

## **HILL-ROM HOLDINGS, INC. (THE "COMPANY")**

### **CORPORATE GOVERNANCE STANDARDS FOR THE BOARD OF DIRECTORS**

The following corporate governance standards established by the Board of Directors of the Company (the "Board") provide a structure within which directors and management can effectively pursue the Company's objectives for the benefit of its shareholders and other constituencies. The Company's business is managed under the direction of the Board, but the conduct of the Company's business has been delegated by the Board to the Company's senior management team.

1. The Board will consider all major decisions of the Company. However, the Board has established the following standing Committees so that certain important areas can be addressed in more depth than may be possible in a full Board meeting: Audit Committee, Nominating/Corporate Governance Committee and Compensation and Management Development Committee. Each standing Committee has a specific written charter that has been approved by the Board.

2. At all times, at least a majority of the directors of the Company shall be independent, as determined pursuant to the standards of the New York Stock Exchange.

3. The Board discourages the following types of transactions with or on behalf of non-officer directors, even if otherwise permitted under the applicable rules:

- the making of substantial charitable contributions to any organization in which a director is affiliated;
- the entering into of consulting contracts with (or providing other indirect forms of compensation to) directors; or
- the entering into of other compensatory arrangements with directors that may raise questions about their independence.

4. The Audit Committee, the Nominating/Corporate Governance Committee and the Compensation and Management Development Committee of the Board will consist entirely of independent directors.

5. Each member of the Board will act in accordance with the criteria for selection and discharge the responsibilities set forth in the position specifications for a director of the Company.

6. The Board will evaluate the performance of the Company's Chief Executive Officer and certain other senior management positions at least annually in meetings of independent directors that are not attended by the Chief Executive Officer. As a general rule, the Chief Executive Officer should not also hold the position of Chairperson of the Board. However, if, with the Board's approval, the Chief Executive Officer also holds the position of Chairperson of the Board, the Board will elect a non-executive director who is the Lead Director. The Lead Director will preside at meetings to evaluate the performance of the Chief Executive Officer.

7. Every year the Board will engage management in a discussion of the Company's strategic direction and, based on that discussion, set the Company's strategic direction and review and approve a five-year strategic framework and a one-year business plan.

8. On an ongoing basis during each year, the Board will monitor the Company's performance against its annual business plan and against the performance of its peers. In this connection, the Board will assess the impact of emerging political, regulatory and economic trends and developments on the Company. The Board will hold periodic meetings devoted primarily to the review of the Company's strategic plan and business plan and its performance against them.

9. The Nominating/Corporate Governance Committee will annually assess the Board's effectiveness as a whole as well as the effectiveness of the individual directors and the Board's various Committees, including a review of the mix of skills, core competencies and qualifications (including independence under applicable standards) of members of the Board and its various committees, which should reflect expertise in one or more of the following areas: accounting and finance, product and technology development, healthcare, manufacturing, services businesses, sales and market development, international operations, international governance, mergers and acquisitions related business development, strategic oversight, government relations, investor relations, executive leadership development, public company governance, and executive compensation design and processes. In order to make these assessments, the Nominating/Corporate Governance Committee shall solicit annually the opinions of each director regarding the foregoing matters. The Nominating/Corporate Governance Committee shall present its findings and recommendations to the Board of Directors for appropriate corrective action by the Board. Ineffective directors shall be replaced as promptly as practicable and inefficient Committees of the Board shall be restructured or eliminated promptly.

10. Directors are expected to own shares of common stock of the Company. The Board of Directors may from time to time adopt, revise or terminate director stock ownership guidelines. Specifically, any non-employee director who from and after October 1, 2003 is awarded restricted shares of the Company's common stock or deferred stock shares (otherwise known as restricted stock units) with respect to shares of the Company's common stock shall be required to hold any vested shares of the Company's common stock under such awards until at

least the six month anniversary from the date such director ceases to be a director of the Company.

The Nominating/Corporate Governance Committee shall make recommendations to the Board regarding the membership of the several Board committees and the chairs of such committees. The members of the several Board committees shall be elected by the Board, after consideration of the recommendation of the Nominating/Corporate Governance Committee, at the annual meeting of the Board to serve until the next annual meeting of the Board or until their successors shall be duly elected and qualified. Unless the Chair of any Committee is elected by the Board, after consideration of the recommendation of the Nominating/Corporate Governance Committee, the members of the Committee may designate a Chair by majority vote of the Committee membership. The several Committee Chairs will periodically report the Committee's findings and conclusions to the Board.

Directors are encouraged to limit the number of directorships that they hold so that they can devote sufficient time to the discharge of their responsibilities to each reporting entity for which they serve as a director, including the Company. When any director intends to become a director on the board of another for-profit company (a "Qualified Board"), then that director shall provide advance notice to the Chairperson of the Board and the Secretary, and shall not accept such board service without the approval of the Chairperson of the Board. Approval shall in no event be granted if such board service would result in such Board member serving on more than four public company boards in addition to the Corporation. In addition, upon termination of or significant change in a member of the Board's principal employment, he or she shall notify the Chairperson of the Board and tender his or her resignation from the Board, which may be rejected by the Board if the change in status is satisfactory and the Board believes that the director will continue to be a valuable contributor to the Board. No Board member may be nominated or re-nominated to serve on the Board if he/she has reached his/her 72nd birthday prior to the term for which he or she is being considered, with an opportunity for the Board (based on a recommendation of the Nominating/Corporate Governance Committee) to waive the age limit on a case-by-case basis. It is the desire of the Board to have its composition include a healthy slate of actively employed directors.

11. Succession planning and management development will be reviewed annually by the Chief Executive Officer with the Board. The Board will review at least annually the succession plan for the Company's Chief Executive Officer.

12. All executive officers and designated members of management are expected to own shares of the Company's common stock. Specifically, the named officers below shall be required to hold shares of the Company's common stock or equivalents described below at the following levels ("Required Ownership Level") within five years of assuming the position designated below:



| <b>Position</b>   | <b>Required Ownership Level</b> |
|---|---------------------------------|
| Chief Executive Officer   | 6 x Base Annual Salary          |
| Chief Operating Officer   | 4 x Base Annual Salary          |
| Chief Financial Officer   | 3 x Base Annual Salary          |
| Senior Vice Presidents  | 2 x Base Annual Salary          |
| Vice Presidents that are either: (1) section 16 officers, or (2) report directly to the CEO | 1 x Base Annual Salary          |

Shares owned outright (including vested deferred shares) and deferred stock shares (otherwise known as restricted stock units) under the Company's Stock Incentive Plan ("RSUs") with respect to shares of the Company's common stock (whether vested or unvested) will count as share equivalents towards the Required Ownership Level. The Required Ownership Level must be achieved within five years from the Start Date.

Failure to achieve or maintain the Required Ownership Level may result in (i) the applicable individual being required to hold all after tax vested RSU's and shares acquired upon exercise of stock options or (ii) suspension of future restricted stock or RSU grants until the Required Ownership Level is achieved. The Compensation and Management Development Committee (or its designee) may make exceptions, in its (his or her) sole discretion, in the event of disability or great financial hardship. Moreover, the management of the Company shall report compliance with these standards to the Nominating and Governance Committee on an annual basis.

13. Shareholders of the Company will be given an opportunity to vote on the adoption of all equity-compensation plans and any material revisions to such plans. Brokers may not vote a customer's shares on any equity compensation plan unless the broker has received that customer's instructions to do so.

14. Subject to limited exceptions permitted by law, the Company will not directly or indirectly grant loans to executive officers or directors of the Company that are not available to outsiders.

15. Stock options will not be repriced, that is, the exercise price for options will not be lowered even if the current fair market value of the underlying shares is below their exercise price.

16. Analyses and empirical data that are important to the directors' understanding of the business to be conducted at a meeting of the Board or any Committee will be distributed, to the extent practicable, in writing to all members in advance of the meeting. Management will make every reasonable effort to assure that this material is both concise and in sufficient detail to provide a reasonable basis upon which directors may make an informed business decision. In many cases, significant items requiring Board or Committee approval may be reviewed in one or more meetings, with the intervening time being used for clarification and discussion of relevant issues. Outside directors shall be encouraged to provide input into the development of Board and Committee meeting agenda.

17. Directors shall have complete access to the Company's management. It is assumed that directors will exercise reasonable judgment to assure that contact of this sort is not distracting to the business operations of the Company and that any such contact, if in writing, will be copied to the Chief Executive Officer and the Chairperson of the Board. Furthermore, the Board encourages the Chief Executive Officer to bring managers into Board meetings from time to time who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent potential members of future senior management that the Chief Executive Officer believes should be given exposure to the Board.

18. The Nominating/Corporate Governance Committee shall assess, from time to time, the adequacy and suitability of the compensation package for members of the Company's Board of Directors in relation to competitive market and sound corporate governance practices. The Chief Executive Officer or other members of the senior management team or other persons appointed by the Nominating/Corporate Governance Committee shall report to the Nominating/Corporate Governance Committee from time to time regarding the adequacy and suitability of the Company's Board compensation package in relation to other comparable U.S. companies. Changes in Board compensation, if any, should be suggested by the Nominating/Corporate Governance Committee and approved only after a full discussion among the members of the Board.

19. The Board, with the recommendation of the Nominating/Corporate Governance Committee, will modify from time to time the compensatory arrangements with the Company's non-officer, non-employee directors.

20. The Board is responsible for the enactment and approval of changes in the Company's Code of Business Conduct and Ethics ("Policy Statement"). The Board's Audit Committee and Nominating and Corporate Governance Committee has responsibility for the oversight of the implementation and administration of the Policy Statement, the review and assessment at least annually of the effectiveness of the Policy Statement and the recommendation to the Board of suggested changes in the Policy Statement.

21. The Board, upon consultation with the Nominating/Corporate Governance Committee, will consider from time to time its optimum size and will increase or decrease from time to time, as appropriate, the number of its members.

22. Proposed agendas for each regularly scheduled Board meeting shall be developed by the Chairperson of the Board, Chief Executive Officer and Secretary, revised, as appropriate after joint review by those individuals together with the Chairs of each Board committee, and revised again, as appropriate after review by each member of the Board. Likewise, proposed agendas for each regularly scheduled Board committee meeting shall be developed by the Chair of the applicable Board committee, management liaison and Secretary, revised, as appropriate after joint review by those individuals together with the Chairperson of the Board and Chairs of each other Board committee, and revised again, as appropriate after review by each member of the Board.

23. The Board is committed to the continuing orientation and training of new and incumbent directors at the Board and Committee levels.

24. Any related party transactions between the Company or any of its subsidiaries and any director or executive officer of the Company shall be reviewed and preapproved by the Nominating/Corporate Governance Committee.

25. The non-management and independent directors regularly shall conduct executive sessions without participation by any employees of the Company and/or non-independent directors. The Chairperson of the Board shall preside over such executive sessions at each regularly scheduled meeting of the Board of Directors. The Chairperson of each of the Nominating/Corporate Governance, Compensation and Management Development and Audit Committees of the Board shall preside over executive sessions of those committees without participation by any employees of the Company at each regularly scheduled meeting of those committees. Should the Chairperson of the Board or a Committee not be present, the Directors shall elect an acting chair. The names of the directors who will preside at those regularly scheduled executive sessions shall be publicly disclosed.

26. While the information needed for the Board's decision making generally will be found within the Company, from time to time the Board may seek legal or other expert advice from sources independent of management. Generally such advice will be sought with the knowledge and concurrence of the Chief Executive Officer. Accordingly, the Board shall have the sole authority to engage, compensate, oversee and terminate external independent consultants, counsel and other advisors as it determines necessary to carry out its responsibilities. The Company shall provide appropriate funding (as determined by each committee) for payment of compensation to advisors engaged by the Board.

27. Likewise, each committee of the Board shall have the sole authority to engage, compensate, oversee and terminate external independent consultants, counsel and other advisors

as it determines necessary to carry out its duties, including the resolution of any disagreements between management and the auditor regarding financial reporting. The Company shall provide appropriate funding (as determined by each committee) for payment of compensation to advisors engaged by the committees.

28. The Company's executive compensation program shall be designed to align management's interests with that of shareholders, motivate and provide incentive for employees to achieve superior results, ensure clear accountabilities and provide rewards for producing results, ensure competitive compensation in order to attract and retain superior talent, ensure simplicity and transparency in compensation structure, and generally target the 50th percentile of compensation paid by companies with which the Company competes for executive talent.

29. Prior to nomination, all director candidates shall supply a letter of resignation to the Secretary which is effective only in the event that such nominee receives a greater number of votes ‘withheld’ from his or her election than votes ‘for’ such election (a ‘Majority Withheld Vote’). The Board shall accept such resignation unless the Board determines in the exercise of its fiduciary duties that accepting such resignation would not be in the best interests of the Company and its shareholders. The Board may, in its discretion, accept the resignation effective as of a future date, provided that such future effective date shall not be later than the date of the Company’s next annual meeting of shareholders. The Nominating/Corporate Governance Committee shall promptly consider the resignation offer and make a recommendation to the Board based on the standard set forth above. The Board will act on the Nominating/Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose, in a Form 8-K furnished to the Securities and Exchange Commission, its decision regarding whether to accept the director’s resignation offer and, if applicable, the reason(s) for rejecting the resignation offer. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating/Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating/Corporate Governance Committee receives a Majority Withheld Vote at the same election, then the independent directors who do not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

30. These Corporate Governance Standards have been developed and approved by the Board. The Nominating/Corporate Governance Committee will review at least annually the practices incorporated into these Corporate Governance Standards by comparing them to the standards identified by leading governance authorities and the evolving needs of the Company and determine whether these Corporate Governance Standards should be updated. These Corporate Governance Standards shall be published on the Company's website.

31. Shareholders of Hill-Rom and other interested persons may communicate with the Chair of the Board, the chairs of Hill-Rom’s committees of the Board, or the non-management directors of Hill-Rom as a group by sending an email to [investors@hill-rom.com](mailto:investors@hill-rom.com). The email should specify the intended recipient.