

OMRIX BIOPHARMACEUTICALS, INC.

Corporate Governance Policy

**Internal Process for Handling
Communications to the Audit Committee of the Board of Directors**

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1. Purpose of document

Pursuant to Section 3 of its **Guidelines for Communicating with Directors**, Omrix Biopharmaceuticals, Inc. (the "Company") provides mechanisms for employees and other interested parties to confidentially and anonymously bring to the attention of the Audit Committee of the Board of Directors (the "Audit Committee") any concerns related to matters covered by the Company's Code of Business Conduct and Ethics, legal issues and accounting or audit matters.

This statement of the *Internal Process for Handling Communications to the Audit Committee* describes the Company's process for collecting and organizing these communications and determining which communications will be relayed to the Audit Committee members.

2. Process administration and oversight

This process is administered by the Company's General Counsel or the Company's Secretary acting as the Compliance Officer, is overseen by the Audit Committee and has been approved by a majority of the Company's independent Directors.

3. Methods for collecting communications

Employees and other interested parties are able to report their concerns related to matters covered by the Company's Code of Business Conduct and Ethics, legal issues and accounting or audit matters to the New York Office by telephone at 1 (212) 887-6550 or via pre-paid mail or courier to:

ATTN: Nanci Prado
Compliance Officer
Omrix Biopharmaceuticals, Inc.
630 Fifth Avenue, 22nd Floor
New York, New York 10111

or via e-mail to Nanci Prado, Compliance Officer, at nanci.prado@omrix.com.

4. Collection of communications

The Compliance Officer will collect all communications addressed to the Audit Committee (or any of its members) and related to matters covered by the Company's Code of Business Conduct

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and Ethics, legal issues, accounting or audit matters ("In Scope Communications"), and will act as the agent of the Audit Committee for that purpose.

5. Process of communications and routine reporting

(a) Screening

The Compliance Officer will review the communications to determine whether they are In Scope Communications. Any communications that are not In Scope Communications will be excluded from further processing under this process, and will instead be processed under the standard office procedure for handling communications to directors.

(b) Log of In Scope Communications

The Compliance Officer will maintain a log of all In Scope Communications. At least quarterly, the Compliance Officer will provide to the Audit Committee Chairman a copy of all log entries made since the immediately preceding report was provided to the Audit Committee Chairman. The Compliance Officer will promptly provide to any Audit Committee member upon his or her request a copy of any part of, or all of, the In Scope Communications log.

(c) Summary of In Scope Communications

The Compliance Officer will summarize all In Scope Communications. A copy of the summary of all In Scope Communications received since the immediately preceding summary will be provided at least quarterly to all members of the Audit Committee. The Compliance Officer will promptly provide to any Audit Committee member upon his or her request a copy of the summary of all In Scope Communications received since the immediately preceding summary was provided to the Audit Committee members.

(d) File copies of In Scope Communications

The Compliance Officer will maintain an original or a copy (which may be in an electronic format), of all In Scope Communications, which shall be kept in accordance with the Company's record retention policy. The Compliance Officer will promptly provide to any Audit Committee member upon request a copy of any or all In Scope Communications.

6. Action by Compliance Officer

The Compliance Officer may immediately investigate and take any action he or she believes is necessary or appropriate in response to any matter raised in any In Scope Communication. At least quarterly, the Compliance Officer will report to all members of the Audit Committee, the actions taken, since the last report, in response to matters raised in any In Scope Communication.

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7. Priority reporting

If the Compliance Officer determines that an In Scope Communication presents credible evidence of (1) a material violation of any applicable securities law, (2) a material breach of fiduciary duty arising under any applicable law, or (3) a similar material violation of any applicable law; in each case by the Company or any officer, director, employee or agent of the Company, then the Compliance Officer shall immediately provide to the Audit Committee Chairman a copy of the In Scope Communication and report any relevant information known to the Compliance Officer and any actions taken in response to matters raised in the In Scope Communication.

8. Policy administration

This statement of *Internal Process for Handling Communications to the Audit Committee* supersedes any and all previously adopted or published statements of the Company's guidelines, policies and procedures regarding any of the matters or topics described herein.