

USANA HEALTH SCIENCES, INC.

Board of Directors Audit Committee Charter

I. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of USANA Health Sciences, Inc. (the “Company”) is to assist the Board with its oversight of: (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements (in coordination with the Governance, Risk and Nominating Committee of the Board), (iii) the independent registered public accounting firm’s qualifications and independence, (iv) the performance of the Company’s independent registered public accounting firm and internal audit function.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. Except as otherwise required by applicable laws, regulations or listing standards, the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

Notwithstanding the foregoing, the Committee’s responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles, reviewing the Company’s quarterly financial statements and providing to the Company an attestation report on management’s assessment of the Company’s internal control over financial reporting for inclusion in the Company’s reports filed with the Securities and Exchange Commission (“SEC”). Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor and the Company’s independent registered public accounting firm) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

II. Membership

The members of the Committee shall be appointed by the Board on the recommendation of the Governance, Risk and Nominating Committee. The Chair of the Committee shall be designated by the Board, *provided* that if the Board does not designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. Each member of the Committee shall

serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed as a member, except by the Board, which removal may be with or without cause.

The Committee shall consist of three or more directors, all of whom, in the judgment of the Board, shall be independent in accordance with New York Stock Exchange (“NYSE”) Listing Standards and Rule 10A-3 of the Securities Exchange Act of 1934 (the “Exchange Act”). Each member shall, in the judgment of the Board, be financially literate. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise in accordance with NYSE Listing Standards.

No member of the Committee may serve simultaneously on the audit committees of more than three public companies, including the Committee, without (i) prior approval from the Board, (ii) a determination from the Board that such simultaneous service would not impair the ability of such member to effectively serve on the Committee, and (iii) disclosure of such determination by the Board in accordance with the rules of the NYSE.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone, video conference, or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Subject to the bylaws and applicable law, the Committee shall have the authority to establish its own rules and procedures for the conduct of its meetings.

The Committee shall meet at least once during each fiscal quarter and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically meet separately, in executive session, and with members of management, the internal auditor, the members of management responsible for enterprise risk management and compliance, and the representatives of the independent registered public accounting firm. All non-management directors that are not members of the Committee may attend meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate. The Committee shall confer and coordinate with the other Board committees regarding their respective oversight of risks encountered by the Company within their respective areas of responsibilities and the processes for monitoring those risks. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.

IV. Powers and Responsibilities

The following responsibilities are within the authority of the Committee and shall include, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE or any other applicable regulatory authority:

Interaction with the Independent Registered Public Accounting Firm

1. *Appointment and Oversight.* The Committee shall be directly responsible for the selection, appointment, retention, evaluation and, when appropriate, termination of the Company's independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting. The Committee shall also be directly responsible for the resolution of any disagreements between Company management and the independent registered public accounting firm regarding financial reporting, setting the compensation of the independent registered public accounting firm, pre-approving all audit services to be provided by the independent registered public accounting firm, and overseeing all work done by the independent registered public accounting firm. The Committee shall also have authority to select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

2. *Pre-Approval of Services.* Before the independent registered public accounting firm is engaged by the Company to render audit or non-audit services for the Company or its subsidiaries, the Committee shall pre-approve the engagement and shall pre-approve each audit and permitted non-audit and tax services that may be provided by the Company's independent registered public accounting firm or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by such firms on an on-going basis. The Committee shall approve all audit engagement fees and terms, as well as the engagement fees and terms for all permitted non-audit services and tax services provided by the Company's independent registered public accounting firm or other registered public accounting firms. The Committee's pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to such pre-approval policies and procedures established by the Committee regarding the Company's engagement of the independent registered public accounting firm or other registered public accounting firms, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service, and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals; *provided* such approvals are presented to the Committee at a subsequent meeting.

3. *Independence of Independent Registered Public Accounting Firm.* The Committee shall, at least annually, review the independence and quality control procedures of each independent registered public accounting firm and the experience and qualifications of such independent registered public accounting firm's senior personnel that are providing audit services to the Company. In conducting its review, the Committee shall:

(a) Obtain and review (i) a report prepared by the independent registered public accounting firm describing such firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (ii) other required reports from the independent registered public accounting firm;

(b) Consider and evaluate the qualifications, performance and independence of the independent registered public accounting firm, including whether the provision by the independent registered public accounting firm of permissible non-audit services is compatible with independence;

(c) Obtain and review a written report from the independent registered public accounting firm describing all relationships between the firm or its affiliates and the Company or individuals in a financial reporting oversight role at the Company, that may reasonably be thought to bear on the firm's independence, and discuss with the firm the potential effects of any disclosed relationships on the firm's independence;

(d) Confirm with the independent registered public accounting firm that the independent registered public accounting firm is in compliance with the audit partner rotation requirements established by the SEC;

(e) Review and evaluate the lead partner of the independent registered public accounting firm, taking into account the opinions of management and the Company's internal auditor;

(f) Consider whether the Company should adopt a rotation of the annual audit among independent registered public accounting firms; and

(g) If applicable, consider whether the independent registered public accounting firm's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent registered public accounting firm.

Financial Statements and Annual Audit

4. Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.

(a) The Committee shall meet separately with management, the independent registered public accounting firm and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(b) The Committee shall review with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's

selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (iv) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP information), as well as review any financial information and earnings guidance provided to analysts and rating agencies.

(c) The Committee shall review with management and the independent registered public accounting firm the annual and quarterly financial statements (including the related notes) of the Company, including: (i) any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Forms 10-K or 10-Q with the SEC; (ii) any critical audit matters arising from the current period audit; (iii) disclosures relating to internal controls over financial reporting; (iv) the items required by applicable generally accepted auditing standards relating to the conduct of the audit of annual financial statements or review of interim financial statements; and (v) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's Forms 10-K or 10-Q filed with the SEC.

(d) The Committee shall prepare a report each year for inclusion in the Company's proxy statement relating to the election of directors or the Company's Annual Report on Form 10-K, as required, filed with the SEC.

5. *Separate Meetings with the Independent Registered Public Accounting Firm.*

(a) The Committee shall review with the independent registered public accounting firm any problems or difficulties the independent registered public accounting firm may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent registered public accounting firm are: (i) any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent registered public accounting firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company. The review should also include a discussion of the responsibilities, budget and staffing of the internal audit function. The Committee shall obtain from the independent registered public accounting firm assurances that Section 10A(b) of the Exchange Act has not been implicated.

(b) The Committee shall meet with the independent registered public accounting firm to (i) evaluate the qualifications, performance and independence of the

Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

(c) The Committee shall review with the independent registered public accounting firm (i) the firm's responsibilities under generally accepted auditing standards ("GAAS") and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditors' risk assessment procedures, and (v) when completed, the results, including significant findings, of the annual audit.

(d) The Committee shall discuss with the independent registered public accounting firm the report that such independent registered public accounting firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent registered public accounting firm, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and (iii) all other material written communications between the independent registered public accounting firm and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent registered public accounting firm's engagement letter, independent registered public accounting firm's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

(e) The Committee shall discuss with the independent registered public accounting firm the matters required to be discussed by AS 1301, "Communications with Audit Committees," as adopted by the PCAOB as then in effect.

(f) The Committee shall keep the Company's independent registered public accounting firm informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company, including Transactions with Related Persons as defined under Item 404 of Regulation S-K and under the standards of the PCAOB (referred to in this Charter as "Related Party Transactions"); and review with the independent registered public accounting firm the independent registered public accounting firm's evaluation of the Company's identification of, accounting for, and disclosure of Related Party Transactions, including any significant matters arising from the audit regarding the Company's Related Party Transactions .

6. *Recommendation to Include Financial Statements in Annual Report.* The Committee shall, based on the reviews and discussions in paragraph 4(c) and 5(c) above, and based on disclosures received from the independent registered public accounting firm regarding its independence and discussions with the independent registered public accounting firm regarding such independence pursuant to paragraph 3 above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

Internal Audit

7. *Appointment of Internal Auditor.* The Committee shall review and approve, based on discussion with applicable management, the appointment, replacement or dismissal of the Company's Executive Director of Internal Audit or the equivalent position (the "Internal Auditor"), who shall report directly to the Committee and administratively to the Chief Legal Officer. The Internal Auditor shall provide management and the Committee with ongoing assessments of the Company's risk management processes and system of internal control. The Committee shall review annually with applicable management the performance of the Internal Auditor.

8. *Separate Meetings with the Internal Auditor.* The Committee shall meet periodically with the Company's Internal Auditor to discuss and approve the responsibilities, budget and staffing of the Company's internal audit function and any issues that the Internal Auditor believes warrant Committee attention. The Committee shall discuss with the Internal Auditor any significant reports to management prepared by the Internal Auditor and any responses from management.

9. *Review of Internal Audit Department.* The Committee shall review, at least annually, the scope and results of the internal audit program, including the current and future programs of the Company's internal audit department, procedures for implementing accepted recommendations made by the independent registered public accounting firm, and any significant matters contained in reports from the internal audit department.

Internal Control over Financial Reporting

10. *Internal Control.* The Committee shall oversee management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures, including reviewing and discussing with management and the independent registered public accounting firm certification and reports of management and the independent registered public accounting firm required in the Company's periodic SEC reports concerning the Company's internal control over financial reporting and disclosure controls and procedures, the adequacy of such controls and any remedial steps being undertaken to address any material weaknesses or significant deficiencies in internal control over financial reporting.

Related Party Transactions

11. *Review.* In accordance with applicable Company policies and procedures, the Committee shall review all "Related Party Transactions" (as defined in paragraph 5(f)) and any significant unusual transactions, or courses of dealing with persons and parties related to the Company that are significant in size and that are relevant to an understanding of and in each case considered for disclosure in the Company's financial statements, and shall review the policies and procedures utilized by management for the implementation of such transactions. The Committee shall review and approve or disapprove any Related Party Transaction or, in the alternative, shall notify and request action with respect to the Related Party Transaction by the Board. The Committee may from time to time determine that certain types of Related Party Transactions shall be eligible to be deemed pre-approved by the Committee under standards to be determined by the Committee in writing.

12. *Delegation of Authority.* The Committee may delegate to the Chair of the Committee the authority to approve, disapprove or ratify (as applicable) certain Related Party Transactions with a related person in which the aggregate amount involved is expected not to exceed amounts set by the Committee.

13. *Financial Statement Impact.* The Committee shall discuss with management and the independent registered public accounting firm any Related Party Transaction that could reasonably be expected to have a material impact on the Company's financial statements.

Other Powers and Responsibilities

In addition to the above powers and responsibilities, the Committee shall:

14. Review earnings press releases, as well as Company policies with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

15. Review any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

16. Review with the Governance, Risk and Nominating Committee and management, at least annually, the Company's information security and technology risks (including cybersecurity), including the Company's information security and risk management programs.

17. Establish and oversee procedures for the receipt, retention and treatment of confidential and anonymous complaints regarding the Company's accounting, internal controls and auditing matters, as well as for the confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters.

18. Discuss with the Company's Chief Legal Officer and/or outside counsel (i) any legal and regulatory matters that could reasonably be expected to have a material impact on the Company's financial statements, and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs.

19. Request assurances from management and the Company's independent registered public accounting firm that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

20. Discuss with management the Company's policies with respect to risk assessment and risk management, significant financial risk exposures, including risks related to accounting matters, financial and internal control reporting, and Related Party Transactions, and

the actions management has taken to limit, monitor or control such exposures, and confer with the Governance, Risk and Nominating Committee, Sustainability Committee, and Compensation Committee regarding their respective oversight of risks encountered by the Company within their areas of responsibility.

21. Set clear hiring policies for employees or former employees of the Company's independent registered public accounting firm.

22. Provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

23. Through its Chair, report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

24. At least annually, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

25. Retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate; the Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

26. Conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

27. Oversee the administration and interpretation of the Company's Global Anti-Corruption Policy by the Company's legal department.

28. At least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

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