



WHISTLEBLOWER POLICY

I. PURPOSE

NovaBay Pharmaceuticals, Inc. (“Company”) is committed to full compliance with all applicable federal, state, and local statutes and regulations, including but not limited to those of the Food and Drug Administration (“FDA”), the Securities Exchange Commission (“SEC”), and the state and federal consumer protection agencies. In furtherance of this commitment, we have adopted this policy (i) to encourage the confidential and, if desired, anonymous submission by our employees of any concerns they may have regarding failures or threatened failures of compliance with those statutes and regulations and/or the Company’s Code of Ethics and Business Conduct, (ii) to facilitate the receipt, investigation, retention and treatment of complaints received from our employees regarding such matters and (iii) to make clear that we intend to protect employees from unlawful retaliation for their having properly reported illegal or unethical conduct pursuant to this policy.

With respect to financial matters in particular, the Company is committed to the honest and accurate reporting of its financial results and related information in compliance with all applicable federal and state laws, securities laws and regulations, accounting standards, accounting controls and audit practices.

The Nominating and Corporate Governance Committee of our Board of Directors (“N&CG Committee”) oversees the treatment of employee concerns regarding violation of the Code of Ethics and Conduct while the Audit Committee oversees the treatment of employee concerns regarding all matters other than violation of the Code of Ethics and Conduct. The company also provides for a confidential third-party reporting system for those employees who wish to maintain anonymity.

II. COMPLAINT PROCEDURES

If an employee has a good faith concern regarding the company’s compliance of with relevant Federal and State laws such as but not limited to Federal and State Anti-Kickback laws, the U.S. Food and Drug Administration (FDA) laws and regulations, State Consumer Protection and licensing laws and employment laws and concerns of violations of the Company’s Code of Ethics and Conduct, he or she should report such concerns Jeff Zheng, our N&CG Committee Chairman and Audit Committee Member. Communications can be sent to jeffzheng71@gmail.com or via U.S. mail to 2000 Powell St., Suite 1150, Emeryville, CA 94608, Attn: Jeff Zheng.

An employee may also submit any concerns or complaints anonymously through our confidential, third-party reporting system, by calling the anonymous telephone hotline at **1-833-778-1552** or by using the confidential web submission system at <https://novabaypharma.ethicspoint.com>. A transcribed copy of all information submitted to our confidential, third-party reporting system will be delivered to the N&CG Committee.

III. INVESTIGATION AND TREATMENT OF COMPLAINTS

All concerns and complaints received pursuant to this policy will be reviewed and investigated, as appropriate, by the Audit or the N&CG Committee or by another person designated by our Board of Directors, which may include persons outside our company. The report and investigation will be kept confidential to the extent consistent with the need for a thorough investigation and taking into consideration our disclosure obligations and requirements under law. Employees who choose to identify themselves in



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submitting a complaint under this policy will receive an acknowledgment of receipt or a response to the complaint by the Audit or N&CG Committee.

IV. RETENTION OF COMPLIANTS

The Company will retain a log of all complaints, tracking their receipt, investigation and resolution. A copy of each complaint and its log will be maintained for a period of seven (7) years, or such longer period as may be required by law, in a file in a secure location to protect the confidentiality of the complaints.

V. NON-RETALIATION

We will not allow reprisal or retaliation of any kind against any person who acts in good faith in reporting any concerns or complaints pursuant to this policy, or against any person who in good faith assists, provides information or participates in an investigation, proceeding, or hearing relating to a complaint about our accounting, auditing or internal controls matters. Any employee who feels that he or she has been subjected to any reprisal or retaliation should immediately report such behavior to the Head of Human Resources.