

TEMPUR SEALY INTERNATIONAL, INC.

Related Party Transactions Policy

1. Statement of Policy

- 1.1 It is the policy of Tempur Sealy International, Inc. (the "**Company**") that all Interested Transactions with Related Parties, as those terms are defined in this Policy, shall be subject to review and approval or ratification by the Nominating and Corporate Governance Committee (the "**Committee**") in accordance with the procedures set forth below.

2. Definitions

- 2.1 An "**Interested Transaction**" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:
- (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year;
 - (b) the Company or any of its subsidiaries is a participant; and
 - (c) any Related Party has or will have a direct or indirect material interest.
- 2.2 A "**Related Party**" is:
- (a) any person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an Executive Officer (defined below), director or nominee for election as a director of the Company;
 - (b) any person or entity who holds more than a 5% beneficial ownership of the Company's common stock;
 - (c) any Immediate Family Member (defined below) of any of the foregoing; or
 - (d) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or acts in any similar position or in which such person or persons collectively have a 10% or greater beneficial ownership interest. Without limiting the generality of the foregoing, a "Related Party" does not include any firm, corporation or other entity in which the only relationship of any of the persons described above is as a director and/or beneficial owner of less than 10% of that entity's ownership interests.
- 2.3 "**Executive Officer**" includes the president, any vice president in charge of a principal business unit, division or function, any other officer who performs a policy making function, or any other person who performs similar policy making functions of the Company.

- 2.4 “*Immediate Family Member*” includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brother- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

3. **Procedures**

- 3.1. The Chairman of the Nominating and Corporate Governance Committee (the “*Chairman*”) shall have responsibility for identifying potential Interested Transactions from information solicited annually in questionnaires submitted by directors and officers, and also from any person newly nominated or appointed as a director or as an Executive Officer. In addition, directors and Executive Officers shall notify the Chairman of any transaction, arrangement or relationship that they propose to enter into, or of which they become aware, that might reasonably be expected to be an Interested Transaction, including transactions involving an Immediate Family Member or entity with which they are affiliated, as described in clauses (c) and (d) of the definition of Related Party above.

With respect to known 5% stockholders, the Chairman shall cause Company personnel to create and maintain a list, to the extent the information is readily available, of all parent companies, subsidiaries and sibling companies of such 5% stockholder.

The Chairman will determine whether a proposed transaction or relationship of which he or she is informed pursuant to this Policy, or otherwise becomes aware, is an Interested Transaction; if it is, he or she will provide relevant details and analysis of the Interested Transaction to the Committee for consideration at its next regularly scheduled meeting.

If the Chairman has an interest in a potential Interested Transaction, the Chairman shall provide all relevant information regarding the transaction or relationship to the Chief Executive Officer (the “*CEO*”), or to the CEO's designee. The CEO or his or her designee shall review the potential transaction or relationship with either outside counsel or another attorney within the Company, as appropriate, who shall determine whether the proposed transaction or relationship is an Interested Transaction and provide the information to the Committee that would otherwise be provided by the Chairman.

The Chairman shall provide summary information to the Committee annually of any transaction or relationship that he or she has considered under this Policy, including those that he or she has determined do not constitute Interested Transactions.

- 3.2. The Committee shall review the material facts of all Interested Transactions that require the Committee's approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If advance Committee review and approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting.

In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no more favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and

the extent of the Related Party's interest in the transaction.

- 3.3. The Committee and the Board have reviewed the categories of Interested Transactions described in Section 4 below and determined that each of the Interested Transactions described there shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this Policy.

In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction deemed pre-approved pursuant to paragraphs 4(c) and 4(d) below shall be provided to the Committee for its review.

- 3.4. No director shall participate in any discussion, review or approval of an Interested Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Interested Transaction to the Chairman and the Committee.
- 3.5. If an Interested Transaction will be ongoing, the Committee may, in its discretion, establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

4. **Standing Pre-Approval for Certain Interested Transactions**

- 4.1 The Committee and the Board have reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

(a) **Employment of Executive Officers.** Any employment by the Company of an Executive Officer of the Company if:

- (i) The related compensation is required to be reported in the Company's proxy statement under item 402 of the SEC's compensation disclosure requirements (generally applicable to "named executive officers"); or
- (ii) The Executive Officer is not an Immediate Family Member of another Executive Officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the Executive Officer was a "named executive officer"; and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

(b) **Director Compensation.** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements.

- (c) *Certain Transactions with Other Companies.* Any transaction between the Company and another company to which a Related Party's only relationship is as a director and/or beneficial owner of less than 10% of that company's ownership interests.
- (d) *Certain Company Charitable Contributions.* Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university to which a Related Party's only relationship is as a trustee or director, but not employee or executive officer, of the charitable organization, foundation or university.
- (e) *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (for example, dividends).

5. **Integration with Code of Business Conduct and Ethics for Employees, Executives and Directors**

- 5.1 Any Interested Transaction approved under this Related Party Transaction Policy shall be deemed in compliance with the Conflicts of Interests section of the Company's Code of Business Conduct and Ethics for Employees, Executives and Directors. Any person who receives approval to enter into an Interested Transaction under this Related Party Transaction Policy shall not be required to seek approval for such transaction under the Code of Business Conduct and Ethics. However, this Related Party Transaction Policy is not intended to supersede or replace the Company's Code of Business Conduct and Ethics.

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