

SCHIFF NUTRITION INTERNATIONAL, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Schiff Nutrition International, Inc. (the “Company”) has adopted the following Guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Board will review and amend these Guidelines from time to time as it deems necessary and appropriate.

These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines should be interpreted in a manner consistent with the Company's Certificate of Incorporation and Bylaws, and any applicable laws, regulations or listing requirements.

1. BOARD ROLE AND RESPONSIBILITIES.

A. Board and Management Roles. The Company’s business is conducted by its employees, managers, and officers, under the direction of the Chief Executive Officer and subject to the oversight of the Board. The Board is elected by shareholders to oversee their long-term interests in the Company and to oversee management. The Board may also take into consideration, as appropriate, the interests of other stakeholders, including employees and members of the communities in which the Company operates.

The core responsibility of the Board is to exercise its business judgment to act in what it reasonably believes to be in the best interests of the Company and its shareholders. Each director should be sufficiently familiar with the business of the Company, including its financial statements, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves.

B. Meetings. The Board has four regularly scheduled meetings each year at which it reviews and discusses reports by management on the results and operations of the Company and other aspects of the Company and its business. The Board may also hold special meetings in furtherance of its functions for the oversight of the Company’s business. Directors are expected to attend regularly (whether in person, telephonically or by video conference) scheduled Board meetings and applicable committee meetings on which he or she serves.

The Chairman and CEO, in consultation with management and others as determined appropriate, will establish the agenda for each Board meeting. Any director may request that an item be included on the agenda or may raise issues for discussion at a Board meeting that are not on the agenda.

Management and any committees of the Board should, to the extent practical under the circumstances, provide directors with materials concerning matters to be discussed or acted upon sufficiently in advance of any meeting to allow the directors time for review and evaluation. Directors are expected to devote sufficient time and efforts in reviewing the materials and fulfilling their responsibilities.

The non-management directors will meet from time to time in regular executive sessions without management present. The non-management directors will preside over the meetings on a rotational basis. Any interested person who wishes to contact the non-management directors may do so by addressing his or her correspondence to the Non-Management Directors, c/o Corporate Secretary, Schiff Nutrition International, Inc. 2002 South 5070 West, Salt Lake City, Utah 84104.

C. Other Responsibilities. In addition to its general oversight of management, the Board also performs other specific functions, including:

- providing its business judgment to management on significant issues confronting the Company;
- reviewing and, where appropriate, approving, the business plans, major strategies and financial objectives of the Company;
- providing its business judgment in assessing major risk factors relating to the Company and its performance, and reviewing measures to address and mitigate such risks;
- reviewing and approving significant actions by the Company, including major transactions, as required by applicable state corporate laws, Securities and Exchange Commission (“SEC”) rules and regulations, New York Stock Exchange (“NYSE”) listing standards or Company policies;
- adopting policies of corporate conduct and overseeing Company processes for compliance with applicable laws and regulations and maintenance of necessary accounting, financial and other controls; and
- regularly evaluating the performance and approving the compensation of the CEO and, with the advice of the CEO, the Company’s other senior executive officers.

2. BOARD COMPOSITION.

A. Size of the Board. The size of the Board should facilitate substantive discussions involving the whole Board in which each director can participate meaningfully. The Company Bylaws provide that the number of directors will be no less than three and no more than fifteen.

B. Director Qualifications. Members of the Board should possess the highest personal and professional ethics, integrity and values, and be committed to serving the long-term interests of the Company's shareholders. The Board should also take into consideration all other factors it considers appropriate with the goal of having a Board with backgrounds, skills and experience in business, finance and other areas relevant to the Company's operations.

Each director is also expected to allocate sufficient time to meet as frequently as needed, review materials and prepare for each meeting, and properly discharge the director's responsibilities. Directors are expected to inform the Board of any material changes in their circumstances or relationships that may impact their service as directors of the Company.

The Board does not believe that arbitrary limits on the number of years a director can serve on the Board or mandatory retirement ages are appropriate. These limits may lead to the loss of experience and expertise important to the effective performance of the Board. Similarly, the Board does not believe that directors should automatically expect to be renominated annually as long as he or she desires to serve as a director.

The Board has chosen to not specifically limit the number of other public company boards of directors on which a director may sit. Instead, the Board believes this determination is best made in light of all relevant considerations relating to a particular director, including the director’s professional and

personal circumstances. The Board self-evaluation process described below will be an important determinant of Board tenure.

C. Independence. The Company will comply with applicable independence requirements under SEC rules and regulations and the NYSE listing standards. The Company currently qualifies for the “Controlled Company” exemption from certain of the director independence requirements pursuant to Section 303A of the NYSE listing standards. The Board has determined to utilize this exemption. The Company will disclose its determination regarding this exemption in its annual meeting proxy materials so long as the Company qualifies as a Controlled Company.

D. Selection Process. The Board is responsible for identifying individuals qualified to become directors of the Company, and may consider candidates proposed by current directors, management, employees, stockholders and others. Stockholders must submit proof of such stockholdings. Any such stockholders wishing to recommend candidates should do so in writing addressed to the Board, c/o Corporate Secretary, Schiff Nutrition International, Inc., 2002 South 5070 West, Salt Lake City, Utah 84104-4726.

In order for the Board to consider a stockholder nominee, the stockholder must submit a detailed resume of the candidate and an explanation of the reasons why the stockholder believes the candidate is qualified for service on the Board. The stockholder must also provide such other information about the candidate that would be required by SEC rules to be included in a proxy statement. In addition, the stockholder must include the consent of the candidate and describe any relationships, arrangements or undertakings between the stockholder and the candidate regarding the nomination or otherwise.

E. Leadership of the Board. The Board believes it is important to select its Chairman and the Company’s CEO in the manner it considers to be in the best interests of the Company at any given point in time. Accordingly, these positions may be filled by one individual or by two different individuals as determined by the Board.

3. BOARD COMMITTEES.

A. Designation of Committees. The Board has established the following standing committees: Executive Committee; Audit Committee; and Compensation Committee. The Board may establish additional committees as it determines to be appropriate. As a “Controlled Company” under the NYSE listing standards, the Company is not required to have a Nominating/Corporate Governance Committee. Nominating and governance matters are reviewed and resolved by the full Board.

B. Committee Members. The Board will determine committee assignments, including service as chairperson of a committee. Members of the Audit Committee and the Compensation Committee will each meet the applicable independence and other requirements of the applicable SEC rules and regulations and the NYSE listing standards. Although the Company qualifies for the “Controlled Company” exemption from certain of the NYSE independence requirements for Compensation Committee members, the Board has determined to not utilize this exemption at this time.

C. Committee Responsibilities. The Board has adopted a charter for each of the Audit Committee and the Compensation Committee, which set forth the responsibilities of each committee and the qualifications and procedures of the committee. These charters are subject to review and amendment from time to time by the Board. The current versions of these charters are available on the Company’s website, and will be mailed to shareholders upon written request to the Company’s Corporate Secretary.

4. DIRECTOR ACCESS TO OFFICERS, INFORMATION AND ADVISORS.

Directors will have full and free access to officers, employees and the books and records of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Corporate Secretary. The directors should use their business judgment so that such contact is not disruptive to the Company's business operations. In fulfilling their responsibilities, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Board and its committees (as set forth in their charters) will have the authority to hire independent legal, financial or other advisors as may be deemed necessary or appropriate in the discharge of the directors' duties.

5. ETHICS AND BUSINESS CONDUCT.

The Board expects Company directors, as well as officers and employees, to act ethically and to adhere to the policies comprising the Company's Code of Business Conduct and Ethics. A copy of the Code of Business Conduct and Ethics is available on the Company's website.

6. MANAGEMENT SUCCESSION.

The Board will determine policies and procedures for the selection of the CEO and his or her successors, including the policies regarding succession in the event of an emergency or the retirement of the CEO.

7. ANNUAL PERFORMANCE EVALUATIONS.

A. Board Evaluation. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The assessment will focus on the Board's contributions to the Company, with the purpose of improving the Board's overall effectiveness.

B. CEO and Senior Executive Officer Evaluation. The Compensation Committee will be responsible for annually reviewing and approving the goals and objectives of the CEO, and will evaluate the CEO's performance in light of these goals and objectives before determining the CEO's compensation. The Compensation Committee will also annually review the performance of, and approve the compensation structure for, the Company's senior executive officers.

8. DIRECTOR COMPENSATION.

The Executive Committee will be responsible for recommending to the full Board compensation for non-employee directors and for service on Board committees. In determining compensation, the Executive Committee will take into consideration the responsibilities of the directors and the fees being paid by other corporations comparable to the Company. Director compensation will include both cash and equity components. The equity component should be a meaningful portion of the director compensation.

9. DIRECTOR ORIENTATION.

Management, working with the Board, will provide orientation to new directors so that the Company's directors are fully informed as to their responsibilities and the means at their disposal for the effective discharge of those responsibilities. This orientation should be conducted as soon as reasonably

practicable after the director is first elected to the Board, and familiarize new directors with the Company's operations, strategic plans, financial statements, significant business risks, principal officers, and key policies and practices. Periodically, management will also provide materials or briefing sessions for all directors that would assist them in discharging their duties.

10. COMMUNICATION.

The Board believes that management speaks for the Company and that management is generally responsible for communicating and interacting with institutional investors, press and customers. From time to time, individual Board members may meet or otherwise communicate with various constituencies that are involved with the Company.