

## **THE NATURE'S BOUNTY CO. CODE OF BUSINESS CONDUCT**

The Nature's Bounty Co.'s mission statement is: "TO ENHANCE THE WELL-BEING OF OUR CUSTOMERS GLOBALLY BY DELIVERING THE HIGHEST QUALITY, BEST VALUE NUTRITIONAL SUPPLEMENTS AND WELLNESS PRODUCTS."

Our mission values, which guide us in how we conduct ourselves, are:

- **Teamwork:** We work together;
- **Integrity:** We do the right thing-always;
- **Accountability:** We do what we say we're going to do;
- **Respect:** We treat others as we would like to be treated; and
- **Agility:** We embrace change and drive speed in everything we do.

Our Operating Principles, which guide us in how we conduct our business, are:

- To provide the highest **quality** products and services – on time, first time, every time. To ensure that customer safety is always our top priority.
- To deliver on our commitment to our **customers** by providing fast, friendly, responsive service and excellent products from Associates through a holistic approach that includes safety, health, professional development, reward, recognition and celebrating our success.
- To honor our commitment to the well-being of our **Associates** through a holistic approach that includes safety, health, professional development, reward, recognition and celebrating our success.
- To bring **innovation** to the marketplace that's driven by unparalleled customer insights, creativity, and the ability to execute quickly and expertly.
- To drive **efficiency** and profitable growth through process simplification, cost-consciousness and a dedication to continuous improvement.

This Code of Business Conduct (the "Code") plays an essential role in helping us achieve our mission and upholding our mission values and operating principles.

The Code applies to all associates, officers and directors of The Nature's Bounty Co. and Alphabet Holding Company, Inc. (collectively, the "Nature's Bounty Personnel") and its direct and indirect subsidiaries (collectively "Nature's Bounty" or the "Company").

The Code cannot answer every question or address every situation. Consequently, the Company has other various corporate and regional policies, which should have been received as part of the hiring package. Nature's Bounty Personnel should familiarize themselves with and adhere to all applicable policies and procedures.

Moreover, in addition to the Code and the other Company policies, you are responsible for knowing the provisions of the Associate Handbook and their applicability to your job. It is also the responsibility of the Company and all Nature's Bounty Personnel to comply with all applicable laws and regulations wherever we do business.

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The Code, the Company policies and the Associate Handbook are available from the Human Resources Department as well as online at <http://nacc.nbty.net>.

When in doubt about responsibilities or duties under this Code, please contact the General Counsel's office. In addition, the Company has posted a Q&A online at <http://nacc.nbty.net>, which presents certain examples of questions and answers related to compliance with the Code. This Q&A is also available at the Human Resources Department.

The Code is not a contract and does not confer any rights on Nature's Bounty Personnel.

### **I. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR**

As part of its commitment to conducting business in an entirely ethical and legal manner, the Company requires its Nature's Bounty Personnel to report, in good faith, information about suspected violations of this Code or of the law by Nature's Bounty Personnel in the manner set forth below. This Code requires Nature's Bounty Personnel to come forward with any such information, regardless of the identity or position of the suspected offender.

#### **A. How to Report**

You have a duty to adhere to this Code and to all existing Company policies and to report any known or suspected violations as set forth herein. All such reports will be investigated by the Company. The Company shall evaluate reported violations on a case-by-case basis. Nature's Bounty Personnel are expected to cooperate in internal investigations of misconduct and in all Company audits.

You must report the following to the General Counsel's office; your supervisor or manager; senior management; the Company's reporting hotline at: **1-800-461-9330** or the Internet at [www.convercent.com](http://www.convercent.com) using login and passcode as **nbty**: (i) any suspicious activity or behavior (including concerns regarding questionable accounting or auditing matters), (ii) possible violations of the Code, Company policy, law or regulation, (iii) if another Nature's Bounty Personnel asks you to do something that would constitute a violation of law, regulation, the Code or any applicable Company policy, or (iv) any other illegal act. Nature's Bounty Personnel who use the reporting hotline may do so in an anonymous manner, and all reports will be kept confidential to the extent reasonably possible. Reporting the activity will not subject you to discipline unless you knowingly file a false report.

Those who are found to have violated this Code or other Company policies or applicable law are subject to disciplinary action, including (but not limited to) termination of employment. Violations may also result in legal prosecution.

**B. Zero Tolerance for Retaliation**

It is the strict policy of the Company to prohibit retaliation for reports of misconduct by Nature's Bounty Personnel made with the reasonable belief that the information reported is true. Such retaliation is a serious violation of Company policy and will result in discipline, including possible termination of employment, against the retaliator.

If you believe that you have been the subject of impermissible retaliation, contact your Human Resources representative, the General Counsel's office or the reporting hotline at (1-800-461-9330) or online at [www.convercent.com](http://www.convercent.com) using name and passcode as nbty.

**II. CONFLICTS OF INTEREST**

You are expected to devote your best efforts to the interests of the Company in the conduct of the Company's affairs. You may not engage in a transaction involving the Company for your own improper personal profit or gain or that of a third person or other entity.

The Code cannot list every possible conflict of interest, but some common examples of situations that could result in a conflict are:

- **Competing against the Company.** You are prohibited from competing with the Company, directly, indirectly, or in any manner. Nature's Bounty Personnel and their immediate family members may not invest or have any financial interest in companies that are likely to: (i) compete with the Company; (ii) buy from the Company or sell our products; (iii) sell products or services to the Company; or (iv) otherwise serve as a business partner of the Company, unless your investment or interest meets one of the following criteria:
  - Your interest, together with your affiliates, is less than 1% of the outstanding securities of the business;
  - Your interest, together with your affiliates, is worth less than: x) \$25,000 in a privately owned company, or y) ten percent (10%) of the net worth of a privately owned company;
  - You invest through a mutual fund or similar medium; or
  - The General Counsel's office expressly consents to the investment.

You should never invest in a business where you participate in or influence that business's relationship with the Company or work for or receive compensation of any sort for services from any vendor or competitor of the Company.

Outside employment may also be viewed as competing with the Company. Nature's Bounty Personnel must advise and obtain approval from their supervisor and Human Resources before accepting any outside job.

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- **Use of Company Assets.** You should not use Company time, information or property, including the Company name or its relationships, or your position with the Company, to promote your own personal interests or the interests of third parties.
- **Corporate Opportunities.** You shall not take for yourself business opportunities that are discovered through the use of corporate property, information or your position with the Company.
- **Gifts and Gratuities.** You or any family member shall not request, encourage or accept for personal benefit (or for the benefit of your friends or relatives) gifts, gratuities, trips, cash, samples, meals, etc., from anyone selling to us or trying to sell to us, or in any way seeking to do business with our Company. Vendors may donate gifts for the purpose of raising funds for The Nature's Bounty Foundation charity, a non-profit corporation independent of the Company.
- **Business with Family or Friends.** Doing business with a relative or friend can also create a conflict of interest between you and the Company. Nature's Bounty Personnel must obtain written approval of the Human Resources Department or the General Counsel's office before doing business with relatives or friends.
- **Family or Dating Relationship.** If you become involved in a dating relationship or who have a family relationship with other Nature's Bounty Personnel must promptly disclose the relationship to their supervisor or the Human Resources Department.

Please refer to the Associate Handbook for additional information.

### **III. COMPANY INFORMATION AND PROPERTY**

All Nature's Bounty Personnel are responsible for protecting Company property against loss, theft, waste or unauthorized use.

The Code cannot list every possible measure that Nature's Bounty Personnel may need to take to protect Company information and property, but certain such measures are:

- **Accurate and Timely Recording and Reporting of Information.** The Company is committed to providing full, fair, accurate, timely and understandable business records. The Company requires Nature's Bounty Personnel to do their part to ensure that all financial statements, accounts and information: (i) accurately and fairly reflect transactions and, in all material respects, the Company financial condition, results of operations and cash flows; (ii) comply with generally accepted accounting principles ("GAAP"); and (iii) conform to the Company's internal controls. Transactions must have supporting, reasonably detailed and accurate documentation, which must be recorded in the proper account and accounting period. Company records must be kept and presented in a manner that complies with all applicable laws.

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- **Document Retention Policy and Litigation-related Preservation.** Nature's Bounty Personnel must ensure accurate and prompt reporting and recording of all other relevant business information and records in accordance with the Company's Document Retention Policy.
- **Confidentiality of Company Information.** Nature's Bounty Personnel are expected to protect the confidentiality of the Company's proprietary and confidential information at all times. Do not disclose to anyone or use any Company or confidential information (information not disclosed to the public by the Company) for any purpose other than to perform your job or if disclosure is required by law. Your obligation to maintain the confidentiality of our information includes the duty to disclose such information within the Company only to those who have a business need to know the information.
- **Inquiries from the Media and Financial Community.** Do not respond to any inquiries regarding the Company from the media or members of the financial community. The Company requires that all media inquiries should be forwarded to the Company's VP of Communications and inquiries from members of the financial community (such as analysts) should be forwarded to the Company's Chief Financial Officer.
- **Insider Trading Policy.** Nature's Bounty Personnel are responsible for complying with applicable federal and state insider trading and securities laws and regulations and with our Insider Trading Policy (including, the Pre-Clearance Procedure and Blackout Periods).
- **Privacy.** Nature's Bounty Personnel must protect against the inappropriate access and disclosure of customer information and the personal information of other Nature's Bounty Personnel.
- **Intellectual Property.** Nature's Bounty Personnel should make every effort to protect the Company's intellectual property from unauthorized use and respect the intellectual property of others and must comply with applicable laws. Nature's Bounty Personnel shall not use third party trademarks unless they obtain clearance from the General Counsel's office prior to any such use and may not copy or reproduce any copyrighted material without permission of the copyright owner. More information about the Company's Intellectual Property is set forth in your Associate Handbook and the Company's Patent Policy.

## **IV. FAIR DEALING**

The Company conducts its business in a highly competitive market and expects Nature's Bounty Personnel to compete honestly, ethically and fairly. You should never take unfair advantage of anyone through manipulation, concealment, fraud, abuse of privileged information, misrepresentation of material facts, or any other practice involving unfair dealing.

## **V. COMPLIANCE WITH THE LAW**

All Nature's Bounty Personnel shall comply with applicable governmental laws, rules and regulations in the jurisdictions that the Company does business. Although not all Nature's Bounty Personnel are expected to know these laws in detail, they are expected to familiarize themselves with these laws and when in doubt as to whether an activity complies with applicable laws, they should contact the General Counsel's office.

Listed below are certain areas of law that are applicable to the Company's business:

- **Legal Proceedings or Papers.** Nature's Bounty Personnel must notify the General Counsel's office immediately of any lawsuit, subpoena, legal document, investigation or legal proceeding of any kind relating in any way to the Company. This includes circumstances where Nature's Bounty Personnel is involved as a witness in a third party legal proceeding due to the Nature's Bounty Personnel's work for the Company. Furthermore, no Company files, information or documents or data of any kind may be provided to any outside party in connection with a lawsuit, legal investigation or legal document, without the prior approval of the General Counsel's office. Nor may Nature's Bounty Personnel destroy, alter or conceal any documents in connection with any legal proceeding or investigation or in connection with any pending or threatened litigation, proceeding or investigation and must immediately discontinue any automatic destruction process to the extent that it would eliminate any document potentially relevant to such litigation. In addition, Nature's Bounty Personnel shall not lie or make misleading statements in connection with any government or other investigation or any legal proceeding, or cause another employee to do so.
- **Antitrust and Competition.** The Company is committed to strict compliance with the antitrust laws (which are also called competition law), which are intended to promote competition. All Nature's Bounty Personnel are responsible for complying with applicable federal, state, and foreign, e.g. European Community, antitrust laws and regulations. In general, Nature's Bounty Personnel must not enter into agreements, arrangements or understanding with competitors, suppliers, distributors or customers that curb or restrain free trade or competition. Anyone who violates these laws may face considerable penalties, including imprisonment, criminal fines or civil penalties.
- **Sales and Marketing Practices.** Nature's Bounty Personnel shall not misrepresent our products, prices, or promotions. Nature's Bounty Personnel are strictly prohibited from making or permitting others to make any claims about our products—whether on labels, in advertising, or on product information or promotional literature—that are in any way deceptive or misleading or which are not supported by competent and reliable scientific evidence. All advertising and marketing materials,

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including labels and packaging, must be approved in advance of its use by Regulatory Operations and the General Counsel's office.

- **Trade Laws.** Nature's Bounty Personnel who are involved in importing or exporting goods must be knowledgeable about and comply with applicable laws and regulations such as custom laws, anti-boycott laws, trade sanctions and embargoes.
- **Anti-Corruption Laws.** Nature's Bounty Personnel are prohibited from offering bribes, kickbacks or questionable payments of any kind, directly or indirectly, to any government employees, customers, suppliers, vendors, government employees or officials, or other parties and must comply with applicable laws and regulations (e.g., Foreign Corrupt Practices Act and United Kingdom Bribery Act) and the Company's Global Anti-Corruption Policy.
- **Contracting with the Government.** The Company conducts business with and contracts with the Government and must comply with all applicable government contracting laws, regulations and rules. These standards often establish stricter requirements than govern commercial dealings.
- **Political Contributions.** Federal law and the applicable law of many states and countries prohibit corporations from making political contributions. No Nature's Bounty Personnel may make a contribution to any political candidate, political party, or other political organization on the Company's behalf, or in any way that is intended to benefit the Company without the prior written approval of the Chief Executive Officer and/or Chief Financial Officer. Similarly, Nature's Bounty Personnel may not devote any work time to or use the Company resources for any campaign for a candidate, political party or ballot issue or to make a contribution for any such purpose.
- **Harassment, Discrimination and Retaliation.** The Company is committed to protecting the dignity and respect of all of its Nature's Bounty Personnel. Discrimination or harassment in any form is strictly against Company policy. The Company's Equal Employment Opportunity and HR Practices Philosophy, as well as its Sexual and Other Unlawful Harassment policies, which set forth the Company's complaint process, are contained in the Associate Handbook.
- **Diversity.** The company is committed to equal opportunity and to fostering diversity in our work environment, which embraces and respects different opinions, views, social customs and cultural traditions. The Company expects Nature's Bounty Personnel to embrace such diversity and treat each individual equally and fairly, with understanding and respect.
  - **Use of Company Equipment -- Etiquette and No Right to Privacy.** Company equipment furnished to Nature's Bounty Personnel is the property of the Company. As such, Company equipment and its usage may be monitored or accessed with no prior notice. All Nature's Bounty Personnel are responsible for using Company equipment properly and in accordance with Company policies.

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The Company's policies regarding use of telephones, computers, communications systems and mail services are set forth in the Associate Handbook.

- **Environmental Laws.** All Nature's Bounty Personnel are responsible for complying with and understanding applicable federal, state, local and foreign environmental laws and regulations applicable to their jobs.
- **Associate Safety.** Several types of laws and regulations impose responsibility on the Company to safeguard against safety and health hazards. All Nature's Bounty Personnel are responsible for knowing and following the Company's safety rules and workplace safety program. Please refer to the Safety and Security section of your Associate Handbook for additional information or contact the Company Safety Director.
- **Alcohol and Drug Use.** The use, possession, sale, transfer, purchase or being under the influence of alcoholic beverages, illegal drugs or other intoxicants by Nature's Bounty Personnel at any time on Company premises or while on Company business is prohibited. Violations are cause for immediate termination of employment. More complete information about the Company policy against Alcohol and Drug Use is available in the Associate Handbook.
- **Product Safety.** Good Manufacturing Practices (GMPs) are the guidelines established by the Food and Drug Administration to help ensure the safety, purity and effectiveness of the products we manufacture. All Nature's Bounty Personnel, not just those that work in manufacturing, must be aware of and abide by these guidelines to ensure that we manufacture products of the highest quality. The Company's policy statements and standards regarding the manufacture of goods are available from the Quality Department. All consumer complaints, about any of the Company's products must be reported to the Quality Department. Please contact the Quality Department, Consumer Affairs, or the General Counsel's office with any questions regarding the handling of consumer complaints.

## **VI. DISCLOSURE/WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

This Code is available from the Human Resources Department, the General Counsel's office or online at <http://nacc.nbty.net>. The Company will disclose any amendment of the Code or waivers of this Code relating to the Company's Officers or Directors on the Company's website as required by law.

Any waiver of this Code for officers or directors may be made only by the Board. The provisions of this Code may be waived for associates who are not officers or directors only by the General Counsel's office or the Board. Waivers will be made only where they are in the best interest of the Company.



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