

USANA HEALTH SCIENCES, INC.

Board of Directors

Compensation Committee Charter

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of USANA Health Sciences, Inc. (the “Company”) is appointed by the Board to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation, including those relating to:

- Development and oversight of the Company’s compensation strategy, policies and practices for the chief executive officer (“CEO”) and other executive officers of the Company;
- All bonus, gainsharing or other incentive, stock-based and other compensation plans for the CEO and other officers and employees of the Company, and administration of the Company’s executive and employee benefit plans;
- The compensation programs for directors for service on the Board and its committees;
- Oversight of the Company’s compensation risk management programs and policies with regard to the risks encountered by the Company related to its compensation practices;
- Review of executive compensation disclosures, including the Compensation Discussion and Analysis (“CD&A”), required to be included in the Company’s Annual Report on Form 10-K and proxy statement and other filings made with the Securities and Exchange Commission (“SEC”); and
- Preparation of appropriate determinations, reports or recommendations related to the above.

In addition, the Committee will oversee the Company’s compliance with legal, tax and regulatory requirements regarding the foregoing, and will address and deal with such other matters relating to executive compensation and the compensation and benefits plans and agreements maintained by the Company as the Board or the Committee deems appropriate.

Committee Membership

The Board shall appoint members of the Committee on the recommendation of the Governance, Risk and Nominating Committee of the Board. The Board shall designate a member of the Committee as the chairperson (“Chair”). Committee members, including the Chair, may be removed by the Board in its sole discretion at any time, with or without cause. The Committee will be composed of at least two directors. Except as permitted under the statutory and regulatory provisions referred to in the following paragraph, no member of the Committee shall be a current or former officer or employee of the Company, receive any

compensation, directly or indirectly, from the Company for services rendered as a consultant or in any other capacity, other than as a director, or receive any remuneration from or have a direct or indirect interest in any transaction or any business or other relationship with the Company.

Each member of the Committee shall satisfy the definition of “independent” under the Listing Standards of the New York Stock Exchange (“NYSE”), meet the requirements of a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and be free of any relationships with the Company that, in the opinion of the Board, would interfere with his or her ability to be independent from management in connection with the duties of a Committee member, as required by the NYSE rules. In addition, so long as any outstanding executive compensation may qualify for the exception for “performance-based compensation” contained in Section 162(m) of the Internal Revenue Code as in effect prior to the passage of The Tax Cut and Jobs Act of 2017, each Committee member shall also meet the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, or any successor provision, and the rules and regulations promulgated thereunder.

Meetings

The Committee shall meet at least once each year and as often as its members deem necessary to perform the Committee’s responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone, videoconference, or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting. The Chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Corporate Secretary of the Company (or his or her designee) shall be the Secretary of the Committee. The proceedings of all Committee meetings shall be documented in minutes.

Committee Authority

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of director or CEO compensation or the compensation of other executive officers or members of management generally. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm’s fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain legal counsel and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee may select a

compensation consultant, legal counsel or other advisor only after taking into consideration the independence of such consultant, counsel or other advisor in accordance with the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 303A.05 of the NYSE Listing Standards. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any consulting firm, legal counsel or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Responsibilities

Acting hereunder, the Committee shall have the following responsibilities, with all requisite power and authority, on behalf of the Board to undertake the following:

1. Develop and maintain executive compensation policies and practices that create a direct relationship between pay levels and corporate performance and returns to shareholders. The Committee shall monitor the results of such policies and practices to assure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholders.
2. Approve compensation and benefit plans, which may include amendments to existing plans, cash- and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.
3. Review and approve annually corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider, among other relevant factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
4. Review and approve annually corporate goals and objectives relevant to the compensation of the other executive officers of the Company, evaluate the other executive officers' performance in light of those goals and objectives, and determine the other executive officers' compensation based on this evaluation, including, (a) the extent, if any, to which the compensation of executive officers shall be based upon performance; (b) any performance-based formula upon which the compensation of executive officers will be based; (c) the method or methods by which the performance of executive

officers shall be measured for compensation purposes; and (d) the specific criteria to be used for the purpose of measuring such performance and related performance goals or objectives; as well as to evaluate the performance of executive officers in achieving such pre-established goals or objectives; and, as required by Section 162(m) of the Internal Revenue Code, if applicable, to certify performance results so achieved and approve compensation awards based upon the achievement of such results. In making this review, the Committee may seek input and recommendations from the CEO and shall consider the most recent Say on Pay Vote.

5. In establishing the compensation to be paid or provided to executive officers, utilize, where it deems appropriate, comparative data regarding compensation practices, including, for example, flexible compensation structures, to attract, retain, motivate and appropriately reward executive officers, consistent with the Company's compensation philosophy;
6. Review and make recommendations to the Board regarding approval by the Board of the Company's equity-based compensation plans, and oversee the planning, design and operation of any and all stock-based plans now or hereafter established or maintained for the benefit of directors, officers or employees of the Company (collectively, the "Stock Plans"). The Committee shall have full authority to administer the Stock Plans, to designate employees to whom awards are to be granted, and to grant or approve the granting of stock options, stock appreciation rights, restricted stock, restricted stock unit and other awards under the Stock Plans; interpret the terms and provisions of the Stock Plans; render decisions on any and all matters relating thereto; and exercise all rights, powers and authority reserved to, and perform all duties placed upon, the Committee under the provisions of the Stock Plans.
7. Review with management the proposed CD&A prepared each year in accordance with SEC regulations, and when satisfied with the CD&A, recommend to the Board of Directors that the CD&A be included in the Company's annual disclosure documents and in connection therewith: (a) to prepare, or cause to be prepared, and to approve the Compensation Committee Report to be included in the Company's annual disclosure documents, which Report must state whether the Committee reviewed the CD&A and discussed it with management, and whether, based on such discussion, the Committee recommended to the Board that the CD&A be included in the annual disclosure documents, all in accordance with the applicable SEC regulations; and (b) to oversee the Company's other annual disclosures relating to Committee operations and executive compensation matters.
8. Review with management the results of each Say on Pay Vote after the meeting of shareholders at which such vote occurred and prior to implementing plans and awards for executives for the next calendar year.
9. Delegate to any subcommittee comprised of at least two members of the Committee, as the Committee, in its sole discretion, may determine, any or

all of the powers and authority of the Committee, as set forth herein, but not the right to approve any awards to, or to make compensation decisions regarding, directors and executive officers of the Company.

10. As authorized by the Board and in its sole discretion, approve any and all “change of control” agreements or severance plans, programs or agreements for officers or employees of the Company.
11. Review with the Company’s Chief People Officer, or other members of the Company’s Human Resources Department, matters that pertain to the compensation of directors, executive or other officers or employees, including compensation and benefits survey data and compensation and benefits strategy and planning, and make recommendations to the Board for approval regarding the compensation of non-employee directors for service on the Board and its committees.
12. Review, establish, and maintain the appropriate set of peer group companies used for compensation benchmarking in the Company’s public filings.
13. Review and 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.
14. Review and recommend for Board approval the “officers” of the Company for purposes of Section 16 of the Exchange Act.
15. Review and evaluate on a regular basis, (a) any significant risk exposure to the Company related to its compensation practices and benefit programs and the actions management has taken to mitigate, limit, monitor or control such exposures; and (b) whether any such risks are likely to have a material adverse effect on the Company and, if so, whether to recommend to the Board the inclusion of additional disclosure in the Company’s proxy statement regarding such risks.
16. Confer regularly with the Governance, Risk and Nominating Committee, Sustainability Committee, and Audit Committee regarding their respective oversight of risks encountered by the Company within their respective areas of responsibility.
17. Review and assess, on an annual basis, the Company’s processes for monitoring and maintaining compliance with the legal, tax and regulatory requirements relating to the compensation and benefits plans and agreements maintained by the Company. The Committee shall have available to it and may review such matters with, or request advice from, such support personnel, including management staff, the legal and accounting departments

of the Company and outside auditors, attorneys and consultants as it deems necessary to discharge its responsibilities.

18. Develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employees should be recouped or forfeited.
19. Confer regularly with the Sustainability Committee regarding the Company's talent recruitment, human capital management and retention efforts and review the Company's human capital management disclosure in the Company's annual report on Form 10-K and proxy statement.
20. Execute and deliver all such agreements, instruments and other documents, and do and perform all such acts and things, as may be necessary or appropriate in order to perform the responsibilities herein delegated to the Committee.
21. Annually evaluate the Committee's own performance, including a review of this Charter and the Committee's compliance with this Charter. The Committee shall be subject to an annual performance evaluation by the Board.
22. Provide to the NYSE appropriate written confirmation of any of the foregoing matters as the NYSE may from time to time require.

Updated February 2026