

NUZEE

CORPORATE ETHICS AND GOVERNANCE

1. Introduction

These Corporate Governance guidelines established by the Board of Directors of Nuzee Inc. provide a structure within which our directors and management can effectively pursue Nuzee's objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, Nuzee's charter documents and other governing legal documents and company policies.

2. Board Structure and Composition

- a. Size of the Board. The authorized number of directors will be determined from time to time by resolution of the Board, provided the Board consists of at least five members.
- b. Board Membership Criteria. The Nominating and Corporate Governance Committee will evaluate candidates for membership on the Board, including candidates nominated or recommended by stockholders, in light of criteria established by the Board, and recommend to the Board the slate of nominees for election at the Annual Meeting of Stockholders or nominees for election to fill interim vacancies on the Board.
- c. Director Independence. The Company will strive to maintain a majority of its directors on the Board to be independent as required by the U.S. Securities and Exchange Commission. The Board also believes that it is often in the best interest of Nuzee and its stockholders to have non-independent directors, including current and (in some cases) former members of management, serve as directors. Each independent Director who experiences a change in circumstances that could affect such Director's independence should deliver a notice of such change to Nuzee's General Counsel.
- d. Director Tenure. Directors are reelected every two years and the Board does not believe it should establish term limits because directors who have developed increasing insight into Nuzee and its operations over time provide an increasing contribution to the Board as a whole. To ensure the Board continues to generate new ideas and to operate effectively, the Nominating and Corporate Governance Committee shall monitor performance and take steps as necessary regarding continuing director tenure.
- e. Directors Who Change Their Present Job Responsibility. Any Director who experiences a material change in his/her job responsibilities or the position he/she held when he/she came on the Board should deliver a notice of such change in status to the Executive Chairman of the Board and/or the Lead Independent Director. The Nominating and Corporate Governance Committee will then evaluate whether the individual continues to satisfy the Board's membership criteria in light of his/her new occupational status and shall recommend to the Board the action, if any, to be taken with respect to such individual.

3. Principal Duties of the Board of Directors

- a. **To Oversee Management and Evaluate Strategy.** The fundamental responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of Nuzee and its stockholders. It is the duty of the Board to oversee management's performance to ensure that Nuzee operates in an effective, efficient and ethical manner in order to produce value for Nuzee's stockholders. The Board also evaluates Nuzee's overall strategy and monitors Nuzee's performance against its operating plan and against the performance of its peers.
Additionally, the Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant board committees. The Board is responsible for oversight of strategic, financial and execution risks and exposures associated with Nuzee's business strategy, product innovation and sales road map, policy matters, significant litigation and regulatory exposures, and other current matters that may present material risk to Nuzee's financial performance, operations, infrastructure, plans, prospects or reputation, acquisitions and divestitures.
Directors are expected to invest the time and effort necessary to understand Nuzee's business and financial strategies and challenges. The basic duties of the directors include attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of board meetings for advice and consultation.
- b. **To Select the Chair and Chief Executive Officer.** The Board will select the chairman of the Board and the chief executive officer in compliance with Nuzee's Certificate of Incorporation and Bylaws.
- c. **To Evaluate Management Performance and Compensation.** At least annually, the Compensation Committee will evaluate the performance of the chief executive officer and the other officers. It will review and approve the compensation plans, policies and arrangements for executive officers and other officers. It will also evaluate the compensation plans, policies and programs for officers and employees to ensure they are appropriate, competitive and properly reflect Nuzee's objectives and performance.
- d. **To Review Management Succession Planning.** The Compensation Committee will review at least annually and recommend to the Board plans for the development, retention and replacement of executive officers of Nuzee.
- e. **To Monitor and Manage Potential Conflicts of Interest.** All members of the Board must inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and Nuzee as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee of the Board will review and approve all related party transactions for which audit committee approval is required by applicable law. The Board will also ensure that there is no abuse of corporate assets or unlawful related party transactions.
- f. **To Ensure the Integrity of Financial Information.** The Audit Committee of the Board evaluates the integrity of Nuzee's accounting and financial reporting systems, including the audit of Nuzee's annual financial statements by the independent auditors, and that appropriate disclosure controls and procedures and systems of internal control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to

ensure the integrity of Nuzee's accounting and financial reporting systems and that such controls are in place.

- g. To Monitor the Effectiveness of Board Governance Practices. The Company will establish a Nominating and Corporate Governance Committee of the Board at the appropriate time to annually review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to these practices as needed.

4. Board Procedures

Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings in order to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees.

- a. Frequency of Board Meetings. Regular meetings of the Board shall be held at such times and places as determined by the Board. There will be at least four regularly scheduled meetings of the Board each year but the Board will meet more often if necessary.
- b. Attendance at Board Meetings. To facilitate participation at the Board meetings, directors may attend in person, via telephone conference or via video-conference. Materials are distributed in advance of meetings.
- c. Other Commitments. Each member of the Board is expected to ensure that other existing and future commitments, including employment responsibilities and service on the boards of other entities, do not materially interfere with the member's service as director. The members of the Board cannot have more than five (5) public company board memberships, including membership on the Nuzee Board.
- d. Board Membership Limits of the Chief Executive Officer. The chief executive officer cannot have more than three (3) public company board memberships, including membership on the Nuzee Board.
- e. Executive Sessions of Independent Directors. For good measure, Nuzee encourages independent Board members to regularly meet in executive session. The independent Board members shall meet in executive session at each regularly scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.
- f. Board Access to Management. Members of the Board will have access to Nuzee's management and employees as needed to fulfill their duties. Furthermore, the Board encourages management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.
- g. Code of Ethics. Nuzee has adopted a Code of Conduct to provide guidelines for the ethical conduct by directors, officers and employees. The Code of Conduct is posted on Nuzee's website.
- h. Engaging Experts. The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert

advisers and will have the power to hire, at the expense of Nuzee, legal, financial and other advisers as they may deem necessary by consulting with or without, or obtaining approval from, management of Nuzee in advance.

- i. **Minimum Stock Ownership Requirement.** In an effort to more closely align the interests of our directors and senior management with those of our stockholders, each director and senior officer will be required to meet the following minimum stock ownership requirements: (i) each director shall own at least 500 shares of Nuzee stock; (ii) our Founders, Chief Executive Officer, and our Executive Chairman shall own at least 20,000 shares of Nuzee stock; and (iii) our Senior Vice Presidents shall own at least 5,500 shares of Nuzee stock. Our directors shall have two years from the date they became a director of Nuzee to come into compliance with these ownership requirements. Our Founders, Chief Executive Officer, Executive Chairman, and Senior Vice Presidents shall have five years from the later of (x) the date of approval of these guidelines or (y) the date they assumed such roles at Nuzee to come into compliance with these ownership requirements.

5. Board Committees

- a. **Number and Composition of Committees.** The Board currently has the following standing committees: an Audit Committee and a Compensation Committee. From time to time the Board may form a new committee or disband a current committee depending on the circumstances. Each committee complies with the independence and other requirements established by applicable law and regulations, including SEC and U.S. Nevada state laws.
- b. **Committee Appointments.** Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time remove or replace a Committee member.
- c. **Committee Proceedings.** The Chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

6. Director Orientation and Continuing Education

Nuzee provides an orientation program for new directors that includes written materials, oral presentations, and meetings with senior members of management. The orientation program is designed to familiarize new directors with Nuzee's business and strategy. The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, as well as participation in accredited director education programs. The Board will reimburse directors for expenses incurred in connection with these education programs.

7. Board Performance

The Board develops and maintains a process whereby the Board, its committees and its members are subject to annual evaluation and self-assessment.

8. Board Compensation

The Compensation Committee of the Board has the responsibility to review and recommend to the Board compensation programs for non-employee directors.

9. Auditor Rotation

The Audit Committee of the Board will ensure that the lead audit partner and the audit review partner be rotated every five (5) years.

10. Communications with Stockholders

- a. Stockholder Communications to the Board. Stockholders may contact the Board about bona fide issues or questions about Nuzee by sending an email to:

Nuzee Inc.
Attn: Corporate Secretary
16955 Via Del Campo, Ste 260
San Diego, CA 92127

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. Nuzee will initially receive and process communications before forwarding them to the addressee. Nuzee generally will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the company.

- b. Annual Meeting of Stockholders. Each director is encouraged to attend the Annual Meeting of Stockholders.

11. Periodic Review of the Corporate Governance Guidelines

These guidelines shall be reviewed periodically by the Board will make changes when appropriate based on recommendations from the Audit and Compensation Committee.