



Audit Committee Charter

Approved on March 6, 2024

I. Purpose

The purpose of the Audit Committee ("Committee") of the Board of Directors ("Board") of Nature's Sunshine Products, Inc. (the "Company") shall be to:

- A. Oversee the accounting and financial reporting processes of the Company and independent audits of the consolidated financial statements of the Company and by both the independent external auditors and the internal auditors;
- B. Assist the Board in oversight and monitoring of (i) the integrity of the Company's consolidated financial statements, (ii) the Company's compliance with legal and regulatory requirements that relate to the Company's financial operations, (iii) the independent financial statements auditor's ("independent auditor") qualifications, independence and performance, (iv) the internal auditor's qualifications, independence and performance, and (v) the Company's internal accounting and financial controls;
- C. Oversee the Company's systems of disclosure controls and procedures;
- D. Provide the Company's Board with the results of its monitoring and recommendations derived therefrom; and
- E. Provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

II. Committee Structure

The Committee shall consist of at least three directors. Each member of the Committee shall meet the independence and experience requirements of the NASDAQ Stock Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission ("SEC"), as affirmatively determined by the Company's Board. All members of the Committee shall comply with all applicable financial literacy requirements of each securities exchange on which the company is listed. In addition, at least one member of the Committee shall be an "audit committee financial expert" as that term is defined by the SEC. To help its members maintain compliance with these requirements, the Committee may provide its members with continuing education opportunities in financial reporting and other areas relevant to service on the Committee.



The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may, at any time and in its complete discretion, replace a Committee member.

The Board shall appoint a member of the Committee to serve as the Committee's chairperson.

III. Meetings

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall maintain minutes and other relevant documentation of all its meetings. Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management; and the independent auditors and the internal auditors in separate private sessions.

The Committee may invite members of management, auditors, the internal audit staff, or others to attend meetings and provide pertinent information, as the Committee deems appropriate. The chairperson will approve the agenda for the Committee's meetings, and any member may suggest items for consideration.

The chairperson shall report regularly to the Board about the Committee's actions and significant issues.

IV. Committee Authority and Responsibilities

A. The Committee shall directly appoint, subject to shareholder ratification, retain, and compensate the Company's independent auditors. The Committee has the sole authority to approve all audit engagement fees and terms, as well as all significant nonaudit engagements with the independent auditors. The Committee shall be directly responsible for overseeing the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and the independent auditors shall report directly to the Committee.

B. The Committee shall preapprove all auditing and non-auditing services of both the independent and internal auditors, subject to de minimis exceptions for other than audit, review, or attest services that are approved by the Committee prior to completion of the audit or services. Alternatively, the engagement of the independent auditors may be entered into pursuant to pre-approved policies and procedures established by the Committee, provided that the policies and procedures are detailed as to the particular services and the Committee is informed of each service. The Committee shall consider whether the independent auditor's provision of permissible nonaudit services is compatible with the auditor's independence. The authority to grant



preapprovals may be delegated to one or more members of the Committee, whose decisions will be presented to the full Committee at its next regularly scheduled meeting. The Committee shall actively engage in dialogue with the independent auditors with respect to any disclosed relationships or services that may affect the independence and objectivity of the independent auditor and take, or recommend that the full board take, appropriate actions to oversee the independence of the independent auditor.

C. The Committee shall have the authority to conduct or authorize investigations into any matter within the Committee's scope of responsibilities. The Committee shall be empowered to retain, without Board approval, independent and/or internal auditors, and independent legal, accounting, and other advisors as it deems necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, to compensate outside legal counsel, independent or internal auditors, or any other advisors employed by the Committee, and to pay ordinary Committee administrative expenses that are necessary and appropriate in carrying out its duties.

D. The Committee shall have the authority to institute special investigations with full access to all books, records, facilities and personnel of the Company as and when the Committee determines appropriate and necessary for the conduct of its duties.

E. The Committee shall review and reassess the adequacy of this Charter on an annual basis and submit proposed changes to the Board for approval. The Committee has the powers and responsibilities delineated in this Charter. It is not, however, the Committee's responsibility to prepare and certify the Company's consolidated financial statements, to guaranty the independent auditor's report, or to guaranty other disclosures by the Company. These are the fundamental responsibilities of management and the independent auditor. Committee members are not full-time Company employees and are not performing the functions of auditors or accountants.

V. Oversight of the Company's Independent Auditors

A. The Committee shall assure the regular rotation of the lead audit partner as required by Section 10A(j) of the Exchange Act, and consider whether, to assure continuing auditor independence, there should be appropriate rotation of the independent auditing firm itself.

B. The Committee shall set clear hiring policies for employees or former employees of the independent auditor that are consistent with Section 10A(l) of the Exchange Act.

C. The Committee shall ensure receipt of a written report from the independent auditor at least annually regarding (a) the independent auditor's internal



quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to address any such issues, and (c) the auditor's independence, all relationships between the independent auditor and the Company, including each non-audit service provided to the Company, and at least the matters set forth in Independence Standards Board Standard No. 1. In addition, the Committee shall discuss with the independent auditors any relationship or services disclosed by the independent auditors that may impact the quality of audit services or the objectivity and independence of the Company's auditors.

VI. Oversight of the Company's Internal Auditors

A. At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function, including any activities outsourced to a third-party internal audit firm, and review the internal audit plan. Such evaluation may include, as deemed appropriate, a review of the responsibilities, budget and staffing of the Company's internal audit function, including any activities outsourced to a third-party internal audit firm, with the independent auditor.

B. At least annually, the Committee shall review the annual internal audit plan with the senior officer or officers and any third-party outsourced internal audit firm responsible for the internal audit function of the Company. The review shall focus on the scope and effectiveness of the internal audit activities and internal audit's capability to fulfill its objectives.

C. At least annually, the Committee shall review significant findings by the internal auditors and management's responses to such findings and instances of remedial action not being taken by management within appropriate timeframes in response to any such findings, if any. The Committee shall periodically review with the internal auditors, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the internal auditors' work.

D. At least annually, the Committee shall evaluate the performance of the senior officer or officers and any third-party outsourced internal audit firm responsible for the internal audit function of the Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers or any third-party outsourced internal audit firm.

VII. Disclosure and Financial Statements

A. The Committee shall obtain, review and discuss reports from the independent auditor regarding: (1) all critical accounting policies and practices to be



used; (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor and the reasons for favoring that treatment; and (3) other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences. The Committee shall review and discuss the consolidated financial statements with management and the independent auditor, including interim consolidated financial statements and annual consolidated financial statements, and the independent auditor's report with respect to the Company's consolidated financial statements. The Committee shall recommend to the Board whether the audited consolidated financial statements should be included in the annual report on Form 10-K.

B. The Committee shall discuss with the independent auditor the matters to be discussed under the standards of the PCAOB, including (i) the independent auditor's responsibility under generally accepted auditing standards; (ii) the scope and timing of the audit plan, including the independent auditor's financial reporting; and (iii) overall audit strategy and then disclose the matters required to be discussed and disclosed by PCAOB Auditing Standards No. 16, Communications with Audit Committees, including any difficulties the independent auditor encountered in the course of the audit work, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, together with management's response.

C. The Committee shall prepare the report required by the SEC to be included in the Company's annual proxy statement.

D. Receive and review any disclosure from the Company's CEO and CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of:

1. significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the company's ability to record, process, summarize, and report financial data

2. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls

E. The Committee shall review, with the assistance of management, the adequacy and effectiveness of the Company's internal accounting and financial control system and procedures.



F. As appropriate, the Audit Committee shall review with management, the Disclosure Committee, the independent auditor and/or the internal auditors, in separate meetings if the Audit Committee deems it necessary:

1. the annual audited consolidated financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K;
2. the quarterly consolidated financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-Q;
3. the earnings press releases, paying particular attention to any pro forma or adjusted non-GAAP information. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made);
4. any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the consolidated financial statements, including analyses of the effects of alternative GAAP methods on the consolidated financial statements;
5. the critical accounting policies and practices of the Company;
6. any legal matters that the Company General Counsel has concluded could have a significant impact on the Company's consolidated financial statements;
7. off-balance sheet transactions and structures;
8. any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies;
9. estimates made by management having a material impact on the consolidated financial statements;



10. significant variations in financial information between reporting periods; and

11. the effect of regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings).

VIII. Compliance and Regulators Oversight Responsibilities

A. The Committee shall review and approve all "related party transactions," as that term is defined in Item 404 of Regulation S-K, for potential conflicts of interest and will prohibit such a transaction if the Committee determines the transaction to be inconsistent with the interests of the company and its shareholders.

B. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company from its employees regarding accounting, internal accounting controls, and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, auditing, or other matters.

C. The Committee shall review, with the Company's counsel, legal compliance and regulatory matters that could have a significant impact on the Company's consolidated financial statements.

D. The Committee shall discuss policies with respect to risk assessment and risk management related to the Company's consolidated financial statements, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them.

E. The Committee shall ascertain annually from the independent auditor whether the Company has issues under Section 10A(b) of the Exchange Act.

F. The Committee shall review with management and the independent auditor any correspondence with regulators and any published reports that raise material issues regarding the Company's accounting policies.

G. Consider the risk of management's ability to override the Company's internal controls.