

**GNC HOLDINGS, INC.**

**CODE OF  
BUSINESS CONDUCT AND ETHICS**

## INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) is the guide to the policies and legal requirements that govern how GNC Holdings, Inc. and its subsidiaries (collectively, “GNC” or the “Company”) conduct business. This Code is a general reference for all GNC employees worldwide. No code of business conduct or ethics can effectively substitute for the thoughtful behavior of an ethical employee. This Code does, however, provide basic principles to help guide the behavior of our employees. Guidance on each key policy area is outlined for you with frequently asked questions (“FAQs”) at the end of each section in this Code. At any time, you may also contact the Corporate Compliance Group directly with your questions or concerns.

### Important Contact Information

#### **Corporate Compliance Group**

*(Questions or concerns pertaining to GNC policies & procedures, and legal requirements)*

- by e-mail: [compliance@gnc-hq.com](mailto:compliance@gnc-hq.com)
- by mail: Corporate Compliance Group  
300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222
- by phone: (866) 254-2710
- by fax: (412) 288-4764

#### **Loss Prevention Hotline**

*(Theft, policy abuse, and suspicious behavior)*

- by e-mail: [teletips@gnclossprevention.com](mailto:teletips@gnclossprevention.com)
- by mail: Loss Prevention  
300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222
- by phone: (877) 840-1719
- by fax: (412) 288-4655

#### **Employee Relations**

*(Questions or concerns pertaining to human resources issues)*

- by mail: Human Resources  
300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222
- by phone: (412) 338-8824
- by fax: (412) 288-2074

#### **Legal Department**

*(Questions or concerns pertaining to legal or regulatory issues)*

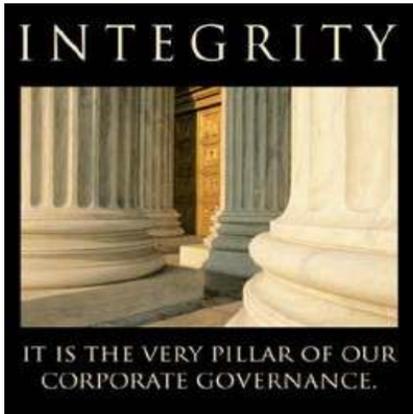
- by mail: Legal Department  
300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222
- by phone: (412) 288-4619
- by fax: (412) 338-8900

#### **Anonymous (“Whistleblower”) Hotline for Financial, Corruption, and Other Serious Business Concerns**

*(Report issues to Chief Legal Officer regarding accounting, internal control irregularities, corruption or serious business concerns)*

- Website: <https://www.openboard.info/gnc/index.cfm>  
**or click on the financial concern hotline hyperlink at the GNC intranet homepage**
- Voicemail: (866) 254-2710

## Web Page: GNC Confidential and Anonymous Hotline for Financial, Corruption, and Other Serious Business Concerns



### GNC Corporation Confidential and Anonymous Financial Concern Hotline

The SEC, in the final ruling regarding standards relating to Audit Committees, requires that **GNC** provide a facility for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters.

GNC is responsible for defining how we will comply with applicable laws and regulations (through systems, policies, and procedures); monitoring our efforts; and correcting non-compliance. It is your responsibility to contribute any comments through this interface regarding such accounting matters. Your message is encrypted and will be delivered directly to the Corporate Compliance Group.

Understanding and acting upon any issues that exist regarding financial, accounting and/or audit matters is an essential component to **GNC's** ability to take action and ensure the highest levels of financial fidelity.

Your message may be left in any one of three methods:

#### 1. Secure Web Form

[Click here](#) to access an Internet-based message interface that will deliver a message to the Corporate Compliance Group.

#### 2. Email

[Click here](#) to send a message to the Corporate Compliance Group.

#### 3. Voicemail

Call **866-254-2710** to leave a message with the Corporate Compliance Group. All voicemail messages will be electronically altered/disguised to ensure the confidentiality of your identity.



When you send a message using any of these methods, you will receive back a 15-digit code that can be used to access the status of your message. The Corporate Compliance Group may also use this to ask you, with complete confidentiality, for additional information regarding this issue.

To anonymously follow up on your message, please [click here](#). Thank you. Integrity is everyone's responsibility at **GNC**.

Information about known or suspected violations of laws or provisions of this Code by any employee, franchisee or vendor should be reported promptly to your supervisor or the Corporate Compliance Group. Our Corporate Compliance Group is comprised of senior representatives from our Legal, Loss Prevention, Internal Audit and Human Resources departments, and is responsible for, among other things, monitoring general compliance issues internally and reviewing reports submitted via the hotline. All concerns raised through the hotline will be examined.

## **OUR COMMITMENT**

At GNC, we've been developing quality products for over 70 years. As we have grown over the years, so has our commitment to quality. We have set the standard in the health and nutrition industry by demanding truth in labeling and ingredient safety and potency, while remaining on the cutting edge of nutritional science. We are the world's largest company of its kind, devoted exclusively to helping our customers improve their quality of life through better nutrition and healthier living.

From our scientific research and new product discovery to our manufacturing and packaging processes and finally our interaction with customers in our stores, everything GNC does is done with rigorous quality.

GNC is committed to pursuing sound growth and earnings goals. We will operate in the best interests of our customers, the Company and our stockholders. We will be forthright about our operations and performance, and exercise care in the use of our assets and resources.

At GNC, we are proud of our longstanding and strong commitment to the highest ethical standards in the conduct of our business around the world. We are focused on complying with the law and acting with the highest level of integrity at all times. This Code strengthens and reaffirms the basic requirements for our businesses and the behavior expected of each employee. We have developed this Code to ensure that we act with integrity and respect the trust placed in us by our customers, fellow employees, stockholders, regulatory agencies, supply chain partners and communities where we live and work.

In order to protect the best interests of our customers, the Company and our stockholders, the Board of Directors of the Company (the "Board") adopted this Code to:

1. promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
2. promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with the Securities and Exchange Commission (the "SEC") and in any other public communications made by the Company;
3. promote compliance with applicable governmental laws, rules and regulations;
4. promote the protection of Company assets, including corporate opportunities and confidential and proprietary information;
5. promote fair dealing practices;
6. deter wrongdoing; and
7. ensure accountability for adherence to this Code.

You are required to be familiar with this Code, comply with its provisions and report any suspected violations to your supervisor or the Corporate Compliance Group.

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## **I. OVERVIEW**

This Code is a guide to the Company's compliance structure, applicable laws and key policies and procedures that govern doing business in a legal and ethical manner. If you are an employee of GNC, you are at all times subject to, and are required to comply with, observe and carry out, the Company's rules, regulations, policies and codes of business conduct and/or ethics applicable to its employees generally and that are in effect from time to time, including, without limitation, this Code.

Compliance is a shared responsibility between the Company and employees. The Company is responsible for defining how GNC will comply with applicable laws and regulations (through systems, policies and procedures), monitoring our efforts and correcting any non-compliance. You are responsible for understanding and following the requirements described in this Code, and for seeking guidance when you need it. These requirements apply in all countries where we conduct business.

### **FAQs:**

#### **1. Who is required to follow this Code?**

All GNC employees worldwide are required to follow this Code.

#### **2. Who oversees this Code, and who can answer questions about it?**

The Audit Committee of the Board (the "Audit Committee") and the Corporate Compliance Group will oversee the Company's Compliance Program and this Code. The Senior Vice President and Chief Legal Officer of GNC has been appointed Chief Compliance Officer to implement and administer this Code.

The Corporate Compliance Group reports to the Audit Committee through the Chief Compliance Officer.

## **II. CONFIDENTIALITY AND ENFORCEMENT**

It is a goal of the Company to make you feel secure when participating in the Company's system of compliance. Confidentiality is a priority and every effort will be made to protect your identity whenever you interact with any element of the Compliance System. In some instances, however, it may not be possible to keep your identity confidential because of certain legal requirements.

Reports of violations may be received from a number of sources, including employees, outside parties or as a result of audit or litigation. Once a report is received by Loss Prevention, Human Resources, the Legal Department or the Corporate Compliance Group, it is promptly investigated. Depending on the nature of the violation or results of the investigation, disciplinary action, including termination, may or may not be taken.

GNC views all employees as critical to maintaining an effective compliance system. In addition to your personal responsibility for following the requirements described in this Code, you are

responsible for raising concerns about risks to the Company – ideally, before these risks become actual problems.

If you reasonably believe that another employee has violated, or may violate, a local, state or federal law, law of a foreign country or specific GNC policy or procedure, you must report that information immediately to your supervisor or a representative from Loss Prevention, Human Resources, the Legal Department, the Corporate Compliance Group or the Audit Committee. Whenever you are in doubt, you are required to report the information.

To encourage reports of such violations, the Company will not allow retaliation for reports of misconduct made in good faith. An employee or supervisor (references to “supervisor” in this Code mean supervisor and/or manager) who retaliates in any way against an employee who brings a complaint in good faith to the attention of management will be subject to discipline, including termination.

By raising concerns you provide management the opportunity to address potential problems. And since non-compliance can pose serious risks for GNC, customers, investors and employees, this is an important step.

The following chart shows some of the possible consequences of non-compliance:

<b>Consequences for GNC May Include</b>	<b>Consequences for an Employee May Include</b>
<ul style="list-style-type: none"> <li>▪ Prosecution, fines and other penalties for the improper conduct of its employees</li> <li>▪ Loss of business</li> <li>▪ Damage to GNC’s:               <ul style="list-style-type: none"> <li>- Good name;</li> <li>- Trade and customer relations; and</li> <li>- Business opportunities</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>▪ Prosecution, fines, imprisonment and other penalties for improper conduct</li> <li>▪ Termination of employment</li> <li>▪ Other forms of disciplinary action, as determined by the Company</li> <li>▪ Damage to your personal reputation</li> </ul>
<b>Consequences for the Public May Include</b>	<b>Consequences for Customers May Include</b>
<ul style="list-style-type: none"> <li>▪ Compromised product safety</li> </ul>	<ul style="list-style-type: none"> <li>▪ Loss of good faith in their dealings with GNC</li> </ul>
<b>Consequences for Investors May Include</b>	
<ul style="list-style-type: none"> <li>▪ Loss of confidence in GNC</li> <li>▪ Loss of investment value</li> </ul>	

**FAQs:**

**1. What are my compliance responsibilities?**

You are responsible for understanding and following all the laws and policies that apply to your job and level of responsibility. You are also responsible for seeking advice when needed, raising concerns and reporting violations of applicable laws and GNC policies or procedures. If you know of, or suspect, a violation of the requirements set out in this Code, you must notify your supervisor or report the matter to Loss Prevention, Human Resources, the Corporate Compliance Group or the Audit Committee, depending on the nature of the violation.

## **2. Please explain the responsibility of senior management and supervisors under this Code.**

Those who supervise others are required to comply with this Code and also set a good example for those in their reporting group and to ensure awareness by all GNC employees.

## **3. What happens if I report a violation of this Code?**

The Company will promptly and thoroughly investigate, or cause to be investigated, any report it receives. If you choose to identify yourself in the report, GNC will seek to keep your identity confidential to the extent practicable. If you do not wish to be identified, you have the opportunity to make a report anonymously by accessing our whistleblower hotline at <https://www.openboard.info/gnc/index.cfm>, clicking on the employee financial concern hotline hyperlink on the GNC intranet homepage, dialing (866) 254-2710 or emailing [gnc@openboard.info](mailto:gnc@openboard.info). The Corporate Compliance Group will maintain a log of each reported violation or alleged violation of this Code.

If you choose to make an anonymous report, you must understand that GNC may not be able to make as thorough an investigation as it could if you did identify yourself. You will be protected from any adverse impact on your job and from any other adverse consequences resulting from your following this Code, including assisting in an investigation or reporting a violation in good faith. To the extent appropriate under the circumstances in light of confidentiality concerns, the Corporate Compliance Group will provide feedback to any complainant, other than anonymous complainants, regarding the status or results of any inquiry regarding such alleged violation.

Employees should be aware that the Legal Department and those assisting the Legal Department are obligated to act in the best interests of GNC, and do not act as personal representatives or lawyers for GNC's employees. Retaliation in any form against an individual who reports a violation, even if the report is made in good faith but ultimately shown to be mistaken, is itself a violation of this Code.

## **4. How are investigations conducted?**

All reports will be investigated promptly and thoroughly, and will be treated as confidential to the extent possible. You will be protected from any adverse impact on your job and from any other adverse consequences resulting from your following this Code, including assisting an investigation or reporting in good faith a possible violation.

## **5. What are the consequences of violating this Code?**

It depends on the situation. GNC is not obligated to take any particular disciplinary action. The discipline imposed will take into account the nature, severity and frequency of the violation and could include an oral or written warning, suspension, restitution, termination of employment or referral for criminal prosecution or civil action.

Note that criminal prosecution is not within GNC's discretion; instead, it is within the discretion of the law enforcement and regulatory personnel, to whom GNC may refer any violation as appropriate. GNC is not committed to defending any violators of the laws described in this Code.

## **6. What must I do if I am asked to do something that I think violates this Code or is illegal?**

If you feel comfortable doing so, you should first discuss your concerns with your supervisor. If you are uncomfortable speaking to your supervisor about the issue or if your supervisor continues to insist on a course of action which you know or believe violates this Code, you must notify your supervisor or make a report to the Corporate Compliance Group or anonymously by accessing the whistleblower hotline at <https://www.openboard.info/gnc/index.cfm>, dialing (866) 254-2710 or emailing [gnc@openboard.info](mailto:gnc@openboard.info).

### **III. INSIDER TRADING POLICY AND INSIDE INFORMATION**

Employees who have access to confidential or material non-public information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing employees' trading in securities of the Company. This policy has been distributed to every employee. Any officer, director or employee who is uncertain about the legal rules involving his or her purchase or sale of any Company securities should consult with the Chief Compliance Officer under the insider trading policy before making any such purchase or sale.

#### **FAQs:**

#### **1. Does the insider trading policy apply to me?**

The insider trading policy applies to you if you work for GNC.

#### **2. If I get a “tip” on another stock, not GNC's stock, can I act on it and still be in compliance with the insider trading policy?**

Any information on another company that you obtain during the course of your work with GNC must not be used to trade stock. Remember that even if the insider trading policy does not apply to a particular situation, federal and state securities laws always apply, and the consequences for a violation of the securities laws can be severe.

**3. I understand that I cannot buy or sell GNC securities based on material non-public information, but can I advise a family member or friend to do so?**

No, you are not permitted to pass on material non-public information to others.

**4. A supplier has asked me for current comparable store sales information. Am I allowed to disclose this information?**

No, you must not pass on current financial information to anyone. You must politely refer them to the information available in the investor relations section of the Company website, [gnc.com](http://gnc.com). You may also refer them to the Securities and Exchange Commission website, [sec.gov](http://sec.gov), where they will be able to view all public filings by the Company. If they are unable to find the requested information from these sources, refer them to the Investor Relations Department.

#### **IV. CONFLICTS OF INTEREST**

You must not engage in any activity which creates a conflict of interest or even the appearance of a conflict of interest. The appearance of a conflict of interest can damage your reputation and that of GNC.

A conflict of interest arises when you put your personal, social, financial, business, political or other interests before the interests of the Company. A conflict of interest can arise when you (or a member of your family) takes actions or has interests that affect your objectivity and independent judgment or conduct in carrying out your duties and responsibilities for GNC. This includes having a financial interest, position or relationship with any person, firm or entity with which the Company does business. Conflicts of interest also arise when you (or a member of your family) receives improper personal benefits as a result of your position with the Company.

Conflicts of interest may include, but are not limited to, the following:

- loaning money to, or borrowing money from, individuals or companies that do business or compete with the Company;
- engaging in any outside business activity that is competitive with the Company; or
- serving on a board of directors of any supplier or competitor of the Company.

Note that loans by the Company to, or guarantees by the Company of the obligations of, you (or a member of your family) are of special concern and could typically constitute improper personal benefits. As a result, such loans or guarantees by the Company are expressly prohibited.

You should disclose any actual or potential conflicts of interest to your supervisor or the Corporate Compliance Group. You must also disclose any actual or potential conflicts of interest

whenever you are asked to certify your understanding of and adherence to this Code. Please note that many conflicts of interest can be resolved in a simple and mutually acceptable way.

### **Outside Business Activities or Personal Investments**

A conflict of interest exists if your outside business or other interests can affect your motivation or performance as a GNC employee. Any affiliation or employment with a competitor is not allowed.

Situations that could lead to a conflict or even the appearance of conflict must be avoided.

GNC respects your right to manage your investments and does not wish to interfere with your personal life. At the same time, you are responsible for avoiding situations that present – or create the appearance of – a potential conflict between your interests and those of the Company.

No employee may participate in outside business activities or personal investments that would:

- encroach on time which is required to be devoted to GNC duties;
- adversely affect performance;
- compete with GNC;
- involve the use of GNC equipment, supplies or facilities;
- imply GNC sponsorship or support; or
- adversely affect GNC.

GNC recognizes that there is an actual or potential conflict of interest when employees or their immediate families either obtain or seek to obtain a direct financial interest in a franchise store. These types of connections also lead to allegations of favoritism. Accordingly, employees and their immediate family members are not permitted to obtain a direct financial interest in a franchise store, unless they first make full disclosure of the relationship in writing to the Corporate Compliance Group and GNC waives the conflict of interest in writing. Disclosure may also be made on the Franchise or Employment Application.

Employees (or applicants) and franchisees (or applicants) are under a positive duty to make full disclosure of any immediate familial relationship at the time of application or if such a conflict of interest subsequently develops.

Employees and franchisees are also required to make full and immediate disclosure when they or any of their relatives have a direct or indirect financial interest in any supplier, vendor, contractor or competitor of GNC. Direct or indirect financial interest includes employment by, loans to and equity or ownership interest in such entity. Financial interest does not include owning less than 5% of the issued stock of any corporation traded on a public stock exchange, such as NASDAQ or the NYSE.

For the purposes of this Code, “immediate family members” include:

- spouses (including common-law, same-sex and former spouses);

- children (including step-children) and their respective spouses;
- grandchildren;
- parents; and
- siblings (including step-brothers and step-sisters, and half-brothers and half-sisters) and their respective children.

Except as otherwise provided in this section of this Code, outside business activities that are not expressly prohibited must be approved in writing by the employee's immediate supervisor. No outside business activity will be approved for employees that competes with GNC or may subject GNC to criticism or that will encroach upon an employee's working time or interfere with the employee's regular duties. Other outside activities may be approved in management's sole discretion.

There are additional outside business activities or personal investments that may create an actual or apparent conflict of interest. To be too specific involves the risk of restricting the application of this Code; however, there are additional obvious situations that can result in a conflict of interest, such as you or any of your immediately family members:

- having an interest in a transaction in which it is known that GNC is, or may be, interested;
- participating as "Friends and Family" in a public offering of any vendor, supplier, customer, contractor or competitor;
- purchasing syndicate shares, which are shares of stock being sold in a public offering that a brokerage firm seeking to curry favor with GNC has committed to purchase in block amounts of any vendor, supplier, customer, contractor or competitor; or
- investing in a company if, by virtue of your position with GNC, you have access to a vendor, supplier, customer, contractor or competitor's material, nonpublic information, or the ability to influence GNC's decision to do business with the supplier, customer, contractor or competitor or the offering broker.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or the Corporate Compliance Group.

## **Gifts and Entertainment**

It is never appropriate to ask for gifts or entertainment. Gifts can take the form of goods or services. From time to time, you may be offered gifts that are meant to show friendship, appreciation or thanks from people who do business with GNC. Generally speaking, accepting or giving gifts such as t-shirts, flowers, candy or other nominal items not to exceed \$100 in value is permitted, provided you do not ask for the gift and as long as the gift does not influence, or have the appearance of influencing, your objectivity or decision making. You may also accept certain types of business entertainment, as discussed below, if the business entertainment is not excessive or extravagant.

**A helpful rule of thumb: If accepting a gift or entertainment causes you to feel an obligation, do not accept it. No kickbacks of any kind will be tolerated.**

### *Prohibited Gifts and Entertainment*

Employees shall not under any circumstances accept from any business firm or individual that has, or is seeking to have, a business relationship with GNC (a) any commissions, share in profits, cash or any other payments, gift certificates or gift cards, loans or advances, or any labor, materials, services, repairs or improvements at no cost or at prices other than for fair market value or (b) except as expressly provided below, travel accommodations, event tickets, entertainment or other similar gratuities. Purchasing vendor products for personal use directly from a current or prospective vendor or supplier at a substantial discount (in excess of \$100) from normal published retail price is also considered a prohibited gift.

It must be stressed that this prohibition covers not only purchasing and sales representatives of GNC, but any GNC employee who could be influenced or appear to be influenced. This includes (by way of example only) any operating or maintenance employee who has a voice in the selection of products or vendors or any supervisor who is supervising the performance of a contract or transportation, advertising, insurance or similar services being furnished to GNC.

In addition, in accordance with the Company's FCPA policy, you are not permitted to promise, authorize, offer or make any payment or gift, including for travel and lodging, either directly or indirectly, to any foreign government official, except when done in compliance with that policy.

### *Handling Prohibited Gifts*

Any employee who receives a gift, the acceptance of which is prohibited, must promptly report it to the employee's immediate supervisor. The gift must be returned to the donor with a letter to the donor explaining GNC's policy.

### *Nominal Business Gifts Not Presumed to Be Prohibited*

As long as it does not influence, or have the appearance of influencing, objectivity or decision making, it is appropriate to accept an unsolicited business gift of \$100 or less in value in any one instance. If the value of the gift exceeds \$100, you must not accept the gift.

If you receive a nominal gift of a perishable nature (i.e., food), you must leave the gift in the workplace in an accessible location, so that as many other GNC personnel as possible may benefit from it.

Although you generally may accept unsolicited nominal gifts, you must obtain the approval of the Corporate Compliance Group in advance of accepting gifts from a single current or prospective vendor, supplier, customer, contractor or competitor worth more than a total of \$500 in any twelve-month period.

### *Certain Business Entertainment Not Presumed to Be Prohibited*

Certain business entertainment may be acceptable provided that the business entertainment is not excessive or extravagant. Business entertainment is appropriate and may be accepted when you:

- permit the host or another person present at a business meeting or discussion to provide lunch, dinner or beverages;
- attend a recreational or social outing provided by the host following a business meeting or discussion; or
- accept or participate in a type of entertainment or event with a person or group similar to the type of entertainment or event GNC has furnished that person or group.

**However, please note:**

- business entertainment must not be excessive or extravagant;
- business must be for legitimate business reasons and involve business-related discussions;
- GNC employees must not accept invitations to events from current or prospective vendors, suppliers, customers, contractors or competitors that are to last for more than one day and where the host would be paying travel, hotel or other related expenses;
- GNC employees may accept invitations to events from current or prospective vendors, suppliers, customers, contractors or competitors, provided that GNC pays all travel, hotel and other related expenses of its employees and the invitation is related to a specific business reason; and
- upon approval by the Corporate Compliance Group, a host may provide transportation on the host's company airplane to and from the site of permitted business activity and entertainment.

**Negative Statements about GNC; Public Disclosure**

It is a conflict of interest and inconsistent with your status as an employee of the Company to make any negative or disparaging statements about the Company or its businesses in public or in a public place. Any such statements are prohibited. Public places include, without limitation, social media web sites (Facebook, Twitter, etc.), Internet bulletin boards, chat rooms, personal web pages and blogs.

The Company is committed to providing accurate, complete, consistent and timely disclosure of information about the Company and its securities to the public in compliance with all applicable securities laws and regulations. Except for designated spokespersons, you are required to maintain the confidentiality of the Company's business and financial information and are prohibited from communicating such information to anyone outside the Company (including your family, friends and social acquaintances) except as required in the performance of your regular corporate duties. In order to assist you with your compliance with this Code, the Company has adopted a specific public communications and disclosure policy. This policy

applies to all employees of the Company and specifically addresses permissible and prohibited communications, including by social media (Facebook, Twitter, etc.).

### **Questions and Prior Authorizations or Approvals**

If you have questions about conflicts of interest, contact your supervisor or the Corporate Compliance Group.

Persons other than directors and executive officers who become aware of an actual or potential conflict should disclose such conflict in writing, and seek a determination and prior authorization and approval from, the Corporate Compliance Group. Directors and executive officers may seek such determinations and prior authorizations or approvals only from the Audit Committee.

### **FAQs:**

**1. A vendor has sent me a gift basket during the Christmas holiday season. Am I allowed to accept the gift?**

Yes, you may accept the gift if does not exceed the determined nominal value of \$100. However, you must make the gift available to as many other GNC personnel as possible by placing it in an accessible location in your workplace. You may not take the gift to your home or use the gift for personal consumption only.

**2. If I am at a business dinner or other gathering, which is primarily business related, and the vendor offers to pay my expenses, is that a prohibited gift or prohibited entertainment?**

Business dinners and functions are not considered to be prohibited gifts or prohibited entertainment if a significant purpose of the dinner is business related, your participation is in the ordinary course of business and the dinner or function is not excessive or extravagant. If a function or gathering lasts for more than one day or evening and/or involves other events, you must discuss your participation with your supervisor or the Corporate Compliance Group. You must not accept invitations to paid events from current or prospective vendors, suppliers, customers, contractors or competitors that are to last for more than one day. You may, however, participate in these types of events provided GNC pays all travel, hotel and other related expenses.

**3. My mutual fund purchases and/or holds securities of GNC partner/competitor companies. Does this cause a conflict of interest?**

You may freely invest in these funds without creating a conflict of interest.

## **V. EQUAL OPPORTUNITY AND HARASSMENT**

### **Equal Opportunity Statement**

GNC is an equal opportunity employer. GNC is committed to creating a work environment in which each employee has the opportunity to grow, develop and contribute fully to our collective success. Accordingly, GNC prohibits discrimination in hiring, promotion, discharge, compensation, benefits, job training or any other terms and conditions of employment on the basis of race, color, religion, sex, sexual orientation, national origin or ancestry, veteran status, disability, age, marital or domestic partner status or any other basis protected by applicable human rights laws.

In addition, in accordance with applicable human rights laws protecting qualified individuals with disabilities, GNC will attempt to accommodate those individuals unless doing so would create an undue hardship on GNC. Any qualified applicant or employee with a disability who requires an accommodation in order to perform the essential functions of their job should contact their supervisor to request an accommodation.

### **Definition of Harassment**

GNC is committed to providing a work environment free from all forms of discrimination and harassment. GNC promotes a work environment that fosters personal and professional development. GNC's policy is that any form of workplace harassment, including, but not limited to, sexual, racial, religious, age, national origin, citizenship or disability, will not be tolerated and any offenders will be subject to disciplinary action, including termination of their employment.

Sexual harassment is not only detrimental to the working environment but also demoralizing for everyone involved. Such harassment is illegal and a violation of GNC's policy prohibiting any and all forms of discrimination or harassment.

Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal, visual or physical conduct of a sexual nature. The following are considered illegal and violations of this Code:

- unwelcome sexual flirtations, advances or propositions;
- verbal abuse of a sexual nature;
- subtle pressure or requests for sexual activities;
- unnecessary touching of an individual;
- verbal commentaries about an individual's body;
- sexually degrading words used to describe an individual;
- a display in the workplace of sexually suggestive objects or pictures;
- sexually explicit or offensive jokes; and
- any request for sexual favors for any type of reward or to avoid adverse consequences.

The above list does not serve to define all possible infractions or actions of an inappropriate nature.

Harassment on the basis of any protected characteristic is strictly prohibited. Under this Code, harassment includes verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, sex, national origin, age, disability,

citizenship or any other characteristic protected by law or that of his/her relatives, friends or associates, and that (1) has the purpose or effect of unreasonably interfering with an individual's work performance, (2) has the purpose or effect of creating an intimidating, hostile or offensive work environment or (3) otherwise adversely affects an individual's employment opportunities. Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; and denigrating jokes and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

### **Enforcement of Equal Opportunity and Anti-Harassment Policy**

It is the responsibility of everyone, not simply management, to prevent and eliminate such destructive behaviors. If you feel that you have experienced or witnessed such actions, you must immediately notify your direct supervisor, another supervisor or Human Resources. Employees should not feel obligated to file complaints with their immediate supervisor first before bringing the matter to the attention of one of the other individuals identified above.

Confidentiality will be maintained throughout the investigation process to the extent consistent with adequate investigation and appropriate corrective action. If an employee refuses to participate in a GNC inquiry or investigation, GNC will base its conclusions on the other information gathered during the inquiry and inferences drawn from all of the credible evidence.

This Equal Employment Opportunity and Anti-Harassment Policy applies not only to employees, but also to applicants, vendors, customers and others who associate with GNC.

This policy serves to assist management in its goal to achieve zero tolerance of workplace discrimination and harassment. However, it is not intended to restrict management's authority regarding disciplinary or employment decisions concerning employee performance or behavior problems.

### **Non-Retaliation Statement**

Employees who report in good faith incidents of discrimination or harassment or assist in any inquiry will be protected against retaliation. GNC prohibits retaliation against any individual who reports in good faith discrimination or harassment or participates in an inquiry of such reports. Retaliation against an individual for reporting harassment or discrimination or for participating in an inquiry into a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action, including termination of employment. The prohibition against retaliation includes, but is not limited to, remarks, threats, physical or verbal abuse, any discrimination in terms of pay, advancement, opportunities, termination, job assignments or reassignments, unwelcome or unwarranted transfers, threats of punishment or revenge, actual punishment or revenge (for reporting or assisting in harassment/discrimination inquiries) or other acts that could be interpreted as retaliatory.

Understanding the extremely sensitive nature of such a claim, GNC will maintain the highest degree of confidentiality possible in conducting a thorough and prompt inquiry. GNC will share information only on an as-needed basis. GNC reserves the right at any time during an inquiry, or

its conclusion, to exercise its discretion in taking whatever action it deems necessary. These actions may include but are not limited to placing an employee on leave of absence, reassignment, suspension, probation, demotion and/or termination. GNC also reserves the right to require counseling, training and/or monitoring as a condition of continued employment.

## **Complaint Procedure**

### *Reporting the Conduct*

Immediately notify your direct supervisor, another supervisor or Human Resources. Be assured that all complaints will be taken seriously. When you call, please be prepared to provide the names of anyone involved, the nature of the misconduct (in detail) and the time and location of the incident. Employees should not feel obligated to file complaints with their immediate supervisor first before bringing the matter to the attention of one of the other individuals identified above.

Early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment. Therefore, while no fixed reporting period has been established, you are strongly urged to promptly report complaints or concerns so that rapid and constructive action can be taken.

The availability of this complaint procedure does not preclude individuals who believe they are being subjected to harassing conduct from promptly advising the offender that his or her behavior is unwelcome and requesting that it be discontinued.

### *Investigation of the Conduct*

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge.

### *Confidentiality of the Investigation*

Confidentiality will be maintained throughout the investigation process to the extent consistent with adequate investigation and appropriate corrective action.

### *Remedial Measures to Prevent or Correct the Conduct*

Misconduct constituting harassment, discrimination or retaliation will be dealt with appropriately. Responsive action may include, for example, training, referral to counseling and/or disciplinary action such as warning, reprimand, withholding of a promotion or pay increase, reassignment, temporary suspension without pay or termination of employment, as determined by GNC to be appropriate under the circumstances. In all cases, determinations as to the level of discipline are reserved by and remain within the sole discretion of management.

### *Non-Retaliation*

Retaliation against employees who bring complaints of discrimination or harassment in good faith and/or employees who participate in the investigation is strictly prohibited. Employees must notify their supervisor, any supervisor or Human Resources of any complaint of retaliation.

**FAQs:**

**1. What should I do if I am either confronted with or witness what I think is a form of harassment?**

Report this conduct immediately to your supervisor, another supervisor or Human Resources. It is your responsibility, as well as management's responsibility, to ensure that GNC maintains a harassment-free workplace. While you may also choose to let the person know that you believe his or her behavior is inappropriate, you should still make a supervisor or Human Resources aware of the situation so that remedial measures can be taken, if appropriate.

**2. Is profane language that is not directed at any particular person considered "harassment"?**

Perhaps. If anyone in the workplace uses inappropriate language or language that make you feel uncomfortable, regardless of to whom the comment is directed, you should report the conduct to your supervisor, another supervisor or Human Resources. GNC is committed to promoting a professional environment for all of its employees.

**VI. RECORD RETENTION**

GNC has record retention and disposal procedures to ensure that Company records are maintained, stored and, when appropriate, destroyed in accordance with GNC's needs and in compliance with applicable legal, regulatory, environmental, tax, employment and trade requirements. You are expected to be familiar with the specific requirements of your business and location, as well as applicable corporate procedures.

As an employee of GNC or one of its subsidiaries, it is your responsibility to ensure the efficient and economical creation, maintenance, protection, retention and disposal of Company records in accordance with our business needs, governmental regulations and other legal and tax requirements.

Records with useful information are important assets of GNC. With this information, decisions are made, plans are developed and policies are implemented. Records that do not contain useful information unnecessarily occupy storage space and make searching for needed information inefficient and costly.

The law requires us to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject you and GNC to penalties and fines, cause the loss of rights, obstruct justice, place GNC in contempt of court or seriously disadvantage GNC in litigation.

All employees are required to fully comply with any published records retention or destruction policies and schedules, provided that all employees must note the following general exception to any stated destruction schedule: If you believe, or GNC informs you, that Company records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until the Legal Department determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If you believe that exception may apply, or have any question regarding the possible applicability of that exception, please contact the Legal Department.

It must be emphasized that you are responsible for records management within your area, regardless of the media (paper, scanned images, computer generated files, etc.) utilized. MIS will assist with management of electronic documents but the overall retention responsibility remains with the originating department.

#### **FAQs:**

- 1. I print reports each month which must be maintained for seven years due to tax regulations. The data for my report is maintained on a data table maintained by MIS. May I discard the printed reports from prior months?**

Prior to making the decision for the storage of printed or electronic material, you are required to consult a representative from MIS to discuss your requirements. Although there may be an electronic back up of your data, the Company may not intend to maintain the necessary applications for you to effectively access the data in future periods, if necessary.

## **VII. ACCOUNTS AND RECORDKEEPING**

Accurate business records are essential to the management of the Company and to maintain and safeguard investor confidence. Accurate business records also help GNC fulfill its obligation to provide full, fair, timely and understandable financial and other disclosure to the public. Therefore, the Company's books, records and accounts (whether computerized, paper or other) must fully and accurately reflect the Company's business transactions. These include time sheets, vouchers, bills, invoices, expense reports, payroll and benefits records, performance evaluations and other essential Company data.

All employees must ensure that all corporate records and documents are completed accurately, truthfully, timely and, when applicable, are properly authorized. Transactions between the Company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles. Financial activities must be recorded in compliance with all applicable laws and accounting practices. Making of false or misleading entries, records or documentation is strictly prohibited. No one is permitted to rationalize or even consider misrepresenting facts, falsifying records, creating false or misleading reports or making false statements. In addition, all payments and established accounts must not be used for any purposes other than described by their supporting documents. Violations of this requirement will not be tolerated and will result in disciplinary action.

**“Company records”** are any medium – regardless of format – that memorializes information created or used by the Company. This includes paper documents (including hand-written notes), audio or video tapes, magnetic or optical media, microfilm or microfiche, voice mail and computer-based information such as E-mail, computer files on disk, servers or tape and any other medium that contains information about a Company organization or its business activities. You are prohibited from tampering with these documents or removing or destroying them prior to the dates specified in our document retention program.

## **FAQs:**

### **1. When am I able to delete or destroy Company records?**

Please refer to the GNC document retention policy if you need guidance on the retention of Company records and contact the Legal Department as deemed necessary.

### **2. I have knowledge and documentation of the disposal of computers and other equipment in my department. My supervisor has asked me to destroy and delete all records related to the disposal of the equipment, since there would be a significant write off that would have a negative impact on our department profit and loss results. My supervisor has also asked me to speak to no one about the issue. What must I do?**

If you feel comfortable doing so, you should first speak to your supervisor about the issue to ensure that you have all of the correct facts, and then voice your opinion as to the proper ethical course of action. If you are uncomfortable speaking to your supervisor about the issue, or if your supervisor continues to insist on a course of action that you know could lead to the reporting of serious and misleading financial information, you must notify your supervisor, make a report to the Corporate Compliance Group or report anonymously by accessing the whistleblower hotline at <https://www.openboard.info/gnc/index.cfm>, dialing (866) 254-2710 or emailing [gnc@openboard.info](mailto:gnc@openboard.info).

### **3. I am responsible for the administrative processing of certain expenses in my department. My supervisor has asked me to take a portion of our normal recurring yearly expenses and code them to a large capital project, which is also taking place in our department. I do not think this is proper accounting for my department’s expenses. What must I do?**

Once again, if you feel comfortable doing so, you should first speak to your supervisor about the issue to ensure that you have all of the correct facts, and then voice your opinion as to the proper ethical course of action. If you are uncomfortable speaking to your supervisor about the issue, or if your supervisor continues to insist on a course of action that you know could lead to the reporting of serious and misleading financial information, you must notify your supervisor, make a report to the Corporate Compliance Group or report anonymously by accessing the whistleblower hotline at <https://www.openboard.info/gnc/index.cfm>, dialing (866) 254-2710 or emailing [gnc@openboard.info](mailto:gnc@openboard.info).

## **VIII. E-COMMUNICATIONS AND INFORMATION SECURITY**

E-mail/voice mail (“V-mail”) and access to the Internet are to be used as communications tools by employees within the Company for business reasons only. Incidental, personal use may not detract from the time requirements of anyone’s job responsibilities and must conform to all guidelines of acceptable use.

### **No Guarantee of Privacy**

These systems, including all hardware, data and messages sent or stored on them, are at all times the property of the Company, whether they are located in your home, at a remote location or in the office. Electronic communications are not intended to be a means of private communications among parties. All messages created, sent, received or stored in the systems, and all information and materials downloaded into Company computers are, and will remain, the property of the Company. Additionally, the usage of private passwords/codes or marking E-mail “Confidential” or “Private” will not limit the Company’s ability to monitor such communications. Therefore, the Company retains the right and sole discretion to retrieve, monitor and listen to any V-mail communication, and to review and audit any electronic message composed, sent, received or downloaded by any employee, even with regard to Internet usage. The Company also reserves the right to monitor and/or log all network activity with or without notice, including E-mail, V-mail and all web site communications, and, therefore, users must have no reasonable expectation of privacy in the use of these resources.

### **E-Communication Etiquette**

Committing something to E-mail is the equivalent of writing a memo/letter and signing it. Do not state anything in an E-mail message that you would not sign and write. Use proper etiquette when creating E-mail/V-mail messages. Do not send messages that could be construed as inappropriate or abusive to others. All electronic communications (E-mail/V-mail) messages and downloaded data may not contain anything considered offensive or disruptive to any employee. Offensive content includes, but is not limited to, sexual comments or images, racial slurs, gender-specific comments or any comments that would offend someone on the basis of their age, sexual orientation, religious or political beliefs, national origin or disability.

### **Security and Company Information**

No Company confidential and proprietary information may be sent in any E-mail/V-mail message to non- authorized individuals inside or outside the Company. The Internet and GNC E-mail/V-mail may only be used for lawful purposes. Transmission, distribution or storage of any information, data or material in violation of law is prohibited. This includes, but is not limited to, material protected by copyright, trademark, trade secret or any other statute. The Company reserves the right to remove any such material from its servers.

The Company’s electronic information facilities are critical to our daily operations. As GNC employees, we share responsibility for its security. In particular, you must:

- protect the system from computer viruses, use caution in downloading files and never download from an unknown source; and
- cooperate with the Company's efforts to control access to the systems via use of passwords, etc.

### **Unacceptable Uses of E-mail, V-mail and the Internet:**

It is unacceptable for a user to use, submit, publish, display or transmit on the network or in any computer system any information which:

- violates or infringes on the rights of any other person, including the right to privacy;
- contains defamatory, false, inaccurate, abusive, pornographic, profane, sexually oriented, threatening, racially offensive or otherwise biased, discriminatory or illegal material;
- violates Company policy prohibiting harassment, including, without limitation, sexual harassment;
- restricts or inhibits other users from using the system or the efficiency of the computer systems;
- encourages the use of controlled substances or uses the system for the purpose of criminal intent; or
- uses the system for any other illegal purpose.

You also may not disclose Company confidential and proprietary information by posting or discussing it on the Internet, including, but not limited to, in or on any social media web site (Facebook, Twitter, etc.), a bulletin board, chat room, or personal web page or blog.

### **Electronic Communications Non-Solicitation Policy**

Users are specifically prohibited from sending unsolicited bulk electronic communications messages ("junk mail" or "spam"). This includes, but is not limited to, bulk mailing of commercial advertising, informational announcements and political tracks. Users may not forward or otherwise propagate chain letters.

The Company's non-solicitation policy prohibits electronic communications regarding, but not limited to, the following:

- engaging in solicitations for any purpose;
- conducting any non-approved business;
- soliciting the performance of any activity that is prohibited by law;
- transmitting material, information or software in violation of any provincial or federal law;
- conducting any political activity;
- conducting any fund raising or public relations activity;
- engaging in any activity for personal gain or personal business transactions; or
- making any unauthorized purchases.

## **FAQs:**

### **1. Am I allowed to send and receive personal E-mail?**

You must limit your personal communications to an incidental level and they must not detract from your time requirements or job responsibilities and must conform to all guidelines of acceptable use.

## **IX. SOCIAL MEDIA**

When using social media web sites (Facebook, Twitter, etc.) in your personal capacity, it is important to make clear that you speak as an individual and not on behalf of the Company. Remember that these sites are increasingly being monitored by customers, vendors, colleagues, competitors and regulators. If you publish content online relevant to GNC in your personal capacity you must include a disclaimer such as: “The postings on this site are my personal views and do not necessarily represent the views of GNC.”

You must refrain from any communications that would violate the Company’s policies regarding discrimination, sexual harassment, use of company logos and trademarks, public disparagement of the Company, disclosure of confidential or proprietary information and insider information. Employees may not provide GNC’s confidential or proprietary information or discuss the Company’s business performance or other sensitive matters, which may include references to customers, partners, suppliers and individuals or entities endorsing or representing the Company.

GNC reserves the right to monitor and restrict all employee communications on social media web sites related to the Company and any of its products or businesses, including the use of GNC logos and trademarks and to take disciplinary action against individuals who violate this Code or other Company policies while using social media web sites. Employees may not use GNC logos or trademarks unless authorized to do so. All authorized use of GNC logos and trademarks cease upon termination of employment with the Company.

## **X. CONFIDENTIAL, PROPRIETARY AND PERSONAL INFORMATION**

You should protect Company assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes, and any suspected incident of fraud or theft should be reported for investigation immediately. Theft, carelessness and waste have a direct impact on the Company’s profitability and are expressly prohibited.

The obligation to protect Company assets includes the Company’s confidential and proprietary information and intellectual property. Unauthorized use or distribution of this information is expressly prohibited and could also be illegal and result in civil or criminal penalties.

The products, services, ideas, concepts and other information we produce on a daily basis are important confidential and proprietary assets for the Company. Various laws enable us to protect these assets. You have access to the Company’s confidential and proprietary information in order to perform your employment duties.

***Confidential and proprietary information*** includes any and all material, information, ideas, inventions, formulae, patterns, compilations, programs, devices, methods, techniques, processes, know how, plans (marketing, business, strategic, technical or otherwise), arrangements, pricing and other data of or relating to GNC (as well as its vendors, suppliers, and/or customers) that is confidential, proprietary or trade secret (1) by its nature, (2) based on how it is treated or designated by GNC, (3) because the disclosure of which would have a material adverse effect on the business or planned business of GNC and/or (4) as a matter of law.

Examples of confidential and proprietary information include marketing plans, sales and marketing data, customer and employee records, research and technical data, manufacturing techniques, product formulations, pricing information, strategies and information pertaining to new products and services. These are just examples of confidential and proprietary information.

All information related to GNC's business is GNC's property and must be considered confidential and proprietary information, unless it has been released in public documents. It is in GNC's best interest to protect our confidential and proprietary information and to prevent inappropriate or unauthorized disclosures. At all times, both during and after your employment with GNC, you must not directly or indirectly: (1) appropriate, use or disclose any of the Company's confidential and proprietary information, including, without limitation, originals or copies of any confidential and proprietary information, in any media or format, except for the Company's benefit within the course and scope of your employment; or (2) take or encourage any action that would circumvent, interfere with or otherwise diminish the value or benefit of the Company's confidential and proprietary information.

Be careful when using the telephone, fax, E-mail and other electronic means of storing and sending information. Do not discuss confidential and proprietary information in public places where others may overhear. Public places include, without limitation, social media websites (Facebook, Twitter, etc.), Internet bulletin boards, chat rooms, personal web pages and blogs.

Never provide confidential or proprietary information to outsiders without first getting the approval of and a written form of confidentiality agreement from the Legal Department. Only designated GNC representatives are authorized to make public any news and information about GNC.

Your obligation to keep confidential and proprietary information confidential continues after your employment with GNC ends, regardless of whether you resigned or your employment was terminated by GNC (with or without cause). When you leave GNC, you also cannot take copies of confidential and proprietary information with you, and you must return all Company property, including any documents and files (electronic or paper).

## **XI. PATENTS AND TRADEMARKS**

GNC's name and logo are examples of Company trademarks, which must be used properly. Information related to the proper use of Company trademarks is available at the homepage of the

Company's intranet site. Any improper use of Company trademarks must be reported to your supervisor or the Legal Department.

Protection of GNC's intellectual property – including its patents, trade secrets, copyrights, trademarks, scientific and technical knowledge, know-how and the experience developed in the course of the Company's activities – is essential to maintaining the Company's competitive advantage. You are required to establish, protect, maintain and defend GNC's rights in all commercially significant intellectual property and to use those rights in a responsible way.

Intellectual property developed by Company employees within the scope of their employment – even if developed on their own time – is the sole and exclusive property of the Company.

In addition to protecting GNC's intellectual property rights, you must not use or disclose any confidential or proprietary information or trade secrets of others, including, but not limited to, former employers. You must also not bring onto GNC premises or access such confidential or proprietary information or trade secrets of such others, unless consented to in writing by the other party or parties, and then only with prior written authorization from the Legal Department. Unauthorized use of the intellectual property rights of others may expose the Company to civil lawsuits and damages. Theft and misappropriation of intellectual property may result in significant fines and criminal penalties for the Company and you.

## **FAQs:**

### **1. How do I know if something is trademarked or patented?**

Contact the Legal Department. The Legal Department tracks trademark, patent and copyright status of the Company's assets. The Legal Department may also help you perform a search to determine whether something that you may want to potentially use has protected status in Canada, the United States or any other country.

## **XII. SALES AND MARKETING**

At GNC, we are committed to fair competition. We do not seek competitive advantages through illegal or unethical business practices. Each of us must deal fairly with our customers, service providers, suppliers, competitors and fellow employees. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice. This means, among other things, abiding by all laws that apply to our sales and marketing activities. Under these laws, it is illegal to use unfair methods of competition or unfair or deceptive acts or practices. This prohibition includes, but is not limited to:

- false or misleading advertising, or any other form of misrepresentation made in connection with sales;
- making false or misleading claims about the Company's products;
- making untrue or deceptive statements;
- bribery of competitors' or customers' employees; and
- unfair comments about competitors' products.

## **FAQs:**

### **1. My supervisor wants me to continue to sell products which are past their expiration date. Is this a violation of Company policy?**

Yes. You must not sell products that are past expiration. If you feel comfortable doing so, you should first discuss the issue with your supervisor. If you are uncomfortable speaking to your supervisor about the issue, or if your supervisor insists that you continue selling expired products, you must report the incident via the Loss Prevention Hotline at (800) 259-5008.

## **XIII. REGULATORY REQUIREMENTS**

On a global basis, GNC also follows all applicable laws governing the manufacturing and distribution of our products. In particular, GNC observes all requirements of the U.S. Food and Drug Administration (“FDA”). These requirements affect employees who work inside and outside the U.S. alike, as many FDA requirements go beyond national boundaries.

While there are many aspects of FDA regulation to consider, regulation of labeling, advertising and promotion of our products directly affects our customer relationships. Therefore, all employees are obligated to understand the basic rules GNC follows to ensure compliance with Canadian (Health Canada/Canadian Food Inspection Agency) and FDA law and regulations regarding labeling, promotion, off-label use and adverse event reporting.

## **FAQs:**

### **1. If a product is approved for sale in one country, may I have it shipped to another country for resale without making any label changes?**

You must not assume that it is possible to sell products across country borders without having to make a label change due to differing regulatory requirements. You must consult with the Legal and Scientific Affairs Departments before making any decisions on initial product offerings across international borders.

You must also be aware of possible tax and import duty economic consequences. Please contact the Tax Department with any of these situations.

## **XIV. POLITICAL AND COMMUNITY ACTIVITIES**

Though GNC’s policy is to encourage public involvement by its employees, election or appointment to public office and employee participation in political activities may create a serious conflict of interest, in that the employee is attempting to serve two employers whose interests may be adverse or infringe on the employee’s GNC business hours. Accordingly, management must be consulted if the employee contemplates accepting a public position or running for an elected office. GNC’s name and address must not be used in any advertisement or literature.

Employees are encouraged to actively participate in community and professional activities so long as those activities are conducted outside regular business hours and do not significantly interfere with performance or subject GNC to criticism or adverse publicity.

#### **FAQs:**

**1. Do I need permission from someone at GNC to make political contributions or participate in a political organization?**

No. You are free to contribute your time, money or other resources, without the approval of the Company, as long as you use your own resources and do so on your own time.

You must not use Company time or resources for any outside political or community activity.

**2. What are Company “resources”?**

Company resources include, but are not limited to, use of facilities, computers, photo copiers, fax machines, telephones, letterhead, office supplies, corporate trademarks, logos or any other tangible or intangible assets of the Company. You are also not permitted to use your working time or the working time of other employees for outside of work activities.

## **XV. BRIBERY AND CORRUPTION**

Laws and customs vary throughout the world, but all employees must uphold the integrity of GNC in other countries as diligently as they would do so in the United States. When conducting business in other countries, it is imperative that every employee be sensitive to foreign legal requirements and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act (the “FCPA”) and U.S. export control laws.

The FCPA makes it unlawful to give, authorize, or offer anything of value to foreign government officials, foreign political parties, party officials or employees of state-owned companies for the purpose of obtaining or retaining business, or for obtaining an improper commercial advantage for the Company. There are significant U.S. criminal penalties for individuals and companies that violate the FCPA, and foreign countries may impose additional sanctions. Without the advance written approval of the Chief Compliance Officer of the Company’s FCPA policy, employees are not permitted to promise, authorize, offer, or make any payment, including for travel and lodging, either directly or indirectly to any foreign government official.

Moreover, government officials (which include relatives thereof) may not be retained as a contractor, vendor, agent or consultant, or compensated in any way without the express written approval of the Chief Compliance Officer of the FCPA policy. The Company has adopted a specific policy to comply with the FCPA and applicable foreign anti-bribery and anti-corruption laws. Employees should contact the Chief Compliance Officer of the FCPA policy if they have any questions concerning a specific situation.

### **Commercial Bribery**

GNC prohibits “commercial bribery,” which is the furnishing of something of value to a customer’s employee or representative, either directly or indirectly, with the intent to influence the decision of the customer. GNC also prohibits any employee (including employees of franchisees), consultant, partner, middleman or other agent acting on behalf of the Company, either directly or indirectly, from engaging in any type of bribery.

#### **FAQs:**

**1. There may be wide ranging interpretations of “normal business practice” in various countries around the world. What is considered a bribe in one country may be expected business behavior in another. What does that mean to me as a GNC employee?**

You must not give anything to any person if the reason you are giving is to influence a pending or upcoming decision. This is GNC’s policy, regardless if the individual is a government official or private person. Despite what others may term “customary” you are expected to comply with GNC corporate policy.

#### **XVI. GIFT AND ENTERTAINMENT POLICY**

The following policies are in addition to the requirements under the FCPA Policy:

No gifts to government officials in excess of \$50 are allowed unless specifically approved in advance in writing by the Legal Department. Gifts must not be provided to government officials in connection with getting inventory through customs, obtaining regulatory approvals for products or obtaining business permits and licenses.

No more than two gifts, each subject to the \$50 cap, per year per individual are permitted, unless pre-approved in writing by the Legal Department. These limits include gifts given to a government official in connection with a holiday or special occasion. Gifts may never be in cash or in cash equivalents, such as gift cards. When possible, gifts should bear the Company’s logo.

Entertainment must not be provided to government officials in connection with getting inventory through customs, obtaining regulatory approvals for products or obtaining business permits and licenses, unless pre-approved in writing by the Legal Department. Generally, the Legal Department will consider approving entertainment requests in cases where a lunch or dinner meeting with an official(s) would be helpful in order to discuss the status of a pending approval, license or permit, but not in cases where the entertainment would likely be considered a quid pro quo. Food or drink may be provided to government officials in connection with pre-approved marketing events.

Tickets to cultural or sporting events are considered gifts and thus are subject to the provisions of the gift cap. Both the market and face value of the ticket are subject to the gift cap.

#### **XVII. EXPORT CONTROL LAWS**

The United States government also uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all economic

sanctions or trade embargoes that the United States has adopted. Questions regarding whether a transaction complies with applicable sanction and trade embargo programs should be referred to the Legal Department.

## **XVIII. THIRD PARTY AND CASH PAYMENTS**

No payment may be made in cash to agents, vendors, contractors, consultants, or any third party unless the Legal Department has pre-approved the payment.

All cash payments must be recorded accurately and in detail. Cash payments for gifts must be clearly identified in the record as such and must note the intended recipient's full name, title and the reason for giving.

No payments may be made to agents, contractors or consultants outside of the country where the work was performed without advance written approval by the Legal Department.

Payments may be made only in the name of the third party performing the work. No payments to an alias or another third party are permitted.

## **XIX. ANTITRUST LAWS**

Antitrust and competition laws protect free enterprise. While these laws are complex and difficult to summarize, at a minimum they prohibit agreements between GNC and our competitors that affect prices, terms or conditions of sale or fair competition.

In order to avoid creating even the appearance of improper agreements, GNC prohibits:

- discussions or other contacts with competitors regarding price fixing, stabilization or discrimination;
- discussions or other contacts with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace;
- agreements with competitors regarding territories or markets in which competitive products are sold, allocating markets or customers; and
- agreements with others to boycott customers or suppliers.

If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, and in particular, how they apply in the country where you operate. Many countries have antitrust or competition laws (though they vary significantly from one country to another). For example, the competition laws of other countries are sometimes very stringent and regulate, among other things, distribution agreements; patent, copyright and trademark licenses; territorial restrictions on resellers and licenses; rebates and discounts to customers; and pricing policy generally.

These laws are complex. You are expected to consult the Legal Department before you act.

## **Trade Associations**

Trade association meetings and other industry gatherings usually serve legitimate and worthwhile purposes. You must be careful, though, because these meetings also bring together competitors who might discuss matters of mutual concern and potentially cross the line of non-compliance with antitrust and competition obligations. Even joking about inappropriate topics, such as dividing up sales territories, could be misinterpreted and misreported. If conversation turns to any kind of anti-competitive discussion, you must refuse to discuss the matter and leave the conversation immediately.

Subjects that must not be discussed at a normal business meeting – because they would violate applicable law – must not be discussed in a social setting such as a dinner or other recreational or neighborhood activities.

## **XX. ADMINISTRATION**

### **Reporting to Audit Committee**

At least annually, the Corporate Compliance Group shall report to the Audit Committee with respect to actual and, if appropriate, alleged or suspected violations of this Code, including any action taken by the Company in response to such actual, alleged or suspected violations.

### **Communication to Employees, Officers and Directors**

The Corporate Compliance Group shall be responsible for ensuring that this Code is effectively communicated to all officers, directors and employees and that this Code is accessible on the Company's intranet or other internal communication mechanism.

### **Publication of Code**

The Company shall make the most current version of this Code publicly available by placing it on the Company's website.

### **Affirmations**

Any person covered by this Code is required, upon commencement of employment and thereafter not less than annually, to sign a written affirmation stating that the person (1) has received and read this Code and understands its contents, (2) has not violated this Code and (3) has no knowledge of any violation of this Code that has not been communicated previously to Loss Prevention, Human Resources, the Legal Department or Corporate Compliance Group. The failure to timely complete and file the aforementioned written affirmation, or a falsely completed written affirmation, will be grounds for termination of employment.

### **Waivers**

Generally, waivers of this Code will not be provided. Only the Audit Committee can waive a violation of the provisions of this Code by a director or executive officer, and any such waiver

shall be disclosed as required by the SEC and NYSE rules. Only the Chief Compliance Officer can waive a violation of the provisions of this Code by any other person.

### **Condition of Employment or Services**

All officers, directors and employees shall conduct themselves at all times in the best interests of the Company. Compliance with this Code is a condition of employment with the Company, and conduct not in accordance with this Code may result in disciplinary action, including termination of employment.

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. This Code is not an employment contract, nor is it intended to be an all-exclusive policy statement on the part of the Company. It does not create any obligation to or rights in any officer, director, employee, customer, supplier, competitor, stockholder or any other person or entity.

The Company reserves the right to provide the final interpretation of the policies it contains and to revise those policies as it deems necessary or appropriate.

### **Amendment**

This Code may be amended from time to time by the Board.

## **Compliance Certificate**

I understand that it is my obligation to act in a manner that promotes the best interests of GNC Holdings, Inc. and its subsidiaries (collectively, “GNC”) and to avoid conflicts of interest when making decisions and taking action on behalf of GNC.

Prior to completing this Compliance Certificate, I have familiarized myself with the latest version of GNC’s Code of Business Conduct and Ethics (the “Code”).

I hereby confirm the following to be true and correct to the best of my knowledge:

1. I do not know of or suspect any unreported wrongdoing or violation of the Code (i.e., export control, antitrust, bribe, theft, financial misstatement, fraudulent act or act in violation of GNC’s intellectual property parameters or government obligations) by any member of the Board of Directors of GNC, GNC executive, GNC employee or other person acting on behalf of GNC.
2. I understand that GNC relies upon its employees, including me, to report any potential or actual third party claims and disputes to GNC’s Legal Department, so that GNC can take appropriate action. I am not currently aware of any unreported third party claims or disputes.
3. I know that GNC relies on me to report circumstances that I believe may raise legal or ethical issues, or may violate the Code. I will report circumstances that might raise such issues to my supervisor, a representative from Loss Prevention, Human Resources, the Legal Department or the Corporate Compliance Group. At the time of submitting this Compliance Certificate, I have reported all violations that I know of or suspect. If I am uncertain about whether something is reportable, I know that I can discuss the situation confidentially with my supervisor, GNC’s Chief Legal Officer, Chief Compliance Officer, Loss Prevention, Human Resources or the Corporate Compliance Group.

Employee name: \_\_\_\_\_

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_