

HLF ESG Committee Charter

Members

The Board of Directors (the “**Board**”) of Herbalife Nutrition Ltd. (the “**Company**”) appoints an ESG Committee (the “**Committee**”) consisting of at least three members of the Board, who serve at the pleasure of the Board, and designates one member as chairperson or delegates the authority to designate a chairperson to the Committee. The members of the Committee shall be recommended annually by the Nominating and Corporate Governance Committee of the Board (the “**NCG Committee**”) and appointed by the Board. The Board, upon recommendation of the NCG Committee, may fill any vacancies on the Committee.

Purpose, Duties and Responsibilities

The purpose, duties and responsibilities of the Committee are to assist the Board in discharging its oversight responsibility related to environmental, social and governance (“**ESG**”) matters such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, human rights, employee health, safety and well-being, diversity and inclusion, public policy engagement, political contribution, and corporate charitable and philanthropic activities and other ESG issues that are relevant and material to the Company, provide guidance to the Board on the aforementioned matters, and perform an oversight role in shaping the Company’s ESG strategy. Among its specific duties and responsibilities the Committee will:

- A. Review, oversee, discuss with management, and advise the Board on the Company’s ESG strategy, initiatives, investments and policies that support the Company’s core business strategy.
- B. Review and evaluate ESG risks and opportunities that may arise in connection with the Company’s activities and advise the Board on such risks and opportunities that may materially affect the Company’s broad enterprise risk management (“**ERM**”) program.
- C. Review and discuss periodic reports from management on ESG goals and initiatives, assess management’s progress against agreed key ESG targets, advise the Board on core ESG metrics and the operational, regulatory, and reputational impacts of ESG on the Company, and provide relevant recommendations.
- D. Assess the need for external resources and review and engage consultants or advisors as appropriate.
- E. Review and discuss with management the Company’s ESG disclosures in its annual proxy statement and other ESG reports including, but not limited to, the

Company's annual Corporate Social Responsibility ("**CSR**") Report, and provide recommendations with respect thereto.

- F. Review and discuss with management shareholder proposals and other significant stakeholder concerns relating to ESG matters in connection with the Company's activities and provide recommendations to the Board regarding the Company's response thereto.
- G. Review and discuss with management the Company's internal and external communication strategies and approach with employees, investors, and other stakeholders regarding the Company's position or approach to ESG matters, and provide recommendations as appropriate.
- H. Review and assess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes for approval by the Board.
- I. Perform any other duties and responsibilities expressly delegated to the committee by the Board from time to time relating to the duties and responsibilities of the committee set forth in (A) through (H) above.

Outside Advisors and Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of legal counsel, consultants or other experts (collectively, the "**ESG Advisors**"), as it deems appropriate, without seeking approval of the Board or management. All such ESG Advisor fees shall be paid by the Company.

Meetings

The ESG Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or by telephone/video conference, and at such times and places as the Committee determines. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

In consultation and concurrence of the Committee, the Chairperson of the Committee shall be responsible for establishing the agenda for meetings of the Committee. The agenda, together with materials relating to the matters on the agenda, shall be sent to members of the Committee prior to each meeting. The Corporate Secretary of the Company, or his/her delegate, shall maintain minutes and other records of the meetings and activities of the Committee.

The majority of the members of the Committee shall constitute a quorum and all matters to be decided by the Committee shall be by the vote of a majority of the members of the Committee

present in person or by telephone/video conference. The ESG Committee shall report regularly to the full Board with respect to its activities.

Except as otherwise specifically provided in this Charter, the Committee and the proceedings of the Committee shall be governed by the articles of association of the Company in force from time to time, regarding the proceedings of the Board, so far as they are capable of applying.

Approved by the Board, Effective October 27, 2020