

HERBALIFE NUTRITON LTD. AUDIT COMMITTEE CHARTER

Members

The Board of Directors ("Board") of Herbalife Nutrition Ltd. ("Company") hereby appoints an Audit Committee comprised of at least three members, consisting entirely of independent directors of the Company, and designates one member as chairperson or delegates the authority to designate a chairperson to the Audit Committee. Members of the Audit Committee are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The composition of the Audit Committee shall meet the requirements of the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE). For purposes hereof, the term "independent" shall mean a director of the Company who meets the NYSE standards of independence for directors and audit committee members, as determined by the Board. A majority of the Audit Committee members shall comprise a quorum.

Each member of the Audit Committee must be financially literate, as determined by the Board. In addition, at least one member of the Committee must be an "audit committee financial expert," as determined by the Board in accordance with SEC rules.

Purpose, Duties, and Responsibilities

1. Represent and assist the Board in discharging its oversight responsibility relating to:
(i) the accounting, reporting, and financial practices of the Company and its subsidiaries, including the integrity of the Company's financial statements; (ii) the surveillance of administration and financial controls and the Company's compliance with legal and regulatory requirements; (iii) the qualifications and independence of the Company's independent registered public accounting firm; and (iv) the performance of the Company's internal audit function and the Company's independent registered public accounting firm; and
2. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement (if any).
3. Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm including a review and evaluation of the lead partner. In this regard, the Audit Committee shall appoint and retain, subject to ratification by the Company's stockholders, compensate, evaluate, and terminate when appropriate, the independent registered public accounting firm, which shall report directly to the Audit Committee.
4. Obtain and review, at least annually, a report by the independent registered public accounting firm describing: (A) the independent registered public accounting firm's internal quality control procedures; and (B) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years,

respecting one or more independent audits carried out by the outside auditor, and any steps taken to deal with any such issues.

5. Approve in advance all audit and permissible non-audit services to be provided by the independent registered public accounting firm and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent registered public accounting firm.
6. Consider, at least annually, the independence of the independent registered public accounting firm, including whether the independent registered public accounting firm's performance of permissible non-audit services is compatible with the auditor's independence, and obtain and review a report by the outside auditor describing any relationships between the outside auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independence of the auditor and discuss with the outside auditor the potential effects of any such relationships on independence.
7. Review and discuss with the independent registered public accounting firm: (A) the scope of the audit, the results of the annual audit examination, including any problems or difficulties encountered by the independent registered public accounting firm in the course of its audit work and management's response with respect thereto, and other matters required to be discussed by the independent registered public accounting firm under Auditing Standard No. 1301, as adopted by the Public Company Accounting Oversight Board and amended from time to time; and (B) any reports of the outside auditor with respect to interim periods.
8. Meet to review and discuss with management and the independent registered public accounting firm the annual audited and quarterly financial statements of the Company, including: (A) an analysis of the independent registered public accounting firm's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; (B) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including accounting policies that may be regarded as critical; and (C) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations.
9. Recommend to the Board based on the review and discussion described in paragraphs 6 through 8 above, whether the financial statements should be included in the Annual Report on Form 10-K.
10. Receive reports from the independent registered public accounting firm and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls and significant changes in internal controls reported to the Audit Committee by the independent registered public accounting firm or management.

11. Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
12. Review and discuss with the principal internal auditor of the Company the scope and results of the internal audit program.
13. Review and discuss the performance and effectiveness of the internal audit function.
14. Review and concur in the appointment, and dismissal when appropriate, of the principal internal auditor of the Company, and the compensation of the principal internal auditor.
15. Receive and discuss with the Company's Chief Compliance Officer the scope and results of the Company's ethics and compliance program.
16. Review and discuss the performance and effectiveness of the ethics and compliance function.
17. Review and concur in the appointment, and dismissal when appropriate, of the Chief Compliance Officer of the Company, and the compensation of the Chief Compliance Officer.
18. Review and discuss earnings press releases, and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
19. Review and discuss the Company's practices with respect to risk assessment and risk management, and risks related to matters including the Company's financial statements and financial reporting processes, compliance and cybersecurity.
20. Review and discuss the Company's environmental, health and safety requirements and compliance with legal and regulatory requirements.
21. Review and discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies or published reports that raise material issues regarding the Company's financial statements and accounting standards.
22. Oversee the Company's compliance systems with respect to legal and regulatory requirements and review the Company's codes of conduct and programs to monitor compliance with such codes.
23. Establish and periodically review policies and procedures for the review and approval of related person transactions, as such term is defined in SEC rules, review and approve related person transactions, and oversee relevant related party transactions governed by applicable accounting standards.

24. Establish procedures for handling complaints regarding accounting, internal accounting controls, auditing and securities law matters, including procedures for confidential, anonymous submission of concerns by employees regarding such matters.
25. Establish policies for the hiring of employees and former employees of the Company's independent registered public accounting firm.
26. Annually evaluate the performance of the Audit Committee and assess the adequacy of the Audit Committee charter.
27. Perform any other activities consistent with this Charter, the Company's Articles of Association and applicable laws as the Audit Committee and the Board deems necessary or appropriate.

Outside Advisors

The Audit Committee shall have direct access to the independent registered public accounting firm, the authority to conduct any investigation appropriate to fulfilling its responsibilities, and the authority to retain such outside counsel, accountants, experts and other advisors as it determines appropriate to assist in the performance of its functions. The Audit Committee shall receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to any such advisors and the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Audit Committee's duties.

Meetings

The Audit Committee shall meet at least four times per year, either in person or telephonically, and at such times and places as the Audit Committee shall determine. The Audit Committee shall meet periodically in separate executive sessions with each of management, the principal internal auditor of the Company, the independent registered public accounting firm, and the general counsel of the Company. The Audit Committee shall report regularly to the full Board with respect to its activities.

Except as otherwise provided in this Charter, the Audit Committee and the proceedings of the Audit Committee shall be governed by the Articles of Association of the Company, as amended from time to time, regulating the proceedings of the Board, as applicable.