

**APRIA HEALTHCARE GROUP INC.
POLICY REGARDING ALTERNATIVE
DIRECTOR NOMINATIONS BY STOCKHOLDERS**

1. The Company will include in its annual meeting proxy statement information concerning up to two nominees submitted by any stockholder or group of stockholders in accordance with this policy. The form of proxy solicited by the Company will include the names of stockholder nominees, in addition to the nominees approved by the Board of Directors.

2. For inclusion in the Company's proxy statement, a stockholder nomination must be submitted by one or more stockholders that have owned beneficially at least 5% of the Company's common stock for two years or more, as of both the date the nomination is submitted and the record date for the annual meeting. Each stockholder or group of stockholders submitting nominations in accordance with this policy is referred to herein as a "Nominating Stockholder." A stockholder may only participate in the nomination of two candidates.

3. The information included in the Company's proxy statement concerning each stockholder nomination will be limited to that information concerning the candidate and the Nominating Stockholder required to be disclosed in accordance with the rules of the Securities and Exchange Commission ("SEC"). The Nominating Stockholder will be responsible for providing a written statement of such information at the time the nomination is submitted. Nominating Stockholders are responsible for any proxy solicitation activities in which they wish to engage, including compliance with applicable SEC rules.

4. Stockholder nominations must be submitted to the Secretary of the Company, in writing, not less than 90 nor more than 150 days prior to the first anniversary of the Company's previous annual meeting. Each nomination must indicate the incumbent director for whose board seat the nomination is submitted. The Nominating Stockholder and each of its nominees must submit, with the nomination, a signed statement acknowledging that:

- a) each nominee, if elected, will represent all Company stockholders in accordance with applicable laws and the Company's charter and by-laws;
- b) each nominee, if elected, will comply with the Company's (i) Code of Ethical Business Conduct, (ii) Code of Business Conduct and Ethics for Members of the Board of Directors, (iii) Stock Ownership Requirements for Directors, (iv) Corporate Governance Guidelines, and (v) any other applicable rule, regulation, policy or standard of conduct applicable to the Board of Directors and its individual members; and
- c) the Nominating Stockholder will maintain beneficial ownership of at least 5% of the Company's common stock through the date of the annual meeting at which the Nominating Stockholder's nominee(s) will stand for election.

In addition, each nominee must submit a fully completed and signed Questionnaire for Directors and Officers on the Company's standard form, and each Nominating Stockholder must agree that any form of proxy solicited by it will include, in addition to the name(s) of its nominee(s), the names of all other nominees appearing in the Company's proxy statement.

5. Upon receipt of a Nominating Stockholder nomination, the Corporate Governance and Nominating Committee of the Board of Directors shall seek to communicate with the Nominating Stockholder for the purpose of discussing, among other things, the possibility of the Nominating Stockholder's nominee(s) being included in the Company's slate of director nominees.

6. Only two stockholder nominations will be included in the Company's proxy statement for each board seat. If more than two such nominations are received by the Company for the same board position, the nominee(s) of the Nominating Stockholder(s) beneficially owning the most shares of the Company's common stock will have priority.

7. Any Nominating Stockholder nominee who does not receive at least 25% of the votes cast in the related election of directors will be prohibited from serving as a Nominating Stockholder nominee for four years from the date of the annual meeting in question.

8. The Corporate Governance and Nominating Committee of the Board of Directors is authorized to adopt such rules and procedures as it deems appropriate for the purpose of implementing this policy and to determine any questions of interpretation that may arise hereunder.