

CODE OF ETHICS AND ANTI-CORRUPTION AND TRADE CONTROL POLICY

The purpose of this Policy (this “Policy”) is to ensure that Nutraceutical International Corporation, its subsidiaries and other affiliates (collectively referred to as the “Company”), Company employees, officers and directors (“Personnel”) and third parties with whom the Company does business or who undertake business on behalf of the Company, including, but not limited to, suppliers, consultants, independent contractors and distributors (together, “Company Representatives”), conduct all business activities with integrity, accountability, and in compliance with applicable laws and regulations.

The Company expects that Personnel and Company Representatives will conduct themselves using principles of good judgment and sound business ethics in all matters involving the Company. This requires that when conducting business for or on behalf of the Company, all such parties avoid conflicts of interest, be fair in their work activities, and conduct all business in accordance with the laws and regulations that govern its business. Personnel and Company Representatives must seek guidance in any situation where there is a question regarding compliance issues, whether with this Policy or applicable laws. Compliance with applicable laws and this Policy is essential to the continued success of the Company’s business and the cultivation and maintenance of its reputation as a good corporate citizen. Misconduct is never justified even where sanctioned or ordered by a director, an officer or other senior Company executive. No individual, regardless of stature or position, can authorize actions that are illegal.

Of note, this Policy cannot, and is not intended to, address all scenarios that may arise during the course of employment or association with the Company. When circumstances arise that are not explicitly covered by this Policy but which may benefit from additional guidance, the Company encourages its Personnel to consult with a supervisor or member of the Legal Department for guidance. Without limiting these general principles, this Policy includes the following:

1. **Compliance.** It is the goal of the Company to comply with the letter and spirit of all laws, rules, and regulations that are applicable to its business. Personnel and Company Representatives that suspect or know of actual or potential violations of any laws, rules, regulations, or this Policy by other Personnel or Company Representatives acting for or on behalf of the Company must report such violations to Company senior management, HR or the Legal Department. All Personnel and Company Representatives must respect and obey the laws of the cities, states, and countries in which the Company, Personnel, and Company Representatives acting on the Company’s behalf operate. These laws include, without limitation, all anti-trust and competition laws, all applicable anti-corruption and anti-bribery laws, and all laws that pertain to the manufacture, labeling, marketing, and sale of the Company’s products.
2. **Anti-Corruption Laws and Trade Control Laws.**
 - a. **Anti-Corruption Laws.** The Company is committed to complying with all anti-corruption, anti-bribery, and trade control laws and regulations. These laws include, without limitation, the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”) and the U.K. Bribery Act 2010 (together referred to as the “Anti-Corruption Laws”). Personnel and Company Representatives shall be familiar with such laws and regulations and shall not, directly or indirectly, engage in any conduct on the Company’s behalf that violates or may violate any applicable Anti-Corruption Laws.
 - i. **Items of Value.** Personnel and Company Representatives should treat all public officials¹, business partners, or potential business partners with the upmost respect. Care should be taken to avoid behavior that is or appears to be unethical. Whenever acting for or on behalf of the Company, Personnel and Company Representatives may not, directly

¹ The term “public official” includes, but is not limited to, any: (1) government official; (2) officer or employee of a government, department, agency or instrumentality thereof or any person acting in an official capacity for or on behalf of any such government or instrumentality; (3) state working person or state functionary; (4) organization authorized by the local government to perform certain government functions; (5) personnel of state-owned or controlled commercial corporations, enterprises, institutions or organizations (whether partially or wholly owned); (6) outside director of a state-owned entity; (7) part-time legislator; (8) person holding an honorary or ceremonial government position; (9) royal family members; (10) political parties, political party officials, and candidates for political office; (11) officers or employees of public international organizations, such as the World Bank or International Monetary Fund; and (12) relatives or close associates of any of the above.

or indirectly, pay, or otherwise offer, give, promise, or authorize or agree to pay or give any item of value² to, any public official or other person in any jurisdiction with the purpose of:

- influencing any act or decision of such government official in his or her official capacity;
- inducing such public official to do or omit to do any act in violation of the lawful duty of such official;
- securing any improper advantage;
- inducing such government official to use his or her influence with the government or instrumentality thereof to effect or influence any act of decision of the government or instrumentality with respect to any activities undertaken;
- unfairly influencing a business relationship; or
- obtaining any advantage in violation of Anti-Corruption laws.

The above is not an all-inclusive list. Any accepted local practices to the contrary are irrelevant as the Company's standards may be higher than local laws or regulations as the Company must at all times comply with the FCPA, regardless of where business occurs.

Similarly, Personnel and Company Representatives must avoid accepting gifts or hospitality from any public official, current business partners, or potential business partners for the personal benefit of such Personnel and Company Representatives or for the benefit of a family member or friend if it has the effect, or appearance, of influencing business decisions involving the Company. Examples include kickbacks, payments or compensation, or discounts for goods or services given with the goal of influencing business decisions. Personnel can attend business lunches or dinners and participate in occasional entertainment or sporting events with business partners or potential business partners, but Personnel should pay for their own admission or meal unless they have received prior approval from Company senior management.

b. Trade Control Laws. The Company is committed to complying with all trade control laws and regulations. These laws include, without limitation, the economic and financial sanctions and the export control laws administered by, without limitation, the U.S. Department of Treasury, Office of Foreign Assets Control ("OFAC"), the Bureau of Industry and Security of the U.S. Department of Commerce, the European Union and any relevant European Union Member State, and HM Treasury of the United Kingdom (collectively referred to as "Trade Control Laws"). Personnel and Company Representatives shall be familiar with such laws and regulations and shall not, directly or indirectly, engage in any conduct on the Company's behalf that does or may violate any applicable Trade Control Laws.

c. Due Diligence. Personnel are expected to perform appropriate due diligence on third parties with whom the Company may enter into a business relationship and are responsible for taking reasonable precautions to ensure that the third parties comply with Anti-Corruption Laws and Trade Control Laws. Such third parties include, but are not limited to: consultants, suppliers, distributors, and customers. Personnel and Company Representatives should use care to not do business with any entity or individual that is designated on any applicable U.S., EU, or other relevant list of restricted parties (each such entity or individual designated a "Restricted Party"), including, without limitation, any entity or individual that is designated on OFAC's Specially Designated Nationals and Blocked Persons List, or with any entity that, in the aggregate is owned or controlled, directly or indirectly, greater than 50% by any such Restricted Party.

d. Training. Personnel must participate in and complete any training or compliance program regarding Anti-Corruption or Trade Control Laws that the Company may institute. Personnel are

² The term "item of value" includes, but is not limited to: (1) any payment of money; (2) an offer of employment to a public official, a relative or associate of the public official, or someone recommended by the public official; (3) payments to third parties, including charities or not-for-profit organizations on behalf of, or at the request of, a public official; (4) gifts and travel expenses such as airfare, entertainment, meals or hotel accommodations; (5) free or reduced-price Company products; or (6) club dues or fees.

encouraged to ask questions if there are areas of concern, suspected violations or actual violations. The Company will retain training attendance records of Personnel for at least five years.

e. Company Representatives. The Company may require Company Representatives to confirm that they have completed or adopted appropriate training or compliance program(s) to facilitate compliance with this Policy. Any Company Representative may not be owned or controlled by any public official, including any employee of a state-owned or partially state-owned entity. A Company Representative must promptly notify the Company if one or more of such Company Representative's owners, officers, directors, employees, representatives, or consultants becomes a public official or becomes owned or controlled by a public official. Additionally, with regard to Company distributors, the Company, or a third party reasonably acceptable to the distributor, must be allowed to audit the distributor's books and financial records to verify compliance with Anti-Corruption Laws and Trade Control Laws and this Policy.

3. **Recordkeeping.** It is the Company's policy to properly report and record all funds, assets, receipts and disbursements of the Company. All reports and written statements made by the Company must be prepared honestly and accurately. Personnel should take necessary actions to help ensure full, fair, accurate, timely, and understandable disclosure in reports and documents filed or submitted to government agencies and with respect to public communications.
4. **Confidential and Proprietary Information.** Personnel must maintain and keep confidential information entrusted to them by the Company, or that otherwise comes into their possession, during the course of their service with the Company or while carrying out their duties and responsibilities, except in cases where disclosure is authorized by the Company or legally mandated. This obligation continues even after Personnel are no longer associated with the Company. For purposes of this Policy, confidential information encompasses all non-public information that may be of use to competitors, or may otherwise be harmful to the Company if it were disclosed. Financial information is of special sensitivity and should under all circumstances be considered confidential, unless disclosure is authorized by the Company. Confidential and proprietary information of the Company should only be used for Company purposes and not for personal benefit or the benefit of third parties and should be used only in compliance with established procedures and any applicable confidentiality agreements between the Company and its Personnel. Examples of information subject to these confidentiality and limited use restrictions include: intellectual property, business and marketing plans, and employee information.
5. **Company Property.** Company assets, materials and resources, whether owned or leased by Company or that are otherwise in Company's possession, and regardless of presumed or perceived value, are the property of the Company and must be treated as such. Company assets may only be used for legitimate business purposes and never for illegal purposes. Personal use of Company assets is prohibited, except for limited customary incidental uses (such as modest photocopying or making brief personal calls using Company equipment). Personnel should immediately report for investigation suspected incidents of fraud or theft.
6. **Political Activities.** The Company respects the right of each of its Personnel to participate in the political process and to engage in political activities. While involved in civic affairs, Personnel must make clear at all times their views and actions are not reflective of those of the Company. Personnel must comply with all applicable laws and regulations pertaining to political contributions and to participation in election campaigns. Company Senior Management must authorize Company loans, donations or gifts to any community or charitable organization.
7. **Outside Activities.** Personnel should ensure that participation in financial, business, political or other activities outside their Company-related responsibilities is lawful and is free of conflict or of potential conflict with their duties to the Company. Participation in outside activities must not interfere with the performance of these duties.
8. **Conflicts of Interest.** Personnel have an obligation to conduct business without actual or potential conflicts of interest. An actual or potential conflict of interest occurs when an individual is in a position to influence a Company decision and that decision may result in personal gain for the individual, a family member, relative

or close friend. For the purposes of this Policy, a relative is any person who is related by blood or marriage or a person whose relationship with the individual is similar to that of person who is related by blood or marriage. Personal gains may occur when an individual, relative, or close friend has a significant ownership interest in an entity with which the Company does business or also when an individual, relative, or close friend receives a kickback, bribe, gift, or special consideration as a result of business dealings involving the Company. If any Personnel have any influence on Company's business dealings, it is imperative and is required that such individual(s) disclose to Company Senior Management the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

9. **Company Opportunities.** Personnel owe a duty to the Company to advance its legitimate interests when carrying out their duties and responsibilities. Personnel are prohibited from (i) taking for themselves opportunities that arise through the use of Company property, information, or position, (ii) using corporate property, information or position for personal gain, and (iii) competing with the Company.
10. **Fairness.** Personnel, in carrying out duties and responsibilities, should endeavor to deal fairly with other Personnel and the Company's customers, suppliers and competitors. No Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing.
11. **Third Parties.** Company Representatives are expected to observe similar standards of conduct as those found throughout this Policy. Personnel should take care to engage with only those individuals and businesses that observe standards at least as stringent as those found in this Policy.
12. **Reporting.** If any individual subject to this Policy becomes aware of any conduct that s/he believes may violate this Policy or its procedures, that individual has a responsibility to promptly make a report. Further, any Personnel who have questions or believe that a violation of this Policy may have or has occurred or will occur should discuss the matter with an appropriate Company resource, such as a supervisor or manager. If the circumstances are such that it would be inappropriate or uncomfortable to follow this route, individuals may contact any member of the Company's HR or Legal Department. Alternatively, an individual may call the Company's Ethics and Audit Hotline at (801) 334-1590 and deliver a confidential message according to the instructions provided. Messages left on the Hotline are only accessed by the Legal Department or its advisors. The Company will give prompt attention to any report.
13. **Non-Retaliation Assured.** The Company will not retaliate against anyone for good faith reporting of a suspected violation of law or this Policy. Personnel and Company Representatives who fail to adhere to this Policy, including the reporting requirements, will be held accountable. Violations of this Policy can lead to disciplinary action, up to and including termination, both for Personnel and Company Representatives. The specific action taken in any particular reported case will vary based on specific circumstances reported and may be determined by any contractual agreement between Company and the party that violated or is suspected to have violated this Policy.
14. **Amendment.** The Company may amend this Policy at any time in the Company's sole discretion. Note that members of the Company Legal Department at all times act in the best interest of the Company and do not act as personal representatives or lawyers of, or counsel to, Personnel or Company Representatives.