

HERBALIFE NUTRITON LTD. AUDIT COMMITTEE CHARTER

Purpose. The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Herbalife Nutrition Ltd. (the “Company”) shall assist the Board in discharging its oversight responsibility relating to: (i) the integrity of the Company's financial statements and the financial reporting process; (ii) the Company's compliance with legal and regulatory requirements, and its ethics programs as established by management and the Board, including the Company’s Code of Conduct, (iii) the independent registered public accounting firm’s qualifications and independence; (iv) the performance of the Company's internal audit function and independent registered public accounting firm; (v) the Company’s framework and guidelines with respect to risk assessment and risk management; and (vi) the Company’s systems of disclosure controls and procedures and internal control over financial reporting that management has established. The Committee will also prepare the audit committee report to be included in the Company’s annual report or proxy statement.

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. Each Committee member must meet the audit committee independence requirements of the New York Stock Exchange listing standards, federal laws and regulations as they may become applicable from time to time, as well as the requirements of the Company’s Principles of Corporate Governance. Each member of the Committee must be financially literate, and at least one member of the Committee must be an "audit committee financial expert”, as determined by the Board in accordance with SEC rules. Any Committee member may be removed at any time upon the vote of a majority of the Board. 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.

Meetings. The Committee shall hold meetings as often as may be deemed necessary or appropriate, in its judgment, but shall not meet less than four 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 regularly meet in separate executive sessions and in private sessions with each of management, the principal internal auditor of the Company, representatives of the Company’s independent registered public accounting firm and the general counsel of the Company. The Committee will report regularly to the full Board with respect to its activities, including any significant issues that arise with respect to the quality or integrity of the Company’s financial statements, compliance with legal or regulatory requirements, performance and independence of the Company’s independent registered public accounting firm, or the performance of the internal audit function.

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

1. **Independent Registered Public Accounting Firm**
 - (a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any independent 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, which includes resolving any disagreements, should they arise, between management and the independent registered public accounting firm regarding financial reporting. In this regard, the Committee shall appoint and retain (subject to ratification by the Company's shareholders if appropriate), compensate, evaluate, and terminate when appropriate, the independent registered public accounting firm, which shall report directly to the Committee.

- (b) Obtain and review, at least annually, a report by the independent registered public accounting firm describing: (A) the independent registered public accounting firm's internal quality control procedures; and (B) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or Public Company Accounting Oversight Board review, 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 independent registered public accounting firm, and any steps taken to deal with any such issues.
- (c) Approve in advance all audit and permissible non-audit services to be provided by the independent registered public accounting firm and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent registered public accounting firm.
- (d) At least annually, evaluate the qualifications, performance and independence of the independent registered public accounting firm, including a review and evaluation of the lead audit partner, and, in addition to overseeing the mandated rotation of the lead audit partner in accordance with SEC regulations, periodically consider whether there should be rotation of the independent registered public accounting firm. In reviewing such independence, the Committee's considerations will include whether the independent registered public accounting firm's performance of permissible non-audit services is compatible with the auditor's independence, and the Committee will at least annually obtain and review a report by the independent registered public accounting firm describing any relationships or services between independent registered public accounting firm and the Company, or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independence of the auditor and discuss with the outside auditor the potential effects of any such relationships or services on independence.
- (e) Review and discuss with the independent registered public accounting firm: (A) the scope of the audit, the results of the annual audit examination, including any problems or difficulties encountered by the independent registered public accounting firm in the course of its audit work and management's response with respect thereto, and other matters required to be discussed by the independent registered public accounting firm under Auditing Standard No. 1301, as adopted by the Public Company Accounting Oversight Board and amended from time to time; and (B) any reports of the outside auditor with respect to interim periods.
- (f) Establish Company policies for the hiring of employees or former employees of the independent registered public accounting firm.

2. Financial Statement and Disclosure Matters

- (a) Meet quarterly with management and the independent registered public accounting firm to review and discuss: (A) the annual audited and quarterly financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its Form 10-K and Form 10-Qs, including accounting policies that may be regarded as critical; (B) significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including any major issues regarding the Company's financial statement presentations and any significant changes in the Company's selection or application of accounting principles; and (C) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- (b) Recommend to the Board whether the audited financial statements should be included in the annual report on Form 10-K for filing with the SEC; and to prepare the audit committee report required by the proxy rules of the U.S. Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.
- (c) Review and discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies. Such discussions may be general, consisting of discussing the types of information to be disclosed and the types of presentations to be made, and each earnings release or each instance in which the Company provides earnings guidance need not to be discussed in advance.

3. Internal Controls, Disclosure Controls and Procedures

- (a) Receive reports from the independent registered public accounting firm and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal controls over financial reporting, including any significant deficiencies in such controls and significant changes or material weaknesses in such controls reported to the Committee by the independent registered public accounting firm, the internal auditors or management, and any special audit steps adopted in light of material control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in such controls.
- (b) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.

4. Internal Audit Function

- (a) Review and discuss with the Senior Vice President, Internal Audit the internal audit activities, including budget, staffing, scope, plans and results of the work performed, including progress against those plans and budgets.

- (b) Review the effectiveness of the internal audit program and the independence, objectivity and performance of the internal audit function.
 - (c) Review and approve the appointment, performance, replacement or dismissal, and compensation, of the Senior Vice President, Internal Audit.
5. Risk Oversight
- (a) Review and discuss with management the Company's enterprise risk management program, including its framework, policies, guidelines and practices with respect to the assessment, monitoring, control, and reporting to the Board and appropriate committees of the Company's major financial, operational, and strategic exposures.
 - (b) To review and discuss with management the Company's major risks relating to financial, cybersecurity, privacy, and product safety matters, and the steps management has taken to assess, monitor and control such exposures.
 - (c) Review insurance coverage for the Company's assets.
6. Ethics and Compliance
- (a) Receive and discuss with the Company's Chief Compliance Officer the scope, budget, staffing and results of the Company's ethics and compliance program, and review and discuss the performance and effectiveness of the ethics and compliance function.
 - (b) Review the Company's Code of Conduct and programs to monitor compliance with its provisions.
 - (c) Review the appointment, performance, replacement or dismissal, and compensation of the Chief Compliance Officer.
7. Legal and Regulatory Matters
- (a) Review and discuss legal and regulatory matters that may have a material impact on the Company's financial statements or operation.
 - (b) Review and discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies or published reports that raise material issues regarding the Company's financial statements and accounting standards.
 - (c) Establish procedures for receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing and securities law matters, including procedures for confidential, anonymous submission of concerns by Company employees regarding such matters.

8. Capital Allocation and Structure

- (a) Review, assess and oversee the Company's capital structure, including the amount, maturity and composition of total debt, and recommend changes when necessary.
- (b) Review the proposed terms of individual issuances of long-term debt and make recommendations for approval to the Board, as appropriate.
- (c) Review and discuss with management the Company's capital allocation strategy, execution, and returns on invested capital.
- (d) Review and discuss with management the Company's valuation.

9. Related Party Transactions.

- (a) Establish and periodically review policies and procedures for the review and approval of related person transactions, as such term is defined in SEC rules, review and approve related person transactions, and oversee relevant related party transactions governed by applicable accounting standards.

10. Other Responsibilities

- (a) Annually evaluate the performance of the Committee.
- (b) Annually assess the adequacy of the Committee charter.

Resources and Outside Advisors. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including direct access to the independent registered public accounting firm, the authority to conduct any investigation appropriate to fulfilling its responsibilities, and the sole authority to select, retain, terminate and approve the fees and other retention terms of such independent outside counsel, accountants, experts and other advisors as it deems necessary to fulfill its duties and responsibilities, without the necessity for approval by the Board or management. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to the independent registered public accounting firm, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee, and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

Delegation of Authority to Subcommittees. The Committee shall have the authority to delegate any of its duties and responsibilities to subcommittees composed of its members as the Committee may deem appropriate.