

## **Nutrition 21, Inc. Standards of Business Conduct**

**The Standards of Business Conduct apply to all Nutrition 21 directors, officers and employees.**

**We manage our business in full compliance with all laws and regulatory requirements.**

**Regulatory Compliance:** We are aware of and strictly obey the laws and regulations that govern the global management of our business. We are responsible for understanding these laws and regulations as they apply to our jobs and for preventing, detecting, and reporting instances of non-compliance to a Nutrition 21's Chief Executive Officer or General Counsel and/or the Business Conduct Line. There are no circumstances at Nutrition 21 that would allow us to disregard any law or regulatory requirement in the conduct of our business, and no such activity will be tolerated.

**Lobbying:** We recognize our right to lobby on behalf of issues that affect our company and business operations. We will conduct our lobbying activities in full compliance with the laws and regulations governing these activities.

**Political Activities and Contributions:** Nutrition 21 employees are encouraged to exercise their right to participate in political activities. Any decision to become involved is entirely personal and voluntary. Employees' political activities are done on their own time and with their own resources. We do not represent ourselves as acting on behalf of and/or speaking for Nutrition 21 without permission from the Chief Executive Officer or the General Counsel.

**Regulatory Investigations, Inspections, and Inquiries:** We are direct, honest, and truthful in our discussions with regulatory agency representatives and government officials. During investigations, inspections, and inquiries we work with Nutrition 21's Legal Department members and cooperate by responding to appropriate requests for information.

**International Business Activities:** Nutrition 21 acknowledges and respects the diverse cultures, customs, and business practices it encounters in the international marketplace. Nutrition 21 will comply with both the applicable U.S. laws and regulations that govern its operations and local laws wherever it does business.

**Sensitive Payments:** Nutrition 21 complies with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act ("FCPA"). In full compliance with the FCPA, Nutrition 21 and its agents/partners/representatives will not make any direct or indirect payments or promises of payment to foreign government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain Nutrition 21 business.

**Anti-Boycott Requirements:** Nutrition 21 complies with U.S. law that prohibits participation in international boycotts that are not sanctioned by the U.S. government.

**Export Control:** In order to protect U.S. national security, implement U.S. foreign policy, and preserve scarce resources, the United States government restricts the export of certain technology and products. We strictly observe all restrictions placed on the export and re-export of a U.S. product or component of a product, good, service, or technical data.

**Fair Competition and Antitrust:** We encounter laws and regulations designed to promote fair competition and encourage ethical and legal behavior among competitors. Antitrust laws and fair competition laws generally prohibit any activity that restrains free trade and limits competition. We conduct our business in full compliance with these laws.

**We build and maintain the trust and respect of our customers, consumers, partners, and shareholders.**

**Responsible Leadership:** We manage our business responsibly in order to maintain the confidence, respect, and trust of our customers, consumers, partners, shareholders, and other audiences. We are committed to acting with integrity, investing in new product development, being responsive and accountable to our customers and partners, and remaining a leader in our field.

**Product and Service Quality:** Nutrition 21's products and solutions are developed and managed to meet the expectations of our customers, consumers, and partners for high quality and exceptional service. We continually seek new ways to improve our products, service, and responsiveness.

**Communication:** We establish and maintain clear, honest, and open communications; listen carefully; and build our relationships on trust, respect, and mutual understanding. We are accountable and responsive to the needs of our customers, consumers, and partners and take our commitments to them seriously. Our advertising, sales, and

promotional literature seeks to be truthful, accurate, and free from false claims. We provide our shareholders with timely and appropriate information subject only to competitive and legal constraints.

**Obtaining Competitive Information:** Nutrition 21 has an obligation, and is entitled, to keep up with developments in our industry, including obtaining information about our competitors. We obtain information about our competitors through honest, ethical, and legal methods.

**Vendors:** Nutrition 21 vendors must adhere to the highest standards of ethical behavior and regulatory compliance and operate in the best interest of Nutrition 21. Vendors are expected to provide high-quality services and products while maintaining flexibility and cost-effectiveness. We do not engage in any unethical or illegal conduct with our vendors. We do not accept incentives such as kickbacks or bribes in return for conducting business with them.

**We are responsible stewards in the use, protection, and management of Nutrition 21's assets.**

**Financial Integrity:** We honestly and accurately record and report all business information. We comply with all local, state, and federal laws regarding record completion and accuracy. We require that all financial transactions are executed in accordance with management's authorization, and are recorded in a proper manner in order to maintain accountability for Nutrition 21's assets. Our financial information reflects only actual transactions and is in compliance with Nutrition 21 and other applicable accounting practices.

**Use and Protection of Assets:** We wisely use and protect the assets of the company, including property (both physical and intellectual), supplies, consumables, and equipment. We use these assets exclusively for Nutrition 21's business purposes.

**Fiscal Responsibility:** Nutrition 21 employees exercise good stewardship over and spend Nutrition 21's funds in a responsible manner.

**Use of Information:** Use of company-provided information is authorized for legitimate Nutrition 21 business-related purposes. We do not create, access, store, print, solicit, or send any material that is intimidating, harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate, nor do we send any false, derogatory, or malicious communications.

**Intellectual Property:** We comply with the laws and regulations that govern the rights to and protection of our own and others' copyrights, trademarks, patents, trade secrets, and other forms of intellectual property.

**Creation, Retention, and Disposal of Records and Information Assets:** We create, retain, and dispose of our business records and information assets, both written and electronic, as part of our normal course of business in full compliance with all Nutrition 21 policies and guidelines, and all regulatory and legal requirements.

**Confidential and Proprietary Information:** We respect our ethical and legal responsibilities to protect Nutrition 21's confidential and proprietary non-public information and communicate it only as necessary to conduct Nutrition 21's business. We do not use this information for our personal advantage or for non-Nutrition 21 business use, and maintain this confidentiality even after Nutrition 21 no longer employs us.

**Third-Party Information:** We use third-party information only in accordance with its associated licenses and/or terms of use.

**Insider Information and Securities Trading:** In the course of doing business for Nutrition 21 or in discussions with one of its customers, vendors, or partners, we may become aware of material non-public information about that organization. Information is considered "material" if it might be used by an investor to make a decision to trade in the public securities of the company. Individuals who have access to this type of information are called "insiders." We only discuss this information on a limited, strict "need to know" basis internally, and do not share it with anyone outside Nutrition 21. We do not buy or sell the public securities of a company, including our own, if we have such information, and we do not share ("tip") this information with others. Because of the extremely sensitive nature of and severe penalties associated with "insider trading" and "tipping," contact Nutrition 21's Law Department before you buy or sell public securities in situations that could be of this nature. All purchases or sales of Nutrition 21 securities must also be in accordance with all Nutrition 21 policies and guidelines

**Conflicts of Interest:** Nutrition 21 employees are expected to act at all times in Nutrition 21's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties. Both in the performance of our duties for Nutrition 21 and our outside activities, we seek to avoid the appearance of, as well as an actual, conflict of interest.

**Gifts and Entertainment:** Nutrition 21 policy and practice encourage the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Gift giving and entertainment practices may vary in different cultures; however, any gifts and entertainment given or received must be in compliance with law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice. We do not solicit gifts, entertainment, or favors of any value from persons or firms with which Nutrition 21 actually or potentially does business. Nor do we act in a manner that would place any vendor or customer in a position where he/she may feel obligated to make a gift, provide entertainment, or provide personal favors in order to do business or continue to do business with Nutrition 21.

**Purchasing Decisions and Practices:** In our purchasing decisions, negotiations, contract development, and contract administration we comply with the applicable laws and regulations that govern those relationships.

**We promote a diverse, cooperative, and productive work environment.**

**Openness, Honesty, and Respect:** In our relationships with each other, we strive to be open, honest, and respectful in sharing our ideas and thoughts, and in receiving input.

**Diversity:** Nutrition 21 promotes and supports a diverse workforce at all levels of the company. It is our belief that creating a work environment that enables us to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in our products and services.

**Equal Employment Opportunity:** Nutrition 21 promotes a cooperative and productive work environment by supporting the cultural and ethnic diversity of its workforce and is committed to providing equal employment opportunity to all qualified employees and applicants. We do not unlawfully discriminate on the basis of race, color, sex, sexual orientation, religion, national origin, marital status, age, disability, or veteran status in any personnel practice, including recruitment, hiring, training, promotion, and discipline. We take allegations of harassment and unlawful discrimination seriously and address all such concerns that are raised regarding this policy.

**Safety and Health:** A safe and clean work environment is important to the well-being of all Nutrition 21 employees. Nutrition 21 complies with applicable safety and health regulations and appropriate practices.

**We are responsible, caring members of the global community.**

**Citizenship and Community Service:** We have a strong commitment to the improvement of society as well as the communities we serve and in which we operate. We encourage the support of charitable, civic, educational, and cultural causes.

**Respect for the Environment:** Nutrition 21 respects the environment and our natural resources. We comply with all laws and regulations regarding the use and preservation of our land, air, and water.

Adopted April 19, 2004