

APRIA, INC.

NASDAQ CODE OF CONDUCT

Integrity, honesty and sound judgment are fundamental to the reputation and success of Apria, Inc. (“Apria”) and its subsidiaries (collectively, the “Company”). This Nasdaq Code of Conduct (the “Nasdaq Code”) applies to all directors and employees of the Company (collectively, the “Covered Parties”). In addition to the Nasdaq Code, employees are required to comply with the Company’s Code of Ethical Business Conduct and other associated policies. In the case of the Company’s non-employee directors, compliance with this Nasdaq Code is subject to provisions of the Company’s organizational documents and any stockholders agreement with the Company.

Pursuant to this Nasdaq Code, the Covered Parties should:

1. Engage in and promote ethical conduct.
2. Carry out their responsibilities honestly, in good faith and with integrity, due care and diligence, exercising at all times their best independent judgment.
3. Assist in the production of full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by the Company.
4. Comply with applicable laws, rules and regulations of federal, state and local governments and other appropriate regulatory agencies.
5. Be accountable for adherence to this Nasdaq Code, both by yourself and by other Covered Parties.

If you believe that actions have taken place, may be taking place or may be about to take place that violate or would violate this Nasdaq Code, the policies referenced herein or any applicable legal or regulatory requirements or that concern any accounting, internal accounting controls or auditing matters, you are expected to promptly bring the matter to the attention of the Company. You are encouraged to talk to supervisors and managers about actual or suspected illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Any supervisor or manager who receives a report of a potential violation of this Nasdaq Code, the policies referenced herein or any other applicable legal or regulatory requirement or that concerns any accounting, internal accounting controls or auditing matters must follow the procedures set forth in the Company’s Reporting, Investigating, and Responding to Compliance Related Complaints Policy.

In addition to contacting your supervisors and managers, you may communicate any violations, suspected violations or concerns by the following methods:

- Oral reports may be made through the Apria confidential corporate compliance hotline at 1-888-COMPLY-9 (toll-free) or directly to the Corporate Compliance Officer in person or via telephone at 949-639-4195.

- Reports may be made through the Apria confidential compliance hotline on-line website at www.ethicspoint.com.
- Written reports may be made to the Corporate Compliance Officer by email, fax or by mail. Faxes should be sent to the Corporate Compliance Officer's confidential fax at 949-639-6033. Mail should be addressed to Corporate Compliance Officer: 26220 Enterprise Ct., Lake Forest CA 92630 and should be marked "CONFIDENTIAL – TO BE OPENED BY THE CORPORATE COMPLIANCE OFFICER."
- Employees and other interested parties may also report any violations or suspected violations of accounting or auditing matters directly to the Audit Committee via the methods above. Any such report by an interested party should be accompanied by the name of the person submitting the report.
- Notwithstanding the foregoing, and notwithstanding any other confidentiality or non-disclosure agreement (whether in writing or otherwise, including without limitation as part of an employment agreement, separation agreement or similar employment or compensation arrangement) applicable to current or former employees, this Nasdaq Code does not restrict any current or former employee from communicating, cooperating or filing a complaint with any U.S. federal, state or local governmental or law enforcement branch, agency or entity (collectively, a "Governmental Entity") with respect to possible violations of any U.S. federal, state or local law or regulation, or otherwise making disclosures to any Governmental Entity, in each case, that are protected under the whistleblower provisions of any such law or regulation, provided that (i) in each case such communications and disclosures are consistent with applicable law and (ii) the information subject to such disclosure was not obtained by the current or former employee through a communication that was subject to the attorney-client privilege, unless such disclosure of that information would otherwise be permitted by an attorney pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or otherwise. Any agreement in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

The Company's Non-Retaliation – Compliance Concerns Policy provides that the Company will refrain from retaliating against employees who in good faith raise compliance concerns.

The Board of Directors of the Company, through the Audit Committee, will help ensure this Nasdaq Code is properly administered. The Audit Committee is responsible for the periodic review of the compliance procedures in place to implement this Nasdaq Code and will recommend clarifications or necessary changes to this Nasdaq Code to the Board for approval.

The Company will take all necessary actions to enforce this Nasdaq Code, up to and including immediate dismissal. Violations of this Nasdaq Code may also constitute violations of law which may expose both you and the Company to criminal and civil penalties.