

## NUTRACEUTICAL INTERNATIONAL CORPORATION CODE OF ETHICS

This Code of Ethics applies to all employees, officers, executive officers (collectively, “employees” and each, an “employee”) and directors of Nutraceutical International Corporation and its direct and indirect subsidiaries (collectively, the “Company”).

The Company believes that all business activities should be conducted with honesty, integrity and the highest standards of ethical behavior. Basic principles should guide employee conduct—good judgment, personal honesty and sound business ethics. These principles require that employees strive to avoid conflicts of interest, to comply with laws that govern the Company’s business, and to be honest and fair in all work activities and relationships.

Without limiting these general principles, the Company Code of Ethics includes the following:

1. It is the Company’s goal to comply with all applicable laws, rules and regulations that are applicable to its business. Employees should strive to comply with these laws, rules and regulations in carrying out the affairs of the Company and report suspected or actual violations by other employees to Senior Management. These laws include, without limitation, those that pertain to the manufacture, labeling, marketing and sale of the Company’s products, the Foreign Corrupt Practices Act, and antitrust and competition laws throughout the world.
2. 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. Employees should take necessary actions to help ensure full, fair, accurate, timely and understandable disclosure in reports and documents filed or submitted to the SEC, other government agencies and with respect to other related public communications.
3. Company assets, materials and resources, regardless of presumed or perceived value, are the property of the Company and must be accounted for and treated as such. Care should be taken to preserve and maintain these assets, materials and resources, and removal or disposal must have prior executive approval or follow established procedures. Personal use of Company assets, materials and resources is discouraged and should follow established procedures.
4. Business decisions affecting the Company should be made impartially on the basis of appropriate factors such as price, quality, service and financial responsibility. Employees must avoid accepting any gift or hospitality from a supplier or potential supplier if it has the effect—or appearance—of influencing business decisions. Occasional meals, entertainment or other hospitality (including cultural, social and sporting events) to enhance responsible business or customer relations at a reasonable cost under the circumstances are acceptable, but should be discussed in advance with the employee’s supervisor if they are more than nominal in value, are outside of normal and customary circumstances or become repetitive.
5. An individual employee should not use the Company’s name, influence or purchasing power to obtain a personal discount or rebate unless communicated and made available to other employees.
6. Employees should protect Company confidential and proprietary information and use it only for Company purposes and not for personal benefit or the benefit of third parties as well as in compliance with their applicable Employee Agreement.
7. Employees should ensure that participation in financial, business and other activities outside their jobs is lawful and free of conflicts or the likelihood of potential conflicts with Company responsibilities. Likewise, employees should ensure that participation in professional, civic, religious, charitable or educational activities does not interfere with the performance of job duties. Employees should avoid business activities that involve a conflict of interest or, if a question exists, disclose these interests to their supervisor and resolve them to the Company’s satisfaction.

8. Employees must exercise good judgment in all relationships with government officials and must strive to comply with all applicable laws or regulations pertaining to such relationships as well as those pertaining to donations to or participation in election campaigns. Company loans or gifts to community or charitable organizations may only be made in accordance with applicable laws after executive authorization. An employee accepting public office acts as an individual, not as a representative of the Company. The individual should perform these public duties to the best of his or her ability and abstain from votes or decisions that could create a conflict with the Company's interests. Employees seeking a public office that requires time away from work must comply with Company policy regarding absenteeism and leaves of absence.
9. Employees are expected to comply with other policies and guidelines of the Company, including the Company's Trading Policy (Nutraceutical Policy Regarding Transactions in Securities).
10. Directors, consultants, independent contractors and suppliers are requested and expected to observe similar standards of conduct as those found in this Code of Ethics. Employees should take care to engage or do business with only those individuals and entities that observe such standards.

The Company takes the Code of Ethics seriously and encourages its employees to ask questions if there are areas of concern, suspected violations or actual violations. The Company will not retaliate against any employee for the good faith reporting of a suspected violation of law or policy. Employees who have failed to adhere to the Code of Ethics will be held accountable. The specific action taken in any particular reported case will vary based on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Violations of this Code of Ethics can lead to disciplinary action, up to and including termination.

An employee who has questions or believes another employee has violated the Code of Ethics should discuss the matter with an appropriate Company resource or person. That person might be a supervisor or manager. If the circumstances are such that it would be inappropriate or uncomfortable to follow this route, an employee may contact a member of the HR Department or Senior Management. Alternatively, an employee 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, except that concerns related to accounting, auditing or internal control matters may be communicated or referred directly to the Audit Committee of the Board of Directors. The Company will give prompt attention to any report.

This policy may be amended at any time. Waivers from this Code of Ethics for senior executives or Board members require the consent of the board of directors and may require public disclosure. Note that members of the Legal Department do not act as personal representatives or lawyers of employees.

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