

**SECOND AMENDED AND RESTATED
CHARTER OF THE SCIENCE AND MARKETING COMMITTEE
OF THE BOARD OF DIRECTORS
OF MANNATECH, INCORPORATED**

Under the bylaws of Mannatech, Incorporated (the “*Company*”), as have been amended and restated to date, the board of directors (the “*Board*”) may appoint committees and confer powers on such committees at its designation. The Science and Marketing Committee (the “*Committee*”) is one such committee. This charter identifies the purpose, composition, meeting requirements, responsibilities, annual evaluation procedures, and authority of the Committee.

I. Purpose:

The Committee has been established to assist the Board with its oversight of management’s responsibilities regarding the Company’s research, development, and marketing of innovative dietary supplements, skin care and other wellness products. The Committee shall oversee management’s implementation and maintenance of a Scientific Advisory Board to aid the Company in driving the development of innovative products for its global markets. The Committee will discharge these responsibilities by carrying out the activities enumerated in section IV of this charter. The Committee shall perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall maintain an effective working relationship with management and make recommendations for consideration by the Board.

II. Composition and Term:

The Committee must be composed of at least three, but no more than six, members (including a chairperson (“*Chairperson*”). The Committee members shall be selected annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

III. Administrative Matters:

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than twice each year, and shall report at the next Board meeting following each such committee meeting. The Committee may meet privately with independent consultants and be free to talk directly and independently with any members of management in discharging its responsibilities.

IV. Responsibilities:

The Committee shall remain apprised of management’s scientific, research, and marketing initiatives and report and make recommendations to the Board on management’s progress and on items requiring the Board’s approval. In the discharge of its responsibilities, the Committee will:

- Review and oversee management’s implementation of the Product Development Roadmap;
- Review the approved claims presented by management for new products to ensure that management has the requisite supporting substantiation for those claims prior to the product being placed in production¹;
- Review and advise the Board on management’s request for funding in excess of \$200,000 for the engagement of outside research firms, scientists, physicians, and universities to conduct independent research on emerging technologies, pre-clinical, and clinical testing of the Company’s products and technologies;
- Review and apprise the Board of management’s progress in the implementation and completion of clinical studies and all other ongoing research and development initiatives;
- Review and advise the Board on approving the nominations proposed by management for membership on the Company’s Scientific Advisory Board;
- Review and approve annual research and development budget; and
- Review management’s annual assessment of the effectiveness of the marketing efforts and expenditures for each completed fiscal year.

*Adopted by the Science and Marketing Committee and
approved by the Board of Directors on November 2, 2015.*

¹ The Committee is not charged with evaluating the substantiation. It will ensure that management is meeting its obligation to adhere to the “competent and reliable evidence” standard imposed by regulatory authorities and the Direct Selling Association Code of Ethics.