

**CHARTER OF THE ASSOCIATE COMPLIANCE SUBCOMMITTEE
OF THE NOMINATING/GOVERNANCE AND 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. Under the Charter of the Nominating/Governance and Compliance Committee (the “*Committee*”), the Committee may appoint and delegate duties to a subcommittee. The Associate Compliance Subcommittee (the “**Subcommittee**”) is one such subcommittee. This charter identifies the purpose, composition, meeting requirements, delegated responsibilities, annual evaluation procedures, and authority of the Subcommittee.

I. PURPOSE

The purpose of the Subcommittee is to assist the Committee with the Committee’s mandate from the Board pertaining to the 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 Subcommittee 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 Subcommittee will discharge these responsibilities by carrying out the activities enumerated in section IV of this charter. The Subcommittee shall perform such other functions as the Committee and/or the Board may from time to time assign to the Subcommittee. In performing its duties, the Subcommittee shall maintain an effective working relationship with management and make recommendations regarding Associate compliance matters for consideration by the full Committee.

II. COMPOSITION

The Subcommittee 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. At least one member of the Subcommittee shall serve concurrently on the Committee. The members of the Subcommittee and the Chairperson shall be selected annually by the Board and serve at the pleasure of the Board. A Subcommittee 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 Subcommittee, who may replace any absent or disqualified member or members at any meetings of the Subcommittee. No person may be made a member of the Subcommittee if his or her service on the Subcommittee 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 Subcommittee 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, Committee, and Subcommittee fees, a member of the Subcommittee 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 Subcommittee may be an affiliated person of the Company or any of its subsidiaries. Members of the Subcommittee may receive their Board, Committee, and Subcommittee 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 Subcommittee will meet as necessary, but no less than four times each year, to discharge its responsibilities. The Subcommittee will meet at the call of its Chairperson, preferably in conjunction with regular Committee and Board meetings. The Subcommittee 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 Subcommittee will constitute a quorum. The Subcommittee 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 Subcommittee may act by unanimous written consent of all members. The Subcommittee 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 Subcommittee; however, the secretary must attend Subcommittee meetings and prepare minutes. The Subcommittee 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 Subcommittee minutes upon request. The Chairperson of the Subcommittee shall be responsible for leadership of the Subcommittee, including preparing the agenda, presiding over Subcommittee meetings, making Subcommittee assignments and reporting the Subcommittee's actions to the Committee.

During its regular meetings, the Subcommittee shall meet with the general counsel or compliance director to assess the state of the Company's Associate compliance program. The Subcommittee 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 Subcommittee may request. Further, as part of its responsibility to foster free and open communication, the Subcommittee 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 Subcommittee or any of these groups believe should be discussed privately.

IV. SUBCOMMITTEE RESPONSIBILITIES

The Subcommittee's responsibility is to assist the Committee with the Committee's 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 Subcommittee shall apprise the Committee of emerging issues pertaining to Associate compliance and provide recommendations to the Committee for deliberation and action regarding the discharge of the Committee's duties and obligations as delegated by the Board. The Subcommittee 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 Subcommittee 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 Committee. The Subcommittee shall carry out any other responsibilities and duties delegated by the Committee from time to time related to the purpose of the Subcommittee as outlined in section 1 of this charter.

The Subcommittee, in discharging its role, is empowered to study or investigate any matter of interest or concern that the Subcommittee deems appropriate and to authorize reports and analyses necessary for the Subcommittee to properly discharge its responsibilities. However, the Subcommittee'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 Subcommittee's policies and procedures should remain flexible to enable the Subcommittee to react to changes in circumstances and conditions so that it can discharge its advisory responsibilities. In addition to such other duties as the Committee may from time to time assign, the principal functions of the Subcommittee are set forth below.

V. ANNUAL EVALUATION PROCEDURES

The Subcommittee shall annually assess its performance to confirm that it is meeting its responsibilities under this charter. In this review, the Subcommittee 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 Subcommittee may recommend to the Committee such changes to this charter as the Subcommittee deems appropriate.

VI. INDEPENDENT INVESTIGATIONS AND STUDIES

Upon request and direction of the Committee, the Subcommittee may retain independent legal counsel or other consultants to advise and assist the Subcommittee in discharging its duties, which authority includes the right to approve the fees payable to such advisors and any other terms of retention. The Subcommittee may conduct or authorize investigations into or studies of matters within the Subcommittee's scope of responsibilities. Any communication between the Subcommittee and independent legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Subcommittee 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 Subcommittee, for the payment of (a) compensation to the outside counsel or other advisors employed by the Subcommittee; and (b) ordinary administrative expenses of the Subcommittee 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 Subcommittee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules and the Subcommittee 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, the Committee and its Subcommittee have oversight responsibilities; provided, however, the Audit Committee together with the Committee and the Subcommittee may confer, as necessary, to review major non-financial compliance matters.

Adopted by the Nominating/Governance and Compliance Committee and this Associate Compliance Subcommittee and approved by the Board of Directors on August 26, 2015.