

USANA HEALTH SCIENCES, INC.

Board of Directors

Sustainability Committee

Committee Charter

Purpose

The Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of USANA Health Sciences, Inc. (the “Company”) is appointed by the Board to provide guidance to the Board in fulfilling its oversight responsibility related to the Company’s environmental, social and governance (“ESG”) and corporate social responsibility (“CSR”) matters to foster corporate sustainability.

Committee Membership

The Committee members will be appointed by the Board on the recommendation of the Governance, Risk and Nominating Committee of the Board, for such terms as the Board may determine, or until their earlier resignation, removal 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 have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate.

Meetings

The Committee shall meet at such times and in the manner it determines to be necessary or appropriate to fulfill its duties and responsibilities, but not less than once each year. 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 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. 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:

- Assist the Board in fulfilling its oversight responsibility of sustainability matters, including ESG and CSR matters;

- Advise the Board on maintaining and improving corporate sustainability strategies, programs, goals, initiatives, and investments to align the same with the Company's overall business strategy;
- Consider, evaluate, and advise the Board on sustainability, ESG, and CSR risks that may materially affect the business activities of the Company and its overall business strategy;
- Monitor and track the Company's progress and execution of its sustainability strategy;
- Review reports from Company management on the Company's sustainability strategy, as well as ESG and CSR matters;
- Review with management, and the Board, the Company's sustainability disclosures including those in the Company's annual proxy statement and any sustainability, ESG or CSR report or other disclosure document issued by the Company;
- Review with management public policy issues, matters and trends that may affect the Company or its overall business strategy and oversee the Company's public policy engagement practices as well as the Company's policies and practices regarding political contributions and charitable endeavors;
- To oversee and advise the Board on the Company's sustainability and ESG-related engagement efforts with shareholders and other key stakeholders, including proxy advisory firms, non-governmental organizations (NGOs), and key ESG ratings agencies and providers;
- Establish and oversee procedures for the receipt, retention and treatment of confidential and anonymous complaints by management regarding pay equity, sexual harassment and gender/race discrimination;
- Oversee the Company's talent recruitment, human capital management and retention efforts, confer with the Compensation Committee on the same, and review the Company's human capital management disclosure in the Company's annual report on Form 10-K and proxy statement;
- Review, monitor and oversee the Company's diversity, equity and inclusion program, including pay equity, workplace environment and culture matters and confer, as necessary, with the Compensation Committee on the same;
- Review and assess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes for the Board's approval;
- 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; and
- Perform any other duties the Board may delegate to this Committee relating to the Committee's purpose.

Committee Authority

The Committee shall have the authority, to the extent it deems necessary or appropriate, to select, retain, and terminate consultants, legal advisors or other advisors. The Committee shall be directly responsible for the appointment, setting compensation for and oversight of the work of any advisor retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any consultants, legal counsel or other advisors 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.

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