



## MANNATECH BUSINESS CODE OF CONDUCT

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## A Message From the CEO

Dear Team,

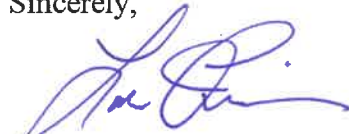
Each one of us is a custodian of our company culture. Through our daily practices, we strive to build a culture of inclusivity and integrity that drives trust and fosters learning.

In turn, these practices reflect our commitment to our colleagues, customers, Associates, shareholders, and the larger society. Building a reputation as a trustworthy and ethical organization among our stakeholders is necessary to maintain a positive brand perception and drive positive customer experience and financial performance.

To achieve this, we must have a high-caliber workforce that continuously holds itself to the highest standards. The Mannatech Business Code of Conduct is designed to support this goal, and guides each of us on the practices that ensure our performance meets the highest ethical standards. It is our responsibility to understand and act upon the Code of Conduct as we conduct business day to day.

Thank you for contributing to the legacy of integrity we enjoy at Mannatech.

Sincerely,



Landen Fredrick  
President and CEO

1. Purposes and Scope

Mannatech, Incorporated and its subsidiaries (“Mannatech”) have prepared and adopted this Business Code of Conduct (the “Code”) in order to provide officers, directors, and employees, collectively referred to as “Personnel” as well as those with whom Mannatech does business, e.g., its suppliers, vendors, customers, independent distributors (“Associates”), customers and the general public, with a formal statement of Mannatech’s commitment to the standards and rules of ethical business conduct set forth in this Code. The policy that follows provides a mechanism to enforce this Code. Together, this Code and the policies set an ethical tone for conducting business and reinforces Mannatech’s commitment to integrity.

It is imperative that all Personnel comply with the standards contained in this Code and the policies, immediately reporting any alleged violations and assist in any investigation of any alleged violations. Adherence to this Code is the responsibility of all Personnel and a condition of continued employment. It will be administered uniformly throughout the company and independent of the practices of other companies. It is Mannatech’s policy to prevent the occurrence of any unethical or unlawful behavior, to halt such behavior as soon as reasonably possible after its discovery and to discipline Personnel who violate the standards in this Code.

This Code does not replace your obligation to read and comply with Mannatech’s corporate policies, standard operating procedures, or the Employee Handbook. Additionally, Personnel are expected to comply with all applicable local, state, and federal laws and regulations. No code of conduct can cover all circumstances or anticipate every situation. Consequently, Personnel encountering situations not addressed specifically by this Code should apply the overall philosophy and concepts of this Code to the situation. If necessary, the circumstances should be reviewed with a supervisor, a member of senior management or Mannatech’s General Counsel.

2. Fiduciary Duty of Directors and Officers

Mannatech’s directors and officers occupy a fiduciary relationship to Mannatech and its stockholders and are required to exercise the utmost good faith and to exercise their powers solely in the best interests of Mannatech. Directors and officers must give diligent attention to Mannatech’s concerns, act in good faith and be fair and honest in the discharge of their duties as directors and officers.

3. Insider Trading

3.1. Mannatech prohibits using or disclosing inside information, which is information not yet publicly available that a reasonable person would consider important when making investment decisions. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision based on this information, is also unethical and illegal.

3.2. Personnel may not disclose confidential Mannatech information to any person other than in the proper discharge of his or her duties.

3.3. For more details on insider trading, please refer to the policy related to insider trading located in the Employee Handbook and in the AAC10001 Insider Trading Policy found on SharePoint.

4. Antitrust Law

Antitrust laws and trade regulations are specifically designed to protect the free enterprise system and promote open and fair competition. Such laws exist in the United States, the European Union, and in many other countries where Mannatech does business. These laws deal with agreements and practices “in restraint of trade” such as price fixing and boycotting suppliers or customers, for example. They also bar pricing intended to run a competitor out of business, disparaging, misrepresenting, or harassing a competitor, stealing trade secrets, bribery, and kickbacks.

Antitrust laws are vigorously enforced. Violations may result in severe penalties against Mannatech. There may also be sanctions against individual Personnel including substantial fines and prison sentences. These laws also apply to international operations and transactions related to imports into and exports from the countries in which we do business. Personnel involved in any dealings with competitors are expected to know that U.S. and other countries’ antitrust laws may apply to their activities and to consult with the Legal Department prior to negotiating with or entering into any arrangement with a competitor.

5. Fair Dealing

Personnel should endeavor to deal fairly with Mannatech’s customers, Associates, suppliers, competitors, and fellow employees in general. Therefore, Personnel should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

6. Conflicts of interest

A conflict of interest occurs when an individual’s private interest interferes in any way or even appears to interfere with the direct interests of Mannatech as a whole. Personnel (and their Affiliates as defined below) should avoid situations where their personal interests could conflict, or reasonably appear to conflict with the interests of Mannatech.

6.1. While it is impossible to list all activities that could pose a conflict of interest, the following are common examples:

- Financial Interest: Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with Mannatech.
- Outside Employment: Holding a second job that interferes with our ability to do our regular job, harms Mannatech’s business interests or breaks any employee agreements we have signed.
- Board Memberships: Employing, consulting, or serving on the board of a competitor, customer, supplier, or other service provider.
- Employment of Relatives & Friends: Hiring a supplier, service provider, or other agent managed or owned by a relative or close friend.
- Gifts & Entertainment: Soliciting or accepting any cash, gifts, entertainment, or benefits that are more than modest in value from any competitor, supplier,

Associate or customer.

- Corporate Opportunities: Taking personal advantage of corporate opportunities (e.g., leveraging client relationships for personal gains).
- 6.2. Personnel shall not have any relationship with any other business enterprise which might affect his or her independence or judgment in transactions between Mannatech and the other business enterprise or otherwise conflicts with the proper performance of his or her duties at Mannatech.
- 6.3. Personnel may not accept any appointment to membership of the Board of Directors, standing committee, or similar body of any outside company, organization or government agency (other than charitable, educational, fraternal, political, community or religious organizations or similar groups) without first receiving the prior approval of the Chief Executive Officer/General Counsel, whether or not a possible conflict of interest might result from the acceptance of any such appointment.
- 6.4. Personnel and their Affiliates may not have any outside financial interest that might influence their decisions or actions as Personnel, including, among other things:
- 6.4.1. a personal or family interest in an enterprise that has business relations with Mannatech (this restriction does not apply to holdings of 5% or less of the stock or other securities of a corporation whose shares are publicly traded and which may incidentally do business with Mannatech); and
  - 6.4.2. an investment in a business that competes with Mannatech. Personnel should avoid any opportunity for personal gain other than normal compensation from Mannatech.
- 6.5. Interest of Personnel Affiliates. The interest of Personnel's connections in a supplier, Associate account, customer, or competitor may create a conflict of interest depending upon the facts and circumstances of the particular case. With respect to an Associate position, Company officers and employees must adhere to the requirements set forth in the Employee Handbook regarding "Employee Downlines." This provision includes Associate accounts held by an Affiliate of officers and employees. Individuals serving as directors on Mannatech's board of directors must report Affiliate held downlines to Mannatech's General Counsel and Chief Financial Officer.
- "Affiliate" for the purposes of this Code shall mean:
- 6.5.1. any relative of Personnel, any person living in Personnel's household or to whom Personnel furnishes support or any person having a personal relationship, similar to the above with Personnel;
  - 6.5.2. any business in which Personnel has a financial interest, any creditor or debtor of Mannatech Personnel, or any other person to whom benefits could reasonably be expected to relieve Personnel of some obligation or obtain for the individual some personal advantage or gain; or
  - 6.5.3. any trust or estate administered by such persons or in which they have a financial interest as a beneficiary.
- 6.6. Business Involvement with Personnel Affiliates. Personnel may not cause or influence Mannatech to do business with any business in which the Personnel or his or her Affiliate is interested. If an instance occurs where it is important to Mannatech's advantage to enter such a transaction, the proposed situation shall be

submitted in writing to, and receive prior written approval of, Mannatech's General Counsel before any commitment is made. Such approval will not be granted unless it can be ascertained that the terms of the transaction are to be determined by competitive bidding or are established by law or are determined under other conditions which clearly establish an arm's length fairness of terms.

7. Loans

Personal loans to executive officers and directors are strictly prohibited and will not be made under any circumstances.

8. Trade secrets and confidential information

8.1. All Personnel must appropriately safeguard Mannatech's trade secrets and confidential information and refuse to allow improper access to trade secret and confidential information of any other company, including Mannatech's competitors. Confidential and trade secret information includes any information which is not generally disclosed to the public. Common examples include product and sales information, product ingredients, financial data, Associate's personal information (including names, addresses, telephone numbers, email addresses and other identifying information), downline information, wage and salary data, employee information, capital investment plans, projected earnings, or corporate policies. Confidential information also includes all non-public information that may be of use to competitors or harmful to Mannatech, its Associates or customers if disclosed.

8.2. Mannatech's guidelines for its trade secret and confidential information includes:

8.2.1. Any proprietary information to which Personnel may have access should be discussed with others only on a need-to-know basis.

8.2.2. Any disclosure of proprietary information to any outside persons should be done only in conjunction with appropriate confidential information or non-disclosure agreements which are provided by Mannatech's Legal Department.

8.2.3. All Personnel must be alert to inadvertent disclosures that may arise in either social conversations or in normal business relations with our suppliers, Associates, or customers.

8.3. Mannatech shall not knowingly or willfully infringe the valid intellectual property of any party or breach its obligations of confidentiality with any party.

9. Anti-Corruption/Anti-Bribery

No matter where in the world we work, there is an applicable anti-bribery law or policy, such the Foreign Corrupt Practices Act (the "FCPA") in the United States. In the U.S., the FCPA and other laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. All Personnel are expected to strictly abide by these laws. No payments of money, gifts, services, entertainment, or anything of value may be offered or made available in any amount, directly or indirectly, to any government official or employee for the purpose of improperly obtaining or receiving favorable treatment in connection with Mannatech's operations and/or its products in any countries. Please refer to Mannatech's Foreign

Corrupt Practices Act Policy and Standard Operating Procedure, both of which may be found on Mannatech.Sharepoint.com. If in doubt, consult the Legal Department.

10. Suppliers, Associates, and Customers

10.1. Kickbacks and Rebates

Mannatech prohibits receiving personal kickbacks or rebates. Kickbacks or rebates can take many forms and are not limited to direct cash payments or credits. In general, if any Personnel or their families or Affiliates may benefit personally in connection with a transaction, it is prohibited. Such practices are not only unethical, but in many cases are illegal.

10.2. Reciprocity

Mannatech sometimes purchases goods or services from a supplier who also buys goods or services from Mannatech. This practice is normal and acceptable, but any form of pressure for reciprocity with that supplier is not. Suppliers must not be asked or required to buy Mannatech products or services in order to become or continue to be a supplier to Mannatech.

10.3. Gifts or Gratuities

Personnel may not accept gifts of money under any circumstances, nor may they solicit money, non-monetary gifts, gratuities or any other personal benefit or favor of any kind from suppliers, customers, or Associates. Personnel and members of their immediate families may accept unsolicited, non-monetary gifts from a business firm or individual doing or seeking to do business with Mannatech only if the gift is of nominal value or the gift is primarily of an advertising or promotional nature. Gifts of more than nominal value may be accepted if protocol, courtesy, or other special circumstances exist. However, all such gifts that exceed the nominal dollar amount shall be reported to the General Counsel, who will determine if the gift may be retained or must be returned, or whether it should more appropriately become Mannatech's property.

10.4. Entertainment

Personnel may not encourage or solicit entertainment from any individual or company with whom Mannatech does business. From time to time, Personnel may offer or accept entertainment, but only if the entertainment is reasonable and occurs infrequently. Offering or accepting entertainment, which is not a reasonable adjunct to a business relationship but is primarily intended to gain favor or influence is prohibited.

10.5. Payments to Agents, Representatives, and Outside Consultants

Agreements with agents, sales representatives or outside consultants must be reasonable in amount, not excessive considering the practice in the trade and commensurate with the value of the services rendered. All agreements with a term of one year or more or must be in writing. In North America, if the cost of services exceeds \$10,000, the expenditure must be approved through Mannatech's stage gate process and the agreement must be reviewed by Mannatech's Legal Department.

10.6. Other Improper Payments

The use of Mannatech's funds or assets for any unlawful or unethical purpose is prohibited. Any payment, which is improper when made by Personnel, is likewise improper if made by a commission agent, consultant, or other party on

behalf of Mannatech where Mannatech knows or has reason to know that the payment will be made. The making of any payment to a third-party for any purpose other than that disclosed on the payment documentation is prohibited.

11. Books and Records

11.1. Tampering, Fabrication and Destruction of Records

11.1.1. Federal law requires Mannatech to assure that its books and records accurately reflect the true nature of the transactions represented. Therefore, it is against Mannatech policy (and illegal) for Personnel to cause Mannatech's books and records to be inaccurate. Examples of violations of this policy include making the records appear as though payments were made to one person when, in fact, they were made to another; submitting expense accounts which do not accurately reflect the true nature of the expense; and creating any records which do not accurately reflect the true nature of the transaction. False or artificial entries must never be made in Mannatech's records or in any public record for any reason, nor may Mannatech's records be altered in any way.

11.1.2. No payment or receipt on behalf of Mannatech may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for a purpose other than that described in the documents supporting the transaction. "Slush Funds" or similar off-book accounts, where Mannatech's records do not account for receipts or expenditures, are strictly prohibited. Personnel must not create or participate in the creation of any records, which are intended to mislead or to conceal anything, that is improper.

11.2. Retention of Records

11.2.1. Disposal or destruction of Mannatech's records and files is not discretionary. Legal and regulatory practice, require the retention of certain records for various periods of time, particularly in the tax, human resources, health and safety, environmental, contract and corporate areas. In addition, when litigation or a government investigation or audit is pending, relevant records must not be destroyed at least until the matter is closed. Destruction of records to avoid disclosure in a legal proceeding constitutes a criminal offense. Mannatech employees should refer to Mannatech's Record Retention Policy as amended from time to time or consult the Legal Department for information on specific retention periods and restrictions.

11.2.2. Any Personnel who alters, destroys or conceals a record, document or other object in order to impair its availability for use in an official proceeding may be subject to criminal prosecution.

11.2.3. Any Personnel who alters, destroys, conceals or falsifies any records or documents in order to impede or influence a federal investigation or the administration of a bankruptcy proceeding can be subject to criminal prosecution.

12. Political Activity & Contributions



Mannatech encourages all Personnel to vote and be active in the political process. However, federal and some state laws restrict the use of corporate funds in connection with federal or state elections. Personnel may support candidates or organizations of their choice through personal contributions or by volunteering so long as Personnel separate their personal political activities from Mannatech. This ensures that Mannatech maintains transparency, honesty, and integrity with our stakeholders and each other. To continue lawful participation in politics, Personnel:

- 12.1. shall not use company resources such as telephones, computers, or other supplies to conduct political activities;
- 12.2. shall not use Mannatech letterhead, e-mail, or reference Mannatech's business address or title when we express a personal view in a public forum (such as a letter to the newspaper);
- 12.3. shall not expect Mannatech to reimburse them for personal political activity;
- 12.4. shall obtain prior approval from Mannatech's Legal Department when running for office or get appointed or elected to office; and
- 12.5. should never contact lawmakers on behalf of Mannatech or lobby with lawmakers for Mannatech's interests without getting explicit approval from Mannatech's senior management.

13. Safety, Health, and Environment

- 13.1. Mannatech is committed to providing a safe and healthy workplace for all employees, customers, Associates, and visitors. Mannatech is equally committed to preventing deterioration of the environment and minimizing the impact of its operations on the land, air and water. These commitments can only be met through the awareness and cooperation of all employees. Mannatech employees have a responsibility to abide by safe operating procedures, to guard all employees' health and to maintain and utilize pollution control systems.
- 13.2. Regulatory agencies exist under federal, state, and local jurisdictions to ensure compliance with laws and regulations affecting safety, health, and environmental protection. It is Mannatech's policy to comply with both the letter and the spirit of the laws and regulations imposed by these agencies to attempt to develop a cooperative spirit. Personnel are required to report to their supervisor conditions which they perceive to be unsafe, unhealthy, or hazardous to the environment.
- 13.3. Mannatech has an unwavering commitment to obey all environmental laws and regulations. Whenever anyone have any question whether a particular course of conduct or activity is lawful or appropriate, they should consult with the Legal Department. Mannatech is committed to the principles of responsible care and pollution prevention, and Personnel must abide by these commitments.

14. Alcohol & Substance Abuse

Mannatech has a viable interest in maintaining safe, healthy, and productive working conditions for its employees. Being at work under the influence of a controlled substance, illegal drug, or alcohol poses serious safety and health risks for the user and other employees. Possession, sale, manufacture, distribution, use of or being under the influence of alcohol or controlled substances, illegal drugs (including inhalants) while performing Mannatech business and/or on Mannatech premises is therefore prohibited

and Mannatech reserves the right to require testing for drugs or alcohol (or both) if a supervisor reasonably believes that an employee is under the influence of these substances.

15. Proper Use and Protection of Electronic Communication

15.1. Mannatech provides fax, voice mail, email, and internet access and computer network (both internal and external) capabilities to its employees. These systems are provided primarily to conduct Mannatech business. Employees should not expect to have any privacy right in any matter which is created, printed, received or sent via Mannatech's communication systems. Mannatech reserves the right, without prior notice, to review, monitor, access, disclose or audit any message created, received, or sent from its electronic communications system.

15.2. When having access to Mannatech's information systems and computer networks, employees are responsible for using the highest standards of behavior in all usage and communications. When employees access Mannatech networks from remote locations (for example, at home or from other non-company locations), employees are subject to the same standards of use as are employees who access Mannatech networks while on company premises. The data transmitted, received, and stored by or within those systems, such as telephones, personal computers, data storage units, email, or pagers, are valuable assets that employees must protect to ensure that these resources are accessible for business purposes, that Mannatech's reputation is protected, and that we minimize the potential for legal risk. Limited personal use may be acceptable if it is authorized by work location and does not interfere with job responsibilities.

16. Data Privacy

16.1. Mannatech respects the privacy of all its employees, business partners, Associates and consumers. All employees must handle personal data responsibly and in compliance with all applicable privacy laws and company policies (including our records retention requirements). Personal data is information that can directly or indirectly identify an individual, such as name, contact information, and health-related information. Employees who handle the personal data of others must:

16.1.1. Act in accordance with applicable laws;

16.1.2. Act in accordance with any relevant contractual obligations;

16.1.3. Collect, use and process such information only for legitimate business purposes;

16.1.4. Provide clear and accurate privacy notices when collecting or processing personal data;

16.1.5. Limit access to the information to those who have a legitimate business purpose for seeing the information;

16.1.6. Securely store, transmit and destroy personal information in accordance with applicable policies and laws; and

16.1.7. Take care to prevent unauthorized disclosure.

16.1.8. For additional guidance on the handling of personal data and a description of protected information, we should refer to Mannatech's Privacy Policy.

16.2. Mannatech respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to personal

information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Mannatech premises or used for Mannatech business.

17. Contacts with the Media, Government, and Outside Investigators

- 17.1. Mannatech expects to cooperate in governmental investigations of its business practice, products, subsidiaries, or Personnel with due consideration given to the legal rights of Mannatech, its subsidiaries and Personnel. If a subpoena, other legal document, or inquiry from an external government agency related to Mannatech is received by any Personnel, whether at home or in the workplace, he or she is obligated to notify the Legal Department immediately. If contacted at home by an external governmental agency, without a search warrant or subpoena, concerning the business of Mannatech or its subsidiaries, Personnel should request that the agent make such contact at work the next business day, and immediately notify the Legal Department.
- 17.2. If a member of the media contacts Personnel regarding Mannatech, the media representative should be referred to the General Counsel first. The General Counsel will then refer the member of the media accordingly.

18. Intellectual property

- 18.1. Mannatech asserts its ownership to intellectual property of all types (including, but not limited to, any invention, discovery, trade secret, technology, scientific or technological development, research data and computer software) regardless of whether it is subject to protection under patent, trademark, copyright or other laws.
- 18.2. Mannatech owns all the intellectual property created by its employees and those under the control or supervision of employees, regardless of the location where the intellectual property was created, if the intellectual property is:
  - 18.2.1. created within the scope of employment;
  - 18.2.2. created with the use of Mannatech facilities and/or equipment;
  - 18.2.3. commissioned by Mannatech pursuant to a signed contract;
  - 18.2.4. fits within any category of works considered works for hire under United States or local copyright law; and/or
  - 18.2.5 results from research supported or sponsored by Mannatech.
- 18.3. Employees shall disclose any intellectual property to the Legal Department well before submitting any information about the intellectual property for publication, makes any public disclosure and/or makes any private disclosure to any person or representatives of a commercial entity without a signed trade secret and/or confidential information disclosure agreement provided by the Legal Department.

19. Employee Relations

- 19.1. It is Mannatech's policy to provide equal employment opportunity to individuals who are qualified to perform job requirements, regardless of their race, sex, age,

color, national origin, religion and mental or physical disability in any corporate employment activity including hiring, promotion, transfers, compensation, benefits, training, terms and conditions of employment. There are laws prohibiting discrimination against minorities, sexual harassment, and misconduct. In addition to legal prohibitions, all employees have a right to work in an environment free of harassment or discrimination because of sex, race, creed, physical condition, or national origin.

19.2. Mannatech strives to create an environment, which understands, fosters, and embraces the value of diversity among employees. Diversity encompasses differences in age, color, ethnicity, gender, national origin, disability, race, religion, sexual orientation, socioeconomic background, or unique personal style. Mannatech is committed to the belief that all persons are valued for their individual characteristics, talents, and contributions.

19.3. To resolve complaints and problems, employees should first seek assistance from his or her immediate supervisor. If the complaint concerns the supervisor, the employee may discuss the complaint with the next higher level of management. Alternatively, the employee may discuss the complaint at any time with the Senior Director of Human Resources.

20. No Retaliation

Mannatech prohibits retaliation against any employee here at Mannatech who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against, please contact to Legal Department.

21. Waivers

Mannatech will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver based on the best interests of Mannatech and its stockholders. Any waiver pertaining to an employee must be approved by the General Counsel and by the Chief Executive Officer. Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation.