

**HERBALIFE NUTRITION LTD.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose.** The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Herbalife Nutrition Ltd. (the “Company”) is central to the effective functioning of the Board and performs a leadership role in shaping the Company’s corporate governance. To that end, the Committee shall assist the Board in the discharge of its responsibilities to: (1) oversee the composition, structure, operation and evaluation of the Board; (2) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (3) recommend to the Board the Company’s director candidates for election at the annual general meeting of shareholders; (4) lead the Board in its annual review of the Board’s performance; (5) recommend to the Board corporate governance principles, and monitor compliance with adopted principles and policies, in coordination with other committees of the Board and/or the Board, as appropriate; and (6) provide oversight of the corporate governance affairs of the Board and the Company consistent with the long-term best interests of the Company and its shareholders.

**Members.** The Committee shall be comprised of at least three directors appointed by the Board, based on recommendations from the Committee. The Board shall designate one of the members of the Committee to act as its chairperson. Each Committee member must meet the requirements of the New York Stock Exchange listing standards and the Company’s Principles of Corporate Governance. 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.

**Meeting.** 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. When appropriate, the Committee shall meet in separate executive sessions with or without management and other employees (or such other individuals deemed appropriate) to discuss matters that warrant Committee attention. 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:

1. Board and Committee Composition and Function
  - (a) Engage in succession planning for the Board and key leadership roles on the Board and its committees.
  - (b) Periodically review and recommend to the Board regarding the Board’s leadership structure and the appointment of the Chairman of the Board, as well as recommend

to the independent directors regarding the appointment of the lead independent director, if any.

- (c) Annually assess the size, structure, composition and functioning of the Board and its committees, and make recommendations to the Board as appropriate.
- (d) Periodically evaluate the composition of the Board to assess the skills and experience that are currently represented on the Board, as well as the skills and experience that the Board will find valuable in the future, given the Company's current needs and strategic plans.
- (e) Recommend to the Board candidates for appointment to Board committees and committee chair positions, and consider periodically rotating directors among the committees.
- (f) Consider, review and recommend to the Board any retirement and other tenure policies or practices for directors, as appropriate.
- (g) Review directorships in other public companies held by or offered to directors and executive officers of the Company.
- (h) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

## 2. Director Candidates

- (a) Establish processes and procedures for the selection and nomination of directors, and develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
- (b) Identify, review the qualifications of, and recruit candidates for election to the Board or to fill Board vacancies, consistent with criteria approved by the Board.
- (c) Assess the performance, contributions and independence, as defined by the New York Stock Exchange listing standards and the Company's Principles of Corporate Governance, of incumbent directors, including in determining whether to recommend them for re-election to the Board.
- (d) Establish a procedure for the consideration of, and consider, director candidates recommended by the Company's shareholders.
- (e) Recommend to the Board the Company's candidates for nomination, appointment, election or reelection to the Board, as and when appropriate, to stand for election to the Board by the Company's shareholders or to fill Board vacancies and newly created directorships.

3. Annual Performance Review of the Board and Committees

- (a) Oversee the process for an annual self-evaluation of the performance of the Board and its committees.

4. Corporate Governance Principles

- (a) Annually review the adequacy of the Company's corporate governance framework, including its articles of association and the Principles of Corporate Governance, and recommend changes to the Board, as appropriate.
- (b) Consider the resignation submitted by a director in accordance with the Company's Principles of Corporate Governance and recommend to the Board the action to be taken with respect to the tendered resignation.

5. Other Responsibilities

- (a) Review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement.
- (b) Oversee shareholder communications with the Board and make recommendations to the Board regarding its involvement in shareholder engagement.
- (c) Oversee the orientation process for new directors and ongoing education for directors and provide recommendation to the Board regarding continuing education policies.
- (d) Review director and officer insurance program.
- (e) Annually evaluate the performance of the Committee.
- (f) 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, of such outside counsel, experts, consultants and other advisors as it deems necessary to fulfill its duties and responsibilities, without the necessity for approval by the Board or management, including sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.

**Delegation of Authority.** 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.