



**REAL ATHLETES.
REAL SCIENCE.™**

4721 IRLINGTON ST. BUILDING-A DENVER, CO 80239
FAX: 800.490.7165

CODE OF CONDUCT

The success of MusclePharm Corporation (hereinafter “MusclePharm” or “Company”) relies on its employees. You have been selected to work here because MusclePharm believes you possess the qualities to ensure our continuing growth and success.

MusclePharm has adopted this Code of Conduct (“Code”) to promote and maintain the highest standards of professional and personal behavior and to communicate its expectations of leadership to be demonstrated by its employees. As an employee of MusclePharm you are also an ambassador of MusclePharm through your actions and interactions while at work and out in the community. You agree to strive for personal and professional unimpeded growth, and to support MusclePharm’s goals and objectives within the dietary and nutritional supplement industry.

At MusclePharm, through its employees, we expect you will strive to instill confidence in the public and your teammates, uphold all legal, ethical and regulatory standards relating to your activities, refrain from using your position at MusclePharm to secure special privilege, gain or benefit for yourself, and to respect and maintain the confidentiality of MusclePharm’s proprietary information and trade secrets. As an ambassador of MusclePharm, you understand that company meetings and events for advertising, marketing and promotion are **exclusively** for MusclePharm and the MusclePharm family of products.

MusclePharm prohibits unethical and dishonest behavior, and the influencing of nefarious behavior and actions by any of its employees. Any unethical, dishonest or nefarious activities should be immediately reported to a supervisor and to Human Resources.

The following list, although not comprehensive, contains examples of the forms of behavior that are considered unacceptable by MusclePharm. Any violation of the below items and this Code may result in disciplinary actions, including termination of employment:

- 1) Supplying false or misleading information when applying for employment or during your course of employment, including falsifying Company documents or records;
- 2) Failure or refusal to submit or consent to a requested alcohol or drug test;
- 3) Working under the influence of alcohol or illegal drugs;
- 4) Possession, distribution, sale, transfer or use of alcohol, illegal drugs or abuse of prescription drugs in the workplace and/or while operating employer owned or rented vehicles and/or equipment;
- 5) Engaging in unethical or illegal conduct;
- 6) Violation of health and/or safety rules;

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- 7) Sexual or other unlawful or unwelcome harassment;
- 8) Absenteeism, tardiness or any absence without notice (no show, no call);
- 9) Making or publishing by any medium, including social media, any false, misleading or defamatory statements regarding MusclePharm and/or any of its subsidiaries; any employee of MusclePharm and/or its subsidiaries; and/or any of its third-party vendors and suppliers;
- 10) Making any obscene, prejudicial or provocative remarks, jokes or gestures, which may be offensive to other employees and fighting or any violent confrontation with other employees during or after business hours;
- 11) Using work time for personal uses;
- 12) Misappropriating or abusing Company's property and funds;
- 13) Any conduct that is likely to cause another employee, customer or vendor of the Company embarrassment, loss of dignity, feelings of intimidation, or loss of opportunity, including all forms of discrimination and harassment;
- 14) Engaging in unauthorized employment elsewhere while on paid benefits related to illness, or while on paid leave of absence;
- 15) Committing any act, on or off Company's premises, which threatens or is potentially damaging to the reputation of the Company or any of its employees, customers or vendors;
- 16) Committing theft, fraud, embezzlement and/or other acts of dishonesty;
- 17) Soliciting or accepting kickbacks or gifts;
- 18) Causing disruption in the workplace;
- 19) Sabotaging another's work; and
- 20) Misuse of computers, codes and passwords.

ACKNOWLEDGEMENT OF RECEIPT AND UNDERSTANDING

I _____, hereby certify that I have read and comprehend the Code of Conduct at MusclePharm Corporation. I agree to adhere to the Code of Conduct and understand that my employment with MusclePharm Corporation is contingent upon compliance with the Code.

Signature: _____

Date: _____

Print Name:

