

<p>RELIV INTERNATIONAL INC.</p> <p>POLICIES AND PROCEDURES</p>	<p><b>POLICY: WHISTLEBLOWER</b></p> <p><b>SECTION:</b> E-9      <b>EFF. DATE:</b> 12/15/04  Page 1 of 3              <b>Revision:</b> 7/28/05</p>
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1.0 POLICY

1.1 Over the past several years, there has been increased awareness and focus on the conduct of public companies and their employees in relation to compliance with laws and rules of ethical conduct. New laws and regulations have been adopted to require and enforce legal and ethical conduct, and to encourage the reporting of improper or illegal conduct by or within companies.

2.0 PURPOSE

2.1 Reliv’s Board of Directors has adopted the following policies and procedures:

- 2.1.1 To advise you of procedures you may follow if you have reason to believe representatives of the Company are engaging in illegal, improper or unethical conduct and;
- 2.1.2 To notify you of actions on the part of Company employees that are prohibited.

3.0 PROCEDURE – PROHIBITED ACTIONS

Any of the following actions are prohibited by the Company and commission of any of these acts will be considered cause for immediate disciplinary action, including but not limited to, termination of employment, and may also be grounds for criminal liability:

- 3.1 Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to a matter within the jurisdiction of a federal agency or bankruptcy proceeding, in violation of federal or state laws or regulations.
- 3.2 Altering, destroying or concealing a document, or attempting to do so, with the intent of impairing the document’s availability for use in an official proceeding, or otherwise obstructing, influencing or impeding any official proceeding, in violation of federal or state laws or regulations.
- 3.3 Fraudulently influencing, coercing, manipulating, or misleading any independent public accountant engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements misleading, in violation of federal or state laws or regulations.

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3.4 Discharging, demoting, suspending, threatening, harassing, discriminating or retaliating in any manner against any employee, in violation of federal or state laws or regulations, because of any lawful act by that employee who:

3.4.1 Provides information to or assists in any investigation by the Company or by Congress or by any federal agency;

3.4.2 Files or assists in any action alleging a violation of federal or state laws or regulations; or

3.4.3 Knowingly takes any action harmful to any person for providing truthful information to a law enforcement officer relating to the possible commission of a federal, state or local offense.

#### 4.0 PROCEDURE - REPORTING OF CONCERNS OR COMPLAINTS

4.1 Taking action to prevent problems and improper conduct is part of Reliv's corporate culture. If you observe possible illegal conduct, you are required to report your concerns. The Company urges employees and others involved with the Company to come forward with any such information, without regard to the identity or position of a suspected offender. The earlier a concern is expressed, the easier it will be for the Company to take action.

#### 5.0 PROCEDURE – CONFIDENTIALITY

5.1 The Company will treat all communications under this Policy in a confidential manner, except to the extent necessary;

5.1.1 To conduct a complete and fair investigation, or

5.1.2 For review of Company operations by the Company's Board of Directors, Audit Committee, Internal Auditor, the independent public accountants and the Company's counsel.

#### 6.0 PROCEDURE – RETALIATION

6.1 The Company will not permit any negative or adverse actions to be taken against any employee or individual who in good faith reports a possible violation of law, including any concerns regarding questionable accounting or auditing matters, even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation.

6.2 Retaliation in any form will not be tolerated.

6.3 Any act of alleged retaliation should be reported immediately and will be promptly investigated.

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7.0 PROCEDURE - HOW TO REPORT CONCERNS OR COMPLAINTS

- 7.1 Employees and others may communicate suspected violations of law or other wrongdoing, including any concerns regarding questionable accounting or auditing matters (including deficiencies in internal controls) or alleged retaliation by contacting **Reliv’s independent, confidential employee hotline (MessagePro) at 1-866-549-9704. Employees may also report any of these concerns directly to the Company’s Internal Auditor.** *Please be assured that this information will be treated as confidentially as if it were reported through the third party hotline.*
- 7.2 In order to be better able to respond to any information or complaint, we would prefer that you identify yourself and give your telephone number and other contact information when you make the report. You can be assured that any information will be treated with utmost confidence. However, if you wish to remain anonymous, it is not necessary that you give your name or position in any notification and caller ID will not be activated on any telephone line.
- 7.3 Whether you identify yourself or not, in order that a proper investigation can be conducted, please provide as much information as you can, sufficient to do a proper investigation, including where and when the incident occurred, the names, and title of the individuals involved and as many further details as you can provide.
- 7.4 Although you are not expected to prove the truth of any allegation, you should be prepared to explain or describe to Reliv’s contact person that there are sufficient grounds to make the allegation, and of what, specifically, those grounds consist. The action taken will depend upon the nature of the concern.
- 7.5 The Audit Committee of Reliv’s Board of Directors shall be consulted to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved by agreed action without the need for investigation. In any event, at a minimum, the Company’s Audit Committee will be made aware of all expressed concerns and will determine the proper method of resolving the same.

8.0 RESPONSIBLE PARTIES

- 8.1 All Reliv Employees