

# ORASURE TECHNOLOGIES, INC.

## **Audit Committee Procedures For Reporting and Investigating Complaints**

**As Amended and Restated, November 9, 2015**

### **1. Coverage.**

These procedures cover complaints involving: (1) accounting matters; (2) internal accounting controls; (3) auditing matters; (4) financial reporting; (5) public disclosure obligations; (6) alleged violations of federal securities laws; (7) alleged violations of any provisions of federal law relating to fraud against stockholders; and (8) allegations of discrimination or retaliation for providing information to a federal regulatory or law enforcement agency, a member of Congress or any Committee of Congress, or to a supervisor concerning conduct that the employee of OraSure Technologies, Inc. (the “Company”) reasonably believes constitutes a violation of securities laws or any provision of federal law relating to fraud against stockholders. If an employee has a complaint regarding any of the above, the employee should immediately report his or her concerns, as provided below, for handling in accordance with these procedures.

When submitting a complaint, each employee is encouraged to provide accurate information with as many specifics as possible, including (1) names; (2) dates; (3) places; (4) events that took place; and (5) an explanation of why the employee believes the incident may be a violation. Any complaint submitted under these procedures or otherwise received by a Company director, officer or employee from any source, inside or outside the Company, shall be forwarded immediately to the General Counsel and Chairman of the Audit Committee; provided that any complaint covering matters other than those specified above (i.e. employment or human resources, safety, product-related, etc.) may also be directed to the Company’s senior executive responsible for the functional area related to the complaint.

### **2. Direct Complaints.**

Complaints may be submitted directly to the General Counsel and Chairman of the Audit Committee by mail, telephone or e-mail, as follows:

Attention: General Counsel and/or  
Chairman of the Audit Committee

Address: OraSure Technologies, Inc.  
220 East First Street  
Bethlehem, PA 18015

Telephone: (484) 353-1595

E-mail: [reportinghotline@orasure.com](mailto:reportinghotline@orasure.com)

### 3. **Anonymous Complaints.**

Complaints may also be submitted anonymously by using any of the following methods, which are maintained by a third-party vendor and will be available 24 hours a day, seven days per week:

- (a) **Toll-Free Telephone:**
  - English Speaking (U.S. and Canada): (844) 860-0008
  - Spanish Speaking (U.S. and Canada): (800) 216-1288
  - French Speaking (Canada): (855) 725-0002
  - Spanish Speaking (Mexico): 01-800-681-5340
  - All Other Countries: (800)-603-2869\*

\**Must dial country access code first*
- (b) **Web Reporting:** [www.lighthouse-services.com/orasure](http://www.lighthouse-services.com/orasure)
- (c) **E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (*Must include the Company name with report*)
- (d) **Facsimile:** (215) 689-3885 (*Must include the Company name with report*)

Any complaint submitted using the methods described in (a) through (d) above will be reported to the Company on an anonymous basis unless the employee submitting the complaint otherwise indicates that his or her identity may be disclosed.

### 4. **Responsibility.**

The General Counsel of the Company shall have the responsibility for investigating complaints covered by these procedures. In this capacity, the General Counsel acts under the authority and direction of the Audit Committee. The results of any investigation must be reported to the Audit Committee for review and final determination. The General Counsel, with the approval of the Audit Committee (and at the expense of the Company), may retain for assistance or delegate responsibility for an investigation to outside professionals or experts where necessary. In the event a complaint involves or implicates the General Counsel or members of his/her staff, the General Counsel will promptly recuse himself or herself from the investigation, and an independent investigator (which may be another officer or employee of the Company or an outside professional) must be retained by the Audit Committee to conduct the investigation. Such persons will conduct the investigation and provide a report and recommendations to the Audit Committee in a manner consistent with these procedures.

### 5. **Investigation Procedures.**

Upon receipt of a complaint, the General Counsel (or other designee) shall promptly investigate the matter. The investigation will be handled discreetly and appropriately, and information will be disclosed to others only on a need-to-know basis or as required by law. The extent of the investigation will depend on the particular circumstances, but may involve interviewing employees or third parties, obtaining and reviewing documents, and accessing data base information. Employees involved in the investigation as witnesses or assisting in obtaining information should be required to maintain confidentiality. The full Audit Committee shall be

informed in writing of all complaints received pursuant to these procedures and shall be provided an update regarding status of such complaints in accordance with these procedures.

Upon the conclusion of the investigation, the General Counsel (or other designee) shall promptly provide a report and recommendations to the Audit Committee. The report shall set out in detail the specifics of the complaint, the steps taken in the investigation, the factual findings, and the recommendations for corrective action, if appropriate. The Audit Committee shall also be provided any documents, interview notes, or other materials necessary to reach an informed decision about the subject matter of the complaint.

**6. Audit Committee Review.**

The Audit Committee shall promptly review the findings and recommendations of the General Counsel (or other designee). The Audit Committee may: (1) adopt the findings and recommendations; (2) refer the matter back to the General Counsel (or other designee) for further investigation; (3) issue a final report differing from or amending the findings and recommendations of the General Counsel (or other designee); or (4) take such other actions with respect to the findings and recommendations as it deems appropriate. In its discretion, the Audit Committee may seek such additional advice and counsel, including from outside professionals and experts, as it deems necessary before reaching a final decision concerning the complaint and appropriate corrective action.

**7. Appeals.**

Any employee who has made a complaint or who has been the direct subject of an investigation under these procedures may request reconsideration by submitting a written request to the Audit Committee stating the reasons for the employee's disagreement with the Audit Committee's final determination. This request must be made no later than 30 days after the employee is informed that the investigation has been concluded. The Audit Committee will review and consider the written submission by the employee and shall determine if, in its view, the points raised require further action (*e.g.*, alteration of the decision, additional investigation) or no further action.

**8. Record Keeping And Retention.**

The General Counsel shall establish a procedure for maintaining a record of any complaint made under these procedures. This record shall contain general identifying information showing the date of the complaint, the person complaining (if applicable), the general subject matter of the complaint, the current status of any investigation into the complaint, the date of the General Counsel report and recommendations, the date of the Audit Committee review and final determination, and disposition.

A confidential file shall be maintained for each complaint and investigation. This file shall contain relevant materials including the complaint, interview notes, relevant documents, and copies of the General Counsel and any Audit Committee reports. The confidential file shall be maintained in a secure location with access limited only to the General Counsel or Audit Committee and their administrative staff. All file materials shall be retained for at least 7 years, except as otherwise required by law or court order.

**9. Regular Reporting.**

The General Counsel shall provide to the Audit Committee a quarterly report describing the existence, status, and disposition of all complaints. No report shall be required if there are no reportable complaints.

**10. Whistleblower Protection (No Retaliation).**

There shall be no retaliation against any employee for bringing a complaint under these procedures or against any person for participating in the investigation of a complaint. Retaliation may include termination, demotion, suspension, threats, harassment or other manner of discrimination. Violations of this policy will result in severe sanctions including dismissal. All officers, directors and employees (including managers of Human Resources) shall immediately report to the General Counsel and Chairman of the Audit Committee, any allegation, issue, concern, complaint or other communication or information they receive regarding potential retaliation by the Company or any officer, employee or agent of the Company against any such employee or person for bringing a complaint or participating in an investigation, or regarding facts that might give rise to a claim of retaliation, whether founded or not, by such employee or person.

**11. Confidentiality.**

As noted above, the Audit Committee has established a toll-free employee hotline, website, e-mail address and facsimile number for the submission of anonymous complaints. All complaints, whether submitted anonymously or not, will be treated as confidential to the fullest extent possible consistent with the need to investigate. However, absolute confidentiality regarding any complaint cannot be guaranteed because the very fact of conducting an investigation may lead employees or other persons to reach conclusions as to the existence or subject matter of the investigation.

Any Company employee involved in an investigation shall be obligated to keep confidential the investigation, their involvement in the investigation and the results of the investigation, except as required by law. Anyone involved in an investigation under these procedures will be informed of their obligation to maintain confidentiality and may be required to sign an acknowledgment of this obligation.

**12. Communication.**

**The General Counsel shall be responsible for ensuring that all employees are made aware of and encouraged to report matters under these procedures. Employees who report such matters will be assured that the “Whistleblower Protection” described above will be afforded to them as required by law.**