

**CHARTER OF THE ASSOCIATE COMPLIANCE
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 Associate Compliance Committee (the “*Committee*”) is one such committee. This charter identifies the purpose, composition, meeting requirements, delegated responsibilities, annual evaluation procedures, and authority of the Committee.

I. PURPOSE

The purpose of the Committee is to assist the Board with its oversight of management’s responsibilities regarding the Company’s compliance with legal and regulatory requirements related to the marketing, distribution, and sale of the Company’s products by the Company’s independent distributors (“*Associates*”). The Committee shall oversee management’s efforts related to the Company’s compliance with laws, regulations, and standards of conduct administered by, and commitments by the Company to, regulatory agencies worldwide that have jurisdiction with respect to the direct selling activities of the Company’s Associates. 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 regarding Associate compliance matters for consideration by Board.

II. COMPOSITION

The Committee must be composed of at least three, but not more than six, members (including a chairperson (“*Chairperson*”)), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the SEC and the Nasdaq Stock Market. The members of the Committee and the Chairperson 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. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or any securities exchange or market on which shares of the common stock of the Company are traded.

The Committee must have a general understanding of industry practices related to direct selling, multi-level marketing, distribution, sales, or promotion of nutritional supplements, skincare products, or other cosmetic products. Such understanding may be obtained through formal education and training or prior relevant work experience within

the nutritional supplement and/or skin care and cosmetic industries or prior experience within direct selling and/or multi-level marketing firms.

Except for Board and Committee fees, a member of the Committee is not permitted to accept any fees paid directly or indirectly for services as a consultant, legal advisor, or financial advisor or any other fees prohibited by the rules of the SEC and the Nasdaq Stock Market. In addition, no member of the Committee may be an affiliated person of the Company or any of its subsidiaries. Members of the Committee may receive their Board and Committee fees in cash, Company stock or options, or other in-kind consideration as determined by the Board or the Compensation and Stock Option Plan Committee, as applicable, in addition to all other benefits that other directors of the Company receive.

III. MEETING REQUIREMENTS

The Committee will meet as necessary, but no less than four times each year, to discharge its responsibilities. The Committee will meet at the call of its Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws. A majority of the members of the Committee will constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee will determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee; however, the secretary must attend Committee meetings and prepare minutes. The Committee must keep written minutes of its meetings. The written minutes must be recorded or filed with the books and records of the Company. Members of the Committee and the Board will be provided with copies of the Committee minutes upon request. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Committee.

During its regular meetings, the Committee shall meet with the general counsel or compliance director to assess the state of the Company's Associate compliance program. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide information as the Committee may request. Further, as part of its responsibility to foster free and open communication, the Committee may meet periodically with management, the Company's general counsel or other compliance employee, in-house or outside counsel, or Company regulatory affairs personnel in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately.

IV. COMMITTEE RESPONSIBILITIES

The Committee's responsibility is to assist the Board with its oversight of management's responsibilities regarding the Company's compliance with legal and regulatory requirements related to the marketing, distribution, and sale of the Company's products by the Company's Associates. The Committee shall apprise the Board of emerging issues pertaining to Associate compliance and provide recommendations to the Board for deliberation and action regarding the discharge of the Committee's duties and obligations as delegated by the Board. The Committee may rely on the expertise and knowledge of management, employees or, in-house or outside counsel in carrying out its oversight responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business circumstances, or legislative, regulatory, legal or other conditions, or as may be requested by the Board. The Committee shall carry out any other responsibilities and duties delegated by the Board from time to time related to the purpose of the Committee as outlined in section 1 of this charter.

The Committee, in discharging its role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and to authorize reports and analyses necessary for the Committee to properly discharge its responsibilities. However, the Committee's oversight notwithstanding, it shall remain the responsibility of the Company's senior management to conform the Company's conduct to legal or regulatory requirements and the Company's internal policies and procedures. Further, the Company's management shall remain responsible for developing and supervising the Company's internal programs and monitoring the Company's compliance with applicable laws, regulations, rules, and the Company's policies, and procedures regarding the sale and distribution of the Company's products by its Associates. In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can discharge its advisory responsibilities. In addition to such other duties as the Board may from time to time assign, the principal functions of the Committee are set forth below.

V. ANNUAL EVALUATION PROCEDURES

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this charter; (b) the appropriateness of matters presented for information and approval; (c) the sufficiency of time for consideration of agenda items; (d) frequency and length of meetings; and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this charter as the Committee deems appropriate.

VI. INDEPENDENT INVESTIGATIONS AND STUDIES

The Committee has the authority and sufficient funding to retain independent legal counsel or other consultants to advise and assist the Committee in discharging its duties, which authority includes the right to approve the fees payable to such advisors and any other terms of retention. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. Any communication between the Committee and independent legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VII. MISCELLANEOUS

The Company shall give appropriate funding, as determined by the Committee, for the payment of (a) compensation to the outside counsel or other advisors employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to discharge its responsibilities. This charter, and any amendments hereto, may be displayed on the Company's web site and a printed copy may be made available to any shareholder of the Company who requests it.

For purposes of clarification, the Audit Committee has the sole oversight of matters of financial compliance (accounting, auditing, financial reporting, and investor disclosures). As to all other areas of compliance related to the Company's Associates, the Committee has oversight responsibilities; provided, however, the Audit Committee together with the Committee may confer, as necessary, to review major non-financial compliance matters.

Adopted by the Associate Compliance Committee and approved by the Board of Directors on November 8, 2017.