



GNC Holdings, Inc.
Amended and Restated Code of Business Conduct and Ethics
Amended and restated as of March 2011

Introduction

This Code of Business Conduct and Ethics (the “Code”) sets forth the commitment of GNC Holdings, Inc. and its subsidiaries (collectively, the “Company”) to conduct our business in accordance with all applicable laws, rules and regulations and the highest ethical standards. All officers, employees and members of our Board of Directors are expected to adhere to the principles and procedures set forth in this Code.

This Code is drafted broadly and cannot cover every issue that may arise. No code of business conduct or ethics can effectively substitute for the thoughtful behavior of an ethical officer, director or employee. It does provide, however, basic principles to help guide officers, directors and employees of the Company.

SECTION I

Compliance and Reporting

Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

Employees should promptly report violations of laws, rules, regulations, or this Code to a supervisor, manager or other appropriate personnel. Employees should also report such violations by emailing the Company’s Chief Legal Officer. Executive officers and directors should promptly report violations of laws, rules, regulations, or this Code to the Chief Legal Officer, the Chair of the Audit Committee of the Board of Directors, or any executive officer senior to the reporting person.

The Company will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention. The failure to promptly report violations of laws, rules, regulations, or this Code is itself a violation of this Code. To encourage reports of such violations, the Company will not allow retaliation for reports of misconduct made in good faith. Officers, directors and employees are expected to cooperate in internal investigations of misconduct.

Officers, directors and employees should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. Any questions relating to how these policies should be interpreted or applied should be addressed to the Company’s Chief Legal Officer.

Insider Trading

Employees who have access to confidential 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 Legal Officer before making any such purchase or sale.

The U.S. Foreign Corrupt Practices Act

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

Antitrust Laws

The Company is committed to free and open competition in the marketplace and throughout all business dealings. Employees should avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws, rules or regulations governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information, making false statements about the competitor's business and business practices, or actions taken in combination with other companies that restrain competition. The Company is dedicated to compliance with laws governing fair competition in all of its activities. An activity that undermines this commitment is unacceptable. The laws governing this area are complex, and employees should seek the advice of the Chief Legal Officer whenever appropriate.

Intellectual Property Laws

It is the Company’s policy to respect the intellectual property rights of others, such as copyrights, trademarks, service marks, patents and trade secrets. Before utilizing the intellectual property assets of others, you must obtain the necessary authorization. When entering into agreements to utilize the intellectual property of others, you must observe all the obligations contained in the agreements.

Copyright laws protect the original expression in, among other things, written materials and software, and prohibit their unauthorized duplication, and distribution. This means that you may not reproduce, distribute or alter copyrighted materials from books without permission of the copyright owner or its authorized agents. For assistance, please contact the Chief Legal Officer.

SECTION II

Business Ethics and Conflicts of Interest

Ethical Conduct and Fair Dealing

Officers, directors and employees should at all times engage in and promote honest and ethical conduct. Each officer, director and employee should endeavor to deal fairly with the Company's customers, suppliers, service providers, competitors and employees. No officer, director or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

Personal Conflicts of Interest

A "personal conflict of interest" occurs when an individual's private interest improperly interferes with the interests of the Company. A conflict situation can arise when an officer, director or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an officer, director or employee, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

Service to the Company should never be subordinated to personal gain and advantage. Any outside activity, including employment, should not significantly encroach on the time and attention employees devote to their corporate duties, should not adversely affect the quality or quantity of their work, and should not make use of corporate equipment, facilities, or supplies, or imply (without the Company's approval), the Company's sponsorship or support. In addition, under no circumstances are employees permitted to compete with the Company, or take for themselves, or for their family members, business opportunities that belong to the Company that are discovered or made available by virtue of their positions at the Company. It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. More generally, officers, directors and employees are prohibited from using Company property, information or position for personal gain or competing with the Company.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Chief Legal Officer. Any officer, director or employee who becomes aware of a conflict or potential conflict

should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section V of this Code.

Corporate Opportunities

Officers, directors and employees owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Officers, directors and employees are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of Company property, information or position without the consent of the Board of Directors.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes both personal and Company benefits may be derived from certain activities. The only prudent course of conduct is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand through the Chief Legal Officer.

Questionable Payments, Gifts or Contributions

The Company prohibits paying or receiving bribes, pay-offs, kickbacks, excessive gifts or entertainment perks, or anything that may be considered illegal, unethical or compromising. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or suppliers. No gift or entertainment should ever be offered, given, provided or accepted by any employee, or any family member of an employee, unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Executive officers or the Chief Legal Officer can advise on the appropriateness of any gifts or proposed gifts.

Dealings with Independent Auditors

No officer, director or employee shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the Securities and Exchange Commission. No officer, director or employee shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

SECTION III

Company Property and Records

Protection and Proper Use of Company Assets and Records

All officers, directors and employees should seek to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's financial performance. Officers, directors and employees must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

Company Records

The Company is responsible for furnishing reliable financial information on a periodic and timely basis to its stockholders, potential stockholders, creditors, governmental agencies and others.

The Company's accounting and financial records shall be maintained on the basis of valid, accurate and complete data with adequate supporting information to substantiate all entries to the books of account. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's financial statements and other reports are complete, fair and understandable. The Company expects all of its employees to take this responsibility very seriously and to provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in financial statements, or in reports and documents that the Company files with, or submits to, government agencies and in other public communications. All employees involved in creating, processing and recording the accounting information shall be held responsible for its integrity. There shall be no concealment of information from or by management, or from the Company's independent auditors or internal auditors.

Confidentiality

In carrying out the Company's business, officers, directors and employees often learn confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Officers, directors and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was

conveyed. The obligation to protect confidential information does not end when an officer, director or employee leaves the Company.

Computer and Network Security

Computers and computer networks and telecommunications have become an essential feature of our workplace. Therefore, every effort must be made to protect the Company's computer systems and associated software from threats to their security, such as accidental or deliberate destruction or corruption of data and equipment and interruption of service and theft.

Intellectual Property Assets: Copyrights, Trademarks and Brands Usage

The Company's intellectual property, trademarks and brands are considered assets of the corporation. Their protection is dependent upon consistent usage and reference. Each person who is involved in developing communications – whether Company employees, consultants, outside suppliers or third parties – is responsible for using the Company's trademarks and brands properly in both internal and external documents, and in electronic communications.

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. You must maintain the confidentiality of such intellectual property at all times. The use of the intellectual property for non-Company purposes without the express written consent of your manager is not permitted.

Information and training as to the use copyrights, trademarks and brands are available from the Chief Legal Officer.

Public Disclosure

It is the Company's policy that the information in its public communications, including all reports and documents that the Company files or furnishes with the Securities and Exchange Commission, be full, fair, accurate, timely and understandable. All officers, directors and employees who are involved in the Company's disclosure process, including the Senior Financial Officers, are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any officer, director or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

SECTION IV

Waivers

From time to time, the Company may waive certain provisions of this Code. Any officer, director or employee who believes that a waiver may be called for should discuss the matter with

the Chief Legal Officer. Waivers for executive officers or directors may be made only by the Board of Directors or a committee of the Board.

Any waiver of this Code for executive officers, senior financial officers and directors of the Company will be disclosed within the applicable period of time specified by the New York Stock Exchange and the rules and regulations of the Securities and Exchange Commission by the Company's filing of a current report on Form 8-K with the Securities and Exchange Commission, which shall include the reasons of the Board of Directors for granting the waiver. Any other waiver of this Code will be promptly disclosed to the extent required by the rules and regulations of applicable securities laws or the New York Stock Exchange.

SECTION V

Employment; Responsibility for this Code; No Retaliation

Employment

The Company's employees are its greatest resource. It is the Company's policy to treat its employees fairly in all respects and to select employees on the basis of qualification for the work to be performed without regard to race, color, religion, national origin, sex, age, disability or sexual orientation.

It is the Company's aim that our employees will derive satisfaction from achieving corporate objectives through superior performance in an organizational environment characterized by competence, integrity, teamwork and fairness. An atmosphere of mutual respect and trust will be maintained between labor and management.

All employees will have the opportunity to perform their work in an atmosphere and environment free from any form of unlawful discriminatory or retaliatory treatment or physical or mental abuse. The safety and health of our employees is of paramount concern. The Company maintains a strong commitment to its employees to provide a clean, safe, healthy, drug-free and alcohol-free workplace.

Reporting Violations

Every officer, director and employee has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any officer, director or employee who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Chief Legal Officer. You may report such conduct openly or anonymously without fear of retaliation. The Company will not tolerate any retaliation against any person who provides information in good faith to a Company or law enforcement official concerning a possible violation of any law, regulation or this Code. Any officer, director or employee who violates this rule may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Chief Legal Officer by email at Gerald-Stubenhofer@gnc-hq.com. In addition, the Company has established a toll-free telephone number (866-254-2710) where you can leave a recorded message about any violation or suspected violation of this Code. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish.

If the Chief Legal Officer receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board or a committee thereof. Officers, directors and employees are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, including possible discharge.

Violations

Each person is accountable for his or her compliance with this Code. Disciplinary measures that may be imposed for violating this Code include, without limitation, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment and 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 reporting persons 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 or the Audit Committee on its own merits considering the duties of the person and the significance of the circumstances involved. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution.

SECTION VI

Administration

Communication to Employees, Officers and Directors

The Company's management 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. The Company's annual report on Form 10-K filed with the Securities and Exchange Commission will state that this Code is available on the Company's website and that this Code is also available in print to any stockholder who requests it.

Affirmations

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 General Counsel 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.

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.