

Bausch Health Companies Inc.	POLICY NO. POLGLB000018	DATED 2/20/2017 REVIEW DATE 2/08/2023	PAGE NO 1 of 4
	ISSUED BY: Legal Department		PREPARED BY: General Counsel
SUBJECT: CLAWBACK POLICY			APPROVED BY: Board of Directors

CLAWBACK POLICY

1. Purpose

1. To establish a policy describing the circumstances under which the Corporation's Board of Directors may exercise its discretion to require a Covered Employee to reimburse bonus, incentive, or equity-based compensation (such compensation, "Incentive Compensation") in the event of (x) a material restatement or adjustment to the Corporation's financial statements or (y) such Covered Employee's Misconduct or Detrimental Conduct (as defined below).

2. Scope

- 2.1 This Policy applies to all employees of Bausch Health Companies, Inc. (the "Corporation") who receive equity-based compensation (as defined below) from the Corporation (such employees, the "Covered Employees").

3. Policy

If,

1. The Corporation is required to materially restate or otherwise materially adjust its financial statements (collectively, "restate" or "restatement") such that there would be a revision to one or more performance measures used to determine an annual bonus or other incentive or equity-based compensation paid or awarded to a Covered Employee in respect of the period(s) to which the restatement relates (the "relevant period")
2. The relevant period commenced not more than three years prior to the year in which the restatement is prepared
3. Such revision would result in a reduction in the amount or value of such bonus or other incentive or equity-based compensation, and
4. Such restatement is, in whole or in part, a result of a Covered Employee's gross negligence, knowing or intentional fraudulent or illegal misconduct (the "Misconduct")

Then,

The Board (or a Board committee designated by the Board) may, with respect to the Covered Employee or Covered Employees engaging in or otherwise accountable for such Misconduct, in its

discretion, require reimbursement or forfeiture of all or a portion of any bonus or incentive or equity-based compensation awarded to or received or earned by such Covered Employee in respect of the relevant period, but only to the extent such bonus or incentive or equity-based compensation exceeds the amount that would have been awarded, received or earned based on the revised performance measures, calculated on a pre-tax basis (such excess amount, the “Excess Compensation”); provided that, if the applicable financial reporting measure is a stock price or total shareholder return measure, such Excess Compensation shall be calculated based on the Corporation’s reasonable estimate of the effect of the restatement on the price of a share of the Corporation’s common stock; provided, further, that, with respect to any portion of the Excess Compensation initially awarded to the Covered Employee in the form of equity or equity-based awards, the Board shall (i) take all actions necessary to provide for the forfeiture or cancellation of any such equity or equity-based awards relating to the Excess Compensation to the extent that shares covered by such awards have not yet been delivered to the Covered Employee, and (ii) to the extent that the shares covered by such awards have been delivered to the Covered Employee, if the Covered Employee (A) still directly or indirectly holds such shares, the Board shall seek to recover the number of shares relating to the Excess Compensation (less any exercise or purchase price paid for the shares), or (B) no longer directly or indirectly holds such shares, the Corporation shall seek to recover from the Covered Employee the proceeds received from the sale or transfer of such shares relating to the Excess Compensation (less any exercise or purchase price paid for such shares).

If the Board determines that a Covered Employee has engaged in Detrimental Conduct (as defined below) that has caused material financial, operational or reputational harm to the Corporation or its affiliates, the Board may require (i) such Covered Employee to reimburse the Corporation all or part of Incentive Compensation previously vested or paid to such Covered Employee, and (ii) cancellation of all or part of such Covered Employee’s unvested or unpaid Incentive Compensation. For purposes of this Policy, whether or not a Covered Employee has engaged in Misconduct and/or Detrimental Conduct the amount or value to be reimbursed or forfeited hereunder shall be determined in the sole discretion of the Board (or designated Board committee).

For purposes of this Policy, “Detrimental Conduct” means a Covered Employee’s:

1. Commission of an act of fraud or dishonesty during the course of his or her employment with the Corporation;
2. Improper conduct (including, without limitation, unethical conduct, falsification of the Corporation’s records, unauthorized removal of the Corporation’s property or information, theft, violent acts or threats of violence, unauthorized possession of controlled substances on the property of the Corporation or the use of the Corporation’s property, facilities or services for unauthorized or illegal purposes) that causes material financial, operational or reputational harm to the Corporation or its affiliates;
3. Improper disclosure of proprietary, privileged or confidential information of the Corporation or breach of a fiduciary duty owed to the Corporation where such disclosure or breach causes material financial, operational or reputational harm to the Corporation or its affiliates;
4. Commission of a criminal act, whether or not performed in the workplace, that constitutes a felony or a crime of comparable magnitude under applicable law as determined by the Corporation in its sole discretion, or that subjects, (or if generally known, would subject) the Corporation to material reputational harm;
5. Commission of an act or omission which causes such Covered Employee or the Corporation to be in violation of federal or other applicable securities laws; or

6. Gross negligence in exercising his or her supervisory responsibility to manage or monitor conduct or risks.

In determining whether any Incentive Compensation is recoverable from a Covered Employee pursuant to this Policy and, if so, the amount of such reimbursement or forfeiture, the Board has the discretion to take into account such factors as it deems appropriate, including:

1. Whether any Incentive Compensation earned with respect to the period(s) covered by the restatement was based on the achievement of specified performance targets and, if so, whether any such compensation would have been reduced had the restated financial results been reported at the time such compensation was determined,
2. The Covered Employee's involvement in and accountability for the conduct that directly or indirectly resulted in the need to prepare the restatement,
3. The likelihood of success in seeking reimbursement or forfeiture under governing law relative to the effort involved,
4. Whether the assertion of a reimbursement or forfeiture claim may prejudice the interests of the Corporation in any related proceeding or investigation, or otherwise,
5. Whether the use of corporate resources and the expense of seeking reimbursement or forfeiture is reasonable in relation to the amount sought or likely to be recovered,
6. The passage of time since the occurrence of the act in respect of the applicable Misconduct or Detrimental Conduct,
7. Any pending or threatened legal proceeding relating to the applicable Misconduct or Detrimental Conduct, and any actual or anticipated resolution (including any settlement) relating thereto, and/or
8. Such other factors as it may deem appropriate under the circumstances.

Except as provided herein, any determination of the Board (or designated Board committee) shall be conclusive and binding on the Corporation and the applicable Covered Employees. The determination of the Board (or designated Board committee) need not be uniform with respect to one or more Covered Employees. The Board may delegate to officers of the Corporation the authority to enforce the recoupment of any Incentive Compensation, as determined under this Policy, other than with respect to such compensation of an officer (as such term is defined under Rule 16a-1(f) of the Exchange Act, an "Executive Officer") of the Corporation. For the avoidance of doubt, the Board shall not delegate the authority to enforce the recoupment of any Incentive Compensation of an Executive Officer.

This Policy may be amended or terminated at any time by the Board (or designated Board committee); provided, that this Policy shall cease to apply following a "Change in Control" (as defined in the Corporation's 2014 Omnibus Incentive Plan, or any successor thereto), it being understood, however, that this Policy shall continue to apply with respect to any determination of Misconduct or Detrimental Conduct made prior to the date of such Change in Control. Notwithstanding the foregoing, upon release of the final listing standards that are implemented under the Clawback requirements of §954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (regarding recoupment of erroneously awarded compensation) (the "Dodd-Frank Clawback Provision"), the Committee shall review this Policy, and if necessary, amend it to comply with any such final listing standards.

Clawback Policy

This Policy shall apply to bonus, incentive and equity-based compensation awarded to each Covered Employee beginning in 2017. For the sake of clarity, application of this Policy to a Covered Employee shall not be affected by such Covered Employee ceasing to be employed by the Corporation.

Notwithstanding anything to the contrary in this Policy, nothing in this Policy shall be construed as preventing the Corporation from taking any other action with respect to a Covered Employee in response to any actual or alleged Misconduct or Detrimental Conduct by such Covered Employee, nor shall this Policy be construed as precluding a Covered Employee from contesting any determination by the Board (or designated Board committee) pursuant hereto in a court of competent jurisdiction.

The Corporation shall not indemnify any Covered Employee, directly or indirectly, for any losses that such Covered Employee may incur in connection with the recovery of Incentive Compensation, as set forth in this Policy, including, without limitation, through the payment of insurance premiums, gross-up payments or supplemental payments.

The Corporation shall publish a copy of this Policy on its external website.

In the event the Board recoups any Incentive Compensation from a Named Executive Officer (as determined under Rule 402 of Regulation S-K) pursuant to this Policy, the Corporation shall disclose the aggregate amount that the Board has determined to recoup or adjust, specifying (i) the amount for each event if there is more than one applicable event, and (ii) a general description of the circumstances giving rise to such recoupment or adjustment; provided that, in all cases, the underlying event has already been publicly disclosed by the Corporation in a filing with the U.S. Securities and Exchange Commission (the "SEC"), in disclosure that would otherwise meet the requirements for public disclosure by the Corporation under Regulation FD. The Corporation shall make such disclosure following such a determination by the Board in its proxy statement for the annual election of directors, in a Current Report on Form 8-K or other public filing made by it with the SEC, or in a posting at a clearly identifiable location in the investor relations section of its corporate website. The Corporation may limit such disclosure if it would be likely to result in, or exacerbate, any existing or threatened, employee, shareholder or other litigation, arbitration or proceeding against the Corporation or its officers or directors; violate any applicable law with respect to privacy; violate any legal privilege; or breach any contractual obligation. In addition, the Corporation shall provide such other disclosure to the extent required by (i) the Dodd-Frank Clawback Provision, and (ii) similar rules under the laws of other jurisdictions.