

HERBALIFE NUTRITION LTD. ESG COMMITTEE CHARTER

Purpose. The ESG Committee (the “Committee”) of the Board of Directors (the “Board”) of Herbalife Nutrition Ltd. (the “Company”) shall assist the Board in overseeing the Company’s significant environmental, social and related governance activities and practices, including policies, programs and practices, strategy, stakeholder engagement and risks to the Company that concern environmental and social matters. The Committee will also work with other Board committees on such matters, as appropriate or required by New York Stock Exchange listing standards.

Members. The Committee shall be comprised of at least three directors appointed by the Board, based on recommendations from the Board’s nominating and corporate governance committee. The Board shall designate one of the members of the Committee to act as its chairperson. Any Committee member may be removed at any time upon the vote of a majority of the Board.

Meetings. The Committee shall hold meetings as often as may be deemed necessary or appropriate, in its judgment, but shall not meet less than three times a year, at such times and places as the Committee shall determine. A majority of the members of the Committee shall constitute a quorum. The Committee will report regularly to the full Board with respect to its activities.

Duties and Responsibilities. The duties and responsibilities of the Committee include:

- (a) Assist the Board in reviewing environmental and social sustainability issues that could impact the Company’s business operations, performance and reputation.
- (b) Oversee the Company’s environmental and social sustainability strategy, programs, policies and investments that support the Company’s overall business strategy and receive regular updates on the Company’s progress.
- (c) Review and evaluate risks and opportunities related to environmental and social sustainability topics that may arise in connection with the Company’s activities and advise the Board on such risks and opportunities in coordination with the Board’s other committees as appropriate.
- (d) Review and discuss with management the Company’s public disclosures and communication strategies with investors and other stakeholders regarding Company’s environmental and social sustainability strategy, programs, policies and investments.
- (e) In coordination with the Board’s compensation committee, review and evaluate risks and opportunities related to human capital management that may arise in connection with the Company’s activities.
- (f) In coordination with the Board’s nominating and corporate governance committee, review investor governance sentiment and engagement relating to the Company’s environmental and social matters.

- (g) In coordination with the Board's nominating and corporate governance committee, review shareholder proposals and other significant stakeholder concerns relating to environmental and social matters in connection with the Company's activities.
- (h) Annually evaluate the performance of the Committee.
- (i) Annually assess the adequacy of the Committee's charter.

Resources and Outside Advisors. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms, at the expense of the Company, such outside counsel, experts, consultants or other advisors as it determines necessary to fulfill its duties and responsibilities, without the necessity for approval by the Board or management.

Delegation of Authority. The Committee shall have the authority to delegate any of its duties and responsibilities to one or more subcommittees as the Committee may deem appropriate.