

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04</p> <p>Page 1 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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## 1.0 POLICY

- 1.1 This Code of Business Conduct and Ethics ("Code") has been adopted by our Board of Directors to summarize the standards of business conduct that must guide our actions. This Code applies to all directors, officers, and employees, including all agents, consultants and independent contractors of Reliv International, Inc. and its subsidiaries and affiliated entities (the "Company").
  
- 1.2 Reliv is committed to being a good corporate citizen. The Company's policy is to conduct its business affairs honestly and in an ethical manner. That goal cannot be achieved unless you individually accept your responsibility to promote integrity and demonstrate the highest level of ethical conduct in all of your activities. Activities that may call into question the Company's reputation or integrity should be avoided. The Company understands that not every situation is black and white. The key to compliance with the Code is exercising good judgment. This means following the spirit of this Code and the law, doing the "right" thing and acting ethically even when the law is not specific.
  
- 1.3 When you are faced with a business situation where you must determine the right thing to do, you should ask the following questions:
  - 1.3.1 Am I following the spirit, as well as the letter, of any law or Company policy?
  - 1.3.2 What would my family, friends or neighbors think of my actions?
  - 1.3.3 Will there be any direct or indirect negative consequences for the Company?
  
- 1.4 Managers set an example for other employees and are often responsible for directing the actions of others. Every Officer, manager and supervisor is expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions concerning the Code and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act contrary to this Code.

## 2.0 PURPOSE

- 2.1 The Company has issued this Code to deter wrongdoing and to promote:

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04</p> <p>Page 2 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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- 2.1.1 honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- 2.1.2 avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- 2.1.3 accurate and timely disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (SEC) or other external reporting entities, and in the Company's other public communications;
- 2.1.4 compliance with applicable governmental laws, rules and regulations;
- 2.1.5 the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- 2.1.6 accountability for adherence to the Code.

### 3.0 PROCEDURE

- 3.1 This Code of Business Conduct and Ethics provides guidance to you on your ethical and legal responsibilities. We expect all directors and employees worldwide to comply with the Code, and the Company is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationship.
- 3.2 Employees and directors who are aware of suspected misconduct, illegal activities, fraud, abuse of the Company's assets or violations of the standards outlined in the Code are responsible for reporting such matters.
- 3.3 Because rapid changes in our industry and regulatory environment constantly pose new ethical and legal considerations, no set of guidelines should be considered to be the absolute last word under all circumstances.
- 3.4 Although laws and customs will vary in the many different countries in which we operate, our basic ethical responsibilities are global. In some instances, there may be a conflict between the laws of countries that apply to the operations of the Company. When you encounter such a conflict, you should consult the Company's General Counsel to understand how to resolve that conflict properly.
- 3.5 You are expected to comply with all local country laws in conducting the Company's business. If you violate these laws or regulations in performing your duties for the Company, you not only risk individual indictment, prosecution and

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04</p> <p>Page 3 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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penalties, and civil actions and penalties, you also subject the Company to the same risks and penalties. If you violate these laws in performing your duties for the Company, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with the Company.

#### 4.0 BASIC OBLIGATIONS

- 4.1 Under the Company's ethical standards, directors and employees share certain responsibilities. It is your responsibility to:
- 4.1.1 become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations and this Code;
  - 4.1.2 treat all Company employees, customers and business partners in an honest and fair manner;
  - 4.1.3 avoid situations where your personal interests are, *or appear to be*, in conflict with the Company interests; and
  - 4.1.4 safeguard and properly use the Company's proprietary and confidential information, assets and resources, as well as those of the Company's customers and business partners.
- 4.2 Certain of the Company's policies are complemented by specific responsibilities set forth in documents such as the Company Employee Guide, the Whistleblower policy, the non-solicitation, non-competition and confidentiality agreement you signed with the Company. Those polices should be separately consulted by the Company directors and employees and are not incorporated by reference into this Code of Business Conduct and Ethics.

#### 5.0 FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

- 5.1 It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the SEC or other external reporting entities, and in other public communications made by the Company is full, fair, accurate, timely and understandable. You must take all steps available to assist the Company in these responsibilities consistent with your role within the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company's preparation of its public reports and disclosure.
- 5.2 The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing, establishing, maintaining, reviewing and

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 4 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
---	--

evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC/external reporting rules).

- 5.3 The Company's CEO, CFO, principal accounting officer or controller and persons performing similar functions and such other Company officers as are designated from time to time by the Board of Directors or a committee thereof shall be deemed the Senior Officers of the Company. Senior Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC or other external reporting entities, and all disclosure in other public communication made by the Company is full, fair, accurate, timely and understandable.
- 5.4 Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior Officers will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- 5.5 Senior Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:
  - 5.5.1 transactions are executed in accordance with management's general or specific authorization;
  - 5.5.2 transactions are recorded as necessary
    - 5.5.2.1 to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and
    - 5.5.2.2 to maintain accountability for assets;
  - 5.5.3 access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
  - 5.5.4 the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company's financial statements.

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 5 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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5.6 Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

## 6.0 SPECIAL ETHICS OBLIGATIONS FOR EMPLOYEES WITH FINANCIAL REPORTING RESPONSIBILITIES

6.1 Senior Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

6.2 Because of this special role, Senior Officers are bound by the following Financial Officer Code of Ethics, and by accepting the Code of Business Conduct and Ethics each agrees that he or she will:

6.2.1 Perform his or her duties in an honest and ethical manner.

6.2.2 Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.

6.2.3 Take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.

6.2.4 Comply with all applicable laws, rules and regulations of federal, state and local governments.

6.2.5 Proactively promote and be an example of ethical behavior in the work environment.

## 7.0 INSIDER TRADING

7.1 You should never trade securities on the basis of confidential information acquired through your employment or fiduciary relationship with the Company.

7.2 You are prohibited under both federal law and Company policy from purchasing or selling Company stock, directly or indirectly, on the basis of material non-public information concerning the Company. Any person possessing material non public information about the Company must not engage in transactions involving Company securities until this information has been released to the public.

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 6 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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- 7.3 Generally, material information is that which would be expected to affect the investment decisions of a reasonable investor or the market price of the stock. You must also refrain from trading in the stock of other publicly held companies, such as existing or potential customers or suppliers, on the basis of material confidential information obtained in the course of your employment or service as a director.
- 7.4 It is also illegal to recommend a stock to (i.e., "tip") someone else on the basis of such information. If you have a question concerning appropriateness or legality of a particular securities transaction, consult with the Company's Legal Counsel.
- 7.5 Officers, directors and certain other employees of the Company are subject to additional responsibilities under the Company's insider trading compliance policy, a copy of which has been provided to each such officer, director and employee, and which can be obtained from the Company's Human Resources Director.

#### 8.0 CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

- 8.1 You must avoid any situation in which your personal interests conflict or even appear to conflict with the Company's interests. You owe a duty to the Company not to compromise the Company's legitimate interests and to advance such interests when the opportunity to do so arises in the course of your employment.
- 8.2 You shall perform your duties to the Company in an honest and ethical manner. You shall handle all actual or apparent conflicts of interest between your personal and professional relationships in an ethical manner.
- 8.3 You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of the Company. You may not engage in activities that compete with the Company or compromise its interests. You should not take for your own benefit opportunities discovered in the course of employment that you have reason to know would benefit the Company. The following are examples of actual or potential conflicts:
  - 8.3.1 you, or a member of your family, receive improper personal benefits as a result of your position in the Company;
  - 8.3.2 you, or your spouse, use Company's property for your personal benefit;

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 7 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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- 8.3.3 you engage in activities that interfere with your loyalty to the Company or your ability to perform Company duties or responsibilities effectively;
  - 8.3.4 you work simultaneously (whether as an employee or a consultant) for a competitor, customer or supplier;
  - 8.3.5 you, or a member of your family, have a financial interest in a customer, supplier, or competitor which is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as size of investment in relation to your income, net worth and/or financial needs, your potential to influence decisions that could impact your interests, and the nature of the business or level of competition between the Company and the supplier, customer or competitor);
  - 8.3.6 you, or a member of your family, acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know the Company has, or might have, a legitimate interest;
  - 8.3.7 you, or a member of your family, receive a loan or a guarantee of a loan from a customer, supplier or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis);
  - 8.3.8 you divulge or use the Company's confidential information - such as financial data, customer information, or computer programs - for your own personal or business purposes;
  - 8.3.9 you make gifts or payments, or provide special favors, to customers, suppliers or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier or competitor to make a purchase, or take or forego other action, which is beneficial to the Company and which the customer, supplier or competitor would not otherwise have taken; or
  - 8.3.10 you are given the right to buy stock in other companies or you receive cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company.
- 8.4 Neither you, nor members of your immediate family, are permitted to solicit or accept gifts **over \$100**, payments, special favors or other consideration from customers, suppliers or competitors. If you accept a gift **over \$100** you must get approval from the President or CFO.
- 8.5 Conflicts are not always clear-cut. If you become aware of a conflict described above or any other conflict, potential conflict, or have a question as to a potential conflict, you should consult with your supervisor or manager, Human Resources

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 8 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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Director, the Company's management team or the Company's Manager of Internal Audit or Audit Committee and/or follow the procedures described in Sections 10 and 11 of the Code. If you become involved in a situation that gives rise to an actual conflict, you must inform your supervisor or manager, Human Resources Director, the Company's management team or the Company's Manager of Internal Audit or Audit Committee of the conflict.

## 9.0 CONFIDENTIALITY

- 9.1 All confidential information concerning the Company obtained by you is the property of the Company and must be protected.
- 9.2 Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You must maintain the confidentiality of such information entrusted to you by the Company, its customers and its suppliers, except when disclosure is authorized by the Company or required by law.
- 9.3 Examples of confidential information include, but are not limited to:
  - 9.3.1 the Company's trade secrets;
  - 9.3.2 business trends and projections;
  - 9.3.3 information about financial performance or any non-public internal financial information;
  - 9.3.4 new product or marketing plans;
  - 9.3.5 research and development ideas or information;
  - 9.3.6 manufacturing processes;
  - 9.3.7 information about potential acquisitions, divestitures and investments;
  - 9.3.8 stock splits, public or private securities offerings or changes in dividend policies or amounts;
  - 9.3.9 significant personnel changes; and
  - 9.3.10 existing or potential major contracts, orders, suppliers, customers or finance sources or the loss thereof.
- 9.4 Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your family members and continues to apply even after your employment or director relationship with the Company terminates.



<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 9 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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## 10.0 FAIR DEALING

- 10.1 Our goal is to conduct our business with integrity.
- 10.2 You should endeavor to deal honestly with the Company's customers, suppliers, competitors, and employees. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition, and unfair or deceptive acts and practices. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.
- 10.3 Examples of prohibited conduct include, but are not limited to:
  - 10.3.1 bribery or payoffs to induce business or breaches of contracts by others;
  - 10.3.2 acquiring a competitor's trade secrets through bribery or theft;
  - 10.3.3 making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
  - 10.3.4 mislabeling products or services.

## 11.0 PROTECTION AND PROPER USE OF COMPANY ASSETS

- 11.1 You should endeavor to protect the Company's assets and ensure their proper use.
- 11.2 Company assets, both tangible and intangible, are to be used only for legitimate business purposes of the Company and only by authorized employees or consultants.
- 11.3 Use of Company funds or other assets for personal gain is strictly prohibited.
- 11.4 Intangible assets include intellectual property such as trade secrets, patents, trademarks and copyrights, business, marketing and service plans, engineering and manufacturing ideas, designs, databases, Company records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure or distribution of Company assets violates Company policy and this Code. Theft or waste of, or carelessness in using, these assets have a direct adverse impact on the Company's operations and profitability and will not be tolerated.
- 11.5 The Company provides computers, voice mail, electronic mail (e-mail), and Internet access to certain employees for the purpose of achieving the Company's

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 10 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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business objectives. As a result, the Company has the right to access, reprint, publish, or retain any information created, sent or contained in any of the Company's computers or e-mail systems of any Company machine. You may not use e-mail, the Internet or voice mail for any illegal purpose or in any manner that is contrary to the Company's policies or the standards embodied in this Code.

- 11.6 You should not make copies of, or resell or transfer (externally or internally), copyrighted publications, including software, manuals, articles, books, and databases being used in the Company, that were created by another entity and licensed to the Company, unless you are authorized to do so under the applicable license agreement.
  - 11.7 In no event should you load or use, on any Company computer, any software, third party content or database without receiving the prior written permission of the Information Systems Director to do so. You must refrain from transferring any data or information to any Company computer other than for Company use.
  - 11.8 You may use a handheld computing device or mobile phone in connection with your work for the Company, but must not use such device or phone to access, load or transfer content, software or data in violation of any applicable law or regulation or without the permission of the owner of such content, software or data. If you should have any question as to what is permitted in this regard, please consult with the Company's Information Systems Director.
- 12.0 REPORTING VIOLATIONS OF COMPANY POLICIES AND RECEIPT OF COMPLAINTS REGARDING FINANCIAL REPORTING OR ACCOUNTING ISSUES
- 12.1 You should report any violation or suspected violation of this Code to the appropriate Company personnel or via the Company's anonymous and confidential reporting procedures.
  - 12.2 The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that you promptly bring to the attention of the Manager of Internal Audit, any material transaction, relationship, act, failure to act, occurrence or practice that you believe, in good faith, is inconsistent with, in violation, or reasonably could be expected to give rise to a violation, of this Code.

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 11 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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- 12.3 You should report any suspected violations of the Company's financial reporting obligations or any complaints or concerns about questionable accounting or auditing practices in accordance with the procedures set forth below.
- 12.4 Here are some approaches to handling your reporting obligations:
- 12.4.1 In the event you believe a violation of the Code, or a violation of applicable laws and/or governmental regulations has occurred or you have observed or become aware of conduct which appears to be contrary to the Code, immediately report the situation to your supervisor or manager, Human Resources Director, Manager of Internal Audit, Audit Committee or email the Company's Whistleblower Hotline: [hotline@relivinc.com](mailto:hotline@relivinc.com).
- 12.4.2 Supervisors or managers who receive any report of a suspected violation must report the matter to the Manager of Internal Audit.
- 12.4.3 If you have or receive notice of a complaint or concern regarding the Company's financial disclosure, accounting practices, internal accounting controls, auditing, or questionable accounting or auditing matters, you **must** immediately advise your supervisor or manager, Human Resources Director, or the Manager of Internal Audit.
- 12.4.4 If you wish to report any such matters anonymously or confidentially, then you may do so as follows:
- 12.4.4.1 Mail a description of the suspected violation or other complaint or concern to:
- Audit Committee**  
**136 Chesterfield Industrial Blvd.**  
**Chesterfield, MO. 63005**  
**c/o Manager of Internal Audit**  
**or**
- 12.4.4.2 Email our Whistleblower Hotline: [hotline@relivinc.com](mailto:hotline@relivinc.com)
- 12.5 Use common sense and good judgment; Act in good faith.
- 12.5.1 You are expected to become familiar with and to understand the requirements of the Code. If you become aware of a suspected violation, don't try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. The circumstances should be reviewed by

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 12 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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appropriate personnel as promptly as possible, and delay may affect the results of any investigation.

12.5.2 A violation of the Code, or of applicable laws and/or governmental regulations is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

## 12.6 Internal investigation

12.6.1 When an alleged violation of the Code, applicable laws and/or governmental regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined in Section 13 of the Code. You are expected to cooperate in internal investigations of alleged misconduct or violations of the Code or of applicable laws or regulations.

## 12.7 No fear of retaliation

12.7.1 It is Company policy that there be no intentional retaliation against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation or Company policy, including this Code.

12.7.2 Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

12.7.3 In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a "need to know" basis.

12.7.4 No retaliation shall be taken against you for reporting alleged violations while acting in good faith.

## 13.0 COMPLIANCE PROCEDURES

13.1 The Company has established this Code as part of its overall policies and procedures. To the extent that other Company policies and procedures conflict with this Code, you should follow this Code.

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 13 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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- 13.2 The Code applies to all Company directors and Company employees in all locations.
- 13.3 The Code is based on the Company's core values, good business practices and applicable law. The existence of a Code, however, does not ensure that directors, officers and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to the Code must know and understand the Code as it applies to them and as it applies to others. You must champion the Code and assist others in knowing and understanding it.
- 13.4 Compliance
  - 13.4.1 You are expected to become familiar with and understand the requirements of the Code. Most importantly, you must comply with it.
- 13.5 CEO Responsibility
  - 13.5.1 The Company's CEO shall be responsible for ensuring that the Code is established and effectively communicated to all employees, officers and directors.
  - 13.5.2 Upon hire and annually thereafter all employees will be required to sign acknowledgment that they are complying with the Code.
  - 13.5.3 Although the day-to-day compliance issues will be the responsibility of the Company's managers, the CEO has ultimate accountability with respect to the overall implementation of and successful compliance with the Code.
- 13.6 Audit Committee
  - 13.6.1 The Audit Committee Charter governs the operations of the Audit Committee.
  - 13.6.2 The Audit Committee is composed of at least three (3) directors who are independent of the management of the Corporation. A director shall be deemed independent if he is free of any relationship that, in the opinion of the Board of Directors, would interfere with exercise of independent judgment as a Committee member.
  - 13.6.3 The Audit Committee provides assistance to the Corporation's directors in fulfilling their responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting and financial

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04  Page 14 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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reporting practices of the Corporation, and the quality and integrity of the financial reports of the Corporation.

- 13.6.4 The primary responsibility of the Audit Committee is to oversee the Corporation's financial reporting process on behalf of the Board and report the results of their activities to the Board. Management is responsible for preparing the Corporation's financial statements, and the independent auditors are responsible for auditing those financial statements.

### 13.7 Internal Audit

- 13.7.1 Internal Audit's role is to be an independent, objective, assurance and consulting function that adds value and improves operations at the Company.
- 13.7.2 It helps the Company accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.
- 13.7.3 The scope of work of the Internal Audit department is to determine whether the organization's network of risk management, control and governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:
- 13.7.3.1 Risks are appropriately identified and managed;
  - 13.7.3.2 Interaction with the various governance groups occurs as needed;
  - 13.7.3.3 Significant financial, managerial and operating information is accurate, reliable and timely;
  - 13.7.3.4 Employees' actions are in compliance with policies, standards, procedures and applicable laws and regulations;
  - 13.7.3.5 Resources are acquired economically, used efficiently and adequately protected;
  - 13.7.3.6 Programs, plans and objectives are achieved;
  - 13.7.3.7 Quality and continuous improvement are fostered in the organization's control process; and
  - 13.7.3.8 Significant legislative or regulatory issues impacting the organization are recognized and addressed appropriately.

### 13.8 Internal Reporting of Violations

- 13.8.1 The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all employees,

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 15 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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officers and directors of the Company report suspected violations in accordance with Section 12 of this Code.

### 13.9 Screening Of Employees

13.9.1 The Company shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee with financial management responsibilities. The Company shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.

### 13.10 Access to the Code

13.10.1 The Company shall ensure that employees, officers and directors be provided with a copy of the Code. New employees will receive a copy of the Code as part of their new hire information. From time to time, the Company will sponsor employee training programs in which the Code and other Company policies and procedures will be discussed.

### 13.11 Monitoring

13.11.1 The officers of the Company shall be responsible to review the Code with all of the Company's managers. In turn, the Company's managers with supervisory responsibilities should review the Code with his/her direct reports. Managers are the "go to" persons for employee questions and concerns relating to the Code, especially in the event of a potential violation.

13.11.2 Managers or supervisors will immediately report any violations or allegations of violations to the Manager of Internal Audit. Managers will work with the Manager of Internal Audit in assessing areas of concern, potential violations, any needs for enhancement of the Code or remedial actions to effect the Code's policies and overall compliance with the Code and other related policies.

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 16 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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### 13.12 Auditing

13.12.1 Resources selected by the Board of Directors will be responsible for auditing the Company's compliance with the Code.

### 13.13 Internal Investigation

13.13.1 When an alleged violation of the Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice.

13.13.2 If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a shareholder or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to the Company's accounting or auditing, then the manager or investigator should immediately notify the Manager of Internal Audit and/or his or her Vice President or other corporate officer.

13.13.3 If a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, the Manager of Internal Audit should immediately report the alleged violation to the Audit Committee. The Audit Committee shall assess the situation and determine the appropriate course of action.

13.13.4 At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

### 13.14 Disciplinary Actions

13.14.1 Subject to the following sentence, the Audit Committee, after consultation with the President, CFO, Human Resources Director and the General Counsel, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated the Code.

13.14.2 If a violation has been reported to the Audit Committee that Committee shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied



<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 17 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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in this Code will result in disciplinary action, up to and including termination of employment.

- 13.14.3 Any employee engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of his or her duties for the Company, shall be removed from his or her position and not assigned to any other position involving the exercise of substantial discretionary authority.
- 13.14.4 In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct.
- 13.14.5 In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.

#### 13.15 Retention of Reports and Complaints

- 13.15.1 All reports and complaints made to or received by the Manager of Internal Audit or the Audit Committee shall be logged into a record maintained for this purpose by the Audit Committee and this record of such report shall be retained indefinitely.

#### 13.16 Required Government Reporting

- 13.16.1 Whenever conduct occurs that requires a report to the government, the Audit Committee shall be responsible for complying with such reporting requirements.

#### 13.17 Corrective Actions

- 13.17.1 Subject to the following sentence, in the event of a violation of the Code, the Manager of Internal Audit and members of the Audit Committee should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures.
- 13.17.2 If a violation has been reported to the Audit Committee that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public

<p>RELIV INTERNATIONAL, INC.</p> <p>PERSONNEL POLICIES AND PROCEDURES</p>	<p><b>POLICY:</b> CODE OF BUSINESS CONDUCT AND ETHICS</p> <p><b>SECTION:</b> E-7      <b>EFF. DATE:</b> 04/15/04 Page 18 of 18      <b>Revision:</b> 11/05/12, 3/9/21</p>
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disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

#### 14.0 RESPONSIBLE PARTIES

- 14.1 All Reliv Directors
- 14.2 All Reliv Officers
- 14.3 All Reliv Employees, including all agents, consultants and independent contractors
- 14.4 All Reliv Subsidiaries