

TEMPUR SEALY INTERNATIONAL, INC.

POLICY ON COMPLAINTS ON ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING MATTERS

Introduction

It is the policy of Tempur Sealy International, Inc. ("**Tempur Sealy**" and, together with its subsidiaries, the "**Company**") to comply with all applicable legal and regulatory requirements relating to accounting, internal accounting controls, and auditing matters and to require its employees, officers, directors, stockholders, and others acting on behalf of the Company (each, a "**Company Party**" and collectively, the "**Company Parties**") to do likewise. Each Company Party has the responsibility to assist the Company in meeting these legal and regulatory requirements. Persons outside the Company, including stockholders, may also submit reports involving any alleged accounting, internal accounting control or auditing violations or concerns in accordance with the procedures detailed below. It is the policy of the Company to encourage all Company Parties, when they, in good faith, reasonably believe that any alleged accounting, internal accounting control or auditing violations or concerns have occurred, are occurring or are about to occur, to immediately report those concerns. The Company strictly prohibits discrimination, retaliation or harassment of any kind by any Company officer, director, employee or agent against any employee who in good faith reports or participates in an investigation of reported complaints. The Company's internal controls and operating procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to accounting, internal accounting controls and auditing matters. Even the best systems of control, however, cannot provide absolute safeguards against such violations. The Company has a responsibility to investigate and report to appropriate governmental authorities, as required, any violations of applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and the actions taken by the Company to remedy such violations.

This policy governs the process through which a Company Party or other persons, either directly or anonymously, can notify the audit committee (the "**Audit Committee**") of the Board of Directors (the "**Board**") of Tempur Sealy of alleged accounting, internal accounting control or auditing violations or concerns, including, without limitation:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
- Deviation from full and fair reporting of the Company's financial condition.

In addition, this policy establishes a mechanism for responding to, and keeping records of, such allegations.

1. Reporting Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns.

If a Company Party believes that the Company or any other Company Party has, or might have, violated any accounting rules, internal accounting controls procedures or auditing rules, such Company Party must immediately report any such violation or concern; any other person may make similar reports using the same procedures (each such report, a "**Statement**").

The procedures to report a Statement are as follows:

Statements can be made in writing to the Chair of the Nominating and Corporate Governance Committee of the Board, who will forward any and all complaints received regarding these matters to the Audit Committee. The party making the complaint should provide sufficient information to allow the initiation of an investigation. Statements sent to the Chair of the Nominating and Corporate Governance Committee may be made anonymously.

In accordance with the rules of the Securities and Exchange Commission (the “SEC”), Tempur Sealy employees can also submit Statements on a confidential and anonymous basis through a telephone messaging hotline or a web submission system, as described in greater detail below. If an employee does provide his or her name when submitting a Statement, Tempur Sealy will endeavor to protect the confidentiality of the reporting employee's identity to the extent possible, consistent with its obligation to investigate the complaint and the best interests of its stockholders. Vendors, customers, business partners and other parties external to the Company may also submit Statements; however, the Company is not obligated to keep Statements from non-employees confidential or to maintain the anonymity of non-employees. The Company will make a good faith effort to do so if requested by the reporting person.

Persons who contact the Corporate Governance Hotline or the Web Submission System have the option of remaining anonymous. Statements should indicate that they are pursuant to the Company’s Policy on Complaints on Accounting, Internal Accounting Controls and Auditing Matters and may be submitted in any of the following ways:

a) by mail:

Tempur Sealy International, Inc.
Attn: Chair, Nominating and Corporate Governance Committee
1000 Tempur Way
Lexington, KY 40511

b) through the Corporate Governance Hotline:

United States 1-866-520-7790 (Toll Free)
International Direct Dial 1-407-965-3652

(Worldwide Toll) The Hotline is available 24 hours a day, seven days a week.

c) through the Corporate Governance Hotline - Web Submission System:

in writing by visiting the Company’s Web Submission System at
<https://tempursealy.silentwhistle.com>

Individuals are encouraged to provide as much specific information as possible, including names, dates, places and events that took place along with a description of why the incident/issue is a concern.

Statements must be candid and set forth all of the information that the submitter knows regarding the allegation or concern. In addition, Statements must contain sufficient corroborating information to support the commencement of an investigation. The Company is not required to commence an investigation if a Statement contains only unspecified wrongdoing or broad allegations without appropriate informational support.

2. Investigation of Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns.

Upon receipt of a Statement, the Chair of the Nominating and Corporate Governance Committee

will promptly notify the Audit Committee or its designee. All complaints under this policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct, conclude, and, if appropriate, prosecute the investigation.

The Audit Committee will determine whether such Statement should be investigated by the Company's internal audit department, led by the Chief Financial Officer, or by the Chairman of the Board or the Chief Executive Officer.

The person conducting the investigation will prepare and distribute a report to the Audit Committee for use in its next meeting stating the nature of any Statement that has been referred for investigation, whether or not any such Statement was determined to be material and the status of any investigation relating thereto.

The Audit Committee will ensure coordination of each investigation and will have overall responsibility for implementation of this policy. The Audit Committee has the authority to retain such independent counsel and other advisors in any investigation, as it deems necessary or advisable to conduct the investigation in accordance with its charter and this policy.

3. No Retaliation for Submitting Statements of Alleged Violations or Concerns.

The Company will not retaliate, and will not knowingly permit any Company Party to retaliate, against any Company Party who submits a Statement pursuant to this policy even if after investigation the Company determines that no violation has occurred. Retaliation is also prohibited against anyone who participates in an investigation of such a report. This includes reports made to or investigated by the Company, a government body, or a government official. The Company will also not tolerate any other form of retaliation prohibited by applicable law.

4. Corrective Action.

It is the responsibility of the Company and each Company Party, with the oversight of the Audit Committee, to prevent or correct noncompliance with applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters. This is the Company's legal obligation. Failure to comply with this obligation can subject the Company and responsible Company Parties to legal liability, regulatory investigation and adverse publicity, which can damage the Company's reputation and business.

5. Retention of Statements by Employees.

All Statements submitted pursuant to this policy will remain confidential to the extent practicable and legally possible. In addition, all written Statements, along with the results of any investigations relating thereto, will be retained by the Company according to the Company's record retention policy.

6. Adherence to this Policy.

All Company Parties are strongly encouraged to follow the procedures outlined herein. The Company encourages each Company Party to give the Company the opportunity to investigate and remedy any alleged violations or concerns reported by Company Parties and give the Company the opportunity to undertake such an investigation. This policy is intended to encourage and enable employees to raise good faith concerns about accounting and auditing violations or concerns to designated Company personnel prior to providing any notification outside the Company. However, nothing in this policy is intended to prevent an employee from reporting information to the appropriate governmental agency when the employee has reasonable cause to believe that a violation of law has occurred.