</b>	<b>239.5</b>	234.2
<b>Deferred Tax Assets</b>	<b>6.5</b>	4.6
<b>Other Assets</b>	<b>19.3</b>	17.6
<b>TOTAL ASSETS</b>	<b>\$ 1,692.4</b>	<b>\$ 1,786.9</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt	\$ 8.6	\$ 6.2
Current portion of operating lease liabilities	12.8	\$ 12.0
Trade accounts payable	56.3	67.9
Accrued expenses	93.2	97.8
Liabilities held for sale	63.7	7.1
<b>Total Current Liabilities</b>	<b>234.6</b>	191.0
<b>Long-Term Debt</b>	<b>159.4</b>	226.3
<b>Operating Lease Liabilities</b>	<b>28.3</b>	32.5
<b>Deferred Tax Liabilities</b>	<b>23.8</b>	25.4
<b>Other Long-Term Liabilities</b>	<b>10.0</b>	20.5
<b>Total Liabilities</b>	<b>456.1</b>	495.7
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity</b>		
Preferred stock - \$ 0.01 par value - authorized 20,000,000 shares, none issued	—	—
Common stock - \$ 0.01 par value - authorized 300,000,000 shares, 46,174,337 outstanding at December 31, 2023 and 46,528,907 outstanding at December 31, 2022	0.5	0.5
Additional paid-in capital	1,663.6	1,646.4
Accumulated deficit	( 314.9 )	( 253.1 )
Treasury stock	( 85.9 )	( 66.8 )
Accumulated other comprehensive loss	( 27.0 )	( 35.8 )
<b>Total Stockholders' Equity</b>	<b>1,236.3</b>	1,291.2
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,692.4</b>	<b>\$ 1,786.9</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
(in millions, shares in thousands)

	Common Stock				Treasury Stock				Accumulated	
	Outstanding		Additional		Shares		Amount		Other	Total
	Shares	Amount	Capital	Accumulated Deficit	Shares	Amount	(Loss) Income	Stockholders' Equity		
Balance at December 31, 2020	47,918	\$ 0.5	\$ 1,609.4	\$ (309.9)	231	\$ (9.8)	\$ (28.1)	\$ 1,262.1		
Net income	—	—	—	6.3	—	—	—	—	6.3	
Issuance of common stock upon the exercise or redemption of share-based awards	288	—	6.2	—	—	—	—	—	6.2	
Stock-based compensation expense	—	—	13.2	—	—	—	—	—	13.2	
Purchases of treasury stock	—	—	—	—	349	(11.5)	—	—	(11.5)	
Other comprehensive loss, net of tax	—	—	—	—	—	—	(5.7)	—	(5.7)	
Balance at December 31, 2021	48,206	0.5	1,628.8	(303.6)	580	(21.3)	(33.8)	1,270.6		
Net income	—	—	—	50.5	—	—	—	50.5		
Issuance of common stock upon the exercise or redemption of share-based awards	(1,677)	—	1.7	—	42	(1.2)	—	0.5	0.5	
Stock-based compensation expense	—	—	15.9	—	—	—	—	—	15.9	
Purchases of treasury stock	—	—	—	—	1,510	(44.3)	—	—	(44.3)	
Other comprehensive loss, net of tax	—	—	—	—	—	—	(2.0)	—	(2.0)	
Balance at December 31, 2022	46,529	0.5	1,646.4	(253.1)	2,132	(66.8)	(35.8)	1,291.2		
Net loss	—	—	—	(61.8)	—	—	—	—	(61.8)	
Issuance of common stock upon the exercise or redemption of share-based awards	(355)	—	1.4	—	168	(4.1)	—	—	(2.7)	
Stock-based compensation expense	—	—	15.8	—	—	—	—	—	15.8	
Purchases of treasury stock	—	—	—	—	743	(15.0)	—	—	(15.0)	
Other comprehensive income, net of tax	—	—	—	—	—	—	8.8	—	8.8	
Balance at December 31, 2023	<b>46,174</b>	<b>\$ 0.5</b>	<b>\$ 1,663.6</b>	<b>\$ (314.9)</b>	<b>3,043</b>	<b>\$ (85.9)</b>	<b>\$ (27.0)</b>	<b>\$ 1,236.3</b>		

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED CASH FLOW STATEMENTS**  
**(in millions)**

	Year Ended December 31,		
	2023	2022	2021
<b>Operating Activities</b>			
Net (loss) income	\$ (61.8)	\$ 50.5	\$ 6.3
Depreciation and amortization	46.1	47.7	38.3
Stock-based compensation	15.8	15.9	13.2
Loss on RH disposal	70.8	—	—
Net losses on asset dispositions and asset impairments	1.9	1.1	8.0
Changes in operating assets and liabilities, net of acquisition			
Accounts receivable	39.0	(24.7)	(10.8)
Inventories, net of allowance	4.7	(30.9)	15.7
Prepaid expenses and other assets	(19.6)	3.0	(1.9)
Accounts payable	(14.4)	35.4	(11.9)
Accrued expenses	(27.7)	(7.1)	33.4
Deferred income taxes and other	(22.4)	—	(3.0)
<b>Cash Provided by Operating Activities</b>	<b>32.4</b>	<b>90.9</b>	<b>87.3</b>
<b>Investing Activities</b>			
Capital expenditures	(17.8)	(19.3)	(21.0)
Proceeds from the RH divestiture	89.0	—	—
Acquisition of assets and businesses, net of cash acquired	(49.6)	(116.1)	—
<b>Cash Provided by (Used in) Investing Activities</b>	<b>21.6</b>	<b>(135.4)</b>	<b>(21.0)</b>
<b>Financing Activities</b>			
Proceeds from issuance of secured debt	—	250.0	—
Secured debt repayments	(4.7)	(126.6)	—
Debt issuance costs	—	(2.9)	—
Revolving credit facility proceeds	55.0	150.0	20.0
Revolving credit facility repayments	(115.0)	(170.0)	(70.0)
Purchase of treasury stock	(19.1)	(45.5)	(11.5)
Proceeds from the exercise of stock options	1.3	1.7	6.2
Payment of contingent consideration liabilities	(11.7)	—	—
<b>Cash (Used in) Provided by Financing Activities</b>	<b>(94.2)</b>	<b>56.7</b>	<b>(55.3)</b>
<b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>			
(Decrease) Increase in Cash and Cash Equivalents	0.2	(3.0)	(4.0)
<b>Cash and Cash Equivalents - Beginning of Year</b>	<b>127.7</b>	<b>118.5</b>	<b>111.5</b>
<b>Cash and Cash Equivalents - End of Year</b>	<b>\$ 87.7</b>	<b>\$ 127.7</b>	<b>\$ 118.5</b>
<b>Supplemental Cash Flow Disclosure:</b>			
Cash paid (refunded) for income taxes	\$ 23.6	\$ (2.9)	\$ (45.0)
Cash paid for interest	\$ 14.7	\$ 8.1	\$ 3.0
<b>Supplemental Noncash Disclosure</b>			
Capital expenditures included in accounts payable or accrued expenses	\$ 3.4	\$ 3.9	\$ 5.6

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AVANOS MEDICAL, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Accounting Policies**

Avanos Medical, Inc. is a medical technology company focused on delivering clinically superior medical device solutions that will help patients get back to the things that matter. Headquartered in Alpharetta, Georgia, we are committed to addressing some of today's most important healthcare needs, including providing a vital lifeline for nutrition to patients from hospital to home, and reducing the use of opioids while helping patients move from surgery to recovery. We develop, manufacture and market our recognized brands globally and hold leading market positions in multiple categories across our portfolio. Unless the context indicates otherwise, the terms "Avanos," "the Company," "we," "our" and "us" refer to Avanos Medical, Inc. and its consolidated subsidiaries.

*Principles of Consolidation*

The consolidated financial statements include our net assets, results of our operations and cash flows. All intercompany transactions and accounts within our consolidated businesses have been eliminated. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

*Use of Estimates*

Preparation of consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting periods. Estimates are used in accounting for, among other things, certain amounts included in discontinued operations, certain amounts included in assets and liabilities held for sale, distributor rebate accruals, future cash flows associated with impairment testing for goodwill and long-lived assets, loss contingencies, and deferred tax assets and potential income tax assessments. Our estimates are subject to uncertainties associated with the recent COVID-19 pandemic which has caused volatility and adverse effects in global markets. Actual results could differ from these estimates, and the effect of the change could be material to our financial statements. Changes in these estimates are recorded when known.

*Cash Equivalents*

Cash equivalents are short-term investments with an original maturity date of three months or less. We maintain cash balances and short-term investments in excess of insurable limits in a diversified group of major banks that are selected and monitored based on ratings by the major rating agencies in accordance with our treasury policy.

*Inventories and Distribution Costs*

U.S. and non-U.S. inventories are valued at the lower of cost, using the First-In, First-Out ("FIFO") method, or market. Distribution costs are classified as cost of products sold.

*Property, Plant and Equipment and Depreciation*

Property, plant and equipment are stated at cost and depreciated on the straight-line method. Buildings are depreciated over their estimated useful lives, primarily 40 years. Machinery and equipment are depreciated over their estimated useful lives, primarily ranging from 16 to 20 years. Leasehold improvements are depreciated over the assets' estimated useful lives, or the remaining lease term, whichever is shorter. Purchases of computer software, including external costs and certain internal costs (including payroll and payroll-related costs of employees) directly associated with developing significant computer software applications for internal use, are capitalized. Computer software costs are amortized on the straight-line method over the estimated useful life of the software, which is generally three to nine years. Depreciation expense is recorded in cost of products sold, research and development and selling and general expenses.

Estimated useful lives are periodically reviewed, and when warranted, changes are made to them. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss would be indicated when estimated undiscounted future cash flows from the use and eventual disposition of an asset group, which are identifiable and largely independent of the cash flows of other asset groups, are less than the carrying amount of the asset group. Measurement of an impairment loss would be based on the excess of the carrying amount of the asset group over its fair value. Fair value is measured using discounted cash flows or independent appraisals, as appropriate. When property is sold or retired, the cost of the property and the related accumulated depreciation are removed from the consolidated balance sheet and any gain or loss on the transaction is included in income.

*Goodwill and Other Intangible Assets*

We test goodwill for impairment annually or more frequently whenever events or circumstances more likely than not indicate that the fair value of the reporting unit may be below its carrying value. We operate as a single reportable operating segment

with one reporting unit. The fair value of our reporting unit was estimated using a combination of income (discounted cash flow analysis) and market approaches. The income approach is dependent upon several assumptions regarding future periods such as sales growth and a terminal growth rate. A weighted average cost of capital ("WACC") was used to discount future estimated cash flows to their present values. The WACC was based on externally observable data considering market participants' cost of equity and debt, optimal capital structure and risk factors specific to us. The market approach estimates the value of our company using a market capitalization methodology.

We completed our annual goodwill impairment test as of July 1, 2023, and determined that the fair value of our reporting unit exceeds the net carrying amount. There can be no assurance that the assumptions and estimates made for purposes of the annual goodwill impairment test will prove to be accurate. Volatility in the equity and debt markets, or increases in interest rates, could result in a higher discount rate. Changes in sales volumes, selling prices and costs of goods sold, and increases in interest rates could cause changes in our forecasted cash flows. Unfavorable changes in any of the factors described above, as well as a decline in our stock price, could result in a goodwill impairment charge in the future.

Intangible assets with finite lives are amortized over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Estimated useful lives range from 7 to 30 years for trademarks, 7 to 17 years for patents and acquired technologies, and 2 to 16 years for other intangible assets. An impairment loss would be indicated when estimated undiscounted future cash flows from the use of the asset are less than its carrying amount. An impairment loss would be measured as the difference between the fair value (based on discounted future cash flows) and the carrying amount of the asset.

#### *Revenue Recognition and Accounts Receivable*

Sales revenue is recognized at the time of product shipment or delivery of our products to unaffiliated customers, depending on shipping terms. Accordingly, control of the products transfers to the customer in accordance with the transaction's shipping terms. Sales revenue is recognized for the amount of consideration that we expect to be entitled to receive in exchange for our products. Sales are reported net of returns, rebates, incentives, each as described below, and freight allowed. Taxes imposed by governmental authorities on our revenue-producing activities with customers, such as sales taxes and value-added taxes, are excluded from net sales.

We provide medical products to distributors or end-user customers under supply agreements under which customers may place purchase orders for a variety of our products at specified pricing over a specified term, usually three years. While our sales and marketing efforts are directed to hospitals or other healthcare providers, our products are generally sold through third-party distribution channels.

Under our contracts with customers, our performance obligations are normally limited to shipment or delivery of products to a customer upon receipt of a purchase order. We bill our customers, depending on shipping terms, upon shipment or delivery of the products to the customer.

Amounts billed are typically due within 30 days, with a 1 % discount allowed for distributors if payments are made within 15 days. We estimate cash discounts based on historical experience and record the cash discounts as an allowance to trade receivables. The allowance for this cash discount is disclosed in "Supplemental Balance Sheet Information" under "Accounts Receivable" in Note 5. The differences between estimated and actual cash discounts are generally not material.

We allow for returns within a specified period of time, based on our standard terms and conditions, following customers' receipt of the goods and estimate a liability for returns based on historical experience. The liability for estimated returns was \$ 0.1 million as of December 31, 2023 and 2022. The differences between estimated and actual returns are generally not material.

Our contracts provide for forms of variable consideration including rebates, incentives and pricing tiers, each of which are described below:

*Distributor Rebates* - Sales to distributors, on a global basis, represents approximately 49 % of our consolidated net sales. We provide for rebates on gross sales to distributors for differences between list prices and average end-user customer prices. Rebate rates vary widely (typically between 10 % and 35 %) between our product families. A liability for distributor rebates is estimated based on a moving average of rebate rates, specific customer trends, contractual provisions, historical experience and other relevant factors. The liability for estimated rebates was \$ 10.4 million and \$ 14.5 million, respectively, as of December 31, 2023 and 2022. Differences between our estimated and actual costs are generally not material and recognized in earnings in the period in the period such differences are determined.

*Incentives* - Globally, approximately 28 % of our consolidated net sales are contracted through group purchasing organizations ("GPOs"). Incentives include fees paid to GPOs or small percentage rebates to distributors in conjunction with the sales volume of our products to end-user customers. A liability for incentives is estimated based on average incentive rates over a period of time. The liability for estimated incentives was \$ 7.3 million and \$ 12.4 million, respectively, as of December 31, 2023 and 2022.

Differences between estimated and actual incentives are generally not material and recognized in earnings in the period such differences are determined.

**Pricing tiers** - In certain of our contracts, pricing is dependent on volumes purchased, with lower pricing given upon meeting certain established purchase volumes. Customers are placed in a pricing tier based on expected purchase volume, which is developed primarily using the customer's purchase history. Depending on the customer's purchases, we may move the customer up or down a tier, upon meeting or failing to meet certain established purchase volumes. Pricing in the new tier is applied to purchase orders prospectively. There are no retrospective adjustments based on movements between pricing tiers.

We had one customer who individually accounted for more than 10% of our consolidated accounts receivable balance as of December 31, 2023 and December 31, 2022. Bad debt expense was \$ 0.7 million for the year ended December 31, 2023 compared to \$ 1.4 million for the year ended December 31, 2022 and a net benefit of \$ 0.5 million for the year end December 31, 2021.

#### *Foreign Currency Translation*

The income statements of foreign operations are translated into U.S. dollars at rates of exchange in effect each month. The balance sheets of these operations are translated at period-end exchange rates, and the differences from historical exchange rates are reflected as unrealized translation adjustments in other comprehensive income.

#### *Research and Development*

Research and development expenses are expensed as incurred. Research and development expenses consist primarily of salaries and related expenses for personnel, product trial costs, outside laboratory and license fees, the costs of laboratory equipment and facilities and asset write-offs for equipment that does not reach success in product manufacturing certifications.

#### *Stock-Based Compensation*

We have a stock-based Equity Participation Plan, a Long Term Incentive Plan and an Outside Directors' Compensation Plan that provide for awards of stock options, stock appreciation rights, restricted stock (and in certain limited cases, unrestricted stock), restricted stock units, performance units and cash awards to eligible employees (including officers who are employees), directors, advisors and consultants. Stock-based compensation is initially measured at the fair value of the awards on the grant date and is recognized in the financial statements over the period the employees are required to provide services in exchange for the awards, with forfeitures accounted for as they occur. The fair value of option awards is measured on the grant date using a Black-Scholes option-pricing model. The fair value of time-based and some performance-based restricted share awards is based on the Avanos stock price at the grant date and the assessed probability of meeting future performance targets. For performance-based restricted share units for which vesting is conditioned upon achieving a measure of total shareholder return, fair value is measured using a Monte Carlo simulation. Generally, new shares are issued to satisfy vested restricted stock units and exercises of stock options. See Note 13, "Stock-Based Compensation."

#### *Income Taxes*

We account for income taxes under the asset and liability method of accounting, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Under this method, changes in tax rates and laws are recognized in income in the period such changes are enacted. The provision for federal, state, and foreign income taxes is calculated on income before income taxes based on current tax law and includes the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provision differs from the amounts currently payable because certain items of income and expense are recognized in different reporting periods for financial reporting purposes than for income tax purposes. Recording the provision for income taxes requires management to make significant judgments and estimates for matters whose ultimate resolution may not become known until the final resolution of an examination by the Internal Revenue Service (IRS) or state and foreign agencies. If it is more likely than not that some portion, or all, of a deferred tax asset will not be realized, a valuation allowance is recognized.

Recording liabilities for uncertain tax positions involves judgment in evaluating our tax positions and developing the best estimate of the taxes ultimately expected to be paid. We include any related tax penalties and interest in income tax expense.

As of December 31, 2023, we have accumulated undistributed earnings generated by our foreign subsidiaries of approximately \$ 33.6 million. Certain earnings were previously subject to tax due to the one-time transition tax of the Tax Cuts and Jobs Act of 2017. Any additional impacts due with respect to the previously-taxed earnings, if repatriated, would generally be limited to foreign withholding tax, U.S. state income tax and the tax effect of certain foreign exchange adjustments. We intend, however, to indefinitely reinvest these earnings and expect future U.S. cash generation to be sufficient to meet U.S. cash needs. At this time, the determination of deferred tax liabilities on the amount of financial reporting over tax basis is not practicable.

#### **Employee Defined Benefit Plans**

We recognize the funded status of our defined benefit obligation as an asset or a liability on our balance sheet. Actuarial gains or losses are a component of our other comprehensive income, which is then included in our accumulated other comprehensive income. Pension expenses are recognized over the period in which the employee renders service and becomes eligible to receive benefits. We make assumptions (including the discount rate and expected rate of return on plan assets) in computing the pension expense and obligations.

#### **Recently Adopted Accounting Pronouncements**

Effective January 1, 2023, we adopted ASU No. 2021-08, *Business Combinations: Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*. This ASU pertains to acquired revenue contracts with customers in a business combination and addresses diversity in practice and inconsistency related to recognition of an acquired contract liability and payment terms and their effect on subsequent revenue recognized by the acquirer. Adoption of this ASU did not have a material effect on our financial position, results of operations or cash flows.

#### **Recently Issued Accounting Pronouncements**

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes: Improvement to Income Tax Disclosures*. This ASU pertains to disaggregation of income tax disclosures and enhances annual income tax disclosures to address investor requests for more information about the tax risks and opportunities present in an entity's worldwide operations. The two primary enhancements disaggregate existing income tax disclosures related to the effective tax rate reconciliation and income taxes paid, and requires entities to disclose a tabular reconciliation of expected tax and reported tax on income from continuing operations using both percentages and amounts, broken out into specific categories with certain reconciling items at or above 5% of the expected tax further broken out by nature and/or jurisdiction. Additionally, this ASU requires disclosure around income taxes paid (net of refunds received) broken out between federal, state, local and foreign, and income taxes paid (net of refunds received) to an individual jurisdiction when greater than 5% of total income taxes paid. This ASU will be effective for annual periods beginning after December 15, 2024, with early adoption permitted. Adoption of this ASU is not expected to have a material effect on our financial position, results of operations or cash flows.

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting: Improvements to Reportable Segment Disclosures*. This ASU enhances segment reporting under Topic 280 by expanding the breadth and frequency of segment disclosures, and aims to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. This ASU will be effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption of this ASU is not expected to have a material effect on our financial position, results of operations or cash flows.

In August 2023, the FASB issued ASU No. 2023-05, *Business Combinations: Joint Venture Formations*. This ASU is intended to address diversity in practice regarding accounting and provide decision-useful information related to contributions made to joint ventures and requires entities that qualify as either a joint venture or a corporate joint venture to apply a new basis of accounting upon the formation of the joint venture. Specifically, the ASU provides that a joint venture or a corporate joint venture must initially measure its assets and liabilities at fair value on the formation date. This ASU will be effective for all newly-formed joint venture entities with a formation date on or after January 1, 2025, with early adoption permitted. Joint ventures formed prior to the adoption date may elect to apply the new guidance retrospectively back to their original formation date. Adoption of this ASU is not expected to have a material effect on our financial position, results of operations or cash flows.

#### **Note 2. Discontinued Operations**

On June 7, 2023, we entered into a Purchase Agreement (the "Purchase Agreement") by and among us and certain of our affiliates and SunMed Group Holdings, LLC ("Buyer") pursuant to which Buyer agreed to purchase substantially all of the assets primarily relating to or primarily used in our Respiratory Health ("RH") business (the "RH Divestiture"). On October 2, 2023, we closed the RH Divestiture for a total purchase price of \$ 110.0 million in cash, subject to certain adjustments as provided in the Purchase Agreement based on the indebtedness and inventory transferred to Buyer at the closing and the chargebacks assumed by Buyer but that would otherwise have been payable by the Company and its subsidiaries on or after October 2, 2023 to distributors of the Company's RH products located in the United States (the "Initial Closing").

The Divestiture represents a key component of Avanos' ongoing three-year transformation process, and is aimed at accelerating the Company's efforts to focus its portfolio on markets where it is well positioned to succeed.

At or before the closing of the RH Divestiture, we and Buyer entered into various transition services agreements pursuant to which we, Buyer and each company's respective affiliates will provide to each other various transitional services, including, but not limited to, product manufacturing and distribution, facilities, order fulfillment, invoicing, quality assurance, regulatory support, audit support and other services. The services generally commenced on the closing date of the Divestiture and terminate no later than one to three years thereafter.

We have also entered into distribution agreements with Buyer under which we will remain a limited risk distributor for RH products on Buyer's behalf for sales outside of the United States. As a result, we have \$ 11.9 million of RH products included in "Prepaid expenses and other current assets" in the accompanying consolidated balance sheet as of December 31, 2023. We anticipate the limited risk distributor arrangements will terminate no later than a period not to exceed three years from the date of the Purchase Agreement.

As a result of the Divestiture, the results of operations from our RH business are reported as "(Loss) income from discontinued operations, net of tax" and the related assets and liabilities are classified as "held for sale" in the consolidated financial statements.

Pursuant to an agreement under which we provide manufacturing services for the Buyer, certain manufacturing facilities and equipment did not transfer to the Buyer upon the Initial Closing, and remain in "Assets Held for Sale" as of December 31, 2023 with a corresponding liability representing our obligation to transfer the manufacturing facilities and equipment to the buyer at a later date. Likewise, the results of operations from these manufacturing operations continue to be classified as "(Loss) income from discontinued operations, net of tax."

The following table summarizes the financial results of our discontinued operations for all periods presented herein (in millions):

	Year Ended December 31,		
	2023	2022	2021
<b>Net Sales</b>	\$ 100.9	\$ 135.9	\$ 157.6
Cost of products sold	68.8	80.1	91.0
<b>Gross Profit</b>	<b>32.1</b>	<b>55.8</b>	<b>66.6</b>
Research and development	0.8	1.4	1.7
Selling and general expenses	11.2	15.4	15.0
Pretax loss on classification as discontinued operations	70.8	—	—
Other expense, net	0.3	0.5	0.5
<b>Operating Income</b>	<b>( 51.0 )</b>	<b>38.5</b>	<b>49.4</b>
Income tax (provision) benefit from discontinued operations	( 0.9 )	( 9.5 )	( 12.2 )
<b>Net (Loss) Income from discontinued operations, net of tax</b>	<b>\$ ( 51.9 )</b>	<b>\$ 29.0</b>	<b>\$ 37.2</b>

The "Pretax loss on classification of discontinued operations" was \$ 70.8 million, which includes goodwill impairment of \$ 59.1 million, inventory impairment of \$ 5.0 million and impairment on the remaining disposal group of \$ 6.7 million.

In accordance with accounting principles generally accepted in the United States ("GAAP"), only expenses specifically identifiable and related to a business to be disposed may be allocated to discontinued operations. Accordingly, the cost of products sold, research and development, selling and general expenses and other expense, net in discontinued operations include expenses incurred directly to solely support our respiratory health business.

Details on assets and liabilities classified as held for sale in the accompanying consolidated balance sheets are presented in the following table (in millions):

	December 31, 2023	December 31, 2022
<b>Assets held for sale - discontinued operations</b>		
Inventories	\$ 17.5	\$ 58.0
Property, Plant and Equipment, net	43.9	45.3
Operating Lease Right-of-Use Assets	3.1	3.1
Goodwill	—	59.1
Other Intangible Assets, net	—	16.8
<b>Total assets classified as held for sale</b>	<b>\$ 64.5</b>	<b>\$ 182.3</b>
<b>Liabilities held for sale - discontinued operations</b>		
Current Portion of Operating Lease Liabilities	0.8	\$ 0.8
Liabilities held for sale	61.3	4.1
<b>Current liabilities held for sale - discontinued operations</b>	<b>62.1</b>	<b>4.9</b>
Non-Current Operating Lease Liability	\$ 1.6	2.2
<b>Total liabilities held for sale - discontinued operations</b>	<b>\$ 63.7</b>	<b>\$ 7.1</b>

Assets and liabilities held for sale as of December 31, 2023 were classified as current since we expect the Divestiture to be completed within one year of the Purchase Agreement date.

The following table provides operating and investing cash flow information for our discontinued operations (in millions):

	Year Ended December 31,		
	2023	2022	2021
<b>Operating Activities:</b>			
Depreciation and amortization	\$ 2.6	\$ 6.5	\$ 6.7
Stock-based compensation expense	0.1	0.1	0.1
<b>Investing Activities:</b>			
Capital expenditures	3.6	5.0	6.9

### Note 3. Restructuring

Our restructuring expenses for the years ended December 31, 2023, 2022 and 2021 are summarized in the table below (in millions):

	Year Ended December 31,		
	2023	2022	2021
Transformation Process	\$ 28.2	\$ —	\$ —
Post-S&P Divestiture Restructuring Plan	—	—	10.2
2020 Restructuring	—	—	12.4
<b>Total Restructuring Costs</b>	<b>\$ 28.2</b>	<b>\$ —</b>	<b>\$ 22.6</b>

#### Transformation Process

In January 2023, we initiated a three-year restructuring initiative intended to align the Company under a single commercial organization, rationalize our product portfolio, undertake additional cost management activities to enhance the Company's operating profitability and pursue efficient capital allocation strategies (the "Transformation Process"). The Divestiture represents a key component of our three-year transformation process. We expect the Transformation Process will be substantially complete by the end of 2025.

We expect to incur up to \$ 30.0 million of cash expenses in connection with the Transformation Process, consisting of between \$ 9.0 million and \$ 12.0 million of program management consulting and employee retention expenses; between \$ 8.0 million and \$ 11.0 million of expenses associated with manufacturing and supply chain improvements and portfolio rationalization; and the

remainder for expenses associated with organization design and alignment and other related activities. These amounts include between \$ 6.0 million and \$ 8.0 million of employee severance and benefits costs.

In the year ended December 31, 2023, we incurred expenses of \$ 28.2 million primarily related to program management consulting and employee retention expenses and employee severance and benefits costs in connection with the Transformation Process. These costs were included in "Cost of products sold," "Research and development," "Selling and general expenses" and "Other expense, net" in the accompanying consolidated income statements.

*Post-S&IP Divestiture Restructuring Plan*

In conjunction with the sale of our Surgical and Infection Prevention ("S&IP") business (the "S&IP Divestiture") in 2018, we began a multi-phase restructuring plan intended to align our organizational structure, information technology platform and supply chain and distribution channels to be more appropriate for the size and scale of our business. The post-S&IP Divestiture restructuring plan has been completed, and costs incurred were included in "Cost of products sold", "Selling and general expenses" and "Other expense, net."

*2020 Restructuring*

In the fourth quarter of 2020, we initiated activities to reduce the size of our senior leadership team, consolidate certain operations within our Pain Management and Recovery franchise, exit unprofitable lines of business and reduce the size of our office space to align with expected requirements following the COVID-19 pandemic (the "2020 Restructuring"). Costs were primarily associated with operating lease right-of-use asset impairments or lease terminations, impairment of intangible and other assets and employee severance and benefits. The 2020 Restructuring has been completed and costs incurred were included in "Cost of products sold," "Selling and general expenses" and "Other expense, net."

*Restructuring Liability*

Our liability for costs associated with our restructuring activities as of December 31, 2023 and 2022 is summarized below (in millions):

	As of December 31,	
	2023	2022
Balance, beginning of year	\$ —	\$ 0.1
Total restructuring costs, excluding non-cash charges	24.3	—
Payments and adjustments, net	( 22.0 )	( 0.1 )
Balance, end of year	\$ 2.3	\$ —

**Note 4. Goodwill**

We test goodwill for impairment annually or more frequently whenever events or circumstances more likely than not indicate that the fair value of the reporting unit may be below its carrying amount. We operate as a single operating segment with one reporting unit, and accordingly, our annual goodwill impairment test was based on an evaluation of the fair value of our Company as a whole.

We completed our annual impairment test as of July 1, 2023, and based on a combination of income and market capitalization approaches, we determined that our fair value exceeded the net carrying value of our reporting unit.

The changes in the carrying amount of goodwill are as follows (in millions):

Balance at December 31, 2021	\$ 742.5
Goodwill acquired <sup>(a)</sup>	19.3
Currency translation adjustment	( 1.5 )
Balance at December 31, 2022	760.3
Goodwill acquired <sup>(a)</sup>	33.4
Purchase accounting adjustment <sup>(b)</sup>	1.8
Currency translation adjustment	0.6
Balance at December 31, 2023	\$ 796.1

(a) We acquired \$ 21.1 million and \$ 33.4 million of goodwill in conjunction with the acquisition of OrthogenRx and Diros, respectively, described in Note 6, "Business Acquisition." Goodwill was allocated to our existing medical devices reporting unit.

(b) Purchase accounting adjustment related to the acquisition of OrthogenRx in the first quarter of 2023.

**Note 5. Supplemental Balance Sheet Information**

*Accounts Receivable*

Accounts receivable consist of the following (in millions):

	As of December 31,	
	2023	2022
Accounts Receivable	\$ 134.0	\$ 162.1
Income tax receivable	14.1	12.2
Allowances and doubtful accounts		
Doubtful accounts	( 5.1 )	( 6.1 )
Sales discounts	( 0.2 )	( 0.3 )
Accounts receivable, net	<u>\$ 142.8</u>	<u>\$ 167.9</u>

Losses on receivables are estimated based on known troubled accounts and historical experience. Receivables are considered impaired and written off when it is probable that payments due will not be collected. Bad debt expense was \$ 0.7 million for the year ended December 31, 2023 compared to \$ 1.4 million for the year ended December 31, 2022 and a net benefit of \$ 0.5 million for the year end December 31, 2021.

*Inventories*

Inventories at the lower of cost (determined on the FIFO method) or net realizable value consists of the following (in millions):

	As of December 31,	
	2023	2022
Raw materials	\$ 50.3	\$ 36.7
Work in process	19.8	23.8
Finished goods	88.5	69.8
Supplies and other	4.6	2.0
Total Inventory	<u>\$ 163.2</u>	<u>\$ 132.3</u>

We incurred \$ 5.1 million, \$ 8.2 million and \$ 9.8 million of expense for inventory write-offs and obsolescence in the years ended December 31, 2023, 2022 and 2021, respectively.

*Property, Plant and Equipment*

Property, plant and equipment consists of the following (in millions):

	As of December 31,	
	2023	2022
Land	\$ 1.3	\$ 1.1
Buildings and leasehold improvements	38.0	37.2
Machinery and equipment	182.8	168.7
Construction in progress	18.0	16.4
	<u>240.1</u>	<u>223.4</u>
Less accumulated depreciation	( 122.9 )	( 104.8 )
Total	<u>\$ 117.2</u>	<u>\$ 118.6</u>

Property, plant and equipment includes \$ 0.5 million of interest that was capitalized in the year ended December 31, 2023, compared to \$ 0.1 million of interest that was capitalized in the year ended December 31, 2022. There were \$ 3.4 million and \$ 3.9 million of capital expenditures in accounts payable as of December 31, 2023 and 2022, respectively.

Depreciation expense was \$ 19.2 million, \$ 17.5 million and \$ 17.0 million, respectively, in the years ended December 31, 2023, 2022 and 2021.

#### Intangible Assets

Intangible assets subject to amortization consist of the following (in millions):

	As of December 31,					
	2023			2022		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trademarks	\$ 42.0	\$ ( 28.8 )	\$ 13.2	\$ 38.8	\$ ( 27.5 )	\$ 11.3
Patents and acquired technologies	248.6	( 171.9 )	76.7	244.4	( 162.3 )	82.1
Other	207.7	( 58.1 )	149.6	185.7	( 44.9 )	140.8
Total	<u>\$ 498.3</u>	<u>\$ ( 258.8 )</u>	<u>\$ 239.5</u>	<u>\$ 468.9</u>	<u>\$ ( 234.7 )</u>	<u>\$ 234.2</u>

In the third quarter of 2023, we acquired \$ 29.6 million of identified intangibles in conjunction with our acquisition of Diros, as described in Note 6, "Business Acquisition." Amortization expense for intangible assets is included in "Cost of products sold" and "Selling and general expenses" and was \$ 24.3 million, \$ 23.6 million and \$ 14.6 million for the years ended December 31, 2023, 2022 and 2021, respectively.

We estimate amortization expense for the next five years and beyond will be as follows (in millions):

For the years ending December 31,		
2024	\$ 25.5	
2025	25.0	
2026	24.5	
2027	24.3	
2028	24.3	
Thereafter	115.9	
Total	<u>\$ 239.5</u>	

#### Accrued Expenses

Accrued expenses consist of the following (in millions):

	As of December 31,	
	2023	2022
Accrued rebates	\$ 17.7	\$ 26.9
Accrued salaries and wages	31.5	34.6
Accrued taxes and other	16.7	21.2
Other	27.3	15.1
Total	<u>\$ 93.2</u>	<u>\$ 97.8</u>

**Other Long-Term Liabilities**

Other long-term liabilities consist of the following (in millions):

	As of December 31,	
	2023	2022
Accrued compensation benefits	<b>5.9</b>	4.8
Other	<b>4.1</b>	15.7
<b>Total</b>	<b>\$ 10.0</b>	\$ 20.5

**Note 6. Business Acquisitions**

**Diros Technology Acquisition**

On June 17, 2023 we entered into a definitive agreement to acquire Diros Technology Inc., ("Diros") a leading manufacturer of innovative radiofrequency ablation ("RFA") products used to treat chronic pain conditions. On July 24, 2023, we closed the acquisition of Diros. The total purchase price paid in connection with our acquisition of Diros was \$ 53.0 million, consisting of \$ 2.5 million in cash paid upon entry into the definitive agreement and \$ 50.5 million in cash paid at closing (subject to certain working capital and other adjustments), with up to an additional \$ 7.0 million payable in contingent cash consideration based on achievement of certain performance objectives defined in the purchase agreement (the "Diros Acquisition"). The purchase price for the Diros Acquisition was funded by proceeds from our Revolving Credit Facility. The accompanying consolidated income statement includes \$ 6.9 million of net sales from Diros since the acquisition date. In the year ended December 31, 2023, we incurred \$ 1.7 million of costs, in connection with the Diros acquisition, which are included in "Costs of goods sold" and "Selling and general expenses."

Under the acquisition method of accounting for business combinations, the purchase price paid is allocated to the underlying net assets in proportion to their respective fair values. Any excess of the purchase price over the estimated fair values is recorded as goodwill. Fair values of assets acquired and liabilities assumed are being determined using discounted cash flow analyses and the fair value of the contingent consideration is being estimated using a Monte Carlo simulation. Assumptions supporting the estimated fair values are based on facts and circumstances that existed on the valuation date. Estimated fair values may be revised during a measurement period, not to exceed 12 months from the date of acquisition, as valuations are finalized or additional information is obtained about facts and circumstances that existed on the valuation date. The preliminary purchase price allocation is shown in the table below (in millions):

Current assets, net of cash acquired	\$ 7.5
Current liabilities, excluding contingent consideration	( 7.0 )
Contingent consideration	( 5.3 )
Other noncurrent assets (liabilities), net	( 0.5 )
Deferred tax liabilities	( 8.1 )
Identifiable intangible assets	29.6
Goodwill	33.4
<b>Total</b>	<b>49.6</b>

Goodwill from the Diros Acquisition is not fully tax deductible and is attributable to future earnings potential and the strategic fit within our radiofrequency product line in our interventional pain portfolio as it allows for providing a greater continuum of care for patients.

The identifiable intangible assets relating to the Diros Acquisition include the following (in millions, except years):

	Identifiable Intangible Asset Weighted Average Useful Lives	
	Amount	(Years)
Trade names and trademarks	\$ 2.9	15
Customer relationships	21.2	14
Developed technology and other	5.5	13
<b>Total</b>	<b>\$ 29.6</b>	

The following unaudited pro forma financial information is presented in the table below for the year ended December 31, 2023 and 2022 as if the acquisition had occurred on January 1, 2022 (in millions, except per share amounts):

	Year Ended December 31,	
	2023 (Unaudited)	2022 (Unaudited)
Net sales	\$ 680.3	\$ 697.8
Net (loss) income from continuing operations	( 8.9 )	20.5
(Loss) Income from discontinued operations, net of tax	( 51.9 )	29.0
Net (Loss) Income	<u>( 60.8 )</u>	<u>49.5</u>
<b>Basic (Loss) Earnings Per Share</b>		
Continuing operations	( 0.17 )	0.39
Discontinued operations	( 1.14 )	0.67
Basic (Loss) Earnings Per Share	<u>( 1.31 )</u>	<u>1.06</u>
<b>Diluted (Loss) Earnings Per Share</b>		
Continuing operations	( 0.17 )	0.39
Discontinued operations	( 1.14 )	0.67
Diluted (Loss) Earnings Per Share	<u>( 1.31 )</u>	<u>1.06</u>

The pro forma financial information has been adjusted to include the effects of the Diros Acquisition, including acquisition-related costs, amortization of acquired intangibles and related tax effects. The pro-forma financial information is not necessarily indicative of the results of operations that would have been achieved.

#### OrthogenRx Acquisition

On January 20, 2022, we acquired all of the equity voting interests and completed the acquisition of OrthogenRx, Inc. ("OrthogenRx"), which is focused on the development and commercialization of treatments for knee pain caused by osteoarthritis (the "OrthogenRx Acquisition"). The total purchase price paid was \$ 130.0 million in cash at closing less working capital adjustments, with an additional \$ 30.0 million payable in contingent cash consideration based on OrthogenRx's growth in net sales during 2022 and 2023. \$ 10.6 million of contingent cash consideration has been paid based on OrthogenRx's 2022 net sales. We will have no payments of contingent cash consideration based on OrthogenRx's 2023 net sales.

We accounted for the OrthogenRx Acquisition under the acquisition method of accounting for business combinations. Accordingly, the purchase price paid was allocated to the underlying net assets in proportion to their respective fair values. Any excess of the purchase price over the estimated fair values was recorded as goodwill. The final purchase price allocation, net of cash acquired, is shown in the table below (in millions):

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Accounts receivable, net	\$	11.6
Inventory		2.8
Other current assets		0.4
Accounts payable		( 5.4 )
Other current liabilities		( 13.0 )
Contingent consideration		( 9.2 )
Other non-current assets (liabilities)		( 5.7 )
Deferred tax liability		( 22.1 )
Identifiable intangible assets		135.6
Goodwill		21.1
<b>Total</b>	<b>\$</b>	<b>116.1</b>

The identifiable intangible assets relating to the OrthogenRx Acquisition include the following (in millions, except years):

	Identifiable Intangible Asset Amount	Weighted Average Useful Lives (Years)
Trademarks	\$ 1.3	10
Other	134.3	14
<b>Total</b>	<b>\$ 135.6</b>	

Other intangible assets includes \$ 126.0 million related to the OrthogenRx products that we currently market and distribute, combined into one composite intangible asset that includes customer relationships and exclusive distribution rights and \$ 8.3 million related to OrthogenRx non-compete agreements.

**Note 7. Leases**

Our lease obligations relate primarily to our principal executive offices along with various manufacturing, warehouse and distribution facilities located throughout the world. For leases with terms greater than twelve months, we record a right of use ("ROU") asset and corresponding lease obligation. As of December 31, 2023, all our leasing arrangements were operating leases. Many of our leases include escalating rent payments, renewal options and termination options, which are considered in our determination of straight-line rent expense when appropriate. Many of our leases also include additional amounts for common area maintenance and taxes. We have elected not to separate lease and non-lease components in the determination of straight-line rent expense. For a majority of our leases, an implicit lease rate is not available. Accordingly, we use a rate that approximates our incremental secured borrowing rate.

The table below summarizes information related to ROU assets and lease liabilities that are included in the accompanying consolidated balance sheet (dollars in millions):

	As of December 31,	
	2023	2022
<b>Assets</b>		
Operating lease right-of-use assets	\$ 26.8	\$ 27.5
<b>Liabilities</b>		
Current portion of operating lease liabilities	12.8	12.0
Operating lease liabilities	28.3	32.5
<b>Total Operating Lease Liabilities</b>	<b>\$ 41.1</b>	<b>\$ 44.5</b>
Weighted average remaining lease term	4.8 years	5.6 years
Weighted average discount rate	4.5 %	4.0 %

The table below summarizes costs and cash flows arising from our lease arrangements for the year ended December 31, 2023 (in millions):

	Year Ended December 31,	
	2023	2022
Operating lease cost	\$ 12.8	\$ 13.1
Short-term lease cost	0.3	0.3
Variable lease cost	1.5	1.0
Total lease cost	<u><u>\$ 14.6</u></u>	<u><u>\$ 14.4</u></u>
Cash paid for amounts included in the measurement of lease liabilities	\$ 17.5	\$ 16.2
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 10.4	\$ 3.0

The future minimum obligations under operating leases having non-cancelable terms in excess of one year for the next five years and beyond will be (in millions):

For the years ending December 31,	Amount
2024	\$ 13.5
2025	9.3
2026	7.7
2027	6.2
2028	5.6
Thereafter	5.9
Future minimum obligations	<u><u>\$ 48.2</u></u>

#### Note 8. Fair Value Information

The following fair value information is based on a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels in the hierarchy used to measure fair value are:

Level 1: Unadjusted quoted prices in active markets accessible at the reporting date for identical assets and liabilities.

Level 2: Quoted prices for similar assets or liabilities in active markets. Quoted prices for identical or similar assets and liabilities in markets that are not considered active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3: Prices or valuations that require inputs that are significant to the valuation and are unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table includes the fair value of our financial instruments for which disclosure of fair value is required (in millions):

	Fair Value Hierarchy Level	December 31, 2023		December 31, 2022	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Assets</b>					
Cash and cash equivalents	1	\$ 87.7	\$ 87.7	\$ 127.7	\$ 127.7
<b>Liabilities</b>					
Revolving Credit Facility	2	\$ 50.0	\$ 50.0	\$ 110.0	\$ 110.0
Term Loan Facility	2	118.0	118.0	122.5	122.5
Contingent consideration related to acquisition	3	5.3	5.3	9.2	9.2

Cash equivalents are recorded at cost, which approximates fair value due to their short-term nature.

The fair value of amounts borrowed under our Revolving Credit Facility and Term Loan Facility (as defined below) approximates carrying value because borrowings are subject to a variable rate as described in Note 9, "Debt". The fair value amount of the contingent consideration was determined using a Monte Carlo simulation using assumptions regarding net sales volatility, discount rate and others. See further discussion of the acquisition of Diros in Note 6, "Business Acquisitions."

For the years ended December 31, 2023 and 2022, there were no transfers among Level 1, 2 or 3 fair value determinations. Transfers between levels occur when there are changes in the observability of inputs. Changes between levels are assumed to occur at the beginning of the year.

#### Note 9. Debt

As of December 31, 2023 and 2022, our debt balances were as follows (in millions):

	Weighted-Average Interest Rate	Maturity	As of December 31,	
			2023	2022
Revolving Credit Facility	6.71 %	2027	\$ 50.0	\$ 110.0
Term Loan Facility	6.63 %	2027	118.8	123.4
			168.8	233.4
Unamortized debt issuance costs			( 0.8 )	( 0.9 )
Current portion of long-term debt			( 8.6 )	( 6.2 )
Total Long-Term Debt, net			\$ 159.4	\$ 226.3

On June 24, 2022, we entered into a credit agreement (the "Credit Agreement") with certain lenders which established credit facilities in an aggregate principal amount of \$ 500.0 million, consisting of a five-year senior secured term loan of \$ 125.0 million (the "Term Loan Facility") and a five-year senior secured revolving credit facility allowing borrowings of up to \$ 375.0 million, with a letter of credit sub-facility in an amount of \$ 75.0 million (the "Revolving Credit Facility"). All obligations under the Credit Agreement and certain hedging agreements and cash management arrangements thereunder are: (i) guaranteed by each of the Company's direct and indirect, existing and future, material wholly owned domestic subsidiaries ("Guarantors") and (ii) secured by a first priority lien on substantially all the assets of the Company and the Guarantors. The Credit Agreement contains an accordion feature that allows us to incur incremental term loans under the Term Loan Facility or under new term loan facilities or to increase the amount of the commitments under the Revolving Credit Facility, including through the establishment of one or more tranches under the Revolving Credit Facility. The Credit Agreement will mature on June 24, 2027.

Borrowings under the Term Loan Facility and Revolving Credit Facility bear interest at our option at either: (i) an adjusted term secured overnight financing rate ("SOFR"), plus a margin ranging between 1.50 % to 2.00 % per annum, depending on our consolidated total leverage ratio; (ii) an adjusted daily simple SOFR rate, plus a margin ranging between 1.50 % to 2.00 % per annum, depending on our consolidated total leverage ratio; or (iii) a base rate (calculated as the greatest of (a) the prime rate, (b) the NYFRB rate (being the greater of the federal funds effective rate or the overnight bank funding rate) plus 0.50 %, and (c) the one month adjusted term SOFR rate plus 1.00 %), plus a margin ranging between 0.50 % to 1.00 % per annum, depending on our consolidated total leverage ratio. The unused portion of the Revolving Credit Facility will be subject to a commitment fee ranging between 0.20 % to 0.25 % per annum, depending on our consolidated total leverage ratio. Unamortized debt discount

and issuance costs are being amortized to interest expense over the life of the Term Loan Facility using the interest method, resulting in an effective interest rate of 6.6 % as of December 31, 2023.

On January 20, 2022, we incurred \$ 125.0 million of term loans (the "Tranche A Term Loans") under an incremental agreement dated as of December 22, 2021, which supplemented the prior credit agreement. The proceeds of the Tranche A Term Loans were used to fund a portion of the purchase price and to pay fees and expenses related to the OrthogenRx, Inc. acquisition which is described further in Note 6, "Business Acquisitions".

In connection with entering into the Credit Agreement, we terminated the Amended and Restated Credit Agreement dated as of October 30, 2018 by and among the Company, the lenders thereunder and Citibank N.A., as administrative agent (as amended and supplemented, the "Prior Credit Agreement").

#### *Debt Payments*

The Credit Agreement requires quarterly principal installment payments on the Term Loan Facility of 10 % of the total principal borrowed for the first eight quarters following funding and then quarterly installment payments of 20 % of the total principal borrowed, at which time the remaining unpaid principal amount of the Term Loan Facility is due and payable by the Company upon the maturity date of June 24, 2027. The current portion of the Term Loan Facility is \$ 8.6 million. Interest is payable quarterly. We are permitted to prepay all or a portion of the Term Loan Facility and the Revolving Credit Facility at any time without premium or penalty. Interest is payable at the same rates set forth above for the Revolving Credit Facility.

During the year ended December 31, 2023, we repaid \$ 4.7 million of the Term Loan Facility. During the year ended December 31, 2023, we borrowed \$ 55.0 million repaid \$ 115.0 million of the Revolving Credit Facility. As of December 31, 2023, we had letters of credit outstanding of \$ 6.4 million.

As of December 31, 2023, the aggregate amounts of long-term debt that will mature during each of the next four years are as follows (in millions):

	<u>Amount</u>
2024	\$ 8.6
2025	9.4
2026	10.2
2027	140.6
<b>Total</b>	<b><u>\$ 168.8</u></b>

#### *Debt Covenants*

The Credit Agreement requires compliance with certain customary operational and financial covenants . In addition, we are subject to covenants in the Credit Agreement that, among other things, limit our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness, guarantee indebtedness or issue disqualified stock or preferred stock;
- pay dividends on, repurchase or make distributions in respect of our capital stock or prepay certain subordinated indebtedness;
- make certain investments or acquisitions;
- sell, transfer or otherwise convey certain assets;
- create liens;
- enter into agreements restricting certain subsidiaries' ability to pay dividends or make other intercompany transfers;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our and our subsidiaries' assets; and
- enter into transactions with affiliates.

Pursuant to the restrictive covenants that limit our ability to pay dividends, we have the ability to pay dividends, repurchase stock and make investments up to an "Available Amount," as defined in the credit agreement, provided that we are in compliance with all required covenants, there are no events of default and upon meeting certain financial ratios.

The Credit Agreement also includes financial covenants which require us not to exceed a certain consolidated net secured leverage ratio and to maintain a consolidated interest coverage ratio above a certain level. These financial covenants are tested quarterly. As of December 31, 2023, we were in compliance with all of our debt covenants.

As of December 31, 2023, our repayment requirements in the next five years includes any balance remaining on our Revolving Credit Facility and Term Loan Facility, which are due on June 24, 2027.

**Note 10. Income Taxes**

Our income taxes are calculated using the asset and liability method of accounting, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

The provision for income taxes includes federal, state and foreign taxes currently payable and those deferred because of net operating losses and temporary differences between the consolidated financial statements and tax bases of assets and liabilities.

The components of income (loss) before income taxes, and the provision (benefit) for income taxes are as follows (in millions):

	Year Ended December 31,		
	2023	2022	2021
Income (loss) before income taxes			
United States	\$ (17.3)	\$ 21.6	\$ (44.1)
Foreign	9.4	5.1	2.0
Total	<u>(7.9)</u>	<u>26.7</u>	<u>(42.1)</u>
Income tax provision (benefit):			
Current:			
United States	3.7	4.9	(15.5)
State	2.4	2.4	(0.8)
Foreign	4.0	1.7	1.3
Total	<u>10.1</u>	<u>9.0</u>	<u>(15.0)</u>
Deferred:			
United States	(4.9)	(4.0)	3.8
State	(1.9)	0.6	(0.1)
Foreign	(1.3)	(0.4)	0.1
Total	<u>(8.1)</u>	<u>(3.8)</u>	<u>3.8</u>
Total income tax provision (benefit)	<u>\$ 2.0</u>	<u>\$ 5.2</u>	<u>\$ (11.2)</u>

The Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted on March 27, 2020. The CARES Act allows for the carryback of U.S. net operating losses, which were expected to be used in future years, to prior years resulting in no benefit in the year ended December 31, 2023 and a \$ 3.8 million, and \$ 2.8 million benefit that was recognized in the years ended December 31, 2022 and 2021, respectively.

As of December 31, 2023, we have accumulated undistributed earnings generated by our foreign subsidiaries of approximately \$ 33.6 million. Certain earnings were previously subject to tax due to the one-time transition tax of the 2017 Tax Cuts and Jobs Act. Any additional impacts due with respect to the previously-taxed earnings, if repatriated, would generally be limited to foreign withholding tax, U.S. state income tax and the tax effect of certain foreign exchange adjustments. We intend, however, to indefinitely reinvest these earnings and expect future U.S. cash generation to be sufficient to meet U.S. cash needs. At this time, the determination of deferred tax liabilities on the amount of financial reporting over tax basis is not practicable.

Major differences between the federal statutory rate and the effective tax rate are as follows:

	Year Ended December 31,		
	2023	2022	2021
Federal statutory rate	<b>21.0 %</b>	21.0 %	21.0 %
Rate of state income taxes, net of federal tax benefit	( 4.1 )	8.1	2.5
Statutory rate other than U.S. statutory rate	( 11.8 )	2.2	0.1
Foreign tax credit carryback	—	—	( 4.8 )
Valuation allowance	( 0.1 )	1.2	( 2.8 )
Uncertain tax positions	—	—	1.0
Capital Loss Carryback	—	—	11.5
CARES Act	—	( 14.4 )	6.7
DOJ Deferred Prosecution Agreement	—	—	( 6.6 )
Nondeductible officer's compensation	( 21.2 )	5.6	( 3.0 )
U.S. federal research and development credit	22.6	( 10.5 )	3.1
Share based compensation windfall tax deduction	( 7.2 )	4.1	( 1.3 )
Other, net	( 24.5 )	2.2	( 0.8 )
Effective tax rate	<b>( 25.3 )%</b>	19.5 %	26.6 %

The following is a summary of the significant components of the Company's deferred tax assets and liabilities (in millions):

	As of December 31,	
	2023	2022
Deferred tax assets		
Accrued liabilities	\$ 9.8	\$ 9.2
Stock-based compensation	5.2	5.5
Net Operating Losses	10.3	18.3
Section 174 Research Capitalization	18.0	10.7
Foreign Tax Credits	3.7	3.7
Federal Research Tax Credits	0.4	0.4
Operating Lease Obligations	6.2	7.3
Other	4.1	4.2
	<b>57.7</b>	59.3
Valuation allowance	( 4.3 )	( 9.0 )
Total deferred tax assets	<b>53.4</b>	50.3
Deferred tax liabilities		
Intangibles, net	55.3	56.5
Operating Lease Right of Use Assets	2.9	3.5
Inventories	3.8	2.9
Property, plant and equipment, net	8.5	7.9
Other	0.2	0.3
Total deferred tax liabilities	<b>70.7</b>	71.1
Net deferred tax (liabilities) assets	<b>\$ ( 17.3 )</b>	\$ ( 20.8 )

Valuation allowances decreased \$ 4.7 million during the year ended December 31, 2023. Valuation allowances at the end of 2023 and 2022 primarily relate to tax credits and income tax loss carryforwards.

Realization of income tax loss carryforwards is dependent on generating sufficient taxable income prior to expiration of these carryforwards. Although realization is not assured, we believe it is more likely than not that all of the deferred tax assets, net of applicable valuation allowances, will be realized. The amount of the deferred tax assets considered realizable could be reduced

or increased due to changes in the tax environment or if estimates of future taxable income change during the carryforward period.

At December 31, 2023, we have credit carryforwards for federal income tax purposes of \$ 5.0 million, all of which will expire between 2028 and 2038. We also have net operating loss carryforwards for federal income tax purposes of \$ 25.1 million, of which \$ 1.8 million will expire between 2031 and 2037. The remaining net operating losses are available for carryforward indefinitely.

At December 31, 2023, we have credit carryforwards for state income tax purposes of \$ 0.6 million, of which \$ 0.4 million will expire between 2025 and 2028. We also have net operating loss carryforwards for state income tax purposes of \$ 89.0 million, some of which will expire between 2025 and 2040 and others that will remain available for carryforward indefinitely. We also have certain foreign subsidiaries with net operating loss carryforwards for income tax purposes of \$ 1.9 million, of which all are available for carryforward indefinitely.

We did not have any unrecognized tax benefits during the years ended December 31, 2023 and 2022.

Federal and state income tax returns are generally subject to examination for a period of three to five years after filing of the respective returns. The state effect of any changes to filed federal positions remains subject to examination by various states for a period of up to two years after formal notification to the states.

#### **Note 11. Employee Benefit Plans**

##### *Defined Contribution Plans*

Eligible employees participate in our defined contribution plans. Our 401(k) plan and supplemental plan provide for a matching contribution of a U.S. employee's contributions and accruals, subject to predetermined limits. Avanos also has defined contribution pension plans for certain employees outside the U.S. in which eligible employees may participate. We recognized \$ 6.6 million, \$ 6.5 million and \$ 6.6 million, respectively, of expense for our matching contributions to the 401(k) plan in the years ended December 31, 2023, 2022 and 2022, respectively. Our matching contributions to the 401(k) plan are recognized in cost of products sold, research and development and selling and general expenses in our consolidated income statements.

##### *Defined Benefit Plans*

Certain plans in our international operations are our direct obligation, and therefore, the related funded status has been recorded within our consolidated balance sheet. These plans are primarily unfunded and the aggregated projected benefit obligation was \$ 4.7 million and \$ 4.0 million as of December 31, 2023 and 2022, respectively. Net periodic pension cost for the years ended December 31, 2023, 2022 and 2021 was \$ 0.9 million, \$ 0.7 million and \$ 0.8 million, respectively. Over the next ten years, we expect gross benefit payments to be \$ 0.3 million in total for the years 2024 through 2028, and \$ 0.5 million in total for the years 2030 through 2034.

**Note 12. Accumulated Other Comprehensive Income**

The changes in the components of Accumulated Other Comprehensive Income ("AOCI"), net of tax, are as follows (in millions):

	Unrealized Translation	Defined Benefit Pension Plans	Accumulated Other Comprehensive Income
Balance, December 31, 2020	( 27.7 )	( 0.4 )	( 28.1 )
Other comprehensive (loss) income	( 6.1 )	0.4	( 5.7 )
Balance, December 31, 2021	( 33.8 )	—	( 33.8 )
Other comprehensive (loss) income	( 2.3 )	0.3	( 2.0 )
Balance, December 31, 2022	( 36.1 )	0.3	( 35.8 )
Other comprehensive income (loss)	9.1	( 0.3 )	8.8
Balance, December 31, 2023	<u><u>\$ ( 27.0 )</u></u>	<u><u>\$ —</u></u>	<u><u>\$ ( 27.0 )</u></u>

The net changes in the components of AOCI, including the tax effect, are as follows (in millions):

	Year Ended December 31,		
	2023	2022	2021
Unrealized translation	\$ 9.1	\$ ( 2.3 )	\$ ( 6.1 )
Defined benefit pension plans	( 0.3 )	0.4	0.5
Tax effect	—	( 0.1 )	( 0.1 )
Defined benefit pension plans, net of tax	( 0.3 )	0.3	0.4
Change in AOCI	<u><u>\$ 8.8</u></u>	<u><u>\$ ( 2.0 )</u></u>	<u><u>\$ ( 5.7 )</u></u>

**Note 13. Stock-Based Compensation**

The Avanos Medical, Inc. Equity Participation Plan, the Avanos Medical, Inc. 2021 Long Term Incentive Plan, as amended and the Avanos Medical, Inc. Outside Directors' Compensation Plan (together, the "Equity Plans") provide for awards of stock options, stock appreciation rights, restricted stock (and in certain limited cases, unrestricted stock), restricted stock units, performance units and cash awards to eligible employees (including officers who are employees), directors, advisors and consultants of Avanos or its subsidiaries. A maximum of 5.1 million shares of Avanos common stock may be issued under the Equity Plans, and there were 1.7 million shares remaining available for issuance as of December 31, 2023.

The Avanos Medical, Inc. Employee Stock Purchase Plan ("ESPP") allows for employee contributions to purchase shares of the Company's common stock at a 15 % discount off the lower of the closing prices at the beginning or end of each offering period. The ESPP is available to all employees meeting the eligibility requirements defined in the ESPP. Offering periods will generally be six month periods ending on June 30 and December 31 of each year. Employees may contribute up to 25 % of their compensation, subject to a maximum of \$ 25,000 into the ESPP each year. A maximum of 1.0 million common shares may be issued under the ESPP, and there were 0.8 million shares remaining available as of December 31, 2023.

Stock-based compensation expense is included in "Cost of products sold," "Research and development," and "Selling and general expenses." Stock-based compensation expense for the years ended December 31, 2023, 2022 and 2021 is shown in the table below (in millions):

	Year Ended December 31,		
	2023	2022	2021
Stock options	\$ 0.3	\$ 1.1	\$ 1.9
Time-based restricted share units	10.5	11.6	8.9
Performance-based restricted share units	4.8	3.0	2.1
Employee stock purchase plan	0.2	0.2	0.3
<b>Total stock-based compensation</b>	<b>\$ 15.8</b>	<b>\$ 15.9</b>	<b>\$ 13.2</b>

#### Stock Options

There were no options awarded in the years ended December 31, 2023, 2022 and 2021. Stock options are granted at an exercise price equal to the fair market value of our common stock on the date of grant. Stock options are generally subject to graded vesting whereby options vest 30 % at the end of each of the first two 12-month periods following the grant and 40 % at the end of the third 12-month period and have a term of 10 years.

The fair value of stock option awards was determined using a Black-Scholes option-pricing model utilizing a range of assumptions related to volatility, risk-free interest rate, expected term and dividend yield. Expected volatility was based on historical weekly closing stock price volatility for a peer group of companies. The risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of grant. The expected term was based on historical observed settlement behavior. The dividend yield was based on the expectation that no dividends are expected to be paid on our common stock.

A summary of stock option activity is presented below:

	Shares (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)		Aggregate Intrinsic Value (in millions)
			Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)	
Outstanding at December 31, 2022	1,106	\$ 39.11			
Exercises	( 2 )	29.32			
Forfeitures	( 68 )	36.28			
Outstanding at December 31, 2023	1,036	\$ 39.32	3.89	\$ —	
Vested and exercisable at December 31, 2023	1,036	\$ 39.32	3.89	\$ —	

The following table summarizes information about options outstanding as of December 31, 2023:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares (in thousands)	Weighted-Average Remaining Contractual Term (Years)		Shares (in thousands)	Weighted-Average Exercise Price
		Term (Years)	Weighted-Average Remaining Contractual Term (Years)		
\$ 25.00 to \$ 35.00	333	5.0	5.0	333	\$ 28.97
\$ 35.00 to \$ 45.00	446	3.5	3.5	446	40.93
\$ 45.00 +	257	3.0	3.0	257	49.91
	1,036	3.9	3.9	1,036	\$ 39.32

No options were exercised during the years ended December 31, 2023 and 2022. Options with aggregate intrinsic values of \$ 1.6 million were exercised in the year ending December 31, 2021. The tax benefits from exercises were not material in 2021.

#### Restricted Share Units

Restricted shares, time-vested restricted share units ("RSUs") and performance-based RSUs granted to employees and directors

are valued at the closing market price of our common stock on the grant date with vesting conditions determined upon approval of the award. Time-vested RSUs are subject to a minimum service period of generally three years .

A summary of time-vested RSU activity is presented below:

	Shares (in thousands)	Weighted Average Fair Value
Outstanding at December 31, 2022	1,032	\$ 35.17
Granted	433	27.78
Vested	( 491 )	31.69
Forfeited	( 99 )	35.46
Outstanding at December 31, 2023	<u>875</u>	<u>\$ 33.44</u>

For time-vested RSUs outstanding at December 31, 2023, we expect to recognize an additional \$ 12.1 million of expense over the remaining average service period of two years .

Performance-based RSUs are subject to achievement of certain service and performance targets over a restricted period of three years . A summary of performance-based RSU activity is presented below:

	Shares (in thousands)	Weighted Average Fair Value
Outstanding at December 31, 2022	239	\$ 36.63
Granted	313	28.89
Forfeited	( 32 )	34.57
Outstanding at December 31, 2023	<u>520</u>	<u>\$ 32.09</u>

For performance-based RSUs outstanding at December 31, 2023, we expect to recognize an additional \$ 8.7 million of expense over the remaining average service period of less than two years .

#### **Note 14. Commitments and Contingencies**

##### *Legal Matters*

We are subject to various legal proceedings, claims and governmental inspections, audits or investigations pertaining to issues such as contract disputes, product liability, tax matters, patents and trademarks, advertising, governmental regulations, employment and other matters. Under the terms of the distribution agreement we entered into with Kimberly-Clark Corporation ("Kimberly-Clark") prior to our 2014 spin-off from Kimberly-Clark, legal proceedings, claims and other liabilities that are primarily related to our business are our responsibility and we are obligated to indemnify and hold Kimberly-Clark harmless for such matters. For the years ended December 31, 2023 and December 31, 2022, we incurred no costs with respect to such indemnification matters compared to \$ 15.0 million in the year ended December 31, 2021. Expenses incurred are included in "Other expense, net."

##### *Government Investigation*

In June 2015, we were served with a subpoena from the Department of Veterans Affairs Office of the Inspector General (the "VA OIG") seeking information related to the design, manufacture, testing, sale and promotion of MicroCool and other surgical gowns produced by the Company. In July 2015, we became aware that the VA OIG subpoena and an earlier VA OIG subpoena served on Kimberly-Clark requesting information about gown sales to the federal government were related to a United States Department of Justice (the "DOJ") investigation. In May 2016, April 2017 and September 2018, we received additional subpoenas from the DOJ seeking further information related to the Company's surgical gowns.

On July 6, 2021, we entered into a Deferred Prosecution Agreement (the "DPA") with the DOJ that resolved their criminal investigation related to our MicroCool surgical gowns. Pursuant to the terms of the DPA, in July 2021 the Company made a payment of \$ 22.2 million. We continue to comply with the terms of the DPA.

##### *Patent Litigation*

We operate in an industry characterized by extensive patent litigation. Competitors may claim that our products infringe upon their intellectual property. Resolution of patent litigation or other intellectual property claims is typically time consuming and costly and can result in significant damage awards and injunctions that could prevent the manufacture and sale of the affected products or require us to make significant royalty payments in order to continue selling the affected products.

At any given time, we may be involved as either a plaintiff or a defendant in a number of patent infringement actions, the outcomes of which may not be known for prolonged periods of time.

On November 4, 2019, we filed the matter styled *Avanos Medical Sales LLC v Medtronic Sofamor Danek USA, Inc., et al.* (No. 2:19-cv-02754-JPM-TMP (W.D. Tenn.)), alleging that Medtronic's manufacture, marketing, sale and importation of the Accurian cooled radiofrequency ablation system infringes certain claims of U.S. Patent 8,822,755. On June 1, 2020, Medtronic petitioned the U.S. Patent and Trademark Office ("USPTO") for an inter partes review ("IPR") of the patent at issue in the litigation. On October 23, 2020, the USPTO instituted an IPR. On August 27, 2021, the USPTO issued a Final Written Decision upholding the patentability of our patent.

On October 15, 2021, the parties resolved the dispute between them by signing a settlement and license agreement ("Medtronic Settlement Agreement"). Pursuant to the Medtronic Settlement Agreement, Medtronic paid Avanos an undisclosed amount and the parties dismissed the pending actions between them related to U.S. Patent 8,822,755.

#### *General*

While we maintain general and professional liability, product liability and other insurance, our insurance policies may not cover all of these matters and may not fully cover liabilities arising out of these matters. In addition, we may be obligated to indemnify our directors and officers against these matters.

We record provisions in the consolidated financial statements for pending litigation when we determine that an unfavorable outcome is probable and the amount of the loss can be reasonably estimated. For any matters that are reasonably possible to result in loss and for which no possible loss or range of loss is disclosed in this Form 10-K, management has determined that it is unable to estimate the possible loss or range of loss because, in each case, at least the following facts applied: (a) the matter is at an early stage of the proceedings; (b) the damages are indeterminate, unspecified or determined to be immaterial; and (c) significant factual issues have yet to be resolved. At present, although the results of litigation and claims cannot be predicted with certainty, we believe that the ultimate resolution of any pending legal proceeding to which we are a party will not have a material adverse effect on our business, financial condition, results of operations or liquidity.

In the year ended December 31, 2023, we incurred \$ 10.0 million of expense for a settlement related to a customer claim. We did not record litigation-related charges in 2022.

#### *Environmental Compliance*

We are subject to federal, state and local environmental protection laws and regulations with respect to our business operations. We believe we are operating in compliance with, or are taking action aimed at ensuring compliance with, these laws and regulations. None of our compliance obligations with environmental protection laws and regulations, individually or in the aggregate, is expected to have a material adverse effect on our business, financial condition, results of operations or liquidity.

#### **Note 15. Earnings Per Share ("EPS")**

Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during each period. Diluted earnings per share is calculated by dividing net income by the number of common shares outstanding and the effect of all dilutive common stock equivalents outstanding during each period, as determined using the treasury stock method.

The calculation of basic and diluted EPS for each of the three years ended December 31, 2023, 2022 and 2021 is set forth in the following table (in millions, except per share amounts):

	Year Ended December 31,		
	2023	2022	2021
Net (loss) income from continuing operations	\$ (9.9)	\$ 21.5	\$ (30.9)
Net (loss) income from discontinued operations	\$ (51.9)	\$ 29.0	\$ 37.2
<b>Net (loss) income</b>	<b>\$ (61.8)</b>	<b>\$ 50.5</b>	<b>\$ 6.3</b>
<b>Weighted Average Shares Outstanding:</b>			
Basic weighted average shares outstanding	46.6	46.9	48.1
Dilutive effect of stock options and restricted share unit awards	—	0.4	0.5
Diluted weighted average shares outstanding	46.6	47.3	48.6
<b>(Loss) Earnings Per Share:</b>			
Basic:			
Continuing Operations	\$ (0.21)	\$ 0.46	\$ (0.64)
Discontinued Operations	(1.11)	0.62	0.77
<b>Basic (Loss) Earnings Per Share</b>	<b>\$ (1.32)</b>	<b>\$ 1.08</b>	<b>\$ 0.13</b>
Diluted:			
Continuing operations	\$ (0.21)	\$ 0.46	\$ (0.64)
Discontinued operations	(1.11)	0.61	0.77
<b>Diluted (Loss) Earnings Per Share</b>	<b>\$ (1.32)</b>	<b>\$ 1.07</b>	<b>\$ 0.13</b>

RSUs contain provisions allowing for the equivalent of any dividends paid on common stock during the restricted period to be reinvested into additional RSUs at the then fair market value of the common stock on the date dividends are paid. Such awards are to be included in the EPS calculation under the two-class method. Currently we do not anticipate any cash dividends for the foreseeable future and our outstanding RSU awards are not material in comparison to our weighted average shares outstanding. Accordingly, all EPS amounts reflect shares as if they were fully vested and the disclosures associated with the two-class method are not presented herein.

For the year ended December 31, 2023, \$ 2.2 million of potentially dilutive stock options and restricted share unit awards were excluded from the computation of earnings per share as their effect would have been anti-dilutive.

#### Note 16. Business and Products Information

We conduct our business in one operating and reportable segment that provides our medical device products to healthcare providers and patients globally with manufacturing facilities in the United States and Mexico.

We provide a portfolio of innovative product offerings focused on pain management and recovery to improve patient outcomes and reduce the cost of care. Our management evaluates net sales by product category within our single reportable segment as follows (in millions):

	Year Ended December 31,		
	2023	2022	2021
Digestive Health	\$ 371.6	\$ 340.4	\$ 322.2
<b>Pain Management and Recovery:</b>			
Surgical pain and recovery	139.2	160.1	162.7
Interventional pain	162.5	183.6	102.1
<b>Total Pain Management and Recovery</b>	<b>301.7</b>	<b>343.7</b>	<b>264.8</b>
<b>Total Net Sales</b>	<b>\$ 673.3</b>	<b>\$ 684.1</b>	<b>\$ 587.0</b>

*Digestive Health* is a portfolio of products such as our MIC-KEY enteral feeding tubes, Corpak patient feeding solutions and NeoMed neonatal and pediatric feeding solutions.

*Pain Management and Recovery* is a portfolio of products including:

- Surgical pain and recovery products such as ON-Q and ambIT surgical pain pumps and Game Ready cold and compression therapy systems; and
- Interventional pain solutions, which provide minimally invasive pain relief therapies, such as our Coolief pain therapy, OrthogenRx's knee osteoarthritis HA pain relief injection products and Diros' RFA products used to treat chronic pain conditions.

Liabilities for estimated returns, rebates and incentives as of December 31, 2023 and 2022 are presented in the table below (in millions):

	As of December 31,	
	2023	2022
Accrued rebates	\$ 10.4	\$ 14.5
Accrued incentives	7.3	12.4
Accrued rebates and incentives (See Note 1)	17.7	26.9
Accrued sales returns <sup>(a)</sup>	0.1	0.1
<b>Total estimated liabilities</b>	<b>\$ 17.8</b>	<b>\$ 27.0</b>

(a) Accrued sales returns are included in "Other" in the accrued expenses table in "Supplemental Balance Sheet Information" in Note 5.

For the years ended December 31, 2023, 2022 and 2021, net sales to external customers in the United States were \$ 467.0 million, \$ 463.9 million and \$ 412.2 million, respectively. Globally, two customers accounted for 10% or more of our consolidated net sales in the years ended December 31, 2023, 2022 and 2021.

Due to the nature of our business, we receive purchase orders for products under supply agreements which are normally fulfilled within three to four weeks. Our performance obligations under purchase orders are satisfied and revenue is recognized at a point in time, which is upon shipment or upon delivery of our products, depending on shipping terms. Accordingly, we normally do not have transactions that give rise to material unfulfilled performance obligations.

Property, plant and equipment held domestically and in foreign countries is as follows (in millions):

	As of December 31,	
	2023	2022
Domestic	\$ 76.1	\$ 84.1
Foreign	41.1	34.5
<b>Total Property, Plant and Equipment</b>	<b>\$ 117.2</b>	<b>\$ 118.6</b>

#### **Note 17. Share Repurchase Program**

On July 28, 2023, the Board of Directors approved a new one-year program under which we may repurchase up to \$ 25.0 million of our common stock. Repurchases under this program will be made from time to time at management's discretion on the open market or through privately negotiated transactions in compliance with Rule 10b-18 under the Exchange Act, subject to market conditions, applicable legal requirements and other relevant factors. We have established a pre-arranged trading plan under Rule 10b5-1 of the Exchange Act in connection with this share repurchase program. This share repurchase program does not obligate us to purchase any particular amount of common stock and may be suspended, modified or discontinued by us without prior notice.

Purchases of common stock under the 10b5-1 trading plans for the year ended December 31, 2023 are summarized in the table below:

	Shares Repurchased		Aggregate Purchase			Amount Remaining in Program for Purchase	
	# of Shares	Program to Date	Price (in millions)	Average Price per Share	(in millions)		
Third quarter of 2023	451,965	451,965	\$ 9.2	\$ 20.39	\$ 15.8		
Fourth quarter of 2023	290,688	742,653	\$ 5.8	\$ 19.90	\$ 10.0		

In addition to the share repurchase program, we withheld 168,178 shares of common stock for \$ 4.1 million in taxes associated with stock-based compensation transactions in the year ended December 31, 2023.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Avanos Medical, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Avanos Medical, Inc. and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income (loss), stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 21, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### **Net Sales/Accrued rebate expenses- Refer to Notes 1 and 16 to the consolidated financial statements**

##### *Critical Audit Matter Description*

The Company generally distributes its products through wholesale distributors, and in many cases, discounts to the net selling prices are determined based on the contractual arrangements that the Company has with its end-user groups' purchasing organizations. The Company's contracts provide for variable consideration, including rebates. Sales are reported net of distributor rebates which are estimated based on the historical difference between list prices and average end user contract prices and the quantity of products expected to be sold to end-users. Total rebates due to customers that were not settled as of December 31, 2023 was \$10.4 million and is included in accrued expenses as of December 31, 2023.

The Company must make certain judgments to estimate the liability for rebates as of the fiscal year end. The judgment of determining the liability includes estimating the quantity of products to be sold to end-user customers and determining the difference in the product's list price and the average end-user customers' prices. Due to the extent of subjectivity in management's estimation, our audit in this area involves especially subjective judgment and an increased extent of effort.

##### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to management's estimates of rebates included the following, among others:

- We tested the effectiveness of internal control related to the accounting for rebates including those over the estimates of quantity of products to be sold to end-user customers and the difference in the product's list price and the average end-user prices;
- We tested the accuracy and evaluated the relevance of the historical rebate data as an input to the estimated rebates by agreeing rebate rates to contractual arrangements;
- We conducted historical trend analysis of rebates paid as a percentage of gross sales;
- We performed a comparison of historical rebates paid compared to rebates recorded to evaluate management's historical estimates;
- We evaluated whether the estimated rebates were consistent with evidence obtained in other areas of the audit.

#### **Goodwill Valuation - Refer to Note 4 to the consolidated financial statements**

##### *Critical Audit Matter Description*

The Company's evaluation of goodwill impairment involves the comparison of the fair value of its single reporting unit, Medical Devices, to its carrying value as of July 1, 2023. The Company uses a combination of income and market capitalization approaches to estimate fair value. The Company utilizes a discounted cash flow model to perform its income approach, which requires management to make significant judgments related to the discount rate and assumptions, including expected growth rates, used in the forecast of future cash flows. The market approach estimates the fair value of the reporting unit based on the consideration of the Company's observable market value and other assumptions. Changes in the judgments or the assumptions used in management's evaluation could have a material impact on the fair value of the reporting unit, the amount of any goodwill impairment charge, or both. Goodwill is tested for impairment annually and whenever events and circumstances indicate that it is more likely than not that the fair value of the reporting unit may be below its carrying value. Management completed the annual impairment test on July 1, 2023 and determined that the fair value exceeded the net carrying value of its single reporting unit. The goodwill balance was \$796.1 million as of December 31, 2023.

Given the significant judgments made by management to estimate the fair value of the Medical Devices reporting unit, the audit procedures performed to evaluate the reasonableness of management's estimates and assumptions related to selection of the discount rate and forecasts of future cash flows required a high degree of auditor judgment and an increased extent of effort, including the need to involve our internal fair value specialists.

##### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to management's assumption of the discount rate and the assumptions used to forecast future cash flows to estimate the fair value of the reporting unit included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluation including those over the determination of the reporting unit's fair value, such as controls related to management's selection of significant valuation and business assumptions.
- With the assistance of our fair value specialists, we evaluated the reasonableness of (1) the valuation methodology and (2) the discount rate, including testing the source information underlying the determination of the discount rate, testing the mathematical accuracy of the calculation, developing a range of independent estimates, performing sensitivity analysis and comparing those to the discount rate selected by management.
- We evaluated management's ability to accurately forecast future cash flows by comparing prior year forecasts to actual results in the respective years. We also compared current revenue and cash flow forecasts to (1) historical results, (2) internal communications to management and the Board of Directors, and (3) forecasted information included in Company press releases (4) industry and peer financial performance and macroeconomic conditions. Further, we considered the Company's plans for future strategic events and searched for contradictory evidence.
- We evaluated management's determination of the fair value of the reporting unit using the market capitalization market approach.
- We evaluated the impact of changes in the impairment factors, including macroeconomic conditions, industry and market considerations, and Company-specific events from July 1, 2023, the annual impairment assessment date, to December 31, 2023 and evaluated any changes in the impairment factors.

#### **Discontinued Operations - Accounting and Disclosure - Refer to Note 2 to the consolidated financial statements**

##### *Critical Audit Matter Description*

On October 2, 2023, the Company completed the transaction to sell substantially all the assets primarily related to or primarily used in the Respiratory Health ("RH") business (the "Divestiture") for \$110 million. The Company determined the sale of the RH Business should be reported as discontinued operations in accordance with Accounting Standards Codification ("ASC") 250-20 Discontinued Operations. As a result, management has classified the results of the RH Business, including the net sales, cost of products sold, research and development, selling and general expenses and other expense, net incurred directly to solely support the RH Business, as discontinued operations in the consolidated statement of income for all periods presented.

Our determination that performing procedures relating to expenses directly attributable to the RH business as part of discontinued operations is a critical audit matter is due to the significant audit effort and judgments involved in assessing management's determination and classification of the expenses incurred directly to solely support the RH business as discontinued operations.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to management's consideration of discontinued operations accounting treatment included the following, among others:

- We tested the effectiveness of internal controls over management's determination of expenses incurred directly to solely support the RH business.
- We evaluated management's methodology to identify expenses incurred directly to solely support the RH Business and tested the completeness, accuracy, and classification of expenses between discontinued operations and continuing operations in the consolidated financial statements.

*/s/ DELOITTE & TOUCHE LLP*

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Deloitte & Touche LLP

Atlanta, Georgia

February 21, 2024

We have served as the Company's auditor since 2013.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2023. The term "disclosure controls and procedures," as defined in Rule 13a-15 under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Based on our evaluation, our chief executive officer and chief financial officer believe that, as of December 31, 2023, our disclosure controls and procedures were effective.

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2023. The scope of management's evaluation included all of our businesses except for the business acquired with Diros Technology, Inc., which was acquired in July 2023 and whose financial statements constitute 4% of consolidated assets, 1% of our consolidated net sales and 1% of our consolidated net loss as of and for the year ended December 31, 2023. For further information see "Business Acquisitions" in Note 6 to the consolidated financial statements in Item 8 of this report. Management's evaluation was based on the criteria related to internal control over financial reporting described in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Form 10-K, has issued a report, included herein, on the effectiveness of the Company's internal control over financial reporting as of December 31, 2023.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Avanos Medical, Inc.

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Avanos Medical, Inc. and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 21, 2024, expressed an unqualified opinion on those financial statements.

As described in Management's Annual Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Diros Technology, Inc. ("Diros") which was acquired on July 24, 2023 and whose financial statements constitute 4% of consolidated assets, 1% of consolidated net sales and 1% of consolidated net loss from continuing operations as of and for the year ended December 31, 2023. Accordingly, our audit did not include the internal control over financial reporting at Diros.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

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Deloitte & Touche LLP

Atlanta, Georgia

February 21, 2024

**ITEM 9B. OTHER INFORMATION**

None.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following sections of our 2023 Proxy Statement for the Annual Meeting of Stockholders (the "2022 Proxy Statement") are incorporated in this Item 10 by reference:

- "The Nominees" under "Proposal 1. Election of Directors," which identifies our directors and nominees for our Board of Directors.
- "Other Information—Delinquent Section 16(a) Reports."
- "Corporate Governance—Other Corporate Governance Policies and Practices—Code of Conduct," which describes our Code of Conduct.
- "Other Information—Stockholder Nominations for Board of Directors," which describes the procedures by which stockholders may nominate candidates for election to our Board of Directors.
- "Corporate Governance—Board Committees—Audit Committee," which identifies members of the Audit Committee of our Board of Directors and an audit committee financial expert.

We believe we are in compliance with all applicable corporate governance requirements of the New York Stock Exchange, the Securities and Exchange Commission, the Sarbanes-Oxley Act of 2002 and the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 that have become effective as of the date of this Annual Report on Form 10-K.

The names and ages of our executive officers as of February 21, 2024, together with certain biographical information, are as follows:

Name	Position
Joseph F. Woody	Chief Executive Officer
Michael C. Greiner	Senior Vice President, Chief Financial Officer and Chief Transformation Officer
Mojirade James	Senior Vice President, General Counsel and Secretary
Kerr W. Holbrook	Senior Vice President and Chief Commercial Officer
Sudhakar Varshney	Senior Vice President, Global Supply Chain and Procurement

**Joseph F. Woody**, age 58, was appointed as Chief Executive Officer on June 26, 2017. Mr. Woody has more than 20 years of experience in the healthcare sector. Prior to joining the Company, Mr. Woody served as Director, President and Chief Executive Officer of Acelity Holdings, Inc. ("Acelity"), a global advanced wound care and regenerative medicine company, from August 2015 until April 2017. Prior to that, Mr. Woody served as President and Chief Executive Officer for the combined organization of Kinetic Concepts, Inc. ("KCI"), LifeCell Corporation ("LifeCell"), and Systagenix Wound Management B.V., which became Acelity, from September 2013 until August 2015. Prior to that, Mr. Woody served in leadership roles at KCI and LifeCell from November 2011 until September 2013, having been promoted to President and Chief Executive Officer of KCI in January 2012 and interim Chief Executive Officer of LifeCell in April 2013. Previously, Mr. Woody served as global president of Vascular Therapies for Covidien plc, and global president for Smith & Nephew Advanced Wound Management, and he held other leadership positions at Alliance Imaging, Inc., Acuson and GE Medical Systems.

**Michael C. Greiner**, age 51, was appointed as Senior Vice President and Chief Financial Officer on January 1, 2020. In January 2023, Mr. Greiner assumed the additional role of Chief Transformation Officer. Mr. Greiner brings to Avanos more than 20 years of experience in corporate finance, accounting, treasury, and M&A strategy development and execution. From March 2016 through December 2019, he served as Executive Vice President and CFO for AngioDynamics, Inc., a publicly listed medical device company (NASDAQ: ANGO), where he played an integral role in transforming and optimizing its product portfolio through both internal development and M&A. Prior to that, Mr. Greiner was the CFO at Extreme Reach, Inc., a cloud-based enterprise platform for brand advertising, responsible for all finance and human resource operations. Earlier in his career, Mr. Greiner held several senior executive roles, including Senior Vice President corporate finance and Chief

Accounting Officer at Cimpress N.V. (formerly known as Vistaprint N.V.), global controller for GE's Water and Processing Technologies division, as well as leadership roles at Bausch & Lomb and Wyeth.

**Mojirade James**, age 57, was appointed as Senior Vice President, General Counsel and Secretary in July 2021. Ms. James has more than 25 years of diversified legal experience, including vast experience supporting the development and commercialization of innovative drugs, biologics and vaccines. From September 2018 to June 2021, Ms. James held senior management positions, including Executive Vice President, Chief Legal and Compliance Officer, of Tmunity Therapeutics, a biotherapeutics company. Prior to that, from February 2012 to September 2017, she held senior management positions, including Senior Vice President, General Counsel and Corporate Secretary, of Iroko Pharmaceuticals, a global specialty pharmaceutical company. Her experience also includes working as an attorney at Wyeth and Pfizer and at the law firm Shearman & Sterling.

**Kerr W. Holbrook**, age 57, was appointed as Senior Vice President and Chief Commercial Officer in January 2023. From May 2019 until January 2023, he served as the Company's Senior Vice President and General Manager, Chronic Care. Mr. Holbrook has more than 25 years of experience in the medical device, pharmaceutical and biotechnology industries. From March 2015 to November 2018, Mr. Holbrook served as Chief Commercial Officer for AlloSource, a biologics and regenerative medicine business focused on the spine, sports and orthopedics markets. Prior to AlloSource, Mr. Holbrook held executive positions, including Group Vice President, Strategy, Portfolio Management & Business Development, with Covidien, now part of Medtronic's minimally invasive therapies group. Mr. Holbrook started his career with Eli Lilly & Company and subsequently led marketing and business development functions for McKesson Corporation.

**Sudhakar Varshney**, age 47, was appointed as Senior Vice President, Global Supply Chain and Procurement in November 2022. Mr. Varshney has more than 20 years of experience in supply chain management, manufacturing, operational excellence and quality improvement. From November 2020 to November 2022, he served as Senior Vice President, Global Operations at Antylia Scientific, a diversified bioprocessing and life sciences company. From September 2016 to October 2020, Mr. Varshney served as Vice President, Global Operations of Hach Company, a manufacturer of analytical instruments and reagents used to test the quality of water and other liquids. Prior thereto, he held management positions with Haemonetics Corporation, Covidien LP and Ford Motor Company. Mr. Varshney has notified the Company that he will resign his position with the Company effective March 31, 2024.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information in the sections of the 2023 Proxy Statement captioned "Compensation Discussion and Analysis," "Compensation Tables," "Director Compensation" and "Corporate Governance—Compensation Committee Interlocks and Insider Participation" is incorporated in this Item 11 by reference.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information in the section of the 2024 Proxy Statement captioned "Other Information—Security Ownership Information" is incorporated in this Item 12 by reference.

##### *Equity Compensation Plan Information*

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our equity compensation plans as of December 31, 2023.

	<b>Number of securities to be issued upon exercise of outstanding options, warrants, and rights (in thousands)</b> <b>(a)</b>	<b>Weighted average exercise price of outstanding options, warrants, and rights</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in thousands)</b> <b>(c)</b>
Equity compensation plans approved by stockholders <sup>(1)</sup>	2,431 <sup>(2)</sup>	\$39.32	1,679

<sup>(1)</sup> Includes (i) the Halyard Health, Inc. Equity Participation Plan, effective November 1, 2014 (the "2014 Plan"), (ii) the Avanos Medical, Inc. 2021 Long Term Incentive Plan, effective April 29, 2021, as amended (together with the 2014 Plan, the "Employee Plans"), and (iii) the Halyard Health, Inc. Outside Directors' Compensation Plan, effective November 1, 2014 (the "Director Plan").

<sup>(2)</sup> Includes 1,225 restricted share units granted under the Employee Plans (including shares that may be issued pursuant to outstanding performance-based restricted share units, assuming the target award is met; actual shares issued may vary, depending on actual performance). Upon vesting, a share of Avanos common stock is issued for each restricted share unit. Column (a) also includes 170 restricted share units granted under the Director Plan. Under the Director Plan, upon retirement from, or any other termination of service from the Board, a share of Avanos common stock is issued for each restricted share unit. Column (b) does not take these awards into account because they do not have an exercise price.

*Avanos Medical, Inc. Outside Directors' Compensation Plan*

In 2014, our Board of Directors and our stockholders approved the Director Plan. A maximum of 400,000 shares of our common stock is available for grant under this plan. The Board may grant awards in the form of stock options, stock appreciation rights, restricted stock, restricted share units or any combination of cash, stock options, stock appreciation rights, restricted stock or restricted share units under this plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information in the sections of the 2023 Proxy Statement captioned "Other Information—Transactions with Related Persons" and "Corporate Governance—Director Independence" is incorporated in this Item 13 by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information in the sections of the 2023 Proxy Statement captioned "Principal Accounting Firm Fees" and "Audit Committee Approval of Audit and Non-Audit Services" under "Proposal 2. Ratification of Auditors" is incorporated in this Item 14 by reference.

Deloitte & Touche LLP issued its audit report on the consolidated financial statements from Atlanta, Georgia . Deloitte & Touche LLP 's PCAOB ID number is 34 .

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) **Documents filed as part of this report.**

1. Financial statements.

The financial statements are set forth under Item 8 of this Form 10-K.

2. Financial statement schedules.

The following information is filed as part of this Form 10-K and should be read in conjunction with the financial statements contained in Item 8:

- Report of Independent Registered Public Accounting Firm

All other schedules have been omitted because they were not applicable or because the required information has been included in the financial statements or notes thereto.

3. Exhibits

Exhibit Number	Description
<u>2.1</u>	<a href="#">Distribution Agreement, dated October 31, 2014, by and between Halyard Health, Inc. and Kimberly-Clark Corporation, incorporated by reference to Exhibit 2.1 of our Current Report on Form 8-K filed on November 4, 2014</a>
<u>2.2</u>	<a href="#">Merger Agreement, dated December 13, 2021, by and among Avanos Medical, Inc., Avent, Inc., Orthogen Merger Sub, Inc. and OrthogenRx, Inc., incorporated by reference to Exhibit 2.1 of our Current Report on Form 8-K filed on January 21, 2022</a>
<u>2.3</u>	<a href="#">Purchase Agreement dated as of June 7, 2023 by and among Avanos Medical, Inc., the other Sellers party thereto and SunMed Group Holdings, LLC, incorporated by reference to Exhibit 2.1 of our Quarterly Report on Form 10-Q filed on August 9, 2023</a>
<u>2.4</u>	<a href="#">First Amendment to Purchase Agreement dated as of October 2, 2023 by and between Avanos Medical, Inc. and SunMed Group Holdings, LLC, incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on October 2, 2023</a>
<u>3.1</u>	<a href="#">Second Amended and Restated Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed on May 6, 2020</a>
<u>3.2</u>	<a href="#">Sixth Amended and Restated Bylaws of the Company, incorporated by reference to Exhibit 3.2 of our Current Report on Form 8-K filed on May 6, 2020</a>
<u>4.1</u>	<a href="#">First Amendment to Amended and Restated Credit Agreement, dated as of December 22, 2021, by and among Avanos Medical, Inc. and Citibank N.A., as administrative agent, incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K filed on January 21, 2022</a>
<u>4.2</u>	<a href="#">Incremental Agreement, dated December 22, 2021, by and among Avanos Medical, Inc., the guarantors party thereto, the lenders party thereto, Citibank N.A., as administrative agent, and J.P. Morgan Chase Bank N.A. and MUFG Bank, LTD, as joint lead arrangers, incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K filed on January 21, 2022</a>
<u>4.3</u>	<a href="#">Description of Avanos Medical, Inc. Securities, incorporated by reference to Exhibit 4.4 to our Annual Report on Form 10-K filed on February 19, 2021</a>
<u>4.4</u>	<a href="#">Credit Agreement dated June 24, 2022 by and among Avanos Medical, Inc., the guarantors party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A. ("JPM") as administrative agent, MUFG Bank, Ltd. ("MFUG"), PNC Bank, National Association ("PNC") and U.S. Bank National Association ("U.S. Bank") as co-syndication agents, and JPM, MUFG, PNC and U.S. Bank as joint lead arrangers and joint bookrunners, incorporated by reference to Exhibit 4.3 of our Quarterly Report on Form 10-Q filed on August 9, 2022</a>
<u>10.1</u>	<a href="#">Deferred Prosecution Agreement dated July 6, 2021, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 9, 2021</a>
<u>*10.2</u>	<a href="#">Employment Offer Letter dated June 20, 2017 for Joseph Woody, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 23, 2017</a>
<u>*10.3</u>	<a href="#">Employment Offer Letter dated March 22, 2018 for Arjun Sarker, incorporated by reference to Exhibit 10.1(a) to our Quarterly Report on Form 10-Q filed on May 2, 2018</a>

Exhibit Number	Description
<a href="#">*10.4</a>	<a href="#">Employment Offer Letter dated December 12, 2019 for Michael Greiner, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 30, 2019</a>
<a href="#">*10.5</a>	<a href="#">Employment Offer Letter dated July 21, 2010 for William Haydon, incorporated by reference to Exhibit 10.1(a) to our Quarterly Report on Form 10-Q filed on November 3, 2020</a>
<a href="#">*10.6</a>	<a href="#">Employment Offer Letter dated May 21, 2021 for Mojirade James, incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q filed on August 3, 2021</a>
<a href="#">*10.7</a>	<a href="#">Halyard Health, Inc. Equity Participation Plan, effective as of November 1, 2014, incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on November 4, 2014</a>
<a href="#">*10.8</a>	<a href="#">Form of Award Agreement related to Halyard Health, Inc. Equity Participation Plan, incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on November 4, 2014</a>
<a href="#">*10.9</a>	<a href="#">Form of Award Agreements, as amended, related to Halyard Health, Inc. Equity Participation Plan, incorporated by reference to Exhibit 10.8 to our Annual Report on Form 10-K filed on February 19, 2021</a>
<a href="#">*10.10</a>	<a href="#">Halyard Health, Inc. Outside Directors' Compensation Plan, effective as of November 1, 2014, incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on November 4, 2014</a>
<a href="#">*10.11</a>	<a href="#">Form of Terms and Conditions of Awards under the Halyard Health, Inc. Outside Directors' Compensation Plan, incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on November 4, 2014</a>
<a href="#">*10.12</a>	<a href="#">Avanos Medical, Inc. Amended and Restated Executive Severance Plan, incorporated by reference to Exhibit 10.23 to our Quarterly Report on Form 10-Q filed on May 3, 2023</a>
<a href="#">*10.13</a>	<a href="#">Halyard Health, Inc. Amended and Restated Severance Pay Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 31, 2017</a>
<a href="#">*10.14</a>	<a href="#">Avanos Medical, Inc. Employee Stock Purchase Plan, incorporated by reference to Exhibit 99.1 to our Registration Statement on Form S-8 filed on August 7, 2019</a>
<a href="#">*10.15</a>	<a href="#">Avanos Medical, Inc. 2021 Long Term Incentive Plan, as amended, incorporated by reference to Exhibit 99.1 to our Registration Statement on Form S-8 filed on July 13, 2023</a>
<a href="#">*10.16</a>	<a href="#">Form of Award Agreements related to the Avanos Medical, Inc. 2021 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q filed on August 3, 2021</a>
<a href="#">*10.18</a>	<a href="#">Retention Incentive Agreement dated May 20, 2022 by and between Avanos Medical, Inc. and David E. Ball, incorporated by reference to Exhibit 10.18 of our Quarterly Report on Form 10-Q filed on August 9, 2022</a>
<a href="#">*10.19</a>	<a href="#">Employment Offer Letter dated October 6, 2022 for Sudhakar Varshney, incorporated by reference to Exhibit 10.20 of our Annual Report on Form 10-K filed on February 21, 2023</a>
<a href="#">*10.20</a>	<a href="#">Amendment to Employment Offer Letter dated November 15, 2022 for Mojirade James, incorporated by reference to Exhibit 10.20 of our Annual Report on Form 10-K filed on February 21, 2023</a>
<a href="#">*10.21</a>	<a href="#">Amendment to Employment Offer Letter dated November 10, 2022 for Arjun Sarker, incorporated by reference to Exhibit 10.20 of our Annual Report on Form 10-K filed on February 21, 2023</a>
<a href="#">*10.22</a>	<a href="#">Severance and Separation Agreement dated January 10, 2023 by and between Avanos Medical, Inc. and William D. Haydon, incorporated by reference to Exhibit 10.22 of our Quarterly Report on Form 10-Q filed on May 3, 2023</a>
<a href="#">19.1</a>	<a href="#">Avanos Medical, Inc. Amended and Restated Policy on Insider Trading and Tipping, filed herewith Subsidiaries of the Corporation, filed herewith.</a>
<a href="#">21</a>	<a href="#">Consent of Independent Registered Public Accounting Firm, filed herewith.</a>
<a href="#">23</a>	<a href="#">Powers of Attorney, filed herewith.</a>
<a href="#">24</a>	<a href="#">Section 302 CEO Certification, filed herewith.</a>
<a href="#">31(a)</a>	<a href="#">Section 302 CFO Certification, filed herewith.</a>
<a href="#">31(b)</a>	<a href="#">Section 906 CEO Certification, furnished herewith.</a>
<a href="#">32(a)</a>	<a href="#">Section 906 CFO Certification, furnished herewith.</a>

Exhibit Number	Description
<a href="#">32(b)</a>	<a href="#">Section 906 CFO Certification, furnished herewith.</a>
<a href="#">*97.1</a>	<a href="#">Avanos Medical, Inc. Incentive Compensation Clawback Policy, filed herewith.</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

\*Management contracts, compensatory plans or arrangements

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AVANOS MEDICAL, INC.

February 21, 2024

By: /s/ Michael C. Greiner

**Michael C. Greiner**

**Senior Vice President,**

**Chief Financial Officer and Chief Transformation Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Joseph F. Woody</u>	Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2024
<u>Joseph F. Woody</u>		
<u>/s/ Michael C. Greiner</u>	Senior Vice President, Chief Financial Officer and Chief Transformation Officer (Principal Financial Officer)	February 21, 2024
<u>Michael C. Greiner</u>		
<u>/s/ John J. Hurley</u>	Controller (Principal Accounting Officer)	February 21, 2024
<u>John J. Hurley</u>		

## Directors

Gary D. Blackford

John P. Byrnes

Lisa Egbuonu-Davis

Patrick J. O'Leary

Dr. Julie Shimer

By: <u>/s/ John J. Hurley</u>	February 21, 2024
<b>John J. Hurley</b>	
<b>Attorney-in-Fact</b>	

**Avanos Medical, Inc.**  
**Amended and Restated**  
**Policy on Insider Trading And Tipping**  
**October 27, 2023**

The Company's Code of Conduct prohibits employees from using non-public information about the Company to trade in stocks or securities. This Policy further details that obligation. All employees, officers, and directors are expected to comply with this Policy and any applicable securities laws. The Code of Conduct and this Policy are available on the Company's website, and the Legal Department is available to answer any questions or provide further guidance about this Policy.

#### **Background**

Federal and state securities laws prohibit the purchase or sale of a public company's securities by persons who are aware of material information about the company that is not generally known or available to the public. These laws also prohibit "tipping," which is when a person who is aware of material non-public information discloses that information to others who may trade. In addition to individual liability for prohibited insider trading and/or tipping, companies and their controlling persons also are subject to liability if they fail to take reasonable steps to prevent prohibited insider trading.

This Policy has been adopted to help you avoid the severe consequences associated with violations of the insider trading and tipping laws (as described further below) and to prevent the appearance of improper conduct on the part of anyone employed by or associated with the Company.

References in this Policy to the Company or "our" include Avanos Medical, Inc., as well as our subsidiaries, and references to employees include part-time and temporary employees, as well as consultants and other independent contractors.

*Please contact the Company's Legal Department if you have any questions about this Policy.* Thank you for your help in furthering Our Commitment to operate ethically and in compliance with applicable global laws and regulations.

#### **Definitions**

- "Business Partners" means publicly-traded entities with which the Company is doing business, including suppliers or customers.
- "Insiders" means:
  - o all directors, officers, and employees of the Company and their family members who reside with them or who are subject to their influence or control (such as parents or children) and anyone else who lives in their household;
  - o corporations, partnerships, or other entities owned or controlled by directors, officers, or employees of the Company (or their family members) or trusts in which such persons are trustees or beneficiaries; and
  - o any outside persons bound under the terms of their consulting or other similar agreements with the Company, because they have or may gain access to material non-public information concerning the Company.
- "Securities" means securities, including common stock and options to purchase common stock, and any other type of securities that a company may issue in the future, such as preferred stock, convertible debt, and warrants. Securities also includes derivative securities such as exchange traded put or call options or swaps relating to a company's other securities.
- "Target Companies" means publicly-traded entities that the Company is or may be pursuing as a merger, acquisition, joint venture, or other business combination target.
- "trade" means a purchase or sale (including short-selling), whether in the open market or with the Company; a transfer to anyone or any entity, with or without payment or other consideration; a gift; a pledge of shares or options; or a grant of an option to acquire an interest in Securities.

#### **Policy**

Subject to the exceptions described below, no Insider may, directly or indirectly, do any of the following:

- trade in Company Securities while possessing material non-public information about the Company;
- trade in Company Securities during any Blackout Periods or Special Blackout Periods designated by the Company's Legal Department;
- trade in Target Company or Business Partner Securities while possessing information that is known to be material non-public information concerning the Target Company or Business Partner;
- "tip" or disclose material non-public information concerning the Company, a Target Company, or a Business Partner to any outside person (including family members, friends, analysts, individual investors or members of the investment community, or news media), unless required as part of that Insider's specified regular duties for the Company (i.e., communications from Investor Relations, communications from the Chief Executive Officer and/or Chief Financial Officer during investor meetings or earnings calls); or
- give trading advice of any kind about the Company, a Target Company, or a Business Partner to anyone while possessing material non-public information about the Company, a Target Company, or a Business Partner.

The above prohibitions on disclosure by Insiders of material non-public information do not apply when disclosure is made to:

- Outside persons, such as consultants or contractors, where the outside person has agreed in writing to be bound by the terms of this Policy; or
- Outside advisors, who by the terms of their engagement, are subject to confidentiality to the Company and a duty not to engage in insider trading.

The prohibitions on disclosure of material non-public information and giving trading advice apply equally to any and all communications, regardless of whether they are oral, written, non-verbal, or electronic (e.g., made on the internet or through social media).

Transactions that may be necessary or that may appear justifiable for independent reasons (such as the need to raise money for an emergency or to fund tuition or moving expenses) are not an exception from this Policy. Because the securities laws do not recognize such mitigating circumstances, this Policy also does not recognize such exceptions.

Insiders should retain all records and documents with respect to each trade.

Rule 10b5-1 Plans. Insiders who want to buy or sell Company Securities may (but are not required to) do so pursuant to a predetermined written plan meeting the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934 ("Rule 10b5-1"). The Legal Department must pre-approve any plan, arrangement, or trading instructions prepared pursuant to Rule 10b5-1 involving potential sales (or purchases) of stock or option exercises and sales (any such plan, a "10b5-1 Plan"). The Legal Department may reject any 10b5-1 Plans in its sole discretion. Please see Exhibit A for additional information on 10b5-1 Plans.

Non-Rule10b5-1 Trading Arrangements. Insiders are prohibited from buying or selling Company Securities pursuant to any pre-planned trading arrangement that does not meet the requirements of Rule 10b5-1.

### **Material Non-Public Information**

Material non-public information has two important elements: (1) materiality; and (2) public availability.

Materiality. There is no bright-line rule as to what constitutes "material" information. In plain terms, material information is any type of information that could reasonably be expected to affect the price of a company's Securities. Information about the Company, a Target Company, or a Business Partner is "material" if there is a substantial likelihood that a reasonable stockholder would consider the information important in making a decision to buy, sell or hold that company's Securities.

While it is not possible to identify all information that would be deemed "material," the following types of information ordinarily are considered material:

- Financial performance, including quarterly and year-end earnings, and significant changes in financial performance or liquidity
- Projections of future earnings or losses, changes in previously-released earnings estimates or guidance, or confirmation of previously-released earnings estimates or guidance during a Black-out Period
- Significant changes to strategic plans
- Potential or pending material mergers, acquisitions, tender offers, or the sale of assets or subsidiaries
- A significant restructuring or reduction in work force
- The gain or loss of major contracts, orders, suppliers, or customers
- Significant changes or developments in products or product lines, research or technologies
- Significant changes or developments in supplies or inventory, including significant product defects, recalls or product returns
- Actual or threatened major litigation, governmental actions or investigations, or the resolution of such litigation, actions or investigations
- Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts
- Sales of the Company's Securities by Insiders
- Significant changes in senior management
- Significant labor disputes or negotiations
- The existence of severe liquidity problems or impending bankruptcy.

Public Availability. Material information is "nonpublic" if it has not been widely disseminated to the public in a manner making it available to investors generally, including through webcasted conference calls or presentations, major newswire services, national news services and financial news services, or the filing of public documents as required with the Securities and Exchange Commission (the "SEC"). A common misperception is that material information loses its "nonpublic" status at the moment a press release is issued disclosing the information. To the contrary, information will be considered public (no longer "nonpublic") only on the *day after the first full trading day* following the Company's widespread public release of the information. For example, if we were to make an announcement on a Monday before the opening of the stock market, you may not trade in our securities until Tuesday. If an announcement were made on a Wednesday after the closing of the stock market, Friday would be the first eligible trading day.

You may not engage in prohibited insider trading while you are aware of material nonpublic information even if you believe that the information has not influenced your decision to engage in the transaction — in other words, even if you would have engaged in the transaction without having the information.

### **Blackout Periods and Special Blackout Periods**

The Company will designate certain time periods called "Blackout Periods" during the year when Insiders are generally prohibited from trading in the Company's Securities. Blackout Periods will generally close the trading window fifteen (15) days prior to the end of each quarter and re-open the trading window at the end of the day on the date the Company publicly discloses its financial results for that quarter. In addition, Blackout Periods will generally close the trading window four (4) business days prior to the date the Company publicly discloses a share repurchase program and re-open the trading window four (4) business days following the date of such public disclosure. Except as described below under the heading "Exceptions," no Insider may trade in Company Securities during a Blackout Period, although the Legal Department may waive the restriction if it determines such person does not possess material non-public information based on the certification of such person.

The Legal Department, in consultation with Company management, may, from time to time, also designate "Special Blackout Periods" during which trading in Company Securities by certain designated Insiders is prohibited. In addition, no Insiders may disclose to any outside third party that a Special Blackout Period has been designated.

### **Procedures for Approving All Trades by Certain Designated Insiders**

In addition to the Company's policy on insider trading as described above, the Company's directors, executive officers who are subject to Section 16 of the Securities Exchange Act of 1934, and certain other designated employees (collectively, "Designated Insiders") may not trade in the Company's Securities at any time unless the trade(s) have been approved by the Legal Department in accordance with the procedures set forth below. The Legal Department may reject any trading requests in its sole discretion.

Regardless of the proposed timing or type of trade, no Designated Insider may trade in Company Securities until:

- The Designated Insider has notified the Legal Department in writing of the amount and nature of the proposed trade(s);
- The Designated Insider has certified in writing at the time of such proposed trade(s) that he or she (i) is not in possession of material non-public information concerning the Company and (ii) has notified the Legal Department in writing of all other trades in Company Securities in the previous six months;
- The Designated Insider has notified and received approval from the Legal Department for the filing of a Form 144 with the SEC, if required for such trade; and
- Based on the certifications of the Designated Insider, the Legal Department has approved the trade(s), and certified such approval in writing.

In addition, unless a Designated Insider trades in Securities issued by the Company through his or her Fidelity account, a Designated Insider must notify the Legal Department by email promptly upon the execution of any trade, but in no event later than the next business day after the execution of such trade. Such notice shall include the following:

- the name of the entity in whose name the trade was made;
- the type and amount of Securities subject to the trade;
- the price at which the Securities were traded; and
- the new number of Securities owned, directly or indirectly, by the Insider subsequent to the execution of the trade.

#### **Exceptions to Trading Prohibitions**

The prohibition on trading in Company securities during Blackout Periods, during Special Blackout Periods, or while otherwise in possession of material non-public information does NOT apply to:

- exercises of Company stock options, or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligation, in each case in a manner permitted by the applicable stock option; provided, however, that Securities may not be sold to pay the exercise price of a stock option (including through a broker-assisted cashless exercise) and the Securities acquired upon exercise may not be sold during a Blackout Period or Special Blackout Period without receiving the approval of the Legal Department;
- automatic sales of shares of the Company's Securities through a Company-contracted service provider or broker to cover any taxes due as a result of the vesting of restricted shares or restricted share units, where the amount of shares sold is based on the Insider's taxable income, the market price of the Securities on the date that the restricted shares or restricted share units vest (the "Vesting Date") and the market price on the date of the sale, which date shall be as soon as possible after the Vesting Date;
- purchases of Company stock under the Company's employee stock purchase plan ("ESPP") resulting from periodic contributions to the ESPP pursuant an employee's advance instructions; provided, however, that: (i) no employee may alter his or her instructions regarding the purchase of Company stock in the ESPP when in possession of material non-public information about the Company and (ii) the trading prohibitions of this policy shall apply to any sale of stock acquired under the ESPP;
- gifts to family members who are deemed to be Insiders or to family trusts controlled by the donor or another Insider; and
- purchases or sales made pursuant to an approved 10b5-1 Plan.

#### **Hedging Transactions, Margin Accounts and Pledges**

**Hedging Transactions.** The Company's goal is to incentivize employees to increase the value of the Company's stock and to ensure that the interests of its employees, officers and directors are aligned with the interests of the Company's shareholders. Certain types of hedging transactions, which can generally be described as transactions that cause the economics associated with a person's stock ownership to be different from his or her actual stock ownership, could undermine this goal. In any event, hedging transactions could also create the appearance of misuse of inside information. Therefore, Insiders may not engage in hedging transactions in the Company's Securities such as puts, calls, prepaid variable forwards, equity swaps, collars

and other derivative securities on an exchange or in any other organized market. Insiders also may not engage in short sales of the Company's Securities, meaning sales of Securities that are not owned at the time of sale. If you have any doubt about the appropriateness of a financial transaction involving the Company's Securities, please discuss the matter with a member of the Legal Department.

Margin Accounts and Pledges. Securities held in a margin account as collateral for a margin loan may be sold by a broker without an Insider's consent if the Insider fails to meet a margin call. Similarly, Securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the Insider defaults on the loan. Because a margin or foreclosure sale may occur at a time when an Insider is aware of material non-public information or otherwise are not permitted to trade in Company Securities, Insiders are prohibited from holding Company Securities in a margin account with a margin loan outstanding or pledging Company Securities as collateral for a loan.

### **Potential Civil, Criminal and Disciplinary Sanctions**

Both the SEC and the Financial Industry Regulatory Authority ("FINRA") investigate and are very effective at detecting illegal insider trading. The SEC, together with the U.S. Department of Justice and state law enforcement agencies, pursue civil and/or criminal insider trading violations vigorously. They have successfully prosecuted cases against trading by employees through foreign accounts, trading by family members and friends and trading involving only a small number of shares.

Civil and Criminal Penalties. The consequences of prohibited insider trading or tipping can be severe. Under U.S. law, persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the insider tipper, pay civil penalties up to three times the profit made or loss avoided, pay a criminal penalty of up to \$5 million, and/or serve a jail term of up to twenty (20) years. Among others, the Company and/or certain officers may also face major civil and/or criminal penalties.

Company Discipline. Violation of this Policy or insider trading or tipping laws by any Insider may subject the violator to disciplinary action by the Company, up to and including termination for cause.

Reporting of Violations. Any Insider who violates this Policy or any federal or state laws governing insider trading or tipping, or knows of such violation by any other Insiders, must report the violation immediately to the Legal Department or to the Company's Code of Conduct Hot Line.

### **Role of the Company's Legal Department**

In addition to the trading approval and reporting duties described above, the duties of the Legal Department with respect to Insider Trading Compliance includes the following:

- Administering this Policy and monitoring and enforcing compliance with it.
- Responding to all inquiries relating to this Policy and its procedures.
- Designating and announcing Special Blackout Periods, as described below.
- Making copies of this Policy, other appropriate materials, and further guidance available to all Insiders.
- Administering, monitoring and enforcing compliance with all federal and state insider trading laws and regulations; and assisting in the preparation and filing of all required reports with the SEC relating to insider trading in the Company's Securities.
- Revising the Policy as necessary to reflect changes in federal or state insider trading laws and regulations.

All determinations and interpretations by the Legal Department shall be final and not subject to further review.

## EXHIBIT A

### Rule 10b5-1 Trading Plans

**Rule 10b5-1 Overview.** A written 10b5-1 Plan can provide greater clarity and certainty for Insiders to plan and structure transactions in the Company's Securities to avoid incurring liability. By trading pursuant to a written 10b5-1 Plan, an Insider may buy or sell Company Securities (including selling shares in connection with the exercise of options on Company stock), on a regular pre-determined basis regardless of the trading window under our existing Policy on Insider Trading and Tipping. A Rule 10b5-1 plan is an affirmative defense to allegations of illegal insider trading but cannot protect Insiders in all circumstances. In order to gain the benefit of the affirmative defense, an Insider must comply with the following:

**Preexisting Program.** First, the Insider must establish a program for buying or selling Company Securities that is sufficiently in advance of the Insider's trade to accommodate the required "cooling off" period under Rule 10b5-1(c). This means that the Insider must: (i) enter into a binding contract to purchase or sell the Securities; (ii) provide instructions to another person to execute the trade for the Insider's account; or (iii) adopt a written plan for trading the Securities. The contract, instruction or plan must be entered into at a time when the Insider is not otherwise in possession of material, non-public information, and the Insider must certify in the contract, instruction or plan that: (i) the Insider is not aware of any material non-public information about the Company and (ii) the Insider is adopting the 10b5-1 Plan in good faith and not as part of a scheme to evade the prohibitions of Rule 10b-5. To satisfy this requirement, the Insider's contract, instruction, or plan may not be entered into during a Blackout Period or Special Blackout Period and should preferably be entered into shortly after the end of a Blackout Period or Special Blackout Period. In addition, the contract, instruction or plan must provide that trading may not commence until after the required "cooling off" period under Rule 10b5-1(c).

Further, the Insider may not have an overlapping 10b5-1 Plan and, if the 10b5-1 Plan is a single-trade plan, the Insider may not have entered into any other single-trade 10b5-1 Plan within the prior 12 months, unless certain exceptions enumerated under Rule 10b5-1(c)(1)(ii) apply.

**No Discretion.** Second, the written contract, instruction, or plan must be structured so that the Insider does not have discretion at a later date to determine the particulars of the transaction. This means that the contract, instruction, or plan must (i) specify the amount, price, and date; (ii) provide a written formula, or computer program, for determining the amounts, prices, and dates; or (iii) not permit the Insider to exercise any subsequent influence over how, when, or whether to effect purchases or sales. The terms of the contract, instruction or plan must also provide that transactions must cease during any Special Blackout Periods imposed on such Insider.

**Compliance with Program.** Third, the purchase or sale must occur in accordance with the written contract, instruction, or plan, and the Insider must act in good faith with respect to the 10b5-1 Plan. A purchase or sale is not pursuant to a contract, instruction, or plan if, among other things, the Insider alters or deviates from the contract, instruction, or plan or entered into or altered a corresponding or hedging transaction or position with respect to those Securities.

Whether a written 10b5-1 Plan will be of benefit to an Insider will depend on the Insider's own individual circumstances.

Any 10b5-1 Plan must be reviewed and approved in advance by the Legal Department. The Company's pre-approval requirements also apply to any modification of a 10b5-1 Plan (other than modifications that do not change the amount, price or timing of transactions under the 10b5-1 Plan), which is considered a termination of the existing 10b5-1 Plan and the adoption of a new 10b5-1 Plan. No trades may occur until this review and approval has taken place.

Any Insider with a 10b5-1 Plan must notify the Legal Department promptly upon termination of any 10b5-1 Plan.

Please contact the Legal Department if you have any questions.

## NOTIFICATION OF PROPOSED TRADE

To: Legal Department  
Avanos Medical, Inc. ("Avanos")

From: \_\_\_\_\_ (Name of Designated Insider)

Date: \_\_\_\_\_

(Please fill out that which is applicable)

I hereby notify the Legal Department that I intend to exercise \_\_\_\_\_ (number) of options of Avanos common stock on \_\_\_\_\_ (date), on behalf of \_\_\_\_\_ (indicate in whose name the shares will be registered).

I hereby notify the Legal Department that I intend to buy/sell (circle the applicable word) \_\_\_\_\_ (number) of shares of Avanos common stock on \_\_\_\_\_ (date), on behalf of \_\_\_\_\_ (indicate in whose name the shares will be registered).

In connection with this proposed trade, I hereby certify that:

1. I am not in possession of any "material non-public information" concerning Avanos, as defined in Avanos's Policy on Insider Trading and Tipping.
2. I have notified the Legal Department in writing of all other trades that I (or my family members, trusts, partnerships, corporations or other entities in which I have a pecuniary interest) have made in Avanos's Securities during the last six months.

I understand that if I trade while possessing such information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties, and may be subject to sanctions by Avanos as set forth in the Policy on Insider Trading and Tipping.

Submitted by:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Title if signing on behalf of a corporation, partnership or other such entity)

Reviewed and approved/disapproved on behalf of the Legal Department:

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Title:

Date: \_\_\_\_\_

**Avanos Medical, Inc.**

**Subsidiaries**

<b>Company</b>	<b>Jurisdiction of Incorporation or Organization</b>
Avanos Medical (Shanghai) Co., Ltd.	China
Avanos Medical (Thailand) Limited	Thailand
Avanos Medical Australia Pty Ltd.	Australia
Avanos Medical Belgium BVBA	Belgium
Avanos Medical Brasil Consultoria Ltda.	Brazil
Avanos Medical Brasilia, LLC	Delaware
Avanos Medical Canada Inc.	Canada
Avanos Medical Deutschland GmbH	Germany
Avanos Medical France SAS	France
Avanos Medical India Private Limited	India
Avanos Medical International, Inc.	Delaware
Avanos Medical Japan, Inc.	Delaware
Avanos Medical Japan, Inc. (Japanese Branch)	Japan
Avanos Medical Mexico, S. de R.L. de C.V.	Mexico
Avanos Medical Nederland B.V.	Netherlands
Avanos Medical Sales, LLC	North Carolina
Avanos Medical Sao Paulo, LLC	Delaware
Avanos Medical Singapore Pte. Ltd.	Singapore
Avanos Medical South Africa (Pty) Ltd.	South Africa
Avanos Medical UK Limited	United Kingdom
Avent Holdings, LLC	Delaware
Avent S. de R.L. de C.V.	Mexico
Avent, Inc.	Delaware
Corpak SAS	France
EchoGuide B.V.	Netherlands
I-Flow Holdings, LLC	Delaware
Microcuff GmbH	Germany
Avent Investment, LLC	Delaware
Avanos Medical Sverige AB	Sweden
NeoMed Innovative Medical Ventures Limited	Ireland
Avanos Medical Portugal Lda.	Portugal

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-199748, 333-233071, 333-258016 and 333-273234 on Form S-8 of our reports dated February 21, 2024, relating to the consolidated financial statements of Avanos Medical, Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Avanos Medical, Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

Deloitte & Touche LLP

Atlanta, Georgia

February 21, 2024

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mojirade James and John J. Hurley, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Avanos Medical, Inc. Annual Report on Form 10-K for the year ended December 31, 2023 (the "10-K"), and any and all amendments to the 10-K and to deliver and file the same with all exhibits thereto, and all other documents in connection therewith, to and with the Securities and Exchange Commission and the national securities exchanges, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 16th day of February, 2024.

*/s/ Gary D. Blackford*

Gary D. Blackford

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mojirade James and John J. Hurley, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Avanos Medical, Inc. Annual Report on Form 10-K for the year ended December 31, 2023 (the "10-K"), and any and all amendments to the 10-K and to deliver and file the same with all exhibits thereto, and all other documents in connection therewith, to and with the Securities and Exchange Commission and the national securities exchanges, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 16th day of February, 2024.

/s/ John P. Byrnes

John P. Byrnes

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mojirade James and John J. Hurley, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Avanos Medical, Inc. Annual Report on Form 10-K for the year ended December 31, 2023 (the "10-K"), and any and all amendments to the 10-K and to deliver and file the same with all exhibits thereto, and all other documents in connection therewith, to and with the Securities and Exchange Commission and the national securities exchanges, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 16th day of February, 2024.

/s/ Patrick J. O'Leary

Patrick J. O'Leary

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mojirade James and John J. Hurley, with full power to act alone, her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign the Avanos Medical, Inc. Annual Report on Form 10-K for the year ended December 31, 2023 (the "10-K"), and any and all amendments to the 10-K and to deliver and file the same with all exhibits thereto, and all other documents in connection therewith, to and with the Securities and Exchange Commission and the national securities exchanges, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 16th day of February, 2024.

*/s/ Julie Shimer*

Julie Shimer

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mojirade James and John J. Hurley, with full power to act alone, her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign the Avanos Medical, Inc. Annual Report on Form 10-K for the year ended December 31, 2023 (the "10-K"), and any and all amendments to the 10-K and to deliver and file the same with all exhibits thereto, and all other documents in connection therewith, to and with the Securities and Exchange Commission and the national securities exchanges, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 16th day of February, 2024.

/s/ Lisa Egbuonu-Davis

Lisa Egbuonu-Davis

## CERTIFICATIONS

I, Joseph F. Woody, certify that:

1. I have reviewed this annual report on Form 10-K of Avanos Medical, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 21, 2024

/s/ Joseph F. Woody

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Joseph F. Woody  
Chief Executive Officer (principal executive officer)

## CERTIFICATIONS

I, Michael C. Greiner, certify that:

1. I have reviewed this annual report on Form 10-K of Avanos Medical, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 21, 2024

/s/ Michael C. Greiner

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Michael C. Greiner  
Senior Vice President, Chief Financial Officer and Chief Transformation  
Officer (principal financial officer)

**Certification of Chief Executive Officer**  
**Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code**

I, Joseph F. Woody, Chief Executive Officer of Avanos Medical, Inc., certify that, to my knowledge:

- (1) the Form 10-K, filed with the Securities and Exchange Commission on February 21, 2024 ("accompanying report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the accompanying report fairly presents, in all material respects, the financial condition and results of operations of Avanos Medical, Inc.

February 21, 2024

/s/ Joseph F. Woody

Joseph F. Woody  
Chief Executive Officer

**Certification of Chief Financial Officer**  
**Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code**

I, Michael C. Greiner, Chief Financial Officer of Avanos Medical, Inc., certify that, to my knowledge:

- (1) the Form 10-K, filed with the Securities and Exchange Commission on February 21, 2024 ("accompanying report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the accompanying report fairly presents, in all material respects, the financial condition and results of operations of Avanos Medical, Inc.

February 21, 2024

/s/ Michael C. Greiner

Michael C. Greiner

Senior Vice President, Chief Financial Officer and Chief Transformation Officer  
(principal financial officer)

**Avanos Medical, Inc.**  
**Incentive Compensation Clawback Policy**

**1.0 General.**

- 1.1 Avanos Medical, Inc. (the “Company”) has adopted this Policy in accordance with the applicable listing standards of the New York Stock Exchange (“NYSE”) and Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the ‘Exchange Act’), which require listed companies to adopt and comply with a compensation recovery policy.
- 1.2 The effective date of this Policy is October 2, 2023
- 1.3 This Policy supersedes any and all prior Company policies, practices, representations or statements regarding the recovery of incentive compensation.

**2.0 Definitions.** The following words and phrases shall have the following meanings for purposes of this Policy:

- 1.1 Accounting Restatement. An “Accounting Restatement” means any accounting restatement that is required to be prepared due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
- 1.2 Board. The “Board” means the Board of Directors of the Company.
- 1.3 Compensation Committee. The “Compensation Committee” means the Compensation Committee of the Board.
- 1.4 Erroneously Awarded Compensation. “Erroneously Awarded Compensation” is the amount of Incentive-Based Compensation Received that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or TSR, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount shall be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation was Received and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE.
- 1.5 Executive Officer. The term “Executive Officer” means the Company’s principal executive officer, president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of any parent or subsidiary of the Company are deemed “Executive Officers” if they perform such policy-making functions for the Company. Executive Officers include, but are not limited to, the officers identified as executive officers by the Company in the Company’s filings with the SEC pursuant to Item 401(b) of Regulation S-K and the officers required to file reports under Section 16 of the Exchange Act.
- 1.6 Financial Reporting Measure. A “Financial Reporting Measure” is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measure that is derived wholly or in part from such measure. Stock price and TSR are also Financial Reporting Measures. A Financial Reporting

Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

- 1.7 **Incentive-Based Compensation.** The term "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Please refer to Appendix A to this Policy for a list of examples of Incentive-Based Compensation.
- 1.8 **Policy.** "Policy" means this Incentive Compensation Clawback Policy.
- 1.9 **Received.** Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.
- 1.10 **SEC.** "SEC" means the United States Securities and Exchange Commission.
- 1.11 **TSR.** "TSR" means total stockholder return.

### **3.0 Statement of Policy.**

- 3.1 In the event that, while the Company has a class of securities listed with the NYSE, the Company is required to prepare an Accounting Restatement, the Company will recover reasonably promptly the amount of all Erroneously Awarded Compensation Received by any person who served as an Executive Officer at any time during the performance period for that Incentive-Based Compensation. The recovery will apply to all Erroneously Awarded Compensation Received by such person during the three completed fiscal years immediately preceding the date that the Company is required to prepare the Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years. For purposes of this Policy, a transition period between the last day of the Company's previous fiscal year and the first day of its new fiscal year that comprises a period of nine to twelve months would be deemed a completed fiscal year. Notwithstanding the foregoing, the recovery does not apply to Erroneously Awarded Compensation Received: (i) prior to the Effective Date of this Policy or (ii) prior to a person's beginning service as an Executive Officer.
- 1.1 The Company's obligation to recover Erroneously Awarded Compensation pursuant to this Policy is not dependent on when the restated financial statements are filed.
- 1.2 For purposes of determining the relevant recovery period under this Policy, the date that the Company is required to prepare an Accounting Restatement is the earliest to occur of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.
- 1.3 The Company must recover Erroneously Awarded Compensation in compliance with this Policy except to the extent that the conditions of paragraphs (i), (ii) or (iii) in this Section 3.4 are met, and the Compensation Committee, or in the absence of such a committee, a majority of the independent directors serving on the Board, has determined that recovery would be impracticable.
  - i. The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall make a reasonable attempt

to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the NYSE.

- ii. Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impractical to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation, and provide such opinion to the NYSE.
- iii. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

1.4 The Company shall not indemnify any Executive Officer or former Executive Officer against the loss of Erroneously Awarded Compensation pursuant to this Policy.

1.5 The Compensation Committee shall determine, in its sole discretion, the appropriate means to seek recovery of any Erroneously Awarded Compensation.

1.6 To the extent an Executive Officer, former Executive Officer or Other Covered Person refuses to pay to the Company any Erroneously Awarded Compensation, the Company shall have the right to sue for repayment or, to the extent legally permitted, to enforce such person's obligation to make payment by withholding unpaid or future compensation.

1.7 The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the U.S. Federal securities laws, including the disclosure required by applicable SEC filings.

#### **4.0 Application to Additional Persons.**

1.1 In addition to the Executive Officers and former Executive Officers, this Policy shall apply to any other employee of the Company or its subsidiaries designated by the Compensation Committee as a person covered by this Policy by notice to the employee (each, an "Other Covered Person").

1.2 Unless otherwise determined by the Compensation Committee or the Board, this Policy shall apply to an Other Covered Person as if such individual was an Executive Officer during the relevant periods described in Section 3.0.

1.3 The Compensation Committee or the Board may, in its discretion, limit recovery of Erroneously Awarded Compensation from an Other Covered Person to situations in which an Accounting Restatement was caused or contributed to by the Other Covered Person's fraud, willful misconduct or gross negligence.

1.4 In addition, the Compensation Committee or the Board shall have discretion as to: (i) whether to seek to recover Erroneously Awarded Compensation from an Other Covered Person; (ii) the amount of the Erroneously Awarded Compensation to be recovered from an Other Covered Person; and (iii) the method of recovering any such Erroneously Awarded Compensation from an Other Covered Person. In exercising such discretion, the Compensation Committee or the Board may take into account such considerations as it deems appropriate, including whether the assertion of a claim may violate applicable law or prejudice the interests of the Company in any related proceeding or investigation.

**5.0 Interpretation; Enforcement.**

- 1.1 The Compensation Committee shall have full authority to interpret and enforce the Policy to the fullest extent permitted by law.
- 1.2 Any determination by the Compensation Committee with respect to this Policy shall be final, conclusive, and binding on all interested parties.

**6.0 Non-Exclusivity.**

- 1.1 Nothing in this Policy shall be viewed as limiting the right of the Company or the Compensation Committee to pursue recoupment under or as provided by the Company's plans, awards or employment agreements or the applicable provisions of any law, rule or regulation (including, without limitation, Section 304 of the Sarbanes-Oxley Act of 2002).

**7.0 Policy Controls.**

- 1.1 In the event of any actual or alleged conflict between the provisions of the Policy and the provisions of a similar clause or provision in any agreement between an Executive Officer or former Executive Officer, this Policy shall be controlling and determinative.

**8.0 Amendment.**

- 1.1 The Compensation Committee may amend this Policy, provided that any such amendment does not cause the Policy to violate applicable listing standards of the NYSE or Rule 10D-1 under the Exchange Act.

## APPENDIX A

### Examples of Incentive-Based Compensation

Examples of compensation that constitutes Incentive-Based Compensation for purposes of the Policy include, but are not limited to, the following:

- Non-equity incentive plan awards earned based wholly or in part on satisfying a Financial Reporting Measure performance goal;
- Bonuses paid from a “bonus pool,” the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal;
- Other cash awards based wholly or in part on satisfying a Financial Reporting Measure performance goal;
- Restricted stock, restricted stock units, performance share units, stock options, and stock appreciation rights that are granted or become vested based wholly or in part on satisfying a Financial Reporting Measure performance goal; and
- Proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.

Examples of compensation that does not constitute Incentive-Based Compensation for purposes of the Policy include the following:

- Salaries;
- Bonuses paid solely at the discretion of the Compensation Committee or Board that are not paid from a bonus pool whose size is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal;
- Bonuses paid solely upon satisfying one or more subjective standards (e.g., demonstrated leadership) and/or completion of a specified employment period;
- Non-equity incentive plan awards earned solely upon satisfying one or more strategic measures (e.g., consummating a merger or divestiture) or operational measures (e.g., opening a specified number of stores, completion of a project, or increase in market share); and
- Equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period and/or attaining one or more non-Financial Reporting Measures.