

**WORLDWIDE  
CODE OF CONDUCT**

**BLYTH, Inc.**

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## \*Note to our Non-U.S. Subsidiaries

Please recognize that the Code of Conduct was written from the perspective of the laws and customs of the United States and that our subsidiaries outside the United States may have different laws and customs with respect to some issues. We ask that our colleagues outside the United States read the Code of Conduct with the understanding that our goal is that they comply with the spirit of the Code to maintain the highest ethical standards and lawful conduct, wherever they do business. Anyone with questions about the specific obligations and laws of their own country is encouraged to contact Blyth's legal department.

## A Word From Our Chairman

We at Blyth are very proud of our reputation in the world marketplace for having talented employees, for our strong customer service focus and, most importantly, for maintaining high ethical standards. Dating back to the roots of our Company, the 1976 acquisition of Valley Candle Company, I have always looked upon the honesty and integrity of Blyth employees as one of its most valuable assets. Integrity includes upholding high ethical standards and complying with the law everywhere in the world that Blyth does business. It also means protecting our Company's name and reputation, as well as those of its subsidiaries. As a company, we are committed to serving the best interests of our customers, employees and shareholders. We are also committed to being a responsible corporate citizen, as well as a company for which our employees can be proud to work. The principle of "Meliora" (which translates to English as: to make better) guides us in this area, as it does with all of our important operating ideals, as we constantly strive to improve the way in which we do business.

In response to the corporate scandals involving Enron and other companies, the Securities and Exchange Commission and the New York Stock Exchange have required publicly traded companies like Blyth to have procedures in place for dealing with complaints related to accounting, internal controls or audit functions. To meet those requirements and as part of Blyth's longstanding commitment to the highest ethical standards, beginning February 2004, we made a toll-free complaint line (1-800-300-0471<sup>1</sup>) available to report concerns in these accounting-related areas, or other potential violations of Blyth's Code of Conduct.

Blyth's Worldwide Code of Conduct provides you, our directors, officers and employees, with guidance for maintaining high ethical standards and lawful conduct. It applies to all of us as respected members of the Blyth worldwide family of companies. Please read it carefully and keep it for your reference.

I am confident that each of us will comply with this Code and demonstrate, both individually and as a team, that Blyth is worthy of its valued reputation. We must strive every day to show that the highest standard of business integrity will be maintained.

*Robert B. Goergen*  
Chairman of the Board, Chief Executive Officer

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<sup>1</sup> For dialing instructions outside the U.S., see the footnote on page 9.

## What is Blyth?

Blyth, Inc. is:

Blyth, Inc. is a multi-channel company primarily focused on direct selling. The Company designs and markets home fragrance products and decorative accessories, as well as weight management products, nutritional supplements and energy drinks. The Company's products include an extensive array of decorative and functional household products such as candles, accessories, seasonal decorations, household convenience items and personalized gifts, meal replacement shakes, as well as vitamins and energy mixes. The Company sells its products through multiple channels of distribution, including the home party plan method of direct selling and one-on-one direct selling, as well as through the wholesale and catalog/Internet channels. Blyth also markets tabletop lighting and chafing fuel for the Away From Home or foodservice trade. The Company manufactures most of its candles and chafing fuel and sources nearly all of its other products. Its products are sold direct to the consumer under the PartyLite<sup>®</sup>, Two Sisters Gourmet<sup>®</sup> and ViSalus Sciences<sup>®</sup> brands, to retailers in the mass retail channel under the Sterno<sup>®</sup> brand, to consumers in the catalog and Internet channel under the Miles Kimball<sup>®</sup>, Exposures<sup>®</sup>, Walter Drake<sup>®</sup>, As We Change<sup>®</sup> and Easy Comforts<sup>®</sup> brands, and to the Foodservice industry under the Sterno<sup>®</sup>, Ambria<sup>®</sup> and HandyFuel<sup>®</sup> brands. In Europe, Blyth's products are also sold under the PartyLite<sup>®</sup> brand.

# **BLYTH, INC.**

## **WORLDWIDE CODE OF CONDUCT**

### **Introduction and General Statement**

Blyth, Inc. and its companies worldwide (the “Company”) are committed to conducting business in an honest manner and in conformity with the highest ethical, moral and legal principles. That commitment requires, among other things, the ethical handling of actual or apparent conflicts of interest between personal and professional relationships and disclosure of any such conflicts to the appropriate persons.

This Code of Conduct is intended as a guide. Given the variety and complexity of the Company’s activities, situations where ethical decisions may arise are almost infinite. As a result, this Code is not an all-inclusive listing. When situations require interpretation of ethical principles, employees should remember the Company’s commitment to operating in the highest moral, ethical and legal manner and should feel free to discuss any questions with their supervisors or, if necessary, higher levels of management. In this regard we call your attention to the section of this Code of Conduct entitled “Administration of the Code”.

Maintaining the highest ethical standards requires not just that each employee abide by the Code of Conduct but also that employees report any actions that raise questions under the Code. The Company prohibits any director, officer, or employee from retaliating or taking any adverse action against anyone for raising or helping to resolve any such question. Complaints regarding retaliation should be reported and shall be handled in the same manner as original complaints, as set forth in the section of this Code of Conduct entitled “Administration of the Code”.

In their conduct with others, including other employees, agents, customers and suppliers of the Company, employees should exercise care to comply with this Code of Conduct and to avoid any appearance of impropriety or violation of this Code.

For this reason, the business of the Company shall be conducted in compliance with all applicable U.S. and non-U.S. laws and regulations. In some cases, the interpretation of these laws and regulations may be difficult, but the Company has access to legal advice and will furnish such advice as is necessary to comply with this Code. Where appropriate, more specific guidance will be provided with respect to specific areas of compliance with the law.

The Company’s General Counsel has the responsibility to verify annually that each of the Company’s directors, officers and employees who are in positions to affect compliance with this Code has read and understood its contents.

### **Respect for our Employees**

One of the Company’s most important strengths and assets is its employees. We believe in treating each other with respect and fostering an atmosphere of caring, open communication, and candor. No employee, officer or director of Blyth should take unfair advantage of any employee through manipulation, abuse of privileged information, misrepresentation or any other unfair practice.

The law forbids discrimination in employment on the basis of race, color, gender, age, religion and national origin. We are committed to fair employment, including equal treatment in hiring, promotion, training, compensation, termination and disciplinary action.

The law also forbids sexual harassment. Sexual harassment is also against the policy of the Company. The term "sexual harassment" not only includes actions against employees of the Company but also includes actions affecting the employees of our customers, suppliers and others with whom we do business. Any events of sexual harassment should be reported to the Human Resources Department so that appropriate corrective measures may be taken.

Unlawful discrimination can expose the Company to substantial damages and unfavorable publicity. Moreover, equal employment opportunity and affirmative action law continues to develop rapidly and is administered by a number of different federal and state agencies, as well as other global agencies. Accordingly, it is particularly important that you maintain close communication with those who have primary responsibility to keep abreast of current legal developments and Company policies in this area.

## **Conflicts of Interest**

*Avoid the appearance of evil.*

- Paul of Tarsus

A conflict of interest exists when your duty to give undivided commercial loyalty to the Company, and, ultimately, its shareholders, can be prejudiced by actual or potential personal benefit from another source.

You are expected to avoid any investment, interest or association that might impair or appear to impair your best exercise of judgment on the Company's behalf.

You must avoid any activity or interest that might reflect unfavorably upon your own integrity or good name, or the integrity and good name of the Company. Each individual must avoid not only situations that give rise to a personal conflict of interest, but also those situations that create the appearance of such a conflict of interest.

Having a special relationship with an outside interest may disqualify you from making decisions regarding the Company's business or potential business with that outside interest. Special relationships may exist because of family, school, personal investment, business or comparable contacts. In other words, neither you nor a member of your immediate family should have an interest (financial or otherwise) in or a position with, a competitor, supplier, vendor or customer that could create a divided loyalty or the appearance of one, or which could cause speculation or misunderstanding, unless the matter has been fully disclosed in writing to, and approved by, the Company's General Counsel.

- No employee, officer or director shall take for him or herself personally any opportunity that is discovered through the use of the Company's property, information or position.
- No employee, officer or director of Blyth shall use the Company's property, information or position for personal gain.
- No employee, officer or director of Blyth shall compete with the Company either directly or indirectly. The Company has determined that ownership of an equity interest in a competitor shall

not in and of itself be considered to be competing with the Company, provided it is less than 1% of the outstanding equity interests in the competitor and provided further that the employee, officer or director is not a partner or officer of the competitor and does not hold a position is similar to that of a partner or officer.

- No employee should be involved in the decision of the Company to do business with a company in which that employee or a member of the employee's family has an interest.
- Company products purchased from the Company at a special price made available to employees by the Company may not be resold.
- The Company will not make loans to, or guaranty the obligations of directors or executive officers.

## **Business Gifts**

You may not receive gifts, goods, services, payments, rebates, privileges, unusual entertainment or other favors from, or give such items to, a current or prospective competitor, supplier, vendor or customer or other interested party unless (i) receipt or delivery of such item, event or service is customary, proper and consistent with good business practices and local custom, (ii) the amount involved is nominal, that is, it does not exceed \$100, and (iii) public disclosure of the matter would not embarrass the Company. Note that all three of these conditions must be met. Any exceptions to this policy must be fully disclosed in writing to and approved by the Company's General Counsel.

You may accept or give ordinary advertising items or other routine promotional items such as pens, paperweights, mementos or other items that are merely tokens of respect or friendship.

## **Confidential Information**

The Company's confidential and proprietary information, including trade secrets and much of its internal information, are valuable assets. Protecting this information plays a vital role in our continued growth and ability to compete.

Under the laws of most countries, a trade secret is property, usually in the form of information, knowledge or know-how, the possession of which gives the owner some advantage over competitors who do not have the same information. A trade secret must be secret - that is, not generally or publicly known - but it need not be patentable to qualify as a trade secret.

- Do not disclose this information to persons outside of the Company unless pursuant to a legitimate business purpose approved by your supervisor or if required to do so by law. In the event this information is disclosed to persons outside the Company, they should sign a Non-Disclosure Agreement before they receive the information.
- Do not use this information for your own benefit or the benefit of persons outside of the Company.
- Disclose this information to other Company employees ONLY on a "need to know" or "need to use" basis AND THEN ONLY with a strong statement that the information is confidential or a Company trade secret.

The Company's confidential and proprietary information, including its trade secrets, are not always of a technical nature. Such information can also include business research, new product plans, strategic objectives, any unpublished financial or pricing information, employee, customer and vendor lists and information regarding customer requirements, preferences, business habits and plans. This list, while not complete, suggests the wide variety of information that needs to be safeguarded.

The Company also receives confidential or proprietary information from others, including vendors and customers, which is subject to similar protection under the Company's agreement with the disclosing party. This information must be treated with similar care.

The Company's confidential and proprietary information also includes information involving its employees. Such information may include, but is not limited to: employee benefits information, medical and protected health information, compensation and bonus information, performance appraisal and ranking information, information relating to severance agreements and payments or benefits that may be given to departing employees, social security numbers, date of birth, information relating to requests for garnishments, immigration-related information; or information relating to the dependents of the Company and its subsidiaries.

Confidential information must be kept confidential and protected and safeguarded against unauthorized use, publication or disclosure. Company owned computers and any form of employee information must be kept in a secure location at all times. Confidential information must not be disclosed, used, transferred or otherwise made available in whole, part, summary or otherwise, and precautions must be taken to prevent the unauthorized disclosure, use and transfer of such confidential and proprietary information to any other person, firm or entity. Confidential and proprietary information shall be used solely for the performance of duties related to employment with the Company. Each person to whom such information is disclosed in connection with the performance of such duties will be advised of its confidential nature. Confidential information is not to be used for personal benefit or gain. All employees must comply with any other security measures which may be disseminated in writing by the Company.

Upon the Company's request, each employee agrees to return all confidential and proprietary information which is in tangible form, including any copies made, and will destroy all abstracts, summaries thereof or reference thereto in its documents, and certify to the Company that it has been done.

Violation of rules and regulations regarding confidential and proprietary information is grounds for disciplinary action up to and including immediate discharge.

If you leave the Company, your obligation to protect confidential and proprietary information continues until the information becomes publicly available and the Company no longer considers it proprietary or confidential. You should also remember that correspondence, printed matter, documents or records of any kind, specific knowledge of processes, procedures, and special ways of doing things -- whether confidential or not -- are all the property of the Company and must remain at the Company; of course personal skills acquired or improved on the job are the personal assets of the one who leaves.

Misuse and/or theft of confidential or proprietary information, including trade secrets, is not only a violation of this Code, but may result in civil and/or criminal liability.

## **Company Property**

Supplies, equipment, materials purchased with Company money and inventories belong to the Company and are to be used for Company purposes. This does not prohibit occasional personal use not inconsistent with relevant Company policies regarding Company equipment. Safeguarding this property from loss, damage, theft or waste is the responsibility of all of us.

Intellectual property developed by the Company and its employees or developed by anyone while performing work for the Company on a “work for hire” basis is also Company property. In addition to trademarks, patents and copyrights, intellectual property may include inventions, improvements, trade secrets, reports, manuals and other ideas or materials. Safeguarding intellectual property from theft, disclosure or use by others is also the responsibility of all of us. Further, the registered trademarks of the Company should always be accompanied by the ® designation and, for those marks pending registration, the ™ or ™ designation.

If you receive or disburse money as a part of your job, you have a special obligation to follow established procedures to ensure proper use and recording of funds.

## **Records and Reports, Accounting, Internal Accounting Control and Auditing Matters**

The results of operations and the financial position of the Company must be recorded in accordance with legal requirements and generally accepted accounting principles. It is Company policy, as well as a legal requirement, to maintain books, records and accounts that accurately and fairly reflect the business transactions and disposition of assets of the Company. It is also Company policy that the disclosures that are made in all reports and documents that are filed with, or submitted to, the Securities and Exchange Commission or that are otherwise made publicly available, shall be full, fair, accurate, timely and understandable.

The integrity of the Company’s accounting and financial records is based on the accuracy and completeness of the basic information supporting entries to the Company’s books of accounts. All employees involved in creating, processing and recording such information are held responsible for its integrity. Every accounting or financial entry should reflect exactly what is described by the supporting information. There must be no concealment of information from (or by) management, or from the Company’s internal or independent auditors.

Employees who prepare, or assist in the preparation of, Company records and reports should exert their best efforts to see that these documents are:

- accurate, complete and understandable;
- submitted in a timely manner;
- safeguarded from loss or destruction;
- retained for specified periods of time in accordance with Company retention policies and guidelines; and
- maintained in confidence.

The Company prohibits deliberate falsification or alteration of Company documents and destruction of documents that the law requires the Company to prepare and maintain. Company records may not be delivered to any person other than an employee who needs the records to perform his or her job.

You may report complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Complaints”) to the Blyth Inc. Audit Committee using the Compliance Line.

**Compliance Line: 1-800-300-0471.**

The Compliance Line procedures are described more fully in the section of this Code of Conduct entitled “Reporting Violations of the Code of Conduct on the Compliance Line”.

## **Our Customers, Suppliers and Competitors**

The Company recognizes the importance of laws that prohibit restraints of trade, predatory economic activities and unfair or unethical business practices. It will continue to comply with such laws wherever they exist. No employee, officer or director of Blyth should take advantage of any customer, supplier or competitor through manipulation, concealment, abuse of privileged information, misrepresentation or other unfair practices.

In all of your business dealings with suppliers, customers and competitors you should:

- Compete vigorously and with integrity.
- Treat all customers and suppliers honestly, fairly and objectively.
- Not pressure any customer or supplier to contribute to any charity favored by the Company or any of its employees or to support any other cause.
- Not discuss pricing or any matters affecting pricing with competitors and remove yourself from any such discussions if others start them in your presence.
- Avoid any unfair or deceptive practice and always present the Company's services and products in an honest and forthright manner.
- Never criticize a competitor's product without a good basis for such statements, or act in a manner designed to exclude competitors from the marketplace.
- Make clear to all suppliers that we expect them to compete fairly and vigorously for our business, and we will select our suppliers strictly on merit.

## **Political Contributions**

No one directly or indirectly may make political contributions of Company funds to, or use Company assets or facilities for, candidates for political office or political organizations or causes favored by any of its employees, or businesses operated by their families without the prior written approval of the Company's Chief Executive Officer. You, of course, may contribute personally to the candidates or party of your choice, but you shall not be compensated or reimbursed for any such personal contribution.

## **Trading in Blyth Securities (Insider Trading)**

Until released to the public, material nonpublic information concerning the Company's plans, successes or failures is considered "inside" or "insider" information and, therefore, confidential. No person aware of this nonpublic information may use this information for personal benefit or disclose it to others outside the Company. Any such use violates the Company's interest. In connection with the trading of Company securities, use of inside information is a fraud against members of the investing public, who suffer by trading in the same market without access to this information.

The following guidelines will help you comply with the securities laws, as well as avoid criticism and embarrassment to you and the Company:

- Do not disclose material inside information to anyone, except to persons within the Company whose positions require them to know it, until it has been publicly released by the Company;

- Do not place a purchase or sell order in the Company's securities when you have knowledge of material inside information that has not been disclosed to the public. Wait until the information has been publicly released and the public has had sufficient time to absorb it;
- Adhere to the Company's "Blackout" policy. In other words, you should not buy or sell the Company's securities during the period from the last business day of the calendar quarter until two (2) business days after the release of the Company's quarterly or fiscal earnings report to the public, or during any other period that is designated by the Company as a period in which you should not trade in the Company's securities, unless special permission is obtained in advance from the Company's General Counsel; and
- Do not place a purchase or sell order in the securities of another corporation, the value of which is likely to be affected by actions of the Company, which have not yet been publicly disclosed.

If you have any questions or concerns regarding the purchase or sale of Company securities, please contact the Company's General Counsel.

## **Environmental and Product Safety; Health**

### **A. Environmental Laws and Regulations**

The Company's policy is to conduct its operations in accordance with applicable environmental laws. Global, U.S. federal, state and local environmental laws regulate the discharge into the air, water and ground of a wide variety of substances. Additionally, global and U.S. federal and state laws regulate the generation, storage and transportation of wastes. Other environmental laws deal with the reporting of spills and cleaning up of wastes. The Company's Legal Department is prepared to discuss all questions pertaining to environmental laws, including permits or wastes, as well as assist you with all environmental issues.

### **B. OSHA; Toxic Substances**

The Occupational Safety and Health Act ("OSHA") regulates both physical safety and exposure to conditions in the workplace which could harm employees. The Toxic Substances Control Act regulates all chemical substances or mixtures that may present a risk of injury to health or the environment. These laws, and applicable regulations, are detailed and complex. Should you be faced with a health or OSHA issue, you should contact the Legal Department. In addition, the OSHA Hazard Communication Standard requires the Company to provide information to employees before they work in the vicinity of hazardous materials. These requirements include the labeling of hazardous materials, how employees are to use them, and what steps should be taken in an emergency involving these hazardous materials. Any questions regarding this area should be addressed to the Legal Department.

### **C. Product Safety and Integrity**

The Company takes seriously its responsibility to design, manufacture, and sell safe products. The Company reviews all new products as well as current products on which we may receive complaints. All products are to be designed, produced, and marketed so as to eliminate or minimize any hazards that could conceivably cause injury. If you are aware or become aware of any products that could be made safer, contact the responsible product manager for that product and furnish him or her with your suggestion.

## D. Substance Abuse

Drug and alcohol abuse results in injury to the user and higher costs to the Company in terms of absenteeism, theft, loss of productivity, health care, workers compensation costs and accidents.

The use, sale or possession of, negotiation for, or being under the influence of illegal drugs or alcohol on the job or on Company property is prohibited. The abuse or improper use of prescription or over-the-counter drugs is also prohibited. Employees who violate this prohibition or who may currently be using drugs or alcohol in a manner that adversely affects job performance shall be subject to disciplinary action up to and including termination.

The Company will use drug testing methods from time to time consistent with applicable laws to combat drug abuse. In the event you have any questions regarding drug testing or violations of the Company's substance abuse policy, please contact your Human Resources Department for guidance.

## Worldwide Business

In today's world, the Company must have a global orientation. Therefore, we need to recognize that business conduct in various countries sometimes differs from that in the United States, both in terms of common practice and legality. The Company firmly believes that, in fostering economic growth, international commerce strengthens both understanding and peace. As an international corporation, the Company recognizes its responsibility to the interests of the countries in which we do business. Our objective is to be nonpolitical and to continue to be a good corporate citizen wherever we operate.

The Company obeys all laws and regulations and respects the lawful customs of host countries. It recognizes and pays particular attention to each country's priorities regarding economic and social development, including industrial and regional growth, environmental quality, employment and training opportunities.

Although it is sometimes "customary" in some countries, bribery, or the giving of money or anything else of value in an attempt to influence the action of a public official, is unlawful. You are not authorized to pay any bribe or make any other illegal payment on behalf of the Company, no matter how small the amount. This prohibition extends to payments to consultants, agents or other intermediaries when you have reason to believe that some part of the payment or "fee" will be used for a bribe or otherwise to influence government action.

It is the policy of the Company to obey national and international tax laws and global exchange control laws. You are not permitted on behalf to the Company to enter into any transaction which you know or reasonably should know would violate these laws.

Neither the Company nor its employees should assist any third party in violating the laws of any country.

## Administration of the Code

You are encouraged to seek guidance regarding the application or interpretation of this Code of Conduct.

In most instances, you should bring questions concerning the Code and its policies to the attention of your direct manager, who may in turn refer matters of policy interpretation to his or her supervisor, the Legal Department, or the Human Resources Department. In some situations, however, it may be appropriate to go to higher levels of management—for example, when you are directed to do something by your manager that you feel may violate these policies. You should feel free to go to higher levels of management without fear of reprisal. In addition, if at any time you are unsure about whether or not to take up a matter with higher levels of management, you should contact the General Counsel of the Company.

You should report immediately any violations of the Code and its policies to your direct manager or, if you deem it appropriate, to the General Counsel of the Company or the Audit Committee of the Board of Directors of the Company. The Audit Committee may be contacted anonymously using the Compliance Line, 1-800-300-0471. The Compliance Line procedures, including instructions on accessing the Compliance line from outside the United States, are described more fully in the section of this Code of Conduct entitled “Reporting Violations of the Code of Conduct on the Compliance Line”.

In addition, in the case of possible violations which could (i) reflect adversely on the integrity of the management of the Company or on the accuracy, fairness or completeness of disclosures made or to be made publicly by the Company, whether in filings with the Securities and Exchange Commission or otherwise, or (ii) result in a significant loss or penalty to the Company, or (iii) endanger life, health or safety, you are requested to bring the matter directly to the immediate attention of the Company’s General Counsel.

Violations of this Code of Conduct may be subject to disciplinary action up to and including dismissal. However, the Code of Conduct does not set forth all of the reasons or situations in which employees may be disciplined.

The Code of Conduct is not an employment contract, and the Company may at any time modify the provisions of this Code of Conduct as it deems appropriate.

The Company prohibits any director, officer, or employee from retaliating or taking any adverse action against anyone for raising or helping to resolve any question regarding compliance with the Code of Conduct. Complaints regarding retaliation should be reported, and shall be handled, in the same manner as original complaints.

## **Reporting Violations of the Code of Conduct on the Compliance Line**

You may report complaints regarding violations of this Code of Conduct to the Company’s Audit Committee by calling the Company’s toll free Compliance Line operated by Global Compliance Services, an independent service provider, and a subsidiary of Pinkerton, at

**Compliance Line: 1-800-300-0471<sup>1</sup>**

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<sup>1</sup> **Connecting to the Compliance Line from outside the United States by AT & T Direct Access**

Make sure you have an outside line (if using a public phone, make sure it can be used to make international calls).

STEP 1: Enter the AT&T Direct Access Number for the country you’re calling *from*. AT&T access codes, as well as other useful information regarding international toll free calling may be found at [www.att.com/traveler](http://www.att.com/traveler).

STEP 2: When you hear the English-language voice prompt or series of tone prompts, enter your toll-free Compliance Line number (DO NOT press “1” or “0” before dialing the telephone number).

If you submit a complaint please provide as much detail as possible. The quality and specificity of the information you provide will largely determine the Company's ability to investigate and to rectify any problem.

Callers will remain anonymous if so requested. If your complaint is made anonymously, neither the Company nor its Board of Directors will make any special effort to identify you. In some situations the identity of the caller may be implicitly disclosed by the information disclosed because of the nature of the matter reported, despite the best efforts to maintain confidentiality. All complaints submitted will be treated confidentially. If you identify yourself, the Company will not disclose your identity without your permission or unless required by law to do so.

Executive officers and other employees authorized to speak with investors and members of the public on behalf of the Company, who receive questions from regulators, investors, analysts and others who evaluate or follow the Company's financial condition and results of operations, shall report promptly to the Director of Internal Audit and the Controller any complaints made to them, without regard to the officer's or employee's belief regarding the validity or materiality of the subject matter of the complaint.

Federal law protects employees reporting questionable accounting, internal control or, auditing matters and prohibits employers from discharging, harassing or in any manner discriminating against anyone providing information about questionable accounting or auditing matters. The Company prohibits any director, officer, or employee from retaliating or taking any adverse action against you for raising or helping to resolve any such complaint. You should report any retaliation in the same manner as an original complaint. It will be handled in the same manner as an original complaint, as set forth above.

## **Statement of Compliance**

Directors, officers and designated employees must sign a statement of compliance with this Code of Conduct annually.

## **Waiver of Compliance**

Any waiver of this Code may be made only by a majority vote of the independent members of the Board of Directors of the Company and will be promptly disclosed as required pursuant to federal securities laws.

Any waiver request should be made in writing addressed to:

Chair  
Nominating and Corporate Governance Committee  
Blyth, Inc.  
One East Weaver Street  
Greenwich, CT 06880.

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STEP 3: The call will be connected to the Compliance Line.

If you do not speak English, or prefer to have an interpreter assist you in speaking with the Compliance Line Specialist, *immediately* inform the Compliance Line Specialist which language you speak. The Specialist will then begin conferencing in an interpreter. As this happens, you will hear music or a pause, please remain on the line. You will then hear a recorded message in your language to confirm that an interpreter will come on line shortly. An interpreter will then join your conversation to assist you and the Specialist in completing the call.

IMPORTANT NOTE: Due to local legal requirements the Compliance Line is not operational in, or accessible from France.