

BLYTH, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors has adopted these Guidelines to further its longstanding goal of providing effective governance of the Corporation's business and affairs for the long-term benefit of the Corporation's stockholders. These Guidelines are reviewed periodically and revised as appropriate to ensure the effective functioning of the Board of Directors and high quality corporate governance.

Board Responsibilities

1. Basic Responsibilities of Board Members. The primary responsibility of members of the Corporation's Board of Directors is to promote the best interests of the Corporation and its stockholders by overseeing the management of the Corporation's business and affairs. In doing so Board members have two basic legal obligations to the Corporation and its stockholders: (a) the duty of care, which generally requires that Board members exercise appropriate diligence in making decisions and in overseeing management of the Corporation, and (b) the duty of loyalty, which generally requires that Board members make decisions based on the best interests of the Corporation and its stockholders and without regard to any personal interest.

2. Conflicts of Interest and Corporate Opportunities. If a Board member develops an actual or potential conflict of interest with the Corporation, he or she should report the conflict immediately to the Chairman of the Board and Chief Executive Officer and the Chairman of the Nominating & Governance Committee. A significant conflict must be resolved, or the Board member should resign. If a Board member (or any member of his or her immediate family) has a personal interest in a matter before the Board, he or she must disclose to the full Board the material facts as to his or her relationship or interest. If a Board member becomes aware of a corporate opportunity that could benefit the Corporation, he or she must first present the opportunity to the Board of Directors for consideration and not attempt to personally profit from the opportunity unless the Corporation declines in writing to pursue it.

3. Delegation to Committees. The Board of Directors may exercise its authority through Board committees in accordance with the Corporation's bylaws.

Board Composition

4. Chairman of the Board and Chief Executive Officer. The Chairman of the Board and Chief Executive Officer can be separate or consolidated positions as the Board may determine to obtain the best solution for governance and Board functioning.

5. Size and Classification of Board. The Corporation's bylaws provide that the Board of Directors shall consist of not less than three members (with the exact number to be determined from time to time by a majority of the Board), divided into three classes (as nearly equal in number as possible) having staggered terms of three years each. The Board should be neither too small to maintain the needed expertise and independence, nor too large to function effectively. The Board of Directors currently consists of ten directors and believes that the optimal number of Board members is between seven and ten, allowing, however, for changing circumstances that may warrant a higher or lower number from time to time.

6. Selection of New Director Candidates. The Board of Directors has a duty to the Corporation's stockholders to identify the most qualified candidates to serve as Board members. The Board is responsible for recommending director candidates for election by the stockholders and for electing directors to fill vacancies or newly created directorships. The Board has delegated the screening and evaluation process for director candidates to the Nominating & Governance Committee, which will identify, evaluate and recruit highly qualified director candidates and recommend them to the Chairman and to the Board.

7. Board Membership Criteria. The Nominating & Governance Committee is responsible for establishing and reviewing with the Board annually the criteria for Board membership. Candidates nominated for election or reelection to the Board of Directors should possess the following qualifications:

- Integrity -- Shows high ethical standards, integrity, strength of character and willingness to act on and be accountable for his or her decisions.
- Maturity -- Assertive, responsible, supportive, respectful and open to others.
- Judgment -- Decisions show intelligence, wisdom, thoughtfulness; willing to discuss issues thoroughly, ask questions, express reservations and voice dissent. Record of good decisions shows that duties will be discharged in good faith and in the best interests of the Corporation.
- Leadership -- History of skill in understanding, managing, and motivating talented managers and employees.
- Standards -- History of achievements shows high standards for self and others.
- Strategic Vision -- Strategic insight and direction in innovation, key trends, and challenging the Corporation to sharpen its vision.
- Time and Willingness -- Ability, willingness and energy to prepare fully before meetings, attend and participate meaningfully, and be available to management between meetings, especially in light of any other commitments.
- Continuous Improvement -- Stays current on major issues, and on Director's responsibilities.

The Committee has also adopted the following list of qualities and skills that the Committee believes one or more of the Corporation's Directors should possess.

- Financial Acumen -- Understanding balance sheets, income and cash flow statements, financial ratios and other indices for evaluating Corporation performance; experience in financial accounting, corporate finance, trends in debt and equity markets; familiarity with internal financial controls.
- Management Experience -- Hands on understanding of corporate management trends in general and in the Corporation's segments.
- Knowledge Base -- Unique experience and skills in areas where the Corporation does business, including manufacturing, marketing and technology relevant to the Corporation.
- International Vision -- Experience in global markets, issues and practices.
- Diversity -- Enhances the Board's perspective through diversity in gender, ethnic background, geographic origin, or professional experience (public, private, and non-profit sectors). Nomination of a candidate should not be based solely on these factors.

8. Majority of Independent Directors. The Board of Directors will have a majority of members who meet the applicable independence requirements of the New York Stock Exchange and any other applicable law. The Board will affirmatively determine on an annual basis and the Corporation will disclose as required, as to each Board member whether he or she is independent. The Board will make each such independence determination following the receipt of the recommendation and findings of the Nominating & Governance Committee.

9. Extending Invitation to Potential Director to Join Board. The invitation to a prospective Board member to join the Board of Directors will be extended, on behalf of the Board by the Chairman of the Board of the Corporation.

10. Director Orientation. Through a review of background material, meetings with senior management and visits to Corporation facilities, the Board and Management will conduct a comprehensive orientation process for new Directors to become familiar with their responsibilities as Directors under law and the New York Stock Exchange Listing Standards, the Corporation's strategic direction, core values (including ethics, corporate governance, significant financial, accounting and risk management issues), its senior management, and its internal and independent auditors. and other key policies and practices.

11. Director Continuing Education. The Board also recognizes the importance of continuing education for its Directors. Therefore it is the responsibility of the Nominating and Corporate Governance Committee to advise the independent Directors about the following:

- Educational programs supplemental to the initial orientation to explain the Corporation's business operations, including its technology, products and market position.

- Access to, or notice of, external continuing educational programs that are designed to keep Directors abreast of the latest developments in corporate governance matters and critical issues relating to the operation of public companies.
- Material that contains information pertaining to (i) the Corporation's industry and (ii) comparisons of the Corporation with its major competitors.
- Periodic visits to operating units, plants and laboratories, normally as part of regularly scheduled Board meetings.
- A legal review for the Board, at least annually, of (i) the status of major litigation, (ii) compliance with significant regulatory requirements affecting the Corporation and (iii) corporate governance matters.

12. Mandatory Retirement. Each Board member, upon reaching the age of seventy-two (72) years, will resign effective upon the next Board meeting.

13. Offer of Resignation. Any Board member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, shall take effect at the time of its receipt by the Chairman of the Board or the Secretary of the Corporation.

14. Term Limits. There are no term limits for service on the Board of Directors. The absence of term limits allows the Corporation to retain Board members who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole.

15. Limit on Number of Other Directorships and Other Commitments. Service as a member of the Corporation's Board of Directors is a significant commitment in terms of both time and responsibility. Accordingly, each Board member is encouraged to limit the number of other public corporation boards on which he or she serves and be mindful of his or her other existing and planned future commitments, so that such other directorships and commitments do not materially interfere with his or her service as an effective and active member of the Corporation's Board. No Board member may serve on the boards of more than four other public corporations. Board members must advise the Chairman of the Board and Chief Executive Officer and the Chairman of the Nominating & Governance Committee in advance of accepting an invitation to serve on another public corporation board. A Board member will tender his or her resignation for consideration by the Board in the event of retirement or other substantial change in the nature of the director's employment or other significant responsibilities.

Board Operation

16. Scheduling Board Meetings. The Chairman of the Board and Chief Executive Officer, in consultation with other Board members, will determine the timing and length of Board Meetings. The Board expects that five regular meetings per year at appropriate intervals are in general desirable for the performance of the Board's responsibilities. In addition to regularly scheduled meetings, special Board meetings may be called upon appropriate notice at any time to address specific needs of the Corporation.

17. Selecting Agenda Items for Board Meetings. The Chairman of the Board and Chief Executive Officer will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda, request the presence of or a report by any member of the Corporation's management, or raise at any Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year the Board will review and approve the Corporation's annual business plan and budget. The Board also will review, on an annual basis, the Corporation's long-term strategic direction.

18. Meeting Attendance and Preparation. Board members are expected to attend all Board meetings and meetings of committees on which they serve, to spend the time needed to review materials in advance of such meetings, to participate in such meetings, and to meet as frequently as necessary to properly discharge their responsibilities. In advance of each Board meeting and Board committee meeting, Board members will receive the proposed agenda and other materials important to the Board's understanding of the matters to be considered.

19. Board Access to Management. The Board has complete and open access to any member of the Corporation's management. In addition, members of the Corporation's senior management routinely attend Board meetings and Board committee meetings and, together with other managers, brief the Board and its committees on particular topics. The Board encourages the Corporation's senior management to offer presentations at such meetings by managers who can provide additional insight into items being considered or who have potential for greater responsibility and should be given exposure to the Board.

20. Board Access to Independent Advisors. The Board of Directors and each Board committee have the authority, to the extent they deem necessary or appropriate to carry out their respective duties, to retain independent legal, financial or other advisors and to approve each such advisor's fees and other retention terms.

21. Executive Sessions of Non-Management Directors. Non-management Board members will meet without management present at least twice annually at regularly scheduled executive sessions and at such other times as they may deem necessary or appropriate. The Chairman of the Nominating & Governance Committee will preside at these meetings.

Board Committees

22. Types and Responsibilities of Committees. The Board of Directors will at all times have an Audit Committee, a Compensation Committee and a Nominating & Governance Committee, each consisting of at least three independent members. Each committee will have a charter that sets forth the purpose and responsibilities of the committee.

23. Assignment of Committee Members. The Board of Directors, upon the recommendation of the Nominating & Governance Committee, will appoint committee members. In making its recommendation to the Chairman and the Board, the Nominating & Governance Committee will consider several factors, such as (a) each Board member's desires, tenure and subject-matter expertise, (b) the need for both continuity and fresh ideas and perspectives, and (c) applicable Securities and Exchange Commission, Internal Revenue Service, New York Stock Exchange, and other legal requirements, and shall make recommendations to the Board regarding the appointment of directors to Committees of the Board, as well as, the selection of their respective Chairpersons.

24. Independence and Qualification. Each member of the Audit Committee, Compensation Committee and Nominating & Governance Committee will meet the applicable independence and qualification requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, and any other applicable law.

25. Limit on Number of Outside Audit Committee Memberships. Given the significant time demands and responsibilities of serving on a public corporation audit committee, no member of the Audit Committee may serve on more than two other public corporation audit committees.

26. Committee Meeting Frequency, Length and Agendas. The Chairman of each Board committee, in consultation with the committee members and appropriate members of management, will (a) determine the frequency and length of committee meetings, and (b) develop the agenda for each committee meeting. The Nominating and Governance Committee shall meet at least two (2) times a year.

27. Succession Planning and Management Development. In consultation with the Chairman of the Board and Chief Executive Officer, the Nominating & Governance Committee will make an annual report to the Board of Directors on succession planning. The entire Board will work with the Nominating & Governance Committee and the Chairman of the Board and Chief Executive Officer to evaluate potential successors to the Chairman of the Board and Chief Executive Officer and other members of executive management. The Chairman of the Board and Chief Executive Officer will at all times make available his (her) recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Nominating and Corporate Governance Committee as part of their regular duties will maintain a dialogue with the Chairman and Chief Executive Officer as part of a formal process to determine a successor or successors upon the retirement of the Chairman and Chief Executive Officer. The Committee shall share the current status of this process to the entire Board on a regular basis not less than once per year. The Chairman

and Chief Executive Officer shall at all times maintain, in the possession of the General Counsel, a sealed envelope addressed to the Chair of the Committee of Independent Directors, containing his recommendation as to his successor for both positions in the event of an unexpected disability.

Board Compensation

28. Compensation of Directors. Compensation of Members of the Board of Directors and its Committees will be administered by the Nominating and Corporate Governance Committee based on these guiding principles: (a) compensation should pay directors for work required in a company of Blyth's size and scope, (b) compensation should align directors' interests with the long term interests of shareowners; and (c) the structure of the compensation should be simple, transparent, and easy for shareowners to understand.

29. Annual Review. The Nominating and Corporate Governance Committee with input from management and, as appropriate, consultants will conduct an annual review of Director compensation. The review will include information obtained from one or more third-party reports or surveys in order to compare the Corporation's Board compensation practices with those of other public companies of comparable size. In making its recommendation to the Board, the Nominating and Corporate Governance Committee will consider that Board members' independence may be jeopardized if Board compensation exceeds appropriate levels, if the Corporation makes substantial charitable contributions to organizations with which a Board member is affiliated, or if the Corporation enters into material consulting arrangements with (or provides other indirect forms of compensation to) a Board member or an organization with which a Board member is affiliated.

30. Audit Committee. Members of the Audit Committee may not directly or indirectly receive any compensation from the corporation other than their directors' compensation.

31. Expenses. Directors are reimbursed for travel expenses incurred in connection with their duties as directors.

32. Employee Board Members. Board members who are also employees of the Corporation receive no additional compensation for serving on the Board of Directors.

Other Practices

33. Prohibition on Personal Loans. The Corporation will not extend, or maintain credit or arrange for the extension of credit, or renew credit, in the form of a personal loan to or for any Board member or member of the Corporation's executive management.

34. No Repricing of Stock Options. The Corporation will not reprice stock options for any reason (including, without limitation, by canceling an outstanding option and replacing such option with a new option with a lower exercise price).

35. Stock Ownership. The Board believes that significant stock ownership by Board members further aligns their interests with the interests of the Corporation's stockholders. Accordingly, the Board has established a policy of stock ownership that, within three (3) years after joining the Board, each Board member own Corporation shares valued at five (5) times the Board member's annual retainer fee.

36. Confidential Voting. All stockholder proxies, ballots and voting materials that identify the votes of specific stockholders will be kept confidential and not disclosed to the Corporation, unless (a) required by law, (b) a stockholder expressly requests disclosure of the stockholder's vote, or (c) there is a proxy contest.

37. Annual Performance Evaluations. The Nominating & Governance Committee will establish appropriate performance criteria and processes for, and implement and oversee, an annual performance evaluation of each Board member, each committee of the Board, and the Board of Directors as a whole. The Nominating & Governance Committee will report the

results of these evaluations to the Chairman and the Board of Directors and with the Board identify opportunities to improve the effectiveness of the Board and its Committees.

38. Interaction with Institutional Investors, Press, Customers and Other Stakeholders. The Board of Directors believes that it is Corporation management's responsibility to speak for the Corporation. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board and Chief Executive Officer. In those instances in which it is necessary for an individual Board member to speak with outside constituencies, it is expected that he or she will do so only with the knowledge of the Chairman of the Board and Chief Executive Officer and, absent unusual circumstances, only at the request of the Chairman of the Board and Chief Executive Officer.

39. Code of Conduct. The Board will sponsor a Code of Conduct which promotes the highest ethical standards in all of the Corporation's business dealings.