



GNC Holdings, Inc.
Amended and Restated Code of Ethics for the Chief Executive Officer and
Senior Financial Officers
Adopted as of March 2011

GNC Holdings, Inc. (including its direct and indirect subsidiaries (collectively, the “Company”)) is committed to the highest standards of ethical business conduct. Consistent with this goal, the Board of Directors has adopted this Code of Ethics for the Chief Executive Officer and Senior Financial Officers (this “Code”) to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; and compliance with applicable governmental rules and regulations. The Chief Executive Officer and Senior Financial Officers are expected to adhere to this Code. Any other executives who are deemed Senior Financial Officers subject to this Code will be designated by and informed of such designation by the Company from time to time. This Code of Ethics shall constitute the “Code of Ethics” contemplated by Section 406 of the Sarbanes-Oxley Act of 2002 and is in addition to, and does not supersede, any other applicable policies or codes that the Company may adopt from time to time.

The employees covered by this Code will:

- Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and the observance of both the form and the spirit of technical and ethical accounting standards.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one’s independent judgment to be subordinated.
- Promote full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “Commission”) and any other government agency, and in other public communications made by the Company and to promptly bring to the attention of the Audit Committee any material information of which they may become aware that affects the disclosures made by the Company in its public filings or otherwise.
- Promptly bring to the attention of the Audit Committee any information they may have concerning:
 - (a) significant deficiencies in the Company’s disclosure controls and procedures that could adversely affect the Company’s ability to record, process, summarize and report, within the time periods specified in the Commission’s rules and forms, the information required to be disclosed by the Company in the reports that the Company files or submits under the Securities Exchange Act of 1934, as well as any other requirements under applicable law, the rules of the New York Stock Exchange or any material agreements to which the Company is a party; or

- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, internal control over financial reporting or disclosure controls and procedures;

and ensure that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure

- Comply, and to cause the Company to comply, with applicable governmental laws, rules and regulations and promptly bring to the attention of the Audit Committee any information they may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.
- Not unduly or fraudulently influence, coerce, manipulate, or mislead any authorized audit or interfere with any auditor engaged in the performance of an independent audit of the Company's financial statements or accounting books and records.
- Promptly report to the Chief Legal Officer, the Audit Committee or any executive officer senior to the reporting person any information the employee may have concerning evidence of a violation of this Code.

Enforcement of sound ethical standards is the responsibility of every employee of the Company. Violations and reasonable suspicions of violations of this Code should be reported promptly to the Chief Legal Officer, the Audit Committee or any executive officer senior to the reporting person. The reporting person should make full disclosure of all pertinent facts and circumstances, taking care to (i) distinguish between matters that are certain and matters that are suspicions, worries, or speculation, and (ii) avoid premature conclusions or alarmist statements, since the situation may involve circumstances unknown to the reporting person. If the situation so requires, the reporting person may report anonymously. The Company does not permit retaliation of any kind for good faith reports of possible ethical violations. Persons making a report knowing it is false or willfully disregarding its truth or accuracy, or engaging in any other bad faith use of the reporting system, are in violation of the Company's Code of Business Conduct and Ethics.

Each person is accountable for his or her compliance with this Code. Disciplinary measures that may be imposed for violating this Code include, but are not necessarily limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or restitution. These disciplinary measures could extend to the violator and others involved in the wrongdoing, such as persons who fail to use reasonable care to detect a violation, persons who (if requested to divulge information) withhold material information regarding a violation, and supervisors who approve the violations or attempt to retaliate against employees for reporting violations or violators. Each case will be judged promptly, after gathering all necessary information or investigating the matter, by the Chief Legal Officer of the Company or the Audit Committee of the Board of Directors on its own merits considering the duties of the person and the significance of the circumstances involved.

Any person covered by this Code may be required, from time to time, 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 the Chief Legal Officer or the Audit Committee. The failure to complete timely and file the aforementioned written affirmation, or a falsely completed written affirmation, will be grounds for termination of employment.

Any request for a waiver of any provision of this Code must be in writing and addressed to the Audit Committee. Any waiver of, or substantive amendment to, this Code will be disclosed in accordance with all applicable laws and the rules including the rules and regulations promulgated by the Commission and the New York Stock Exchange.

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