

## **Nutrition 21, Inc. Business Conduct and Compliance Program**

### **Administration and Enforcement**

Nutrition 21's Legal Department is responsible for the overall administration of the company's Business Conduct and Compliance Program and for providing employees with resources and materials to assist them in conducting their business activities in a legal and ethical manner.

The General Counsel serves as the company's Chief Compliance Officer and has overall responsibility for the management of the program. The General Counsel reports directly to the CEO and, for this purpose, to the Audit Committee of the Board of Directors. The General Counsel serves as an Officer of Legal Compliance. This responsibility includes, but is not limited to, applying the Standards of Business Conduct to specific situations in which questions may arise and interpreting the Standards of Business Conduct in a particular situation.

The Standards of Business Conduct and the Business Conduct and Compliance Program are endorsed by and have the full support of Nutrition 21's Board of Directors.

Violations of Nutrition 21's Standards of Business Conduct cannot and will not be tolerated. Consequences for such violations may include disciplinary action up to and including termination of employment. Individuals who have willfully failed to report known violations will also be subject to disciplinary action.

### **Resources for Guidance and Reporting**

It is your right and your responsibility to obtain guidance about a business practice and/or compliance issue when you are uncertain about what action you should take and to report instances of questionable behavior and/or possible violations of the Standards of Business Conduct.

If you need details on a specific policy, you may e-mail the General Counsel. If you need guidance regarding a business practice or compliance issue or wish to report questionable behavior and/or a possible violation, talk to your immediate supervisor, manager, another member of management, or the General Counsel.

You may also call Nutrition 21's Business Conduct Line at (914) 701-4523, and report your concerns to the General Counsel. Your phone calls to the Business Conduct Line

may be made anonymously. You may also send a letter to the General Counsel at Nutrition 21, Inc., 4 Manhattanville Road, Purchase, NY 10577, submitted anonymously if you choose to do so.

Nutrition 21 will handle all inquiries discreetly and make every effort to maintain, within the limits allowed by the law, the confidentiality of anyone requesting guidance or reporting questionable behavior and/or a possible violation.

Nutrition 21 will not tolerate any retribution or retaliation taken against any employee who has, in good faith, sought out advice or has reported questionable behavior and/or a possible violation. However, if any employee makes a knowingly false report of questionable behavior and/or a possible violation for the purpose of harming another individual, that employee will be subject to disciplinary action.

Adopted April 19, 2004