



**Charter of the Compensation
Committee of the Board of Directors of
Nature's Sunshine Products, Inc.**

*Approved by the Board of Directors on
March 6, 2026*

1. Purposes.

The primary purposes of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Nature’s Sunshine Products, Inc. (the “*Company*”) are to (a) determine or recommend to the Board the cash and non-cash compensation of (i) the Company’s executive officers (as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”)) (collectively, “*Officers*”) and (ii) other key employees of the Company or its subsidiaries who the Board may identify from time to time as being in a position to materially influence the Company’s policies and/or financial performance (collectively, “*Key Employees*”), (b) evaluate the performance of the Company’s Officers and Key Employees versus agreed upon objectives; (c) administer or make recommendations to the Board with respect to the administration of the Company’s equity-based and other incentive compensation plans; and (d) oversee the preparation of the “Compensation Discussion and Analysis” and the related “Compensation Committee Report” for inclusion in the Company’s annual proxy statement and Form 10-K; (e) consider alignment between compensation outcomes, Company performance, and stockholder returns over short-, medium-, and long-term horizons, with a view toward sustainable long-term stockholder value creation; and (f) as relevant to long-term value creation, consider human capital-related factors such as leadership development, succession readiness, retention objectives, and cultural priorities when overseeing executive compensation.

2. Composition.

(a) At Least Three Members. The Committee shall consist of a minimum of three independent directors as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All members of the Committee shall be “independent” as determined by the Board and as defined in the listing standards of the NASDAQ Global Market or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “*listing standards*”), the Exchange Act and the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and any other laws applicable to the Company.

(c) Appointment. Subject to the requirements of the listing standards and the by-laws of the Company, the Board shall annually appoint Committee members. Members of the Committee shall serve for one-year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. The Board may fill any vacancies on the Committee and may remove any member of the Committee at any

time, with or without cause.

3. Meetings, Reports and Resources of the Committee.

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than once a year. The Chairperson or a majority of the Committee members may call meetings of the Committee. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the corporate secretary of the Company for inclusion in the Company's minute books. The Committee may meet in separate executive sessions with other directors, the Chief Executive Officer (the "CEO") and other Company employees, agents, or representatives, as invited by the Committee, provided, however, that the Company's CEO is not permitted to be present during any Committee or Board meetings during the deliberations or voting on his or her compensation.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the by-laws, applicable laws or regulations, or the listing standards. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this charter, the by-laws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall provide to the Board at an appropriate time prior to preparation of the Company's proxy statement for its Annual Meeting of Stockholders, a report of the Committee, which report shall be included in such proxy statement. The Committee shall also report to the Board on the major items covered by the Committee as it may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

4. Authority and Responsibility.

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

(a) CEO Compensation. On an annual basis review, evaluate and recommend for approval by the Board (i) goals and objectives relevant to CEO compensation, (ii) the CEO's performance in light of those previously agreed upon goals and objectives, and (iii) the CEO's compensation levels based on this evaluation. In determining or recommending any long-term incentive component of CEO compensation, the Committee should consider factors that the Committee deems appropriate.

(b) Non-CEO Executive Compensation. On an annual basis, review, evaluate,

and approve (if appropriate, taking into account the views of other members of the Board) for the non-CEO Officers and Key Employees of the Company (i) the annual base salary level, (ii) the annual and/or quarterly incentive program, if any, (iii) the long-term incentive program, if any, (iv) employment agreements, severance arrangements, and change of control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental perquisites and benefits. At the Committee's invitation, the CEO may be present at any meeting of the Committee at which the Committee deliberates or votes on executive compensation other than CEO compensation.

(c) Oversight on Compensation Trends and Programs. On a periodic basis, review trends in management and Board compensation and the competitiveness of the Company's executive and director compensation programs: (i) to ensure the attraction and retention of directors and corporate officers; (ii) to ensure the motivation of the Officers and Key Employees to achieve the Company's objectives; and (iii) to align the interest of the Company's management with the short- and long-term interests of the Company and its stockholders. In performing this oversight, the Committee may consider, among other things, whether compensation program design and performance metrics support sustainable long-term value creation and organization effectiveness, including leadership continuity, talent retention and succession readiness, and cultural priorities.

(d) Benefits for New Executive Officers. To review and approve the terms and conditions of the compensation and benefits packages for the Company's new Officers and Key Employees.

(e) Compensation Advisers. In its sole discretion, select, retain, terminate and obtain the advice of compensation consultants, outside legal counsel or other advisers ("Compensation Advisers") as necessary, to assist with the execution of the Committee's duties and responsibilities, including, but not limited to, director, executive officer or CEO compensation. The Committee shall set the compensation and other retention terms and oversee the work of the Compensation Advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any Compensation Adviser selected by the Committee.

(f) Independence of Compensation Advisers. Prior to retaining or seeking advice from any Compensation Adviser, and annually thereafter, the Committee shall assess the independence of any Compensation Adviser to the extent required by applicable Exchange Act rules and NASDAQ listing requirements, including, but not limited to, the factors set forth in Rule 10C of the Exchange Act.

(g) Director Compensation. On an annual basis, evaluate and recommend to the Board the appropriate level and form of compensation for Board and committee service by nonemployee members of the Board. In doing so, the Committee may consider, among other things, reasonableness of director compensation in light of peer practices, the time commitment and responsibilities of Board and committee service, and evolving investor and proxy advisory expectations.

(h) Officer Evaluations. To oversee the evaluation of the Officers and Key Employees versus agreed upon performance objectives.

(i) Officer Contracts. Periodically, review, approve, and evaluate compliance with all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments for the Officers and Key Employees and ensure such agreements are consistent with the Company's general compensation goals.

(j) Oversight of Equity and Incentive Plans. Periodically review and make recommendations to the Board concerning the Company's equity and other incentive compensation plans, including the need to amend existing plans or adopt new plans or arrangements, and ensure that such plans are incentivizing the accomplishment of agreed upon corporate objectives. In reviewing such plans, the Committee may consider, among other things, the balance between performance-based and time-based awards and the extent to which incentive structures encourage sustained performance and appropriately mitigate the risk of excessive risk-taking.

(k) Equity Plan Awards. Assist the Board in the administration of the Company's stock option plans and any equity or incentive compensation plans of the Company, and make recommendations to the Board as to stock options grants and other discretionary awards (including restrictions on such grants or awards) under such plans with respect to the administration of plans as to the Officers and Key Employees. The Committee shall have complete and final authority of the Board to administer such plans, including the authority to make grants of stock, stock options, restricted stock units, stock appreciation rights or similar awards to individuals eligible to receive such awards under the Company's equity or incentive compensation plans. In carrying out its duties set forth in this Section, the Committee shall use its best efforts to follow the Equity Grant Guidelines set forth on Addendum A to this charter.

(l) Incentive Compensation Recovery Policy. The Committee shall oversee and administer the Nature's Sunshine Products, Inc. Incentive Compensation Recovery Policy Set forth on Addendum B to this charter. The Committee shall periodically review the Incentive Compensation Recovery Policy and, as it deems appropriate, recommend modifications for approval of the Board.

(m) Pension and Retirement Plans. The Committee shall review at least annually the Company's pension and retirement plans, including any supplemental executive retirement plans, and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Committee's strategy regarding pension and retirement benefits.

(n) Compensation Discussion and Analysis. Oversee the preparation of a "compensation discussion and analysis" and a related "compensation committee report" for inclusion in the Company's annual proxy statement and Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the compensation discussion and analysis with management each year prior to preparing the compensation committee report. The Committee shall periodically review a compensation risk assessment to comply with any applicable disclosure rules related to incentives which could promote excessive

risk taking.

(o) Annual Review of Charter and Performance Evaluation. Review this charter annually and recommend to the Board any changes it considers to be appropriate. The Committee shall conduct an annual evaluation of the Committee's performance and shall present its findings and conclusions to the Board.

(p) Compliance with Legal Requirements. Perform any other functions required by applicable law, rules or regulations, including the rules of the SEC and the rules of any exchange or market on which the Company's securities are traded. The Committee also shall perform such other functions as are delegated to it by the Board from time to time.

Addendum A

Equity Grant Guidelines

The Company makes Equity Awards to strengthen the link between shareholder value and long-term incentive compensation, provide an opportunity for increased equity ownership by employees and non-employee directors, and maintain competitive levels of total compensation. All Equity Awards are made by the Compensation Committee and Board of Directors under the terms of a shareholder-approved equity plan.

The Company does not coordinate Equity Awards with the release of material, non-public information. Equity Awards to company executives and select employees, if any, are awarded during the March meeting of the Compensation Committee and Board of Directors each year. Equity Awards to non-employee directors, if any, are awarded during the May meeting of the Compensation Committee and Board of Directors each year. The grant date for such Equity Awards is the third business day following adoption of all resolutions required to approve such Equity Awards. If extraordinary circumstances arise such that the Compensation Committee or the Board of Directors determines it is advisable to grant an Equity Award at a time other than as set forth above, the Compensation Committee may consider and approve such Equity Awards.

New Hire and Promotion Grants

Throughout the year, grants of Equity Awards may be awarded to new hires, promoted employees, or new non-employee directors. The grant date for such Equity Awards is the third business day following the start or promotion date.

Required Approvals for Equity Awards

Pursuant to the Compensation Committee Charter, the Compensation Committee will approve Equity Awards for all non-CEO employees and may delegate approval to the CEO to issue Equity Awards to certain new hire or promoted employees as it deems appropriate. All Equity Awards to the CEO and non-employee Directors are approved by the Board of Directors upon recommendation from the Compensation Committee.

Compliance

With any Equity Awards, the Compensation Committee will ensure compliance with the applicable terms of any equity plan as well as any relevant securities laws, including delegating to management to file any necessary forms relating to the grant of any Equity Award.

“Equity Award(s)” as defined in these guidelines means any award defined in Section 6 of the Company’s Amended and Restated Nature’s Sunshine Products, Inc. 2012 Stock Incentive Plan.

Addendum B

NATURE'S SUNSHINE PRODUCTS, INC. INCENTIVE COMPENSATION RECOVERY POLICY

1. Introduction.

The Board of Directors of Nature's Sunshine Products, Inc. (the "**Company**") believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's compensation philosophy. The Board has therefore adopted this policy, which provides for the recovery of erroneously awarded incentive compensation if the Company is required to prepare an accounting restatement due to material noncompliance of the Company with any financial reporting requirements under the federal securities (the "**Policy**"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), related rules and the Nasdaq listing standards or any other securities exchange on which the Company's shares are listed in the future.

2. Administration.

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee (the "**Committee**"), in which case, all references herein to the Board shall be deemed references to the Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

3. Covered Executives.

Unless and until the Board determines otherwise, for purposes of this Policy, the term "**Covered Executive**" means a current or former employee who is or was identified by the Company as the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's subsidiaries are deemed "Covered Executives" if they perform such policy-making functions for the Company. "Policy-making function" is not intended to include policy-making functions that are not significant. "Covered Executives" will include, at minimum, the executive officers identified by the Company pursuant to Item 401(b) of Regulation S-K of the Exchange Act.

This Policy covers Incentive Compensation received by a person after beginning service as a Covered Executive and who served as a Covered Executive at any time during the performance period for that Incentive Compensation.

4. Recovery: Accounting Restatement.

In the event the Company is required to prepare an accounting restatement of its financial statements filed with the Securities and Exchange Commission (the "**SEC**") due to the Company's material noncompliance with any financial reporting requirements under the federal securities laws (including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period) (an "**Accounting Restatement**"), the Company will recover reasonably promptly any excess Incentive Compensation received by any Covered Executive during the three completed

fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, including transition periods resulting from a change in the Company's fiscal year as provided in Rule 10D-1 of the Exchange Act. Incentive Compensation is deemed "**received**" in the Company's fiscal period during which the financial reporting measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period. The determination of the time when the Company is "required" to prepare an Accounting Restatement shall be made in accordance with applicable SEC and national securities exchange rules and regulations.

(a) Definition of Incentive Compensation.

For purposes of this Policy, "**Incentive Compensation**" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a "financial reporting measure" (as defined in paragraph (b) below), including, for example, bonuses or awards under the Company's short and long-term incentive plans, grants and awards under the Company's equity incentive plans, and contributions of such bonuses or awards to the Company's deferred compensation plans or other employee benefit plans that are not tax-qualified plans. For avoidance of doubt, Incentive Compensation that is deferred (either mandatorily or voluntarily) under the Company's non-qualified deferred compensation plans, as well as any matching amounts and earnings thereon, are subject to this Policy. Incentive Compensation does not include awards which are granted, earned and vested without regard to attainment of financial reporting measures, such as time-vesting awards, discretionary awards and awards based wholly on subjective standards, strategic measures or operational measures.

(b) Financial Reporting Measures.

Financial reporting measures are those that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements (including non-GAAP financial measures) and any measures derived wholly or in part from such financial measures. For the avoidance of doubt, financial reporting measures include stock price and total shareholder return. A measure need not be presented within the financial statements or included in a filing with the SEC to constitute a financial reporting measure for purposes of this Policy.

(c) Excess Incentive Compensation: Amount Subject to Recovery.

The amount(s) to be recovered from the Covered Executive will be the amount(s) by which the Covered Executive's Incentive Compensation for the relevant period(s) exceeded the amount(s) that the Covered Executive otherwise would have received had such Incentive Compensation been determined based on the restated amounts contained in the Accounting Restatement. All amounts shall be computed without regard to taxes paid.

For Incentive Compensation based on financial reporting measures such as stock price or total shareholder return, where the amount of excess compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the Board will calculate the amount to be reimbursed based on a reasonable estimate of the effect of the Accounting Restatement on such financial reporting measure upon which the Incentive Compensation was received. The Company will maintain documentation of that reasonable estimate and will provide such documentation to the applicable national securities exchange.

(d) Method of Recovery.

The Board will determine, in its sole discretion, the method(s) for recovering reasonably promptly excess Incentive Compensation hereunder. Such methods may include, without limitation:

- (i) requiring reimbursement of Incentive Compensation previously paid;
- (ii) forfeiting any Incentive Compensation contribution made under the Company's deferred compensation plans;
- (iii) offsetting the recovered amount from any compensation or Incentive Compensation that the Covered Executive may earn or be awarded in the future;
- (iv) some combination of the foregoing; or
- (v) taking any other remedial and recovery action permitted by law, as determined by the Board.

5. No Indemnification or Advance.

Subject to applicable law, the Company shall not indemnify, including by paying or reimbursing for premiums for any insurance policy covering any potential losses, any Covered Executives against the loss of any erroneously awarded Incentive Compensation, nor shall the Company advance any costs or expenses to any Covered Executives in connection with any action to recover excess Incentive Compensation.

6. Interpretation.

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC or any national securities exchange on which the Company's securities are listed.

7. Effective Date.

The effective date of this Policy is August 2, 2023 (the "**Effective Date**"). This Policy applies to Incentive Compensation received by Covered Executives on or after the Effective Date that results from attainment of a financial reporting measure based on or derived from financial information for any fiscal period ending on or after the Effective Date. In addition, this Policy is intended to be and will be incorporated as an essential term and condition of any Incentive Compensation agreement, plan or program that the Company establishes or maintains on or after the Effective Date.

8. Amendment and Termination.

The Board may amend this Policy from time to time in its discretion, and shall amend this Policy as it deems necessary to reflect changes in regulations adopted by the SEC under Section 10D of the Exchange Act and to comply with any rules or standards adopted by Nasdaq or any other securities exchange on which the Company's shares are listed in the future.

9. Other Recovery Rights.

The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement or similar agreement relating to Incentive Compensation entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any (i) other remedies or rights of compensation recovery that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, or similar agreement relating to Incentive Compensation, unless any such agreement expressly prohibits such right of recovery, and (ii) any other legal remedies available to the Company. The provisions of this Policy are in addition to (and not in lieu of) any rights to repayment the Company may have under Section 304 of the Sarbanes-Oxley Act of 2002 and other applicable laws.

10. Impracticability.

The Company shall recover any excess Incentive Compensation in accordance with this Policy, except to the extent that certain conditions are met and the Board has determined that such recovery would be impracticable, all in accordance with Rule 10D-1 of the Exchange Act and Nasdaq or any other securities exchange on which the Company's shares are listed in the future.

11. Successors.

This Policy shall be binding upon and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.