

USANA HEALTH SCIENCES, INC.

Board of Directors Governance, Risk and Nominating Committee Charter

Purpose

The Governance, Risk and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of USANA Health Sciences, Inc. (the “Company”) is appointed by the Board to:

- Oversee corporate governance matters including, without limitation: (i) developing and recommending to the Board corporate governance guidelines applicable to the Company; and (ii) ensuring that the Company maintains effective corporate governance policies and procedures;
- Oversee the Company’s risk management programs and processes; and
- Identify and recommend to the Board candidates for membership on the Board and Board committees, develop and recommend criteria and policies relating to service and tenure of directors.

Committee Membership

The Committee members will be appointed by the Board on the recommendation of the Committee for such terms as the Board may determine, or until their earlier resignation or death. The Chair of the Committee will be appointed by the Board. Committee members may be removed from the Committee at the discretion of the Board with or without cause. The Committee will be comprised of not fewer than three non-employee directors, each of whom satisfies the applicable independence requirements of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”), as they may be amended from time to time. The Committee shall recommend to the Board whether a particular director satisfies the requirements for membership on the Committee. It is recommended that the lead independent director, if one is appointed, serve concurrently as a member of this Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate.

Meetings

The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, set the agenda of items to be addressed at each meeting. The agenda for each meeting will be circulated to each Committee member in advance of the meeting. The Committee shall meet as often as its members deem necessary or appropriate to perform the Committee’s responsibilities and shall report to the Board at the next meeting of the Board following each such Committee meeting. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend Committee meetings or meet with Committee members or the Committee’s advisors.

Committee Responsibilities and Duties

In addition to such other duties and responsibilities within the scope of its primary functions as the Board may assign to it or as the Committee may from time to time determine, the Committee shall have the following duties and responsibilities:

Corporate Governance Functions

- Develop and recommend to the Board the Company's Corporate Governance Guidelines.
- Annually review and make recommendations to the Board regarding the Corporate Governance Guidelines.
- Identify and investigate emerging corporate governance issues and trends which may affect the Company and consider other corporate governance, policies, procedures, and related issues.
- Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

Risk Management Oversight Functions

The Committee's responsibility regarding risk management is one of oversight as set forth in this Charter. Subject to the Committee's oversight, the Company's levels of risk, risk assessment and risk management are the responsibility of management. In fulfilling that oversight role, the Committee members shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Committee by any of the Company's officers or employees, or committees of the Board, or by any other person as to matters the members reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. In its oversight of the Company's risk management practices, the Committee shall:

- Ensure that the Company develops and maintains an appropriate and effective risk management system and process;
- Meet periodically with management to assess and evaluate the major strategic, operational, legal, regulatory, information, technology, data security, environmental, social change and other external risks inherent in the business of the Company and the control processes for such risks;
- Oversee the Company's efforts to enhance diversity and inclusion among its employees and managers;
- Keep itself up to date on best practices for risk assessment and risk management;
- Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Committee's activities;

- Coordinate and confer with other Board committees to assist with their designated risk oversight within the scope of their respective responsibilities; and
- Annually review and discuss as appropriate with management the risk factors applicable to the Company prior to the filing of the Company's Form 10-K.

Nominating Functions

In fulfilling its duties with regard to nominees and candidates for nomination to the Board and to committees of the Board, the Committee shall have the following responsibilities.

- Develop criteria for the selection of directors, including procedures for soliciting and reviewing potential non-employee nominees from directors and shareholders and for advising those who suggest nominees of the outcome of such review. These criteria shall include an individual's independence, expertise and experience applicable to the Company's business and substantive knowledge of the Company's industry. The Committee shall ensure, in this regard, that the composition of the Board (including potential nominees) reflects a diversity of viewpoints, backgrounds, cultures, and experience on the Board.
- Identify and submit to the Board candidates qualified to become members of the Board (i) to be nominated by the Board for election by the shareholders at the next annual meeting of the shareholders, and (ii) to be elected by the Board to fill vacancies in connection with board expansions and director resignations or retirements, consistent with criteria developed by the Committee and approved by the Board. The Committee identifies candidates for election to the Board on its own as well as by considering recommendations from shareholders, other members of the Board, officers and employees of the Company, and other sources that the Committee deems appropriate.
- Review and evaluate recommendations for nominees for the Board, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. Shareholder recommendations for candidates for election to the Board shall be made in accordance with the Company's Bylaws. In considering individual nominees, the Committee will take into account the qualifications of incumbent Board members to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board. The Committee also will ensure that (i) the Board is composed of a sufficient number of independent directors to satisfy the NYSE Listing Requirements and any SEC requirements, and (ii) at least three of the Board's independent members satisfy the NYSE financial and accounting experience requirements and that at least one of such three members qualifies as an "audit committee financial expert" (as defined by the SEC).
- Submit to the Board annually director candidates for membership on Board committees, for chairperson of each committee, and for lead independent director.
- Annually review and make recommendations to the Board regarding the independence of directors.

- Review periodically and make recommendations to the Board regarding the composition and size of the Board, taking into account the desired composition of the Board and the qualifications and standards for individual directors.
- Review periodically and make recommendations to the Board regarding the number, function, size, and composition of the committees of the Board.

Board and Management Evaluation Functions

- Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director service and tenure, and corporate governance.
- Oversee the evaluation of the Board and its committees and management.
- Provide oversight over director education and new director orientation.
- Annually review and approve the functions and charters of each Board committee.
- Conduct an annual assessment of the performance of the Board, Board committees and Board processes and review with the Board the results of these assessments. Assess the contributions of individual directors when considering whether to recommend nominating a director to a new term.

Advisory Services

The Committee shall have sole authority to retain and terminate outside advisors and search firms to assist in the performance of its functions, with sole authority to agree to fees and other terms of engagement and retention. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any outside advisors and search firms employed by the Committee.

Committee Performance Evaluation

The Chair of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chair shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of this Charter and the Committee's compliance with this Charter.

Communication

The Secretary of the Committee shall be determined by the Committee. The proceedings of all Committee meetings shall be documented in minutes.

The Committee shall cause to be provided to the NYSE appropriate written confirmation of any of the foregoing matters as the NYSE may from time to time require.

Revised as of February 2019