



HERBALIFE
NUTRITION

CORPORATE CODE OF
BUSINESS CONDUCT AND ETHICS

The High Road to a Healthier and Happier World

“WE ARE IMPROVING PEOPLE’S LIVES AND MAKING
THE WORLD HEALTHIER AND HAPPIER.”

--RICH GOUDIS, CHIEF EXECUTIVE OFFICER

Herbalife Nutrition

Corporate Code of Business Conduct and Ethics: The High Road to a Healthier and Happier World

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Dear Herbalife Nutrition Employee:

One of our Company's most valuable assets is its reputation. As Chief Executive Officer, I have promised to lead the Company with honor and the highest level of integrity and to strive to uphold the ethics and integrity of our employees and distributors. Maintaining this reputation is one of our most important jobs.



Our Corporate Code of Business Conduct and Ethics requires us to conduct our business consistent with our values and in accordance with applicable laws. It requires that we be responsive to the concerns of the communities in which we operate and exercise the highest degree of honesty and integrity in our dealings with others.

These guidelines are intended to help each of us understand our responsibilities and make the right choices. They are also meant to stimulate awareness of ethical issues that we may encounter in our daily business activities. Doing the right thing begins with basic honesty and integrity. More than ever, it also depends on our good judgment and sensitivity to the way others see us and how they may interpret our actions.

Each of us is responsible for the reputation of Herbalife Nutrition. At Herbalife Nutrition our purpose is bold, yet simple – to make the world healthier and happier. Since 1980, we have been on a mission for nutrition – helping to improve the nutrition habits of our customers through science-based products, education and training, along with one-on-one support and a like-minded community. I am confident you will join me in maintaining the honesty and integrity in our business activity that has made Herbalife Nutrition not only an industry leader, but also a place where we can be proud to work.

Sincerely,

A handwritten signature in black ink, which appears to read "R. Goudis". The signature is fluid and cursive.

Rich Goudis
Chief Executive Officer

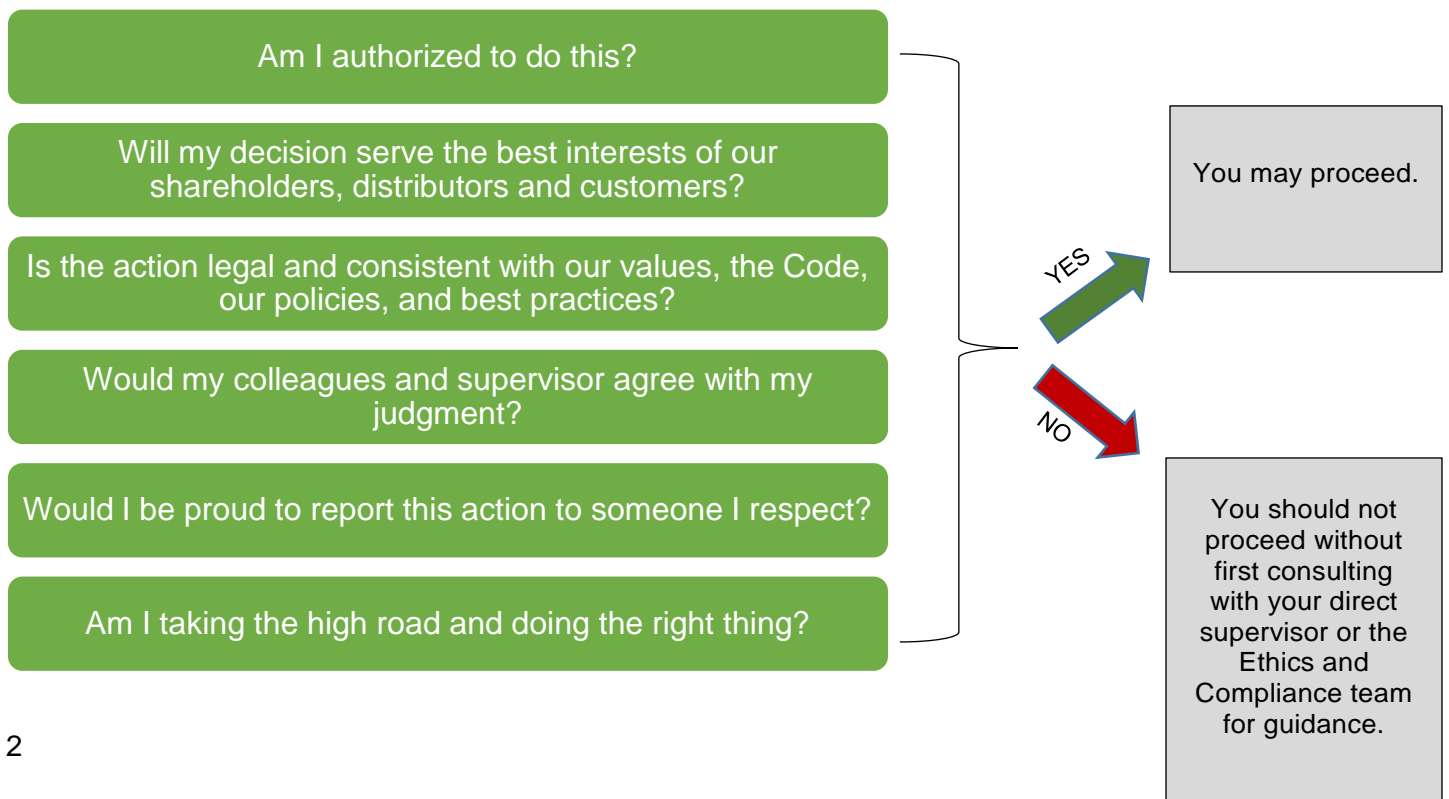


OVERVIEW

Individual Responsibilities

Our Code of Business Conduct and Ethics (the “Code”) is our roadmap to taking the high road. It applies to our board of directors, officers, employees, and representatives. It even governs our vendors and suppliers. If you have a business relationship with Herbalife Nutrition, then you must comply with our Code and its paramount principles of honesty, integrity, and ethical decision-making.

While our Ethics and Compliance team and other designated executives are ultimately in charge of overseeing and enforcing our Code, we all share responsibility for upholding it. We must all do our best to maintain a collegial workplace free of harassment, intimidation and unlawful discrimination. Any failure to comply with the Code not only undermines the Company’s values, but also could result in disciplinary action, up to and including termination. For that reason, don’t rush into decisions, and avoid hasty action. Instead, consider the following questions:



Be certain to read and understand our entire Code. Our Code is the foundation for everything we do at Herbalife Nutrition. It is reinforced by our broader Ethics and Compliance Program, which includes, among other things, policies that are referenced in the Code, awareness campaigns, and training programs. Please engage and participate in our Ethics and Compliance Program, and be part of our journey to make the world happier and healthier. The success of the Company's vision, mission, and values depends upon each and every one of us. The Code is not an employment contract and does not create any right of continued employment.

Additional Responsibilities for Leaders and Managers

Managers at all levels of Herbalife Nutrition are charged with fostering a work environment that promotes ethical behavior.¹ Of course there's no fixed formula for creating an ideal workplace, and nobody is perfect. However, as a manager you can help prevent misconduct before it happens—a major goal of any effective ethics and compliance program. We encourage managers to be open and affirmative in talking about our Code. Invite questions from your staff and take their concerns seriously. If you're not able to respond, or not comfortable doing so, then seek guidance from your supervisor, Human Resources or Ethics and Compliance, and get back to your team in a prompt and courteous fashion.

Be mindful that even a hint of impropriety by management renders the Company vulnerable to outright breaches of our Code and consequently damage to our brand and our shareholders. For that reason, we suggest the following:

- **Model appropriate behavior. Employees will look to you as an example**
- **Treat the people you manage as you would want to be treated**
- **Make sure that those you manage complete job-appropriate compliance training**
- **Routinely remind your team of our Code and its requirements**
- **Whether commending a job well done or critiquing sloppy work, try not to make it personal. Focus more on the achievement or shortcoming and less on the person**
- **Demonstrate fairness in how you respond to employees' performance. This will encourage honest, ethical behavior**
- **In all your communications in and outside of the Company, seek to engender trust**



¹ Annually, officers and employees at the level of Manager and above will be asked to make disclosures not discussed here.

REPORTING SUSPECTED VIOLATIONS

Duty to Report Unethical Conduct

If you know of or suspect any violation of our Code, you have a responsibility to voice your concerns. The responsibility to report possible misconduct applies to everyone, regardless of title or seniority. As stated above, our Code cannot predict everything that might occur in your work. However, if you witness or are asked to join in conduct that strikes you as unethical or inappropriate, trust your gut, and ask yourself these questions:

- **Could this damage the Company’s reputation or cause Herbalife Nutrition to lose credibility?**
- **Would a reasonable person find this unethical or dishonest?**
- **Would this reflect poorly on me personally or my co-workers?**
- **If I don’t make a report, will I feel guilt or remorse?**

If you answered “Yes” to any one of these questions, chances are you should report the suspect conduct via any of our Ethics and Compliance Resources noted below. Your report may be anonymous, confidential² or include contact information. However you choose to report possible Code violations, doing so is a mandatory first step to ensuring complete compliance with the Code, Company policies and the law.

Failure to report suspected or known violations of the Code constitutes a violation. In addition, anyone who encourages or permits another to violate the Code is subject to disciplinary actions, up to and including termination.

You may report suspected Code violations online, by phone or in written correspondence addressed to our General Counsel or Chief Compliance Officer.

- **Internet address:**
IntegrityLine.Herbalife.com
- **Confidential toll-free hotline: 1 (800) 461 9330**
- **Text: (213) 335-2054 (U.S. only)**
- **Mailing address: 800 West Olympic Blvd. Suite 406 Los Angeles, CA 90015**

**THE RESPONSIBILITY TO REPORT
POSSIBLE MISCONDUCT APPLIES
TO EVERYONE**

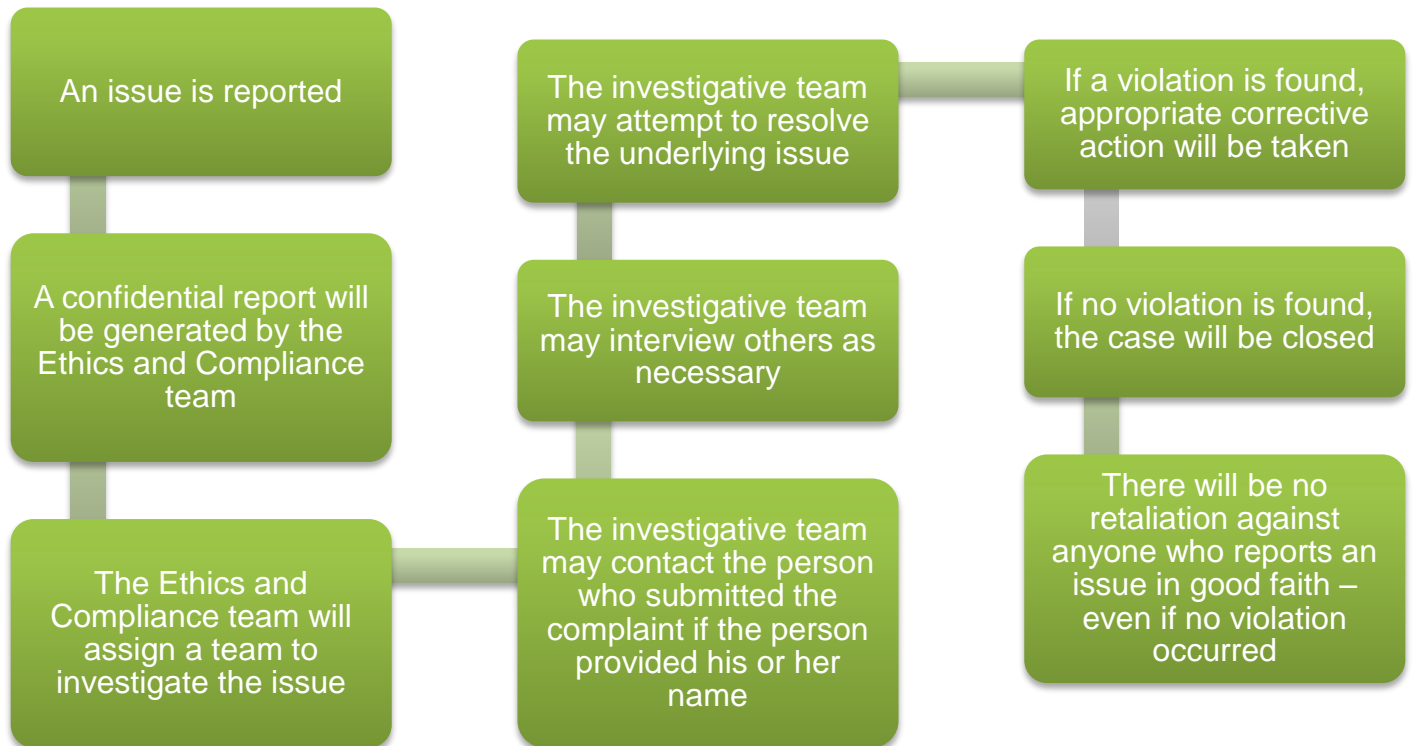
All reports will immediately be forwarded to our Ethics and Compliance team, which will assign the matter to an appropriate investigative team. You are encouraged to communicate all of the information you feel comfortable providing. Additionally, if you opt to provide your name, our investigators will contact you, gather more information and seek to resolve the issue. They will keep you apprised of their investigation as appropriate.

Filing a false report violates our Code. Anyone who reports a fabricated allegation of misconduct will be subject to immediate disciplinary action.

² Reports by residents of the EU may be confidential but not anonymous.

Compliance Investigations

Every employee, officer, director and representative is required to cooperate fully with any and all Compliance investigations. Here is what the investigative process looks like:



Policy Against Retaliation

Herbalife Nutrition has a zero-tolerance policy for acts or threats of retaliation against anyone who in good faith reports suspected violations of our Code. In other words, the Company prohibits any employee from punishing or seeking retribution against anyone who in good faith reports possible unethical conduct. This is true even if an investigation concludes that there has been no wrongdoing.

**WE HAVE A ZERO TOLERANCE POLICY
FOR ACTS OR THREATS OF
RETALIATION.**

Our policy of non-retaliation also applies equally to threats, intimidation or outright acts of revenge against people who cooperate with Ethics and Compliance team investigations. Any and all retaliatory acts thwart our Ethics and Compliance program, and constitute grounds for immediate disciplinary action, including termination.

A SAFE AND RESPECTFUL WORKPLACE

Honoring Diversity

Herbalife Nutrition recognizes diversity as a strength. With distributors in over 90 countries worldwide,

we celebrate multiculturalism and promote fairness and equality for people of all backgrounds and beliefs.

Our Code **prohibits discrimination or harassment** based on race, color, religion, gender, age, national origin, veteran, military or marital status, physical or mental disability, sexual orientation, family care leave status, medical condition, including genetic characteristics, or any other basis protected by local, state and federal law (*Please see Policy [4.70](#) – Equal Employment Opportunity and Policy [4.72](#) – Policy Against Discrimination, Harassment, and Retaliation*).

Prejudicial thinking and discriminatory attitudes are not allowed or condoned in the workplace. All personnel actions, such as those concerning compensation, benefits, transfers, layoffs, training, education, tuition assistance and access to social and recreational programs must also be administered according to Company policy against discrimination.

Policy Against Harassment

In keeping with our commitment to maintain a professional and congenial work environment, our Code bars harassment in any form. While individual interpretations of harassment are subjective, our Code defines it as any unwelcome verbal, physical and visual conduct that creates an intimidating, hostile environment, or conduct that creates hostility in the workplace.³ Unwanted sexual advances or requests for sexual favors are clear examples of sexual harassment.

Our Code also expressly prohibits bullying, media sharing and written and spoken comments—including **jokes**—that could be interpreted as sexist, racist, intimidating, offensive or slanderous. Finally, the Code forbids slurs based on physical appearance or disabilities.

OUR CODE BARS HARRASSMENT IN ANY FORM

Harassment in any form harms the work environment and impedes overall performance. If you observe any harassment, do not go along with it or stand by silently. Those who discriminate against or harass others will suffer disciplinary consequences, including possible termination of their employment or relationship with the Company.

Health and Safety

We care deeply about providing safe and healthy working conditions and an atmosphere of open communication for all our employees, members and representatives. Please be familiar with and follow all safety guidelines and report any act or threat of violence, unsafe working conditions, health hazards, or workplace accidents to your manager. If you witness any physical abuse, disruptive behavior or damage to Company property, immediately call security and Human Resources.

Herbalife Nutrition prohibits employees from being intoxicated or impaired while on Company premises. Our Code also forbids the illegal use, sale, purchase, transfer or possession of drugs or controlled substances in the workplace.

Disability Accommodations

³ Herbalife Nutrition forbids threats of or acts of violence in the workplace. Refer to page 13 in your Employee Handbook.

The Company is committed to work with and provide reasonable accommodations for employees and applicants with a disability. Any employee with disabilities who needs assistance is encouraged to inform his or her manager or someone in Human Resources.



Personal Privacy

Herbalife Nutrition respects and aims to protect the personal privacy rights of all our employees, members and representatives. Any and all Personally Identifiable Information (“PII”) the company collects—including personnel files and medical and benefits files—is held in strict confidence. Unauthorized access to or disclosure of anyone’s PII violates our Code and is subject to disciplinary action.

Policy Against Nepotism

You must not grant preferential treatment to close relatives or friends within the Company in conflict with the Company’s best interests. For example, no employee should supervise or be supervised by, or work in the same department on the same shift as, a member of his or her immediate family.

Neither employees nor their spouses may become distributors. Also, employees may not enter into an intimate relationship with any of our distributors (*Please see Policy [4.78](#)--Anti-nepotism*).

PROTECTION OF SHAREHOLDER INTERESTS

Conflicts of Interest

A conflict of interest occurs if and when an individual’s private interest interferes — or appears to interfere — with the interests of the Company. If an employee, officer or director takes on a role that could cloud his or her judgment or hamper his or her performance at the Company, that’s a conflict. Any outside allegiance that detracts from someone’s ability to complete his or her work objectively and effectively constitutes a conflict and violates our Code (*Please see Policy [7.7](#) Conflicts of Interest*).

Evaluate your own circumstances and use your best judgment to avoid conflicts. Here are a few examples of what Herbalife Nutrition considers a clear conflict:

- **Working for or advising a competitor in any capacity, including as an outside**

consultant

- **Acting on behalf of Company suppliers, or accepting money or benefits from suppliers for services you provide through Herbalife Nutrition**
- **Performing non-Company work or soliciting such business on the Company's premises or while working on Company time, including during paid personal time off**
- **You or your family member taking a financial interest in any organization with which the Company does business or competes if such an interest would result in or would appear to result in a conflict of interest with the Company**

A final note here on suppliers: As an employee or representative of Herbalife Nutrition, neither you nor any member of your family should take a financial interest in any of our suppliers if such an interest would result in or appear to result in a conflict of interest with the Company. This limitation applies to suppliers who are privately owned or publicly traded companies. Direct your questions about relationships with suppliers to the Legal Department.

Corporate Communications and Investor Relations



Management believes it's in the best interests of our shareholders and the larger investment community that any outside communications go through a single channel. Any comments or statements that could become public knowledge should be reviewed and approved in advance by our lawyers and professionals in Investor Relations and Communications (Please see Policy [7.62 Analyst and Investor Relations Communications](#)).

Unauthorized statements to the media or the investment community could jeopardize the Company's compliance with securities laws, injure its reputation and put it at risk of costly litigation. For that reason, the Company has the right to monitor all business communications, and our Code calls for the following:

- **Confirm that outside communications—including your email messages and social network posts—do not disclose confidential information and do not give the impression that you are speaking on behalf of the Company**
- **If you're invited to be a public speaker at any event, check first and get approval from both your manager and Corporate Communications**
- **If you speak at any public meeting, even if it concerns only your local community, clarify that your views and opinions are yours and yours alone**
- **If you're contacted by anyone from the investment community or any reporters, editors, producers or executives from news or other media organizations, decline to comment and refer them to Corporate Communications**

If you have questions about how to comply with our policy on investment relations and corporate communications ask a colleague, your manager, or someone in Corporate Communications.

Policy Against Insider Trading and Tipping

While working for or with the Company, you may gain access to so-called “material non-public information” about Herbalife Nutrition and/or other companies. The term “material non-public information” refers to inside information that, if made public, could affect the market price of our securities. Federal law and Company policy forbid you from trading on such information and sharing it with others who may trade on it (an illegal practice known as “tipping”). Any violation of this policy calls for immediate termination (*Please see Policy [7.61](#) – Insider Trading Compliance*).

In general, any inside information that a reasonable investor would consider material in deciding to buy, sell or hold the Company’s securities constitutes “material non-public information.” Trading on it or disclosing it violates our Code and runs afoul of U.S. securities laws, many of which apply beyond our borders. Penalties include steep fines and jail sentences.

Here are some examples of non-public information that could be viewed as material and therefore illegal to disclose:

- **Financial performance**
- **Undisclosed earnings and dividends projections**
- **Possible mergers or acquisitions**
- **Divestitures**
- **New product announcements**
- **Advances in technology or research**
- **Other significant activities affecting the Company**

Legal proceedings and audits

Herbalife Nutrition cooperates with government inquiries and responds appropriately to legal proceedings, and our Code requires you to do so as well. You must never lie or make misleading statements in connection with such proceedings, nor destroy, alter or conceal any materials in anticipation of or after a request for those materials. Similarly, never mislead or otherwise impair the work of the Company’s internal auditors, internal investigators or external public accountants or legal counsel.

CONFIDENTIAL AND PROPRIETARY INFORMATION

Internal Controls

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or its customers.⁴ Confidential and proprietary information includes, but is not limited to:

- **Plans and proposals**
- **Business strategies and research**

⁴ The Legal Department has sole power to authorize disclosure, whether for business or regulatory reasons.

- **Formulas and technical data**
- **New product information**
- **Pricing information**
- **Financial information, targets or projections**
- **Personnel records**



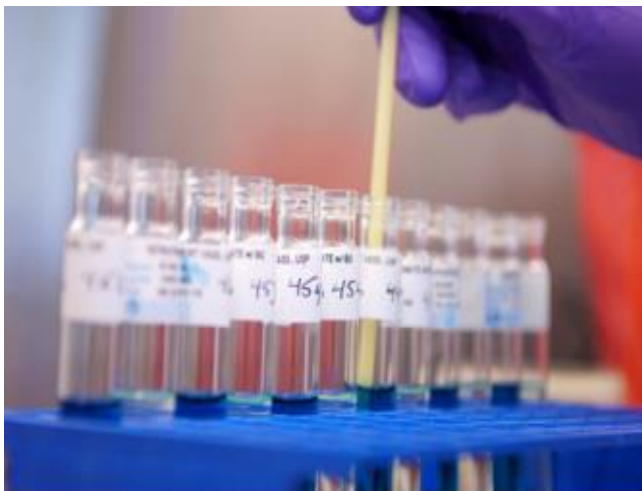
Anyone entrusted with confidential information and proprietary data must confirm that it is secured, stored, labeled, accessed and transmitted in a manner consistent with Company policy and procedure. (Please see [Policy 7.41 – Confidential Company Information](#)).

Before leaving the Company for any reason, including retirement, anyone who has been granted access to confidential and proprietary data must return it to the company. This includes copies, pages or sections of any and all documents and digital media.

If you have questions about our internal controls, contact our Ethics and Compliance team. If you learn of or suspect any actual or attempted mishandling or misuse, you must immediately report it via an Ethics and Compliance Resource.

Ownership of Intellectual Property

Whatever your relationship with Herbalife Nutrition—through an employment agreement or otherwise—you have assigned to us all rights, title, and interest in all intellectual property (IP) and work product you develop or help develop, whatever your professional expertise. Pursuant to such arrangements, you agreed that the Company owns and is entitled to copyright, patent and trademark protections for anything you produce for us. Our ownership rights succeed your departure for whatever reason, including termination or retirement.



Use of Personal Equipment and Software

If you acquire software for personal equipment, you may not copy that software in any development or other work you do for the Company. Do not download or otherwise migrate the software onto any Company-owned computer systems.

Protecting Business Partner Assets and IP

From time to time outside enterprises agree to share with the Company rights to their IP. Typically, these agreements permit our employees, officers or representatives to access certain confidential and

proprietary information for a particular purpose.

Whenever an outside party agrees to make available to you confidential or proprietary data, you must adequately safeguard that information in accordance with Company policy. In addition, you may only use, copy, distribute or disclose that information as specified in the underlying agreement.

Be especially cautious when licensing or acquiring copyrighted IP or software from others. IP is not only covered by copyright laws, it may also be protected under patent and trade secret laws. Adhere closely to all conditions of licensing and acquisition agreements.

Company policy requires that you consult with our lawyers before you request, accept or access any third-party IP. We also require that all relevant terms be documented in a properly executed agreement. Our Code does not permit handshake deals or side agreements.

Be certain to **properly acknowledge and use all applicable trademarks, copyrights and brand names** held by the Company and other associated businesses all around the world. Trademarked logos, names, symbols or devices identify and distinguish products and services and are among a company's most valuable assets. Inappropriate use of others' IP, trademarks, copyrights or brand names could expose you and the Company to damage claims, civil fines and criminal penalties.

Information About Competitors

In the normal course of business, it is not unusual to acquire information about many other organizations, including competitors. Doing so is a normal business activity and is not unethical in and of itself. In fact, the Company properly gathers this kind of information for such purposes as extending credit and evaluating suppliers. We also collect information on competitors from a variety of legitimate sources to evaluate the relative merits of their own products, services, and marketing methods. This activity is proper and necessary in the highly competitive global marketplace.

On the other hand, **stealing or gaining illegal access to a competitor's data amounts to a bright-line violation of our Code and our business ethics.** There are no exceptions to this rule: Under no circumstances may anyone working on behalf of the Company seek—through any method—to illegally access a competitor's confidential proprietary data or trade secrets.

If a third-party source offers to share with you sensitive and possibly non-public information about any business, be it a competitor or not, promptly alert the Legal Department.

BUSINESS RECORDS AND COMPANY RESOURCES

Accuracy of financial and other records

As a publicly traded company, Herbalife Nutrition is required to file quarterly and annual reports with the Securities and Exchange Commission (SEC) under its rules. These reports must provide a fair, accurate, and comprehensible description of our overall business, financial condition and results of operations. The information must also be timely and complete. In order to ensure full compliance with all SEC rules, it's imperative that all internal reports also be accurate, honest and timely. Our Code requires it. Whatever your role in the Company, whether you are a formulator, a researcher, or an accountant, you must make your best effort to submit reports that are timely and complete.



SEC rules also require that our financial accounting be up-to-date, accurate and include an understandable explanation for all pertinent information. Employees involved with financial reporting must therefore understand and fully comply with U.S. Generally Accepted Accounting Principles (GAAP) and all other applicable standards, laws and regulations for the accounting and financial reporting of transactions, estimates

and forecasts.

Anyone who knowingly reports inaccurate or misleading information in either internal or external reports or communications is subject to immediate removal, as well as civil fines, criminal penalties and possible jail time.

Records Retention

Herbalife has protocols concerning how and when business records are kept and discarded. You must be familiar with our Records Retention Policy (*Please see Policy [7.42](#) – Records Management*).

Please note that a regularly-scheduled document disposal may be suspended in whole or in part when circumstances require it. At times, events such as litigation, government investigations and certain audits legally require that we retain potentially relevant documents. If you have any questions about the Company's records information management and retention policies, contact the Legal Department.

Use of Company resources

We are all responsible for protecting Company property. As such, you should do your best to prevent the loss, theft, or unauthorized use of our property.

All Company assets, be they tangible (equipment, systems, facilities and supplies) or intangible (IP and confidential and proprietary information) should only be used for legitimate business purposes.

We recognize that everyone might need to make an occasional personal phone call or text while at work, but we ask that you not abuse this privilege. Please, don't waste your working hours talking, texting or otherwise communicating about your personal affairs. Abuse of this privilege may lead to discipline, up to and including termination of employment.

GUIDELINES CONCERNING OUTSIDE ACTIVITIES

Social Networks

Herbalife Nutrition acknowledges that social networks have become a favorite way to instantly share one's thoughts, ideas and opinions, and we respect your right to participate in such platforms.

However, careless posts have the potential to hurt the Company's reputation—among our most valuable assets—and to negatively affect public perception of the Company. To protect our Company, our brand, as well as your personal reputation, it's wise to use sound judgment in all such comments. Toward that end, we ask that you follow these guidelines:

- **Never use Company computers, phones or email systems when posting on social media sites**
- **Avoid engaging in any public discussions or making any comments that could reasonably be perceived as an Herbalife Nutrition statement or opinion**
- **Be professional in your word choices and respectful of others' ideas and their rights to free speech**
- **Never disclose, comment on, nor characterize confidential or proprietary information regarding Herbalife Nutrition or any other companies**

If you have questions regarding how our Code applies to social media, please consult the Legal Department.



Civic Affairs

The Company encourages employees, members and representatives to be active in civic affairs, provided that such engagements do not present any conflicts of interest. For example, as a board or committee member of a civic organization, you may be confronted with a decision involving the Company. It might be a decision to purchase Herbalife Nutrition products; or it might be a decision by a Board of Tax Assessors or a Zoning Board that affects Company property. In such circumstances, your interest in the Company and your obligation to the civic organization might pull you in opposite directions.

While it's entirely up to you to choose how you resolve these conflicts, you should get advice from the Legal Department or our Ethics and Compliance team, who can quickly advise you on conflicts questions.

**THE COMPANY ENCOURAGES
EMPLOYEES, OFFICERS AND
REPRESENTATIVES TO BE ACTIVE IN
CIVIC AFFAIRS**

Political Contributions

If you choose to support any political candidate or cause, you must do so only as an individual. The Company has no interest in your politics, and politics have no place in our work environment.

Accordingly, it's **inappropriate** to ask your subordinates or colleagues to purchase tickets to a political fundraiser. In respect to political contributions, our Code strictly prohibits:

- **Using Company email systems, mailing lists or other business resources to promote a candidate or a cause**
- **Requesting Company reimbursement for personal contributions**
- **Working for any political purpose while on Company time**
- **Asking or pressuring a colleague, vendor, customer or partner to contribute to or otherwise support a political candidate or cause**

CONDUCT OF BUSINESS

Competition Laws

Most countries in which the Company does business have laws designed to prevent unfair competition. In broad terms, these antitrust, monopoly or fair trade laws aim to protect consumer welfare by preventing interference with the functions of a competitive market. Herbalife Nutrition makes every effort to adhere to competition rules and our Code requires all employees, members and representatives to do the same.

Almost all competition laws prohibit the following:

- **Price-fixing agreements**
- **Manipulating a product supply chain**
- **Colluding with a competitor or other business entity to provide a product at a predetermined price, aka “Bid-rigging”**

Competition laws can be complex and challenging. If you are not sure how to handle an issue that arises or if you become aware of any possible violation of these laws, alert the Legal Department (*Please see Policy [7.65](#) – Antitrust*).

Sales, Marketing and Advertising

Herbalife Nutrition sells its products and services based exclusively on their merits. Our sales and marketing practices prohibit misleading or disparaging statements about competitors, their products or their services. In all comparative advertising, you must confirm that all comparisons between the Company and its competitors have been substantiated. Any comparison advertisements must also confirm that all language is fair, accurate and not misleading. Bear in mind that certain countries do not allow comparative advertising. For that reason, discuss guidelines with the Legal Department prior to launching any advertising campaign.



Working with suppliers

In deciding among competing suppliers, you must consider all relevant facts and weigh the pros and cons of each contender. Analyze prospective suppliers' qualifications with impartiality. This requirement applies throughout the Company—whether you are contracting for a small repair job for a local office or purchasing millions of dollars of materials. Company policy prohibits *quid pro quo* deal making. Therefore, employees or representatives should never tell a prospective supplier that the Company's decision to buy its goods or services is conditioned on the supplier's agreement to buy the Company's products or services. The Company prohibits such “pay to play” practices.

Finally, as stated earlier in the section on Conflicts of Interest, no employee, officer or representative

may have a financial interest or investment with any of our suppliers

Export control

Export and import laws vary among the countries where Herbalife Nutrition conducts business, and the Company takes seriously its obligation to meet all Customs requirements. If you're involved in moving products between or among countries, ensure that you've considered all Customs-related issues that could affect your timelines. Marketing, manufacturing, labeling, and pricing of products can impact the smooth delivery of product to market.

Tax and foreign currency exchange control laws

Any and all employees, officers and representatives whose work requires compliance with tax and exchange control laws must understand and abide by the rules relevant to all jurisdictions in which the Company operates. Knowingly entering into a deal for Herbalife Nutrition that does not comport with tax and exchange control laws violates our Code. If you have any questions, please contact the Legal Department for guidance.



Protecting the environment

The Company conducts its worldwide operations in a manner that aims to safeguard the natural environment. If you become aware of any violations of environmental laws for which the Company might be liable, or know of any action that might appear to conceal such a violation, alert us through any one of our Ethics and Compliance Resources, the Human Resources Department or Legal Department.

Gifts and Entertainment

While exchanging gifts can be a normal part of building business relationships, favors or courtesies should never influence your decision-making nor create the appearance of a conflict of interest. Be clear when offering or accepting gifts, including complimentary meals or entertainment, that you are bound by these restrictions (*Please see Policy [7.72](#) – Gifts, Entertainment, and Services*).

Gifts among and between employees of different companies are perfectly acceptable, provided the expenses involved are in keeping with customary business practices. Acceptable gifts include widely-distributed advertising

novelties and material goods of nominal value and as well as services, promotions and discounts. You may also give or accept reasonably priced meals and entertainment.

**GIVING OR ACCEPTING CASH OR
ENGAGING IN ANY FORM OF BRIBERY
IS STRICTLY FORBIDDEN**

Gifts of extravagant value create the appearance of a conflict of interest. If you receive such a gift, notify your manager. The Company will arrange to return or donate the gift and will courteously explain the reasons to the gifter.

Giving or accepting cash or engaging in any form of bribery is strictly forbidden.

Government procurement

The Company is committed to complying with the unique and special laws and regulations that apply to contracting with government agencies. Some government agencies observe restricted periods during which it's inappropriate to try to contact their offices. Others limit or prohibit political contributions and have specific rules on lobbying for legislative or executive action. If you have any questions about whether to engage or retain a vendor that may have government facing responsibilities, please check with General Counsel or the EVP of Corporate Affairs.

Gifts to government employees

Many countries have wide-ranging laws that forbid government employees or representatives from accepting gifts. Courtesies common in the U.S. commercial business arena often do not carry over into Europe, China, Southeast Asia and Africa, for example. Some country's laws ban government employees and others working on a government's behalf from accepting even small gestures such as transportation or a free lunch.

Therefore, you must be aware of, and adhere to, the relevant laws and regulations governing relations between government employees, members, and suppliers in every country where you conduct business (*Please see Policy [7.75](#) Engagement of Third Party Government Service Providers*).

Herbalife Nutrition strictly prohibits all employees, officers and representatives from giving to a government official, employee or entity any money, gifts, or anything of value that could be reasonably construed as having any improper purpose (*Please see Policy [7.21](#) – Improper Payments and Related Actions*). Moreover, it's improper to give money or anything of value to a government official or employee that could be reasonably construed as being incompatible with our Code and our Ethics (*Please see Policy [7.21](#) – Improper Payments and Related Actions*).

Lobbying

Lobbying generally refers to efforts to influence government officials' positions on proposed or pending legislation and rulemaking. The Company's involvement in lobbying is often an extension of marketing and procurement matters.

If you're involved in lobbying, you must know and adhere to all relevant laws—including any associated gift laws and compliance requirements.

Because compliance and reporting requirements in this area are sometimes convoluted and vague, you should check in from time to time with the legal department to be sure you're keeping up with all requisite reporting.

Hiring government employees

When it comes to hiring current or former government employees or members of their families, our

Code asks that you consult first with your manager, Human Resources and the Legal Department. Before beginning even preliminary discussions to bring on a current or former government employee, it's necessary for the Company's lawyers to sort out all ethical and legal considerations that might affect a hiring decision.

Closing

The Code is the roadmap for our purpose-driven mission to improve people's lives and make the world a healthier and happier place. To stay on this high road, we must work together to do the right thing and lead with personal and professional integrity. We must speak up when we see or hear about conduct that violates the Code. As Jim Rohn said: "If two or three agree on a common purpose, nothing is impossible." Together, by following the letter and spirit of the Code, we will complete our purpose-driven mission.

