

Compensation Committee Charter

1. **Members.** The Board of Directors (the “**Board**”) of Herbalife Nutrition Ltd. (the “**Company**”) appoints a Compensation Committee (the “**Committee**”) consisting of at least three independent members of the Board, and designates one member as chairperson, or delegates the authority to designate a chairperson to the Committee. Members of the Committee are appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (the “**NYSE**”) definition of “independence,” as determined by the Board. Additionally, members of the Committee must qualify as “non- employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

2. **Purpose, Duties, and Responsibilities.** The Committee’s purpose is to assist the Board in the discharge of its responsibilities related to the compensation and benefits provided by the Company to its Chief Executive Officer (the “**CEO**”) and Executive Officers (as defined below) and other employees, except as may otherwise be delegated by the Board to another Board committee. As used herein, “**Executive Officers**” shall mean (i) each direct report to the Company’s CEO, excluding any administrative staff, and (ii) Section 16 officers, as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, provided, however, that “Executive Officers” does not include the CEO. Among its specific duties and responsibilities, the Committee will:

- a. Establish the Company’s general compensation philosophy and oversee and approve the development, adoption and implementation of compensation policies and programs that function to attract, motivate, and retain the Company’s executive talent and its leadership pipeline, and assess whether such policies and programs establish appropriate incentives.
- b. Oversee and periodically review (including conducting a risk assessment, if deemed appropriate by the Committee) the material risks arising from or related to the Company’s compensation policies and practices including, without limitation, those applicable to the CEO and the Executive Officers, and evaluate whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

- c. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives on an annual basis, and, based on this evaluation, recommend the compensation level of the CEO for approval by the independent members of the Board.
- d. Review and approve corporate goals and objectives relevant to the compensation of the Executive Officers, evaluate the performance of the Executive Officers in light of those goals and objectives on an annual basis, and, based on this evaluation and after considering the CEO's recommendations, set the compensation level of the Executive Officers.
- e. Review and approve recommended changes to the target total annual compensation of any Executive Officer. Changes subject to the review and approval of the Committee pursuant to this Section 2(e) may include changes to such person's annual base salary, bonus and other annual incentives, or options, equity grants and participation in supplemental executive retirement plans or other long-term incentive compensation plans.
- f. Review, approve, amend, modify or terminate the terms of any compensation programs, plans, perquisites or benefits generally applicable to Executive Officers and other employees of the Company (including the CEO), including, without limitation, any annual incentive plan or other corporate bonus plan, any plan relating to the grant of stock or equity, defined benefit pension plan(s), any non-customary compensation arrangements, severance arrangements, change-in-control provisions, relocation payments, or any perquisite or other benefit which is different for Executive Officers (including the CEO) than for other employees, except as may be delegated by the Board to another Board committee or as limited by provisions of a shareholder-approved plan (collectively, the "**Incentive Plans**").
- g. Discharge any responsibilities imposed on the Committee by existing incentive compensation plans and equity-based plans, and review and make recommendations to the Board with respect to the Incentive Plans.
- h. Review and recommend to the independent members of the Board employment agreements or other severance arrangements, including change-in-control provisions, plans or agreements, for the CEO, and any amendments, supplements or policy modifications thereto. Review and approve employment agreements or other severance arrangements, including change-in-control provisions, plans or agreements, for

current and prospective Executive Officers, and any amendments, supplements or policy modifications thereto.

- i. On an annual basis, review the compensation of directors for service on the Board and its committees and as applicable, any other form of compensation payable to members of the Board, and recommend such compensation to the Board for approval.
- j. Review and recommend to the Board amendments, as needed, to the Company's stock ownership guidelines for the CEO, Named Executive Officers (as defined in Securities and Exchange Commission Regulation S-K Item 402(a)(3)) and directors. Periodically assess progress toward, and compliance with, the Company's stock ownership guidelines.
- k. Review plans for the development, retention and replacement of the CEO and Executive Officers; and periodically review executive succession plans and executive education plans.
- l. At the Committee's discretion, oversee the Company's strategies and policies related to human capital management.
- m. Annually evaluate the performance of the Committee and the adequacy of this Charter.
- n. Review and approve the Compensation Discussion and Analysis ("CD&A"), a Committee report on executive compensation and the other related disclosures, each as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual report and annual proxy statement in accordance with applicable SEC rules and regulations and recommend to the Board based on the review and discussions whether the CD&A should be included in the Company's annual report and annual proxy statement.
- o. Regularly report to the Board on the Committee's activities, including at each regularly scheduled quarterly Board meeting.
- p. Oversee the Company's response to regulatory developments affecting executive compensation and, along with other appropriate committees of the Board, review and make recommendations to the Board regarding (i) the Company's responses to shareholder proposals related to executive compensation matters, and (ii) the Company's proposals regarding advisory votes on executive compensation, including as to the frequency of shareholder advisory votes on executive

compensation (“**Say on Pay**”). In connection therewith, review and consider the results of the Company’s most recent Say on Pay vote, if any, and any other feedback garnered through the Company’s ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay outcomes and shareholder feedback.

- q. Make recommendations to the Board regarding any other proposal relating to executive compensation intended for inclusion in the Company’s annual proxy statement.
- r. Establish and maintain the appropriate set of peer group companies used for compensation benchmarking.
- s. Review the independence of the Committee’s Compensation Advisors (as defined in Section 5 hereof) for purposes of compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and NYSE listing standards.
- t. Review and assess the sufficiency of the succession planning of the CEO and the Company's other Executive Officers.
- u. Review and approve minutes of Committee meetings.
- v. Perform any other duties and execute any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the duties and responsibilities of the Committee set forth in (a) through (u) above and any other compensation and benefit related matters, including with respect to the compensation and benefits provided by the Company to its executive officers and other employees.

3. **Delegation to Subcommittees or Officers.** The Committee may, in its discretion, delegate certain of its duties and responsibilities to a subcommittee of the Committee of at least two members. In particular, the Committee may delegate the approval of certain matters to a subcommittee consisting solely of members of the Committee who are Non-Employee Directors for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time. Further, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities with respect to compensation of employees (other than compensation of the CEO or the Executive Officers) and broad-based benefit plans and programs to one or more officers of the Company.

4. **Meetings.** In consultation and concurrence of the Committee, the Chairperson of the Committee shall be responsible for establishing the agenda for

meetings of the Committee. The agenda, together with materials relating to the matters on the agenda, shall be sent to members of the Committee prior to each meeting. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The Committee may meet by teleconference and shall be authorized to take action by unanimous written consent. The majority of the members of the Committee shall constitute a quorum and all matters to be decided by the Committee shall be by the vote of a majority of the members of the Committee present in person or by teleconference. The Committee may invite to its meetings any director, officer of the Company or any other person that it deems appropriate in order to assist it in performing its duties and responsibilities. When appropriate, the Committee shall meet in separate executive sessions with or without management and other employees (or such other individuals deemed appropriate) to discuss matters that warrant Committee attention. The Committee shall meet in executive session on compensation matters pertaining to the CEO and the Executive Officers as a whole as determined by the Committee. The Corporate Secretary of the Company, or their delegate, shall maintain minutes and other records of the meetings and activities of the Committee.

5. **Resources and Authority of the Committee.** The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel, compensation consultants or other experts or consultants (collectively, the “**Compensation Advisors**”), as it deems appropriate, without seeking approval of the Board or management including with respect to consultants retained to assist in the evaluation of CEO or Executive Officers’ compensation. The Committee shall receive appropriate funding from the Company for the reasonable compensation payable to the Compensation Advisors and all such fees shall be paid by the Company.

Amended and Approved by the Board, Effective September 28, 2020