UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 30, 2022

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to ___________.

Commission File No. 000-24657

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Texas	**75-2508900**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1410 Lakeside Parkway, Suite 200,	
Flower Mound, Texas	**75028**
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s Telephone Number, including Area Code: **(972) 471-7400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	MTEX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “accelerated filer”, “large accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐	Non-accelerated filer	x	Smaller reporting company	x	Emerging Growth Company	☐

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

As of July 31, 2022, the number of shares outstanding of the registrant’s sole class of common stock, par value $0.0001 per share, was 1,912,423.

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Special Note Regarding Forward-Looking Statements

Certain disclosures and analyses in this Form 10-Q, including information incorporated by reference, may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995 that are subject to various risks and uncertainties. Opinions, forecasts, projections, guidance, or other statements other than statements of historical fact are considered forward-looking statements and reflect only current views about future events and financial performance. Some of these forward-looking statements include statements regarding:

- management's plans and objectives for future operations;
- existing cash flows being adequate to fund future operational needs;
- future plans related to budgets, future capital requirements, market share growth, and anticipated capital projects and obligations;
- the realization of net deferred tax assets;
- the ability to curtail operating expenditures;
- global statutory tax rates remaining unchanged;
- the impact of future market changes due to exposure to foreign currency translations;
- the possibility of certain policies, procedures, and internal processes minimizing exposure to market risk;
- the impact of new accounting pronouncements on financial condition, results of operations, or cash flows;
- the outcome of new or existing litigation matters;
- the outcome of new or existing regulatory inquiries or investigations; and
- other assumptions described in this report underlying such forward-looking statements.

Although we believe that the expectations included in these forward-looking statements are reasonable, these forward-looking statements are subject to certain events, risks, assumptions, and uncertainties, including those discussed below, the "Risk Factors" section in Part I, Item 1A of our Form 10-K for the year ended December 31, 2021, and elsewhere in this Form 10-Q and the documents incorporated by reference herein. If one or more of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results and developments could materially differ from those expressed in or implied by such forward-looking statements. For example, any of the following factors could cause actual results to vary materially from our projections:

- the impact of the outbreak of the novel coronavirus ("COVID-19") pandemic, the availability and effectiveness of vaccines on a widespread basis and the impact of any mutations of the virus;
- the current conflict between Russia and Ukraine, which could adversely affect our business in certain regions;
- the impact of inflation;
- disruptions in the supply chain;
- overall growth or lack of growth in the nutritional supplements industry;
- plans for expected future product development;
- changes in manufacturing costs;
- shifts in the mix of packs and products;
- the future impact of any changes to global associate career and compensation plans or incentives or the regulations governing such plans and incentives;
- the ability to attract and retain independent associates and preferred customers;
- new regulatory changes that may affect operations, products or compensation plans or incentives;
- the competitive nature of our business with respect to products and pricing;
- publicity related to our products or network-marketing;
- comprehensive regulation of our business model and uncertainties relating to the interpretation and enforcement of applicable laws and regulations governing direct selling and multi-level-marketing in the United States; and
- the political, social, and economic climate of the countries in which we operate.

Forward-looking statements generally can be identified by use of phrases or terminology such as "may," "will," "should," "could," "would," "expects," "plans," "intends," "anticipates," "believes," "estimates," "approximates," "predicts," "projects," "hopes," "potential," and "continues" or other similar words or the negative of such terms and other comparable terminology. Similarly, descriptions of Mannatech's objectives, strategies, plans, goals, or targets contained herein are also considered forward-looking statements. Readers are cautioned when considering these forward-looking statements to keep in mind these risks, assumptions, and uncertainties and any other cautionary statements in this report, as all of the forward-looking statements contained herein speak only as of the date of this report.

Unless stated otherwise, all financial information throughout this report and in the Consolidated Financial Statements and related Notes include Mannatech, Incorporated and all of its subsidiaries on a consolidated basis and may be referred to herein as "Mannatech," "the Company," "its," "we," "us," "our," or "their."

Our products are not intended to diagnose, cure, treat, or prevent any disease, and any statements about our products contained in this report have not been evaluated by the Food and Drug Administration, also referred to herein as the "FDA".

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements
MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

ASSETS	June 30, 2022 (unaudited)	December 31, 2021
Cash and cash equivalents	$ 20,572	$ 24,185
Restricted cash	944	944
Accounts receivable, net of allowance of $994 and $987 in 2022 and 2021, respectively	211	90
Income tax receivable	389	342
Inventories, net	13,884	12,020
Prepaid expenses and other current assets	2,745	2,888
Deferred commissions	3,214	2,369
Total current assets	**41,959**	**42,838**
Property and equipment, net	2,309	2,882
Construction in progress	1,833	1,357
Long-term restricted cash	470	503
Other assets	9,317	9,220
Deferred tax assets, net	2,793	2,825
Total assets	**$ 58,681**	**$ 59,625**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current portion of finance leases	$ 56	$ 68
Accounts payable	5,137	3,969
Accrued expenses	9,891	9,224
Commissions and incentives payable	9,019	9,611
Taxes payable	1,535	2,154
Current notes payable	428	205
Deferred revenue	5,992	4,867
Total current liabilities	**32,058**	**30,098**
Finance leases, excluding current portion	57	66
Other long-term liabilities	5,288	5,049
Total liabilities	**37,403**	**35,213**
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $0.0001 par value, 99,000,000 shares authorized, 2,742,857 shares issued and 1,921,262 shares outstanding as of June 30, 2022 and 2,742,857 shares issued and 1,940,687 shares outstanding as of December 31, 2021	—	—
Additional paid-in capital	33,407	33,277
Retained earnings	7,756	7,708
Accumulated other comprehensive income	(492)	2,342
Treasury stock, at average cost, 821,595 shares as of June 30, 2022 and 802,170 shares as of December 31, 2021	(19,393)	(18,915)
Total shareholders' equity	**21,278**	**24,412**
Total liabilities and shareholders' equity	**$ 58,681**	**$ 59,625**

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS – *(UNAUDITED)*
(in thousands, except per share information)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Net sales	**$ 34,976**	**$ 42,504**	**$ 67,360**	**$ 80,823**
Cost of sales	7,920	10,126	15,011	17,348
Gross profit	**27,056**	**32,378**	**52,349**	**63,475**
Operating expenses:				
Commissions and incentives	14,137	16,898	27,245	32,496
Selling and administrative expenses	6,914	7,571	13,823	14,682
Depreciation and amortization expense	301	442	633	952
Other operating costs	4,851	5,449	9,760	10,538
Total operating expenses	26,203	30,360	51,461	58,668
Income from operations	**853**	**2,018**	**888**	**4,807**
Interest income, net	23	7	38	29
Other income (expense), net	(84)	152	1	(130)
Income before income taxes	**792**	**2,177**	**927**	**4,706**
Income tax provision	(98)	(48)	(99)	(383)
Net income	**$ 694**	**$ 2,129**	**$ 828**	**$ 4,323**
Earnings per common share:				
Basic	**$ 0.36**	**$ 1.03**	**$ 0.43**	**$ 2.09**
Diluted	**$ 0.34**	**$ 0.99**	**$ 0.40**	**$ 2.03**
Weighted-average common shares outstanding:				
Basic	**1,942**	**2,060**	**1,944**	**2,065**
Diluted	**2,031**	**2,139**	**2,052**	**2,128**

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME – *(UNAUDITED)*
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Net income	**$ 694**	**$ 2,129**	**$ 828**	**$ 4,323**
Foreign currency translations	(2,161)	72	(2,834)	(1,284)
Comprehensive (loss) income	**$ (1,467)**	**$ 2,201**	**$ (2,006)**	**$ 3,039**

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
– *(UNAUDITED)*
(in thousands)

	Common stock Par value	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Treasury stock	Total shareholders' equity
Balance at January 1, 2022	**$ —**	**$ 33,277**	**$ 7,708**	**$ 2,342**	**$ (18,915)**	**$ 24,412**
Net income	—	—	134	—	—	134
Payment of cash dividends	—	—	(390)	—	—	(390)
Charge related to stock-based compensation	—	7	—	—	—	7
Issuance of unrestricted shares	—	97	—	—	143	240
Stock option exercises	—	(22)	—		22	—
Foreign currency translations	—	—	—	(673)	—	(673)
Balance at March 31, 2022	**$ —**	**$ 33,359**	**$ 7,452**	**$ 1,669**	**$ (18,750)**	**$ 23,730**
Net income	—	—	694	—	—	694
Payment of cash dividends	—	—	(390)	—	—	(390)
Charge related to stock-based compensation	—	48	—	—	—	48
Repurchase of common stock	—	—	—	—	(643)	(643)
Foreign currency translations	—	—	—	(2,161)	—	(2,161)
Balance at June 30, 2022	**$ —**	**$ 33,407**	**$ 7,756**	**$ (492)**	**$ (19,393)**	**$ 21,278**

	Common stock Par value	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Treasury stock	Total shareholders' equity
Balance at January 1, 2021	**$ —**	**$ 33,795**	**$ 2,213**	**$ 5,150**	**$ (15,186)**	**$ 25,972**
Net income	—	—	2,194	—	—	2,194
Payment of cash dividends	—	—	(333)	—	—	(333)
Charge related to stock-based compensation	—	6	—	—	—	6
Issuance of unrestricted shares	—	(44)	—	—	254	210
Repurchase of common stock	—	—	—	—	(350)	(350)
Foreign currency translations	—	—	—	(1,356)	—	(1,356)
Balance at March 31, 2021	**$ —**	**$ 33,757**	**$ 4,074**	**$ 3,794**	**$ (15,282)**	**$ 26,343**
Net income	—	—	2,129	—	—	2,129
Payment of cash dividends	—	—	(330)	—	—	(330)
Charge related to stock-based compensation	—	29	—	—	—	29
Stock option exercises	—	(28)	—	—	28	—
Repurchase of common stock	—	—	—	—	(4,511)	(4,511)
Foreign currency translations	—	—	—	72	—	72
Balance at June 30, 2021	**$ —**	**$ 33,758**	**$ 5,873**	**$ 3,866**	**$ (19,765)**	**$ 23,732**

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS – *(UNAUDITED)*
(in thousands)

	Six Months Ended June 30,	
	2022	**2021**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	**$ 828**	**$ 4,323**
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	633	952
Non-cash operating lease expense	1,051	853
Provision for inventory losses	225	316
Provision for doubtful accounts	(29)	256
Loss on disposal of assets	—	37
Charge related to stock-based compensation	295	245
Deferred income taxes	32	104
Changes in operating assets and liabilities:		
Accounts receivable	(92)	(301)
Income tax receivable	(47)	581
Inventories	(2,089)	(981)
Prepaid expenses and other current assets	671	263
Deferred commissions	(845)	5
Other assets	230	658
Accounts payable	1,168	312
Accrued expenses	(711)	(40)
Other liabilities	239	(1,156)
Taxes payable	(619)	631
Commissions and incentives payable	(592)	659
Deferred revenue	1,125	608
Net cash provided by operating activities	**1,473**	**8,325**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(536)	(268)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of common stock	(643)	(4,861)
Payment of cash dividends	(780)	(663)
Repayment of notes payable and finance lease liabilities	(345)	(669)
Net cash used in financing activities	**(1,768)**	**(6,193)**
Effect of currency exchange rate changes on cash and cash equivalents	(2,815)	(1,271)
Net (decrease) increase in cash, cash equivalents, and restricted cash	**(3,646)**	**593**
Cash, cash equivalents, and restricted cash at the beginning of the period	25,632	27,497
Cash, cash equivalents, and restricted cash at the end of the period	**$ 21,986**	**$ 28,090**

See accompanying notes to unaudited consolidated financial statements.

	Six Months Ended June 30,	
	2022	2021
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid	$ 654	$ 80
Interest paid on finance leases and other financing arrangements	14	22
Assets acquired through other financing arrangements	528	—
Operating lease right-of-use assets acquired in exchange for new operating lease liabilities	1,378	73
Finance lease right-of-use assets acquired in exchange for new finance lease liabilities	19	—
Treasury shares exchanged for stock options exercised	22	—

See accompanying notes to unaudited consolidated financial statements.

NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Mannatech, Incorporated (together with its subsidiaries, the “Company”), located in Flower Mound, Texas, was incorporated in the state of Texas on November 4, 1993 and is listed on the Nasdaq Global Select Market under the symbol “MTEX”. The Company develops, markets, and sells high-quality, proprietary nutritional supplements, topical and skin care and anti-aging products, and weight-management products. We currently sell our products into three regions: (i) the Americas (the United States, Canada and Mexico); (ii) EMEA (Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, Namibia, the Netherlands, Norway, South Africa, Spain, Sweden and the United Kingdom); and (iii) Asia/Pacific (Australia, Japan, New Zealand, the Republic of Korea, Singapore, Taiwan, Hong Kong, and China).

Active business building associates ("independent associates" or "associates" or "distributors") and preferred customers purchase the Company’s products at published wholesale prices. The Company cannot distinguish products sold for personal use from other sales, when sold to associates, because it is not involved with the products after delivery, other than usual and customary product warranties and returns. Only associates are eligible to earn commissions and incentives. We also ship our products to customers in the following countries: Belgium, France, Greece, Italy, Luxembourg, and Poland. The Company operates a non-direct selling business in mainland China. Our subsidiary in China, Meitai Daily Necessity & Health Products Co., Ltd. (“Meitai”), is operating as a traditional retailer under a cross-border e-commerce model in China. Meitai cannot legally conduct a direct selling business in China unless it acquires a direct selling license in China.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with instructions for Form 10-Q and Article 8-03 of Regulation S-X. Accordingly, the Company’s consolidated financial statements and footnotes contained herein do not include all of the information and footnotes required by GAAP to be considered “complete financial statements”. However, in the opinion of the Company’s management, the accompanying unaudited consolidated financial statements and footnotes contain all adjustments, including normal recurring adjustments, considered necessary for a fair presentation of the Company’s consolidated financial information as of, and for, the periods presented. The Company cautions that its consolidated results of operations for an interim period are not necessarily indicative of its consolidated results of operations to be expected for its fiscal year. The December 31, 2021 consolidated balance sheet was included in the audited consolidated financial statements in the Company’s annual report on Form 10-K for the year ended December 31, 2021 and filed with the United States Securities and Exchange Commission (the “SEC”) on March 15, 2022 (the “2021 Annual Report”), which includes all disclosures required by GAAP. Therefore, these unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements of the Company included in the 2021 Annual Report.

The Company depends on an independent sales force of distributors to market and sell its products to consumers. Social distancing and shelter-in-place directives in response to the COVID-19 pandemic have impacted and may continue to impact their ability to engage with potential and existing customers. The adverse economic effects of COVID-19 may also materially decrease demand for the Company’s products based on changes in consumer behavior or the restrictions in place by governments trying to curb the outbreak. For example, the Company has rescheduled corporate sponsored events, and in some cases, our associates have canceled sales meetings.

While the conditions described above are expected to be temporary, prolonged workforce disruptions, disruption in our supply chain or potential decreases in consumer demands may negatively impact sales in fiscal year 2022 and the Company’s overall liquidity. The full impact of COVID-19 continues to evolve and we are actively monitoring the global situation with a focus on our financial condition, liquidity, operations, suppliers, industry, and workforce.

Principles of Consolidation

The consolidated financial statements and footnotes include the accounts of Mannatech and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the Company’s consolidated financial statements in accordance with GAAP requires the use of estimates that affect the reported value of assets, liabilities, revenues and expenses. These estimates are based on historical experience and various other factors. The Company continually evaluates the information used to make these estimates as the business and economic environment changes. Historically, actual results have not varied materially from the Company’s estimates and the Company does not currently anticipate a significant change in its assumptions related to these estimates. However, actual results may differ from these estimates under different assumptions or conditions.

The use of estimates is pervasive throughout the consolidated financial statements, but the accounting policies and estimates considered the most significant are described in this note to the consolidated financial statements, *Organization and Summary of Significant Accounting Policies*.

Cash, Cash Equivalents, and Restricted Cash

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company includes in its cash and cash equivalents credit card receivables due from its credit card processor, as the cash proceeds from credit card receivables are received within 24 to 72 hours. As of June 30, 2022 and December 31, 2021, credit card receivables were $2.4 million and $1.2 million, respectively. As of June 30, 2022 and December 31, 2021, cash and cash equivalents held in bank accounts in foreign countries totaled $16.0 million and $22.6 million, respectively. The Company invests cash in liquid instruments, such as money market funds and interest-bearing deposits. The Company holds cash in high quality financial institutions and does not believe it has an excessive exposure to credit concentration risk.

A significant portion of our cash and cash equivalent balances were concentrated within the Republic of Korea, with total net assets within this foreign location totaling $20.0 million and $20.1 million at June 30, 2022 and December 31, 2021, respectively. In addition, for the three and six months ended June 30, 2022 and 2021, a concentrated portion of our operating cash flows were earned from operations within the Republic of Korea. An adverse change in economic conditions within the Republic of Korea could negatively affect the Company’s results of operations.

The Company is required to restrict cash for: (i) direct selling insurance premiums and credit card sales in the Republic of Korea; (ii) reserve on credit card sales in the United States and Canada; and (iii) the Australia building lease collateral. At each of June 30, 2022 and December 31, 2021, our total restricted cash was $1.4 million.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Company's consolidated balance sheets to the total amount presented in the consolidated statement of cash flows *(in thousands)*:

	June 30, 2022		December 31, 2
Cash and cash equivalents at beginning of period	$	24,185	$
Current restricted cash at beginning of period		944	
Long-term restricted cash at beginning of period		503	
Cash, cash equivalents, and restricted cash at beginning of period	$	25,632	$
Cash and cash equivalents at end of period	$	20,572	$
Current restricted cash at end of period		944	
Long-term restricted cash at end of period		470	
Cash, cash equivalents, and restricted cash at end of period	$	21,986	$

Accounts Receivable

Accounts receivable are carried at their estimated collectible amounts. Receivables are created upon shipment of an order if the credit card payment is rejected or does not match the order total. As of June 30, 2022 and December 31, 2021, receivables consisted primarily of amounts due from preferred customers and associates. At June 30, 2022 and December 31, 2021, the Company's accounts receivable balance (net of allowance) were $0.2 million and $0.1 million, respectively. The Company periodically evaluates its receivables for collectability based on historical experience, recent account activities, and the length of time receivables are past due and writes-off receivables when they become uncollectible. At each of June 30, 2022 and December 31, 2021, the Company held an allowance for doubtful accounts of $1.0 million.

Inventories

Inventories consist of raw materials, finished goods, and promotional materials that are stated at the lower of cost (using standard costs that approximate average costs) or net realizable value. The Company periodically reviews inventories for obsolescence and any inventories identified as obsolete are reserved or written off.

Other Assets

As of June 30, 2022 and December 31, 2021, other assets were $9.3 million and $9.2 million, respectively. These amounts primarily consisted of right-of-use assets related to operating leases for office space and equipment, net of lease incentives, of $5.0 million and $4.6 million as of June 30, 2022 and December 31, 2021, respectively. See Note 8, *Leases*, for more information on these assets. Also included in Other Assets were deposits for building leases in various locations of $1.9 million at each of June 30, 2022 and December 31, 2021. Additionally, included in the June 30, 2022 and December 31, 2021 balances was $2.2 million and $2.4 million, respectively, representing a deposit with Mutual Aid Cooperative and Consumer in the Republic of Korea, an organization established by the Republic of Korea’s Fair Trade Commission to protect consumers who participate in network marketing activities. Finally, each of the June 30, 2022 and December 31, 2021 balances included $0.2 million of indefinite lived intangible assets relating to the Manapol® powder trademark.

Accrued Expenses

As of June 30, 2022 and December 31, 2021, accrued expenses were $9.9 million and $9.2 million, respectively. These amounts primarily consisted of $1.9 million and $2.4 million representing employee benefits, which included accrued wages, bonus and severance as of June 30, 2022 and December 31, 2021, respectively. Also included in the June 30, 2022 and December 31, 2021 balances were non-inventory accrued liabilities of $2.8 million and $3.4 million, respectively. Additionally, included in the June 30, 2022 and December 31, 2021 balances was $1.6 million and $1.5 million for the current portion of operating lease liabilities, respectively. At June 30, 2022 and December 31, 2021, also included in the balances were $0.9 million and $1.0 million for accrued auditing and accounting fees, respectively. At June 30, 2022 and December 31, 2021, other accrued expenses were $2.7 million and $0.9 million, respectively.

Notes Payable

Notes payable were $0.4 million and $0.2 million as of June 30, 2022 and December 31, 2021, respectively, as a result of funding from a capital financing agreement related to our investment in leasehold improvements, computer hardware and software and other financing arrangements. As of June 30, 2022 and December 31, 2021, the current portion was $0.4 million and $0.2 million, respectively.

Other Long-Term Liabilities

Other long-term liabilities were $5.3 million and $5.0 million as of June 30, 2022 and December 31, 2021, respectively. As of June 30, 2022 and December 31, 2021, the balance is primarily composed of long-term operating lease obligations of $4.6 million and $4.3 million, respectively. See Note 8, *Leases*, for more information. Certain operating leases for the Company’s regional office facilities contain a restoration clause that requires the Company to restore the premises to its original condition. At each of June 30, 2022 and December 31, 2021, accrued restoration costs related to these leases amounted to $0.3 million. At each of June 30, 2022 and December 31, 2021, the Company also recorded a long-term liability for estimated defined benefit obligation related to a non-U.S. defined benefit plan for its Japan operations of $0.2 million (see Note 9, *Employee Benefit Plans*, of the Company’s 2021 Annual Report).

Revenue Recognition

The Company's revenue is derived from sales of individual products and associate fees or, in certain geographic markets, starter packs. Substantially all of the Company's product sales are made at published wholesale prices to associates and preferred customers. The Company records revenue net of any sales taxes and records a reserve for expected sales returns based on its historical experience. The Company recognizes revenue from shipped products when control of the product transfers to the customer, thus the performance obligation is satisfied. Corporate-sponsored event revenue is recognized when the event is held.

Revenues from associate fees relate to providing associates with the right to earn commissions, benefits and incentives for an annual period. Revenue from software tools included in the first contractual year is recognized over three months and revenue from associate fees is recognized over 12 months (see *Contracts with Multiple Performance Obligations* for recognition guidelines). Almost all orders are paid via credit card. See Note 10, *Segment Information*, for disaggregation of revenues by geographic segment and type.

The Company collected associate fees within the United States, Canada, South Africa, Japan, Australia, New Zealand, Singapore, Hong Kong, Taiwan, Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, the Netherlands, Norway, Spain, Sweden and the United Kingdom.

Contracts with Multiple Performance Obligations

Orders placed by associates or preferred customers constitute our contracts. Product sales placed in the form of an automatic order contain two performance obligations: (a) the sale of the product and (b) the loyalty program. For these contracts, the Company accounts for each of these obligations separately as they are each distinct. The transaction price is allocated between the product sale and the loyalty program on a relative standalone selling price basis. Sales placed through a one-time order contain only the first performance obligation noted above - the sale of the product.

The Company provides associates with access to a complimentary three-month package for the Success Tracker™ and Mannatech+ online business tools with the first payment of an associate fee. The first payment of an associate fee contains three performance obligations: (a) the associate fee, whereby the Company provides an associate with the right to earn commissions, bonuses and incentives for a year; (b) three months of complimentary access to utilize the Success Tracker™ online tool; and (c) three months of complimentary access to utilize the Mannatech+ online business tool. The transaction price is allocated between the three performance obligations on a relative standalone selling price basis. Associates do not have complimentary access to online business tools after the first contractual period.

With regards to both of the aforementioned contracts, the Company determines the standalone selling prices based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of the contracts.

Deferred Commissions

The Company defers commissions on (i) the sales of products shipped but not received by customers by the end of the respective period and (ii) the loyalty program. Deferred commissions are incremental costs and are amortized to expense consistent with how the related revenue is recognized. Deferred commissions were $2.4 million for the year ended December 31, 2021. Of this balance, $1.0 million was amortized to commissions expense for the six months ended June 30, 2022. At June 30, 2022, deferred commissions were $3.2 million.

Deferred Revenue

The Company defers certain components of its revenue. Deferred revenue consisted of: (i) sales of products shipped but not received by customers by the end of the respective period; (ii) revenue from the loyalty program; (iii) prepaid registration fees from customers planning to attend a future corporate-sponsored event; and (iv) prepaid annual associate fees. At December 31, 2021, the Company's deferred revenue was $4.9 million. Of this balance, $2.6 million was recognized as revenue for the six months ended June 30, 2022. At June 30, 2022, the Company's deferred revenue was $6.0 million.

The Company's customer loyalty program conveys a material right to the customer as it provides the promise to redeem loyalty points for the purchase of products, which is based on earning points through placing consecutive qualified orders. The Company factors in breakage rates, which is the percentage of the loyalty points that are expected to be forfeited or expire, for purposes of revenue recognition. Breakage rates are estimated based on historical data and can be reasonably and objectively determined. The deferred revenue associated with the loyalty program at each of June 30, 2022 and December 31, 2021 was $4.3 million.

Loyalty program		*(in thousands)*
Loyalty deferred revenue as of January 1, 2021	$	4,487
Loyalty points forfeited or expired		(3,987)
Loyalty points used		(9,809)
Loyalty points vested		11,676
Loyalty points unvested		1,925
Loyalty deferred revenue as of December 31, 2021	$	4,292
Loyalty deferred revenue as of January 1, 2022	$	4,292
Loyalty points forfeited or expired		(1,874)
Loyalty points used		(4,761)
Loyalty points vested		5,681
Loyalty points unvested		972
Loyalty deferred revenue as of June 30, 2022	$	4,310

Sales Refunds and Allowances

The Company utilizes the expected value method, as set forth by Accounting Standard Codification ("ASC") Topic 606 Revenue from Contracts with Customers ("ASC 606"), to estimate the sales returns and allowance liability by taking the weighted average of the sales return rates over a rolling six-month period. The Company allocates the total amount recorded within the sales return and allowance liability as a reduction of the overall transaction price for the Company's product sales. The Company deems the sales refund and allowance liability to be a variable consideration.

Historically, sales returns have not materially changed through the years, as the majority of our customers who return their merchandise do so within the first 90 days after the original sale. Sales returns have historically averaged 1.5% or less of our gross sales. As of each of the periods set forth below, our sales return reserve consisted of the following (in thousands):

Sales reserve as of January 1, 2021	$	71
Provision related to sales made in current period		778
Adjustment related to sales made in prior periods		(11)
Actual returns or credits related to current period		(728)
Actual returns or credits related to prior periods		(55)
Sales reserve as of December 31, 2021	$	55
Sales reserve as of January 1, 2022	$	55
Provision related to sales made in current period		1,017
Adjustment related to sales made in prior periods		(2)
Actual returns or credits related to current period		(340)
Actual returns or credits related to prior periods		(48)
Sales reserve as of June 30, 2022	$	682

Shipping and Handling Costs

The Company records inbound freight as a component of inventory and cost of sales. The Company records freight and shipping fees collected from its customers as fulfillment costs. In accordance with ASC 606-10-25-18a, freight and shipping fees are not deemed to be separate performance obligations as these activities occur before the customer receives the product.

Commissions and Incentives

Associates earn commissions and incentives based on their direct and indirect commissionable net sales over each month of the fiscal year. The Company accrues commissions and incentives when earned by associates and pays commissions on product and pack sales on a monthly cycle.

Comprehensive Income and Accumulated Other Comprehensive Income

Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources and includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company’s comprehensive income consists of the Company’s net income, foreign currency translation adjustments from its Japan, Republic of Korea, Taiwan, Denmark, Norway, Sweden, Mexico and China operations, remeasurement of intercompany balances classified as equity in its Korea, and Mexico operations, and changes in the pension obligation for its Japanese employees.

Accounting Pronouncements Issued but Not Yet Effective

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). This standard adds to U.S. GAAP an impairment model (known as the current expected credit loss ("CECL") model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses, which is intended to result in the more timely recognition of losses. Under the CECL model, entities will estimate credit losses over the entire contractual term of the instrument (considering estimated prepayments, but not expected extensions or modifications) from the date of initial recognition of the financial instrument. Measurement of expected credit losses are to be based on relevant forecasts that affect collectability. The scope of financial assets within the CECL methodology is broad and includes trade receivables from certain revenue transactions and certain off-balance sheet credit exposures. Different components of the guidance require modified retrospective or prospective adoption. In November 2019, the FASB issued ASU 2019-10, *Financial Instruments—Credit Losses* (Topic 326), *Derivatives and Hedging* (Topic 815), and *Leases* (Topic 842) ("ASU 2019-10") which defers the effective date for smaller reporting companies by three years to December 15, 2022 for fiscal years, and interim periods within those fiscal years, beginning after that date. Accordingly, this standard will be effective for the Company as of January 1, 2023. While our review is ongoing, we believe ASU 2016-13 will only have applicability to our receivables from revenue transactions. Under ASC 606, revenue is recognized when, among other criteria, it is probable that the entity will collect the consideration to which it is entitled for goods or services transferred to a customer. At the point that trade receivables are recorded, they become subject to the CECL model and estimates of expected credit losses on trade receivables over their contractual life will be required to be recorded at inception based on historical information, current conditions, and reasonable and supportable forecasts. The Company is continuing to evaluate whether the new guidance will have an impact on our consolidated financial statements or existing internal controls.

Other recently issued accounting pronouncements did not or are not believed by management to have a material impact on the Company’s present or future financial statements.

NOTE 2: INVENTORIES

Inventories consist of raw materials, finished goods, and promotional materials. The Company provides an allowance for any slow-moving or obsolete inventories. Inventories as of June 30, 2022 and December 31, 2021, consisted of the following *(in thousands)*:

	June 30, 2022	December 31, 2021
Raw materials	$ 3,297	$ 3,271
Finished goods	10,971	9,196
Inventory reserves for obsolescence	(384)	(447)
Total	**$ 13,884**	**$ 12,020**

NOTE 3: INCOME TAXES

For the three and six months ended June 30, 2022, the Company’s effective tax rate was 12.4% and 10.7%, respectively. For the three and six months ended June 30, 2021, the Company’s effective tax rate was 2.2% and 8.1%, respectively. For the three and six months ended June 30, 2022 and 2021, the Company's effective tax rate was determined based on the estimated annual effective income tax rate.

The effective tax rate for the three and six months ended June 30, 2022 was different from the federal statutory rate due to the effect of changes in valuation allowances recorded in certain jurisdictions and the foreign derived intangible deduction in the US.

The effective tax rate for the three and six months ended June 30, 2021 was different from the federal statutory rate due primarily to the mix of earnings across jurisdictions and the associated valuation allowances recorded on losses in certain jurisdictions.

NOTE 4: EARNINGS PER SHARE

The Company calculates basic Earnings per Share ("EPS") by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted EPS also reflects the potential dilution that could occur if common stock were issued for awards outstanding under the Mannatech, Incorporated 2017 Stock Incentive Plan (described below).

In determining the potential dilutive effect of outstanding stock options for the three and six months ended June 30, 2022, the Company used the quarterly and six month ended average common stock close price of $26.94 and $31.42 per share, respectively.

For each of the three and six months ended June 30, 2022, there were 1.94 million weighted-average common shares outstanding used for the basic EPS calculation. For the three and six months ended June 30, 2022, approximately 0.09 million and 0.11 million shares, respectively, subject to options were included in the calculation resulting in 2.03 million and 2.05 million dilutive shares, respectively, used to calculate diluted EPS. For each of the three and six months ended June 30, 2022, less than 0.1 million shares were excluded from the diluted EPS calculation.

In determining the potential dilutive effect of outstanding stock options for the three and six months ended June 30, 2021, the Company used the quarterly and six month ended average common stock close price of $22.10 and $20.22 per share, respectively.

For the three and six months ended June 30, 2021, there were 2.06 million and 2.07 million weighted-average common shares outstanding used for the basic EPS calculation, respectively. For the three and six months ended June 30, 2021, approximately 0.08 million and 0.06 million shares subject to options were included in the calculation resulting in 2.14 million and 2.13 million dilutive shares used to calculate diluted EPS, respectively. For the three and six months ended June 30, 2021, less than 0.1 million and approximately 0.1 million shares, respectively, of the Company's common stock subject to options were excluded from the diluted EPS calculation as the effect would have been antidilutive.

NOTE 5: STOCK-BASED COMPENSATION

The Company currently has one active stock-based compensation plan, the Mannatech, Incorporated 2017 Stock Incentive Plan, which was adopted by the Company's Board of Directors (the "Board") on April 17, 2017 and was approved by its shareholders on June 8, 2017, and subsequently amended by the Board at its February 2019 special meeting, which amendment was approved by the Company's shareholders on June 11, 2019 (as amended, the "2017 Plan"). The 2017 Plan supersedes the Mannatech, Incorporated 2008 Stock Incentive Plan (as amended, the "2008 Plan"), which was set to expire on February 20, 2018. The Board has reserved a maximum of 370,000 shares of our common stock that may be issued under the 2017 Plan (subject to adjustments for stock splits, stock dividends or other changes in corporate capitalization). As of June 30, 2022, the Company had a total of 126,276 shares available for grant under the 2017 Plan, which expires on April 16, 2027.

The 2017 Plan provides for grants of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance stock and performance stock units to our employees, board members, and consultants. However, only employees of the Company and its corporate subsidiaries are eligible to receive incentive stock options. The exercise price per share for all stock options will be no less than the market value of a share of common stock on the date of grant. Any incentive stock option granted to an employee owning more than 10% of our common stock will have an exercise price of no less than 110% of our common stock's market value on the grant date.

The majority of stock options vest over two or three years, and generally are granted with a term of ten years, or five years in the case of an incentive option granted to an employee who owns more than 10% of our common stock.

The Company records stock-based compensation expense related to granting stock options in selling and administrative expenses. During the six months ended June 30, 2022 and 2021, the Company granted 11,807 and 10,000 stock options, respectively. The fair value of stock options granted during the six months ended June 30, 2022 and 2021 was approximately $7.21 and $6.77 per share, respectively. The Company recognized compensation expense as follows for the three and six months ended June 30 *(in thousands)*:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Total gross compensation expense	$ 48	$ 29	$ 56	$ 35
Total tax benefit associated with compensation expense	11	7	13	8
Total net compensation expense	$ 37	$ 22	$ 43	$ 27

As of June 30, 2022, the Company expects to record compensation expense in the future as follows *(in thousands)*:

	Six months ending December 31,	Years ending December 31,	
	2022	**2023**	**2024**
Total gross unrecognized compensation expense	$ 23	$ 33	$ 10
Tax benefit associated with unrecognized compensation expense	6	8	2
Total net unrecognized compensation expense	$ 17	$ 25	$ 8

NOTE 6: SHAREHOLDERS' EQUITY

Treasury Stock

During the three months ended June 30, 2022, the Company repurchased 31,411 shares of its outstanding common stock. During the three months ended June 30, 2021, the Company repurchased 171,709 additional shares of its outstanding common stock, which included 171,433 shares of its outstanding common stock repurchased pursuant to the tender offer.

As of June 30, 2022, the Company had 1,921,262 shares of common stock outstanding. As of June 30, 2021, the Company had 1,892,646 shares of common stock outstanding.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income, reflected in the Consolidated Statement of Shareholders' Equity, represents net income plus the results of certain shareholders' equity changes not reflected in the Consolidated Statements of Operations, such as foreign currency translation and certain pension and post-retirement benefit obligations. The after-tax components of accumulated other comprehensive income, are as follows *(in thousands)*:

	Foreign Currency Translation	Pension Postretirement Benefit Obligation	Accumulated Other Comprehensive Income, Net
Balance as of December 31, 2021	$ 1,961	$ 381	$ 2,342
Current-period change [1]	(2,834)	—	(2,834)
Balance as of June 30, 2022	$ (873)	$ 381	$ (492)

[1] No material amounts reclassified from accumulated other comprehensive income.

Dividends

On March 4, 2022, the Board declared a dividend of $0.20 per share that was paid on March 30, 2022 to shareholders of record on March 16, 2022, for an aggregate amount of $0.4 million.

On June 3, 2022, the Board declared a dividend of $0.20 per share that was paid on June 29, 2022 to shareholders of record on June 15, 2022, for an aggregate amount of $0.4 million.

NOTE 7: LITIGATION

Litigation in General

The Company has incurred several claims in the normal course of business. The Company believes such claims can be resolved without any material adverse effect on its consolidated financial position, results of operations, or cash flows.

The Company maintains certain liability insurance; however, certain costs of defending lawsuits are not covered by or only partially covered by its insurance policies, including claims that are below insurance deductibles. Additionally, insurance carriers could refuse to cover certain claims, in whole or in part. The Company accrues costs to defend itself from litigation as they are incurred.

The outcome of litigation is uncertain, and despite management's views of the merits of any litigation, or the reasonableness of the Company's estimates and reserves, the Company's financial statements could nonetheless be materially affected by an adverse judgment. The Company believes it has adequately reserved for the contingencies arising from current legal matters where an outcome was deemed to be probable, and the loss amount could be reasonably estimated. No legal reserve was deemed necessary at June 30, 2022.

NOTE 8: LEASES

The Company has entered into contractual lease arrangements to rent office space and equipment from third-party lessors. See Note 5 to the consolidated financial statements in our 2021 Annual Report.

As of June 30, 2022, the Company had net operating lease right-of-use (“ROU”) assets of $5.0 million and net finance lease right-of-use assets of $0.2 million. At June 30, 2022, our operating lease liabilities were $6.2 million and our finance lease liabilities were $0.1 million.

The weighted-average remaining lease term and discount rate related to the Company’s operating lease liabilities as of June 30, 2022 were 4.25 years and 4.0%, respectively. The weighted-average remaining lease term and discount rate related to the Company’s finance lease liabilities as of June 30, 2022 were 2.45 years and 5.2%, respectively. The Company's uses the discount rates implicit in each lease, or an estimate of the Company's incremental borrowing rate if the rate implicit in a lease cannot be readily determined.

As of June 30, 2022 and December 31, 2021 our leased assets and liabilities consisted of the following (in thousands):

Leases	**Classification**	**June 30, 2022**	**December 31, 2021**
Right-of-use assets			
Operating leases	Other assets	$ 4,972	$ 4,625
Finance leases	Property and equipment, net	154	180
Total right-of-use assets		$ 5,126	$ 4,805
Current portion of lease liabilities			
Operating leases	Accrued expenses	$ 1,612	$ 1,493
Finance leases	Current portion of finance leases	56	68
Long-term portion of lease liabilities			
Operating leases	Other long-term liabilities	4,558	4,318
Finance leases	Finance leases, excluding current portion	57	66
Total lease liabilities		$ 6,283	$ 5,945

As of June 30, 2022 the Company's minimum future lease payments on operating and financing leases were as follows (in thousands):

	June 30, 2022	
Maturity of lease liabilities	**Operating Leases**	**Financing Leases**
Remaining 2022	$ 1,045	$ 33
2023	1,650	52
2024	1,523	26
2025	994	6
2026	701	5
Thereafter	918	1
Total minimum lease payments	$ 6,831	$ 123
Imputed interest	(661)	(10)
Present value of minimum lease payments	$ 6,170	$ 113

NOTE 9: FAIR VALUE

The Company utilizes fair value measurements to record fair value adjustments to certain financial assets and to determine fair value disclosures.

Fair Value Measurements and Disclosure (Topic 820) of the FASB establishes a fair value hierarchy that requires the use of observable market data, when available, and prioritizes the inputs to valuation techniques used to measure fair value in the following categories:

- Level 1 – Quoted unadjusted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all observable inputs and significant value drivers are observable in active markets.
- Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable, including assumptions developed by the Company.

The primary objective of the Company's investment activities is to preserve principal while maximizing yields without significantly increasing risk. The investment instruments held by the Company are money market funds and interest-bearing deposits for which quoted market prices are readily available. The Company considers these highly liquid investments to be cash equivalents. These investments are classified within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company does not have any material financial liabilities that were required to be measured at fair value on a recurring basis at June 30, 2022.

The table below presents the recorded amount of financial assets measured at fair value *(in thousands)* on a recurring basis as of June 30, 2022 and December 31, 2021.

June 30, 2022	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Money Market Funds – JPMorgan Chase, US	$ 450	$ —	$ —	$ 450
Interest bearing deposits – various banks	5,121	—	—	5,121
Total assets	$ 5,571	$ —	$ —	$ 5,571
Amounts included in:				
Cash and cash equivalents	$ 4,728	$ —	$ —	$ 4,728
Restricted cash	680	—	—	680
Long-term restricted cash	163	—	—	163
Total	$ 5,571	$ —	$ —	$ 5,571

December 31, 2021	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Interest bearing deposits – various banks	7,838	—	—	7,838
Total assets	$ 7,838	$ —	$ —	$ 7,838
Amounts included in:				
Cash and cash equivalents	$ 6,986	$ —	$ —	$ 6,986
Restricted cash	680	—	—	680
Long-term restricted cash	172	—	—	172
Total	$ 7,838	$ —	$ —	$ 7,838

NOTE 10: SEGMENT INFORMATION

The Company's sole reporting segment is one where we sell proprietary nutritional supplements, skin care and anti-aging products, and weight-management and fitness products through network marketing distribution channels operating in twenty-four countries. Each of the business units receives associate fees or sells similar packs (in the case of Mexico and South Korea, where packs have not been replaced with associate fees, see Note 1, *Organization and Summary of Significant Accounting Policies*) and possesses similar economic characteristics, such as selling prices and gross margins. In each country, the Company markets its products and pays commissions and incentives in similar market environments. The Company's management reviews its financial information by country and focuses its internal reporting and analysis of revenues by pack sales, associate fees and product sales. The Company sells its products through its independent associates who occupy positions in our network and distribute products through similar distribution channels in each country. No single independent associate has ever accounted for more than 10% of the Company's consolidated net sales. The Company also operates a non-direct selling business in mainland China. Our subsidiary in China, Meitai, is operating as a traditional retailer under a cross-border e-commerce model. Meitai cannot legally conduct a direct selling business in China unless it acquires a direct selling license in China.

The Company has operations in twelve countries and sells product in twenty-five countries around the world. These operations are located in the United States, Canada, Australia, the Netherlands, the United Kingdom, Japan, the Republic of Korea (South Korea), Taiwan, South Africa, Mexico, Hong Kong and China. We currently sell our products in three regions: (i) the Americas (the United States, Canada and Mexico); (ii) EMEA (Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, Namibia, the Netherlands, Norway, South Africa, Spain, Sweden and the United Kingdom); and (iii) Asia/Pacific (Australia, Japan, New Zealand, the Republic of Korea, Singapore, Taiwan, Hong Kong and China). We also ship our products to customers in the following countries: Belgium, France, Greece, Italy, Luxembourg, and Poland.

Consolidated net sales shipped to customers in these regions, along with pack or associate fee and product information for the three and six months ended June 30, were as follows *(in millions, except percentages)*:

	Three Months Ended June 30,				Six Months Ended June 30,			
Region	**2022**		**2021**		**2022**		**2021**	
Americas	$ 9.2	26.3 %	$ 12.4	29.2 %	$ 19.5	28.9 %	$ 23.3	2
Asia/Pacific	22.7	64.8 %	26.1	61.4 %	41.8	62.0 %	49.7	6
EMEA	3.1	8.9 %	4.0	9.4 %	6.1	9.1 %	7.8	
Totals	**$ 35.0**	**100.0 %**	**$ 42.5**	**100.0 %**	**$ 67.4**	**100.0 %**	**$ 80.8**	**10**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Consolidated product sales	$ 33.0	$ 40.4	$ 63.8	$ 76.3
Consolidated pack sales and associate fees	1.8	1.9	3.1	4.1
Consolidated other	0.2	0.2	0.5	0.4
Consolidated total net sales	**$ 35.0**	**$ 42.5**	**$ 67.4**	**$ 80.8**

Long-lived assets, which include property and equipment and construction in process for the Company and its subsidiaries, as of June 30, 2022 and December 31, 2021, reside in the following regions, as follows *(in millions)*:

Region	June 30, 2022	December 31, 2021
Americas	$ 3.9	$ 3.8
Asia/Pacific	0.2	0.4
EMEA	—	—
Total	**$ 4.1**	**$ 4.2**

Inventory balances, which consist of raw materials, finished goods, and promotional materials, as offset by the allowance for slow moving or obsolete inventories, reside in the following regions *(in millions)*:

Region	June 30, 2022	December 31, 2021
Americas	$ 6.2	$ 5.7
Asia/Pacific	6.0	4.7
EMEA	1.7	1.6
Total	**$ 13.9**	**$ 12.0**

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to assist in the understanding of our consolidated financial position and results of operations for the three and six months ended June 30, 2022 as compared to the same period in 2021, and should be read in conjunction with Item 1 "Financial Statements" in Part I of this quarterly report on Form 10-Q and Item 1A "Risk Factors" in Part I of our 2021 Annual Report. Unless stated otherwise, all financial information presented below, throughout this report, and in the consolidated financial statements and related notes includes Mannatech and all of our subsidiaries on a consolidated basis. To supplement our financial results presented in accordance with GAAP, we disclose certain adjusted financial measures which we refer to as Constant dollar ("Constant dollar") measures, which are non-GAAP financial measures. Refer to the *Non-GAAP Financial Measures* section herein for a description of how such Constant dollar measures are determined.

COMPANY OVERVIEW

The Company is a global wellness solution provider, which was incorporated and began operations in November 1993. We develop and sell innovative, high quality, proprietary nutritional supplements, topical and skin care and anti-aging products, and weight-management products that target optimal health and wellness. We currently sell our products in three regions: (i) the Americas (the United States, Canada and Mexico); (ii) Europe/the Middle East/Africa ("EMEA") (Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, Namibia, the Netherlands, Norway, South Africa, Spain, Sweden and the United Kingdom); and (iii) Asia/Pacific (Australia, Japan, New Zealand, the Republic of Korea, Singapore, Taiwan, Hong Kong, and China). We also ship our products to customers in the following countries: Belgium, France, Greece, Italy, Luxembourg, and Poland.

We conduct our business as a single operating segment and primarily sell our products through a network of approximately 152,000 active associates and preferred customer positions held by individuals that purchased our products and/or packs or paid associate fees during the last 12 months, who we refer to as *current associates* and *preferred customers*. New pack sales and the receipt of new associate fees in connection with new positions in our network are leading indicators for the long-term success of our business. New associate or preferred customer positions are created in our network when our associate fees are paid or packs and products are purchased for the first time under a new account. We operate as a seller of nutritional supplements, topical and skin care and anti-aging products, and weight-management products through our network marketing distribution channels operating in twenty-four countries and direct e-commerce retail in China. We review and analyze net sales by geographical location and by packs and products on a consolidated basis. Each of our subsidiaries sells similar products and exhibits similar economic characteristics, such as selling prices and gross margins.

Because we sell our products through network marketing distribution channels, the opportunities and challenges that affect us most are: recruitment of new and retention of current associates and preferred customers that occupy sales or purchasing positions in our network; entry into new markets and growth of existing markets; niche market development; new product introduction; and investment in our infrastructure. Our subsidiary in China, Meitai, is currently operating as a traditional retailer under a cross-border e-commerce model. Meitai cannot legally conduct a direct selling business in China unless it acquires a direct selling license in China.

The Company maintains a corporate website at www.mannatech.com.

Current Economic Conditions and Recent Developments

Overall net sales decreased $7.5 million, or 17.7%, to $35.0 million, during the three months ended June 30, 2022, as compared to the same period in 2021. Net sales for the six months ended June 30, 2022 decreased by $13.4 million, or 16.7%, to $67.4 million, as compared to the same period in 2021. For each of the three and six months ended June 30, 2022, our net sales decreased 11.3% on a Constant dollar basis (see Non-GAAP Measures, below); foreign exchange during the three and six months ended June 30, 2022 decreased GAAP net sales by $2.7 million and $4.3 million, as compared to the same period in 2021. For the three and six months ended June 30, 2022, our operations outside of the Americas accounted for approximately 73.7% and 71.1%, respectively, of our consolidated net sales.

In addition to the strong US Dollar, supply chain constraints worldwide impacted sales during the three and six months ended June 30, 2022. For example, in North America, we have experienced a shortage of an ingredient used in some core products, and we have begun to move forward with our manufacturing partners with an alternative.

For the three months ended June 30, 2022, the average product order value decreased 11.4%, to $176, as compared to $198 for the same period in 2021. The average product order decreased by 8.1% to $177 for the six months ended June 30, 2022, as compared to $193 during the same period in 2021.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2022 Compared to Three Months Ended June 30, 2021

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the three months ended June 30, 2022 and 2021 *(in thousands, except percentages):*

	2022		2021		Change from 2021 to 2022	
	Total dollars	% of net sales	Total dollars	% of net sales	Dollar	Percentage
Net sales	**$ 34,976**	**100.0 %**	**$ 42,504**	**100.0 %**	**$ (7,528)**	**(17.7)%**
Cost of sales	7,920	22.6 %	10,126	23.8 %	(2,206)	(21.8) %
Gross profit	**27,056**	**77.4 %**	**32,378**	**76.2 %**	**(5,322)**	**(16.4)%**
Operating expenses:						
Commissions and incentives	14,137	40.4 %	16,898	39.8 %	(2,761)	(16.3) %
Selling and administrative expenses	6,914	19.8 %	7,571	17.8 %	(657)	(8.7) %
Depreciation and amortization expense	301	0.9 %	442	1.0 %	(141)	(31.9) %
Other operating costs	4,851	13.9 %	5,449	12.8 %	(598)	(11.0) %
Total operating expenses	26,203	74.9 %	30,360	71.4 %	(4,157)	(13.7) %
Income from operations	**853**	**2.4 %**	**2,018**	**4.7 %**	**(1,165)**	**(57.7)%**
Interest income	23	0.1 %	7	— %	16	228.6 %
Other income (expense), net	(84)	(0.2) %	152	0.4 %	(236)	(155.3) %
Income before income taxes	**792**	**2.3 %**	**2,177**	**5.1 %**	**(1,385)**	**(63.6)%**
Income tax provision	(98)	(0.3) %	(48)	(0.1) %	(50)	104.2 %
Net income	**$ 694**	**2.0 %**	**$ 2,129**	**5.0 %**	**$ (1,435)**	**(67.4)%**

Six Months Ended June 30, 2022 Compared to Six Months Ended June 30, 2021

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the six months ended June 30, 2022 and 2021 *(in thousands, except percentages):*

	2022		2021		Change from 2021 to 2022	
	Total dollars	% of net sales	Total dollars	% of net sales	Dollar	Percentage
Net sales	**$ 67,360**	**100.0 %**	**$ 80,823**	**100.0 %**	**$ (13,463)**	**(16.7)%**
Cost of sales	15,011	22.3 %	17,348	21.5 %	(2,337)	(13.5) %
Gross profit	**52,349**	77.7 %	**63,475**	78.5 %	**(11,126)**	**(17.5)%**
Operating expenses:						
Commissions and incentives	27,245	40.4 %	32,496	40.2 %	(5,251)	(16.2) %
Selling and administrative expenses	13,823	20.5 %	14,682	18.2 %	(859)	(5.9) %
Depreciation and amortization expense	633	0.9 %	952	1.2 %	(319)	(33.5) %
Other operating costs	9,760	14.5 %	10,538	13.0 %	(778)	(7.4) %
Total operating expenses	51,461	76.4 %	58,668	72.6 %	(7,207)	(12.3) %
Income from operations	**888**	**1.3 %**	**4,807**	**5.9 %**	**(3,919)**	**(81.5)%**
Interest income	38	0.1 %	29	— %	9	31.0 %
Other (expense) income, net	1	— %	(130)	(0.2) %	131	(100.8) %
Income before income taxes	**927**	**1.4 %**	**4,706**	**5.8 %**	**(3,779)**	**(80.3)%**
Income tax provision	(99)	(0.1) %	(383)	(0.5) %	284	(74.2) %
Net income	**$ 828**	**1.2 %**	**$ 4,323**	**5.3 %**	**$ (3,495)**	**(80.8)%**

Non-GAAP Financial Measures

To supplement our financial results presented in accordance with GAAP, we disclose operating results that have been adjusted to exclude the impact of changes due to the translation of foreign currencies into U.S. dollars, including changes in: Net Sales, Gross Profit, and Income from Operations. We refer to these adjusted financial measures as Constant dollar items, which are non-GAAP financial measures. We believe these measures provide investors an additional perspective on trends. To exclude the impact of changes due to the translation of foreign currencies into U.S. dollars, we calculate current year results and prior year results at a constant exchange rate, which is the prior year's rate. Currency impact is determined as the difference between actual growth rates and constant currency growth rates.

Three-month period ended	**June 30, 2022**		**June 30, 2021**	**Constant $ Change**	
(in millions, except percentages)	**GAAP Measure: Total $**	**Non-GAAP Measure: Constant $**	**GAAP Measure: Total $**	**Dollar**	**Percent**
Net sales	$ 35.0	$ 37.7	$ 42.5	$ (4.8)	(11.3)%
Product	33.0	35.5	40.4	(4.9)	(12.1)%
Pack sales and associate fees	1.8	2.0	1.9	0.1	5.3 %
Other	0.2	0.2	0.2	—	— %
Gross profit	27.1	29.3	32.4	(3.1)	(9.6)%
Income from operations	0.9	1.6	2.0	(0.4)	(20.0)%

Six-month period ended	**June 30, 2022**		**June 30, 2021**	**Constant $ Change**	
(in millions, except percentages)	**GAAP Measure: Total $**	**Non-GAAP Measure: Constant $**	**GAAP Measure: Total $**	**Dollar**	**Percent**
Net sales	$ 67.4	$ 71.7	$ 80.8	$ (9.1)	(11.3)%
Product	63.8	67.9	76.3	(8.4)	(11.0)%
Pack sales and associate fees	3.1	3.4	4.1	(0.7)	(17.1)%
Other	0.5	0.5	0.4	0.1	25.0 %
Gross profit	52.3	56.0	63.5	(7.5)	(11.8)%
Income from operations	0.9	2.0	4.8	(2.8)	(58.3)%

Net Sales

Consolidated net sales for the three months ended June 30, 2022 decreased by $7.5 million, or 17.7%, to $35.0 million as compared to $42.5 million for the same period in 2021. Consolidated net sales for the six months June 30, 2022, decreased by $13.4 million, or 16.7%, to $67.4 million as compared to $80.8 million for the same period in 2021.

Net Sales in Dollars and as a Percentage of Consolidated Net Sales

Consolidated net sales by region for the three months ended June 30, 2022 and 2021 were as follows *(in millions, except percentages)*:

Region	**Three Months Ended June 30, 2022**		**Three Months Ended June 30, 2021**	
Americas	$ 9.2	26.3 %	$ 12.4	29.2 %
Asia/Pacific	22.7	64.8 %	26.1	61.4 %
EMEA	3.1	8.9 %	4.0	9.4 %
Total	**$ 35.0**	**100.0 %**	**$ 42.5**	**100.0 %**

Consolidated net sales by region for the six months ended June 30, 2022 and 2021 were as follows *(in millions, except percentages)*:

Region	Six Months Ended June 30, 2022		Six Months Ended June 30, 2021	
Americas	$ 19.5	28.9 %	$ 23.3	28.8 %
Asia/Pacific	41.8	62.0 %	49.7	61.5 %
EMEA	6.1	9.1 %	7.8	9.7 %
Total	**$ 67.4**	**100.0 %**	**$ 80.8**	**100.0 %**

For the three months ended June 30, 2022, net sales in the Americas decreased by $3.2 million, or 25.8%, to $9.2 million, as compared to $12.4 million for the same period in 2021. We have experienced a shortage of an ingredient used in some core products, and we have begun to move forward with our manufacturing partners with an alternative. Our number of active independent associates and preferred customers declined 10.9% and revenue per active independent associate and preferred customer declined 16.7%.

For the six months ended June 30, 2022, net sales in the Americas decreased by $3.8 million, or 16.3%, to $19.5 million, as compared to $23.3 million for the same period in 2021. Our number of active independent associates and preferred customers declined 9.7% and revenue per active independent associate and preferred customers decreased 6.4%.

For the three months ended June 30, 2022, our operations outside of the Americas accounted for approximately 73.7% of our consolidated net sales, whereas in the same period in 2021, our operations outside of the Americas accounted for approximately 70.8% of our consolidated net sales.

For the six months ended June 30, 2022, our operations outside of the Americas accounted for approximately 71.1% of our consolidated net sales, whereas in the same period in 2021, our operations outside of the Americas accounted for approximately 71.2% of our consolidated net sales.

For the three months ended June 30, 2022, Asia/Pacific net sales decreased by $3.4 million, or 13.0%, to $22.7 million, as compared to $26.1 million for the same period in 2021. At June 30, 2022, we have deferred $0.3 million revenue for orders shipped but not received by customers in Hong Kong, $0.2 million of which were from recent second quarter orders, which is an improvement as compared to the $0.9 million deferred at March 31, 2022 as logistics in that market improved during the second quarter. Revenue per active independent associate and preferred customer decreased 6.6% and the number of active independent associates and preferred customers decreased 6.9%. Foreign currency exchange had the effect of decreasing revenue by $2.4 million for the three months ended June 30, 2022, as compared to the same period in 2021. The currency impact is primarily due to the weakening of the Korean Won, Japanese Yen, and Australian Dollar.

For the six months ended June 30, 2022, Asia/Pacific net sales decreased by $7.9 million, or 15.9%, to $41.8 million, as compared to $49.7 million for the same period in 2021. The result was a 9.5% decrease in revenue per active independent associate and preferred customer and a 11.5% decrease in the number of active independent associates and preferred customers. Foreign currency exchange had the effect of decreasing revenue by $3.9 million for the six months ended June 30, 2022 as compared to the same period in 2021. The currency impact is primarily due to the weakening of the Korean Won, Japanese Yen, and Australian Dollar.

For the three months ended June 30, 2022, EMEA net sales decreased by $0.9 million, or 22.5%, to $3.1 million, as compared to $4.0 million for the same period in 2021. The decrease was primarily due to a 28.2% decrease in the number of active independent associates and preferred customers, which was partially offset by an 8.0% increase in revenue per active independent associate and preferred customer. We believe the war in Ukraine and inflation are impacting our business. Foreign currency exchange had the effect of decreasing revenue by $0.3 million for the three months ended June 30, 2022 as compared to the same period in 2021. The currency impact is primarily due to the weakening of the South African Rand, and the Euro.

For the six months ended June 30, 2022, EMEA net sales decreased by $1.7 million, or 21.8%, to $6.1 million, as compared to $7.8 million for the same period in 2021. The decrease was primarily due to a 26.6% decrease in the number of active independent associates and preferred customers, which was partially offset by an 8.9% increase in revenue per active independent associate and preferred customer. Foreign currency exchange had the effect of decreasing revenue by $0.4 million for the six-month period ending June 30, 2022 as compared to the same period in 2021. The currency impact is primarily due to the weakening of the South African Rand, and the Euro.

Our total sales and sales mix could be influenced by any of the following:

- the impact of the COVID-19 pandemic, the availability and effectiveness of vaccines on a widespread basis and the impact of any mutations of the virus;
- the current conflict between Russia and Ukraine, which could adversely affect our business in certain regions;
- the impact of inflation;
- disruptions in the supply chain;
- changes in our sales prices;
- changes in shipping fees;
- changes in consumer demand;
- changes in the number of independent associates and preferred customers;
- changes in competitors' products;
- changes in economic conditions;
- changes in regulations;
- announcements of new scientific studies and breakthroughs;
- introduction of new products;
- discontinuation of existing products;
- adverse publicity;
- changes in our commissions and incentives programs;
- direct competition; and
- fluctuations in foreign currency exchange rates.

Our sales mix for the three and six months ended June 30, was as follows *(in millions, except percentages)*:

	Three Months Ended June 30,		**Change**	
	2022	**2021**	**Dollar**	**Percentage**
Consolidated product sales	$ 33.0	$ 40.4	$ (7.4)	(18.3) %
Consolidated pack sales and associate fees	1.8	1.9	(0.1)	(5.3) %
Consolidated other	0.2	0.2	—	— %
Total consolidated net sales	**$ 35.0**	**$ 42.5**	**$ (7.5)**	**(17.6)%**

	Six Months Ended June 30,		**Change**	
	2022	**2021**	**Dollar**	**Percentage**
Consolidated product sales	$ 63.8	$ 76.3	$ (12.5)	(16.4) %
Consolidated pack sales and associate fees	3.1	4.1	(1.0)	(24.4) %
Consolidated other	0.5	0.4	0.1	25.0 %
Total consolidated net sales	**$ 67.4**	**$ 80.8**	**$ (13.4)**	**(16.6)%**

Product Sales

Our product sales are made to our independent associates and preferred customers at published wholesale prices.

Product sales for the three months ended June 30, 2022 decreased by $7.4 million, or 18.3%, as compared to the same period in 2021. Product sales decrease as both the average order value declined and the number of orders processed decreased. The average order value for the three months ended June 30, 2022 was $176, as compared to $198 for the same period in 2021. The number of orders processed during the three months ended June 30, 2022 decreased by 8.4%, to 194,555, as compared to 212,455 for the same period in 2021.

Product sales for the six months ended June 30, 2022 decreased by $12.5 million, or 16.4%, as compared to the same period in 2021. Product sales decreased as both the average order value declined and the number of orders processed decreased. The average order value for the six months ended June 30, 2022 was $177, as compared to $193 for the same period in 2021. The number of orders processed during the six months ended June 30, 2022 decreased by 7.2%, to 384,255, as compared to 414,184 for the same period in 2021.

Pack Sales and Associate Fees

The Company collects associate fees in lieu of selling packs in certain markets. Associate fees are paid annually by new and continuing associates to the Company, which entitle them to earn commissions, benefits and incentives for that year. The Company collected associate fees in lieu of pack sales within the United States, Canada, South Africa, Japan, Australia, New Zealand, Singapore, Hong Kong, Taiwan, Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, the Netherlands, Norway, Spain, Sweden and the United Kingdom.

In the Republic of Korea and Mexico, packs may still be purchased by our associates who wish to build a Mannatech business. These packs contain products that are discounted from both the published retail and associate prices. There are several pack options available to our associates. In certain of these markets, pack sales are completed during the final stages of the registration process and can provide new associates with valuable training and promotional materials, as well as products for resale to retail customers, demonstration purposes, and personal consumption. Business-building associates in these markets can also purchase an upgrade pack, which provides the associate with additional promotional materials. We also do not collect associate fees or sell packs in our non-direct selling business in mainland China.

The dollar amount of pack sales and associate fees associated with new and continuing independent associate positions held by individuals in our network was as follows for the three and six months ended June 30, *(in millions, except percentages)*:

	Three Months Ended June 30,		Change	
	2022	2021	Dollar	Percentage
New	$ 0.1	$ 0.1	$ —	— %
Continuing	1.7	1.8	(0.1)	(5.6)%
Total	$ 1.8	$ 1.9	$ (0.1)	(5.3)%

	Six Months Ended June 30,		Change	
	2022	2021	Dollar	Percentage
New	$ 0.2	$ 0.2	$ —	— %
Continuing	2.9	3.9	(1.0)	(25.6)%
Total	$ 3.1	$ 4.1	$ (1.0)	(24.4)%

Total pack sales and associate fees for the three months ended June 30, 2022 decreased by $0.1 million, or 5.3%, to $1.8 million, as compared to $1.9 million for the same period in 2021. The average value of packs and associate fees decreased to $77 for the second quarter of 2022, as compared to $81 for the same period in 2021. The total number of packs and associate fees sold decreased by 580, or 2.4%, to 23,268 for the three months ended June 30, 2022, as compared to the same period in 2021.

Total pack sales and associate fees for the six months ended June 30, 2022 decreased by $1.0 million, or 24.4%, to $3.1 million, as compared to $4.1 million for the same period in 2021. The average value of packs and associate fees decreased to $66 for the second quarter of 2022, as compared to $89 for the same period in 2021. The total number of packs and associate fees sold increased by 1,015, or 2.2%, to 46,998 for the six months ended June 30, 2022, as compared to the same period in 2021.

Pack sales and associate fees correlate to new associate positions held by individuals in our network when a starter pack or associate fee is purchased and to continuing associate positions held by individuals in our network when an upgrade pack or renewal associate fee is purchased. However, there is no direct correlation between product sales and the number of new and continuing associate positions and preferred customer positions held by individuals in our network because associates and preferred customers utilize products at different volumes.

During 2021 and continuing into 2022, we took the following actions to recruit and retain associates and preferred customers:

- registered our most popular products with the appropriate regulatory agencies in all countries of operations;
- rolled out new products;
- continued an aggressive marketing and educational campaign;
- continued to strengthen compliance initiatives;
- concentrated on publishing results of research studies and clinical trials related to our products;
- initiated additional incentives;
- continued to explore new advertising and educational tools to broaden name recognition; and
- implemented changes to our global associate career and compensation plan.

The approximate number of new and continuing active independent associates and preferred customers who purchased our packs or products or paid associate fees during the twelve months ended June 30, 2022 and 2021 were as follows:

	2022		2021	
New	81,000	53.3 %	86,000	48.9 %
Continuing	71,000	46.7 %	90,000	51.1 %
Total	**152,000**	**100.0 %**	**176,000**	**100.0 %**

Recruitment of new independent associates and preferred customers decreased by 7.9% to 19,823 in the second quarter of 2022 from 21,527 in the second quarter of 2021.

Other Sales

Other sales consisted of: (i) sales of promotional materials; (ii) monthly fees collected for the Success Tracker™ and Mannatech+ customized electronic business-building and educational materials, databases and applications; (iii) training and event registration fees; and (iv) a reserve for estimated sales refunds and returns. Promotional materials, training, database applications and business management tools support our independent associates, which in turn helps stimulate product sales.

For each of the three months ended June 30, 2022 and 2021, other sales were $0.2 million.

For the six months ended June 30, 2022 and 2021, other sales were $0.5 million and $0.4 million, respectively.

Gross Profit

For the three months ended June 30, 2022, gross profit decreased by $5.3 million, or 16.4%, to $27.1 million, as compared to $32.4 million for the same period in 2021. For the three months ended June 30, 2022, gross profit as a percentage of net sales increased to 77.4%, as compared to 76.2% for the same period in 2021.

For the six months ended June 30, 2022, gross profit decreased by $11.1 million, or 17.5%, to $52.3 million, as compared to $63.5 million for the same period in 2021. For the six months ended June 30, 2022, gross profit as a percentage of net sales decreased to 77.7%, as compared to 78.5% for the same period in 2021.

Commissions and Incentives

Commission expense for the three months ended June 30, 2022 decreased by 19.4%, or $3.2 million, to $13.2 million, as compared to $16.4 million for the same period in 2021. For the three months ended June 30, 2022, commissions as a percentage of net sales decreased to 37.7% from 38.5% for the same period in 2021.

Commission expense for the six months ended June 30, 2022, decreased by 18.4%, or $5.7 million, to $25.5 million, as compared to $31.2 million for the same period in 2021. For the six months ended June 30, 2022, commissions as a percentage of net sales decreased to 37.9% from 38.7% for the same period in 2021.

Incentive costs for the three months ended June 30, 2022 increased to $0.9 million, as compared to $0.5 million for the same period in 2021. For the three months ended June 30, 2022, incentives as a percentage of net sales increased to 2.7% from 1.3% for the same period in 2021.

Incentive costs for the six months ended June 30, 2022, increased to $1.7 million, as compared to $1.2 million for the same period in 2021. For the six months ended June 30, 2022, incentives as a percentage of net sales increased to 2.6% from 1.5% for the same period in 2021.

Selling and Administrative Expenses

Selling and administrative expenses include a combination of both fixed and variable expenses. These expenses consist of compensation and benefits for employees, temporary and contract labor and marketing-related expenses, such as the costs related to hosting our corporate-sponsored events.

For the three months ended June 30, 2022, selling and administrative expenses decreased by $0.7 million, or 8.7%, to $6.9 million, as compared to $7.6 million for the same period in 2021. The decrease in selling and administrative expenses consisted of a $0.4 million decrease in marketing costs, a $0.1 million decrease in contract labor costs, a $0.1 million decrease in warehouse costs and a $0.1 million decrease in payroll costs. Selling and administrative expenses, as a percentage of net sales, for the three months ended June 30, 2022 increased to 19.8% from 17.8% for the same period in 2021.

For the six months ended June 30, 2022, selling and administrative expenses decreased by $0.9 million, or 5.9%, to $13.8 million as compared to $14.7 million for the same period in 2021. The decrease in selling and administrative expenses consisted of a $0.5 million decrease in marketing costs, a $0.2 million decrease in payroll costs, a $0.1 million decrease in contract labor costs and a $0.1 million decrease in warehouse costs. Selling and administrative expenses, as a percentage of net sales, for the six months ended June 30, 2022 increased to 20.5% from 18.2% or the same period in 2021.

Other Operating Costs

Other operating costs include accounting/legal/consulting fees, travel and entertainment expenses, credit card processing fees, off-site storage fees, utilities, bad debt and other miscellaneous operating expenses.

For the three months ended June 30, 2022, other operating costs decreased by $0.6 million, or 11.0%, to $4.9 million, as compared to $5.4 million for the same period in 2021. For the three months ended June 30, 2022, other operating costs as a percentage of net sales increased to 13.9% from 12.8% for the same period in 2021. The decrease in operating costs was primarily due to a $0.2 million decrease in credit card fees, a $0.2 million decrease in bad debt expense, a $0.1 million decrease in legal and consulting fees, and a $0.1 million decrease in other costs that are variable to revenue.

For the six months ended June 30, 2022, other operating costs decreased by $0.8 million, or 7.4%, to $9.8 million, as compared to $10.5 million for the same period in 2021. For the six months ended June 30, 2022, other operating costs as a percentage of net sales increased to 14.5% from 13.0% for the same period in 2021. The decrease in operating costs was primarily due to a $0.4 million decrease in credit card fees, a $0.3 million decrease in legal and consulting fees and a $0.1 million decrease in other costs that are variable to revenue.

Depreciation and Amortization Expense

Depreciation and amortization expense was $0.3 million and $0.4 million for the three months ended June 30, 2022 and 2021, respectively.

Depreciation and amortization expense was $0.6 million and $1.0 million for the six months ended June 30, 2022 and 2021, respectively.

Other Income (Expense), Net

Due to foreign exchange gains and losses, other expense was $0.1 million for the three months ended June 30, 2022. For the three months ended June 30, 2021, other income was $0.2 million.

Due to foreign exchange gains and losses, other income was $1,000 for the six months ended June 30, 2022. For the six months ended June 30, 2021, other expense was $0.1 million.

Income Tax (Provision) Benefit

(Provision) benefit for income taxes include current and deferred income taxes for both our domestic and foreign operations. Our statutory income tax rates by jurisdiction are as follows, for the three and six months ended June 30:

Country	2022	2021
Australia	30.0 %	30.0 %
Bermuda	— %	— %
Canada	26.5 %	26.5 %
China[(1)]	2.5 %	5.0 %
Colombia[(2)]	35.0 %	31.0 %
Cyprus	12.5 %	12.5 %
Denmark	22.0 %	22.0 %
Gibraltar[(3)]	12.5 %	10.0 %
Hong Kong	16.5 %	16.5 %
Japan	34.6 %	34.6 %
Mexico	30.0 %	30.0 %
Netherlands[(4)]	25.8 %	— %
Norway	22.0 %	22.0 %
Republic of Korea	22.0 %	22.0 %
Russia[(5)]	20.0 %	20.0 %
Singapore	17.0 %	17.0 %
South Africa	28.0 %	28.0 %
Sweden	20.6 %	20.6 %
Switzerland[(6)]	9.2 %	9.2 %
Taiwan	20.0 %	20.0 %
Ukraine[(7)]	18.0 %	18.0 %
United Kingdom	19.0 %	19.0 %
United States[(8)]	22.2 %	23.8 %

(1)For 2021 and 2022, the Company qualifies for reduced tax rates of 5% and 2.5%, respectively, in China as a Small Low Profit Enterprise.
(2)On November 1, 2019, the Company suspended operations in Colombia, but maintained the legal entity, Mannatech Colombia SAS. During the second quarter of 2022, the Company liquidated the entity.
(3)For 2021, the Company will pay taxes at 10% for Gibraltar earnings until August 1, 2021, and 12.5% from August 1, 2021 onward.
(4)On September 13, 2021, the Company established a legal entity in the Netherlands called Mannatech Netherlands B.V.
(5)On August 1, 2016, the Company established a legal entity in Russia called Mannatech RUS Ltd., but currently does not operate in Russia.
(6)On July 1, 2019, the Company suspended operations in Switzerland, but maintains the legal entity.
(7)On March 21, 2014, the Company suspended operations in Ukraine, but maintains the legal entity, Mannatech Ukraine LLC.
(8)Includes blended state effective rate of 1.2% for 2022 and 2.8% for 2021 in addition to U.S federal statutory rate of 21%.

Income from our international operations is subject to taxation in the countries in which we operate. Although we may receive foreign income tax credits that would reduce the total amount of income taxes owed in the United States, we may not be able to fully utilize our foreign income tax credits in the United States.

We use the recognition and measurement provisions of the FASB ASC Topic 740, *Income Taxes* (“Topic 740”), to account for income taxes. The provisions of Topic 740 require a company to record a valuation allowance when the “more likely than not” criterion for realizing net deferred tax assets cannot be met. Furthermore, the weight given to the potential effect of such evidence should be commensurate with the extent to which it can be objectively verified. As a result, we reviewed the operating results, as well as all of the positive and negative evidence related to realization of such deferred tax assets to evaluate the need for a valuation allowance in each tax jurisdiction.

The provision for income taxes is directly related to our profitability and changes in the taxable income among countries of operation. For the three and six months ended June 30, 2022, the Company’s effective tax rate was 12.4% and 10.7%, respectively. For the three and six months ended June 30, 2021, the Company's effective tax rate was 2.2% and 8.1%, respectively.

The effective tax rates for the three and six months ended June 30, 2022 were different from the federal statutory rate due primarily to the effect of changes in valuation allowances recorded in certain jurisdictions and the foreign derived intangible deduction in the US.

The effective tax rate for the three months ended June 30, 2021 was different from the federal statutory rate due primarily to the mix of earnings across jurisdictions and the associated valuation allowance recorded on losses in certain jurisdictions.

LIQUIDITY AND CAPITAL RESOURCES

Cash and Cash Equivalents

As of June 30, 2022, our cash and cash equivalents decreased by 14.9%, or $3.6 million, to $20.6 million from $24.2 million as of December 31, 2021. The Company is required to restrict cash for: (i) direct selling insurance premiums and credit card sales in the Republic of Korea; (ii) reserve on credit card sales in the United States and Canada; and (iii) the Australia building lease collateral. The current portion of restricted cash balances were $0.9 million at each of June 30, 2022 and December 31, 2021. The long-term portion of restricted cash balances were $0.5 million at each of June 30, 2022 and December 31, 2021. Finally, fluctuations in currency rates produced a decrease of $2.8 million and $1.3 million in cash and cash equivalents for the six months ended June 30, 2022 and 2021, respectively.

Our principal use of cash is to pay for operating expenses, including commissions and incentives, capital assets, inventory purchases, and periodic cash dividends. Business objectives, operations, and expansion of operations are funded through net cash flows from operations rather than incurring long-term debt.

Working Capital

Working capital represents total current assets less total current liabilities. At June 30, 2022 and December 31, 2021, our working capital was $9.9 million and $12.7 million, respectively.

Net Cash Flows

Our net consolidated cash flows consisted of the following, for the six months ended June 30 *(in millions)*:

Provided by/(Used in):	**2022**	**2021**
Operating activities	$ 1.5	$ 8.3
Investing activities	$ (0.5)	$ (0.3)
Financing activities	$ (1.8)	$ (6.2)

Operating Activities

For the six months ending June 30, 2022, we operated the business for a small profit. We collect cash and pay the related commission on orders shipped but not yet received by customers, and this deferred revenue and other working capital is a source of cash, which is offset by the cash we have invested in inventory that is turning over slower in this economic environment. During the same period in 2021, our primary source of cash was our profitable operations, which provided $8.3 million cash flow.

Investing Activities

For the six months ended June 30, 2022 and 2021, we invested cash of $0.5 million and $0.3 million, respectively. During the six months ended June 30, 2022, we invested approximately $0.5 million in back-office software projects reported as construction in progress. During the six months ended June 30, 2021, we invested approximately $0.3 million in back-office software projects.

Financing Activities

For the six months ended June 30, 2022 and 2021, our financing activities used cash of $1.8 million and $6.2 million, respectively. For the six months ended June 30, 2022, we used $0.8 million in payments of dividends to shareholders, $0.6 million in the repurchase of our company stock and $0.3 million in the repayment of finance lease obligations. For the six months ended June 30, 2021, we used $4.9 million in the repurchase of our company stock, $0.7 million in the repayment of finance lease obligations and $0.7 million in payments of dividends to shareholders.

General Liquidity and Cash Flows

Short Term Liquidity

We believe our existing liquidity and cash flows from operations are adequate to fund our normal expected future business operations for the next 12 months. As our primary source of liquidity is our cash flow from operations, this will be dependent on our ability to maintain and increase revenue and/or continue to reduce operational expenses. However, if our existing capital resources or cash flows become insufficient to meet current business plans, projections, and existing capital requirements, we may be required to raise additional funds, which may not be available on favorable terms, if at all.

We are engaged in ongoing audits in various tax jurisdictions and other disputes in the normal course of business. It is impossible at this time to predict whether we will incur any liability, or to estimate the ranges of damages, if any, in connection with these matters. Adverse outcomes on these uncertainties may lead to substantial liability or enforcement actions that could adversely affect our cash position. For more information, see Note 3, *Income Taxes,* and Note 7, *Litigation,* to our consolidated financial statements.

We have contractual purchase commitments with certain raw materials suppliers to purchase minimum quantities and to ensure exclusivity of our raw materials and the proprietary nature of our products. At June 30, 2022, we have one supply agreement that requires the Company to purchase an aggregate of $2.1 million through 2022, with no purchase commitments thereafter. We expect to renegotiate this agreement and if we fail to maintain exclusivity our business could be adversely affected. We also maintain other supply agreements and manufacturing agreements to protect our products, regulate product costs, and help ensure quality control standards. These agreements do not require us to purchase any minimum quantities. We have no present commitments or agreements with respect to acquisitions or purchases of any manufacturing facilities; however, management from time to time explores the possibility of the benefits of purchasing a raw material manufacturing facility to help control the costs of our raw materials and help ensure quality control standards.

We have operating lease liabilities for the property and equipment we use in our business operations. These operating lease liabilities represent our minimum future payment obligations on operating leases, including imputed interest. At June 30, 2022, our operating lease liabilities were $6.2 million, of which $1.6 million was recorded in Accrued expenses and $4.6 million was recorded in Other long-term liabilities. We also have finance lease liabilities of $0.1 million and lease restoration liabilities of $0.3 million.

We have pension obligations of $0.9 million related to our employee benefit at our Japan subsidiary.

Responding to COVID-19, we have taken steps to protect the health, safety and well-being of our customers, associates, employees, and communities by closing some offices and equipping various staff members to work remotely. The Company depends on an independent salesforce of distributors to market and sell its products to consumers. Developments such as social distancing and shelter-in-place directives have impacted their ability to engage with potential and existing customers. The adverse economic effects of COVID-19 include government restrictions and changes in consumer demand for the Company's products. The Company has rescheduled corporate sponsored events, and in some cases, our associates have canceled sales meetings.

Prolonged workforce disruptions, continued disruption in our supply chain or potential decreases in consumer demands could negatively impact our sales as well as the Company's liquidity in the fiscal year 2022; however, such impact is currently unknown.

Long Term Liquidity

We believe our cash flows from operations should be adequate to fund our normal expected future business operations. As our primary source of liquidity is from our cash flows from operations, this will be dependent on our ability to maintain or improve revenue as compared to operational expenses.

However, if our existing capital resources or cash flows become insufficient to meet anticipated business plans and existing capital requirements, we may be required to raise additional funds, which may not be available on favorable terms, if at all.

Our future access to the capital markets may be adversely impacted if we fail to maintain compliance with the Nasdaq Marketplace Rules for the continued listing of our stock. We continuously monitor our compliance with the Nasdaq continued listing rules.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any special-purpose entity arrangements, nor do we have any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements are prepared in accordance with GAAP. The application of GAAP requires us to make estimates and assumptions that affect the reported values of assets and liabilities at the date of our financial statements, the reported amounts of revenues and expenses during the reporting period, and the related disclosures of contingent assets and liabilities. We use estimates throughout our financial statements, which are influenced by management's judgment and uncertainties. Our estimates are based on historical trends, industry standards, and various other assumptions that we believe are applicable and reasonable under the circumstances at the time the consolidated financial statements are prepared. Our Audit Committee reviews our significant accounting policies and critical estimates. We continually evaluate and review our policies related to the portrayal of our consolidated financial position and consolidated results of operations that require the application of significant judgment by our management. We also analyze the need for certain estimates, including the need for such items as allowance for doubtful accounts, inventory reserves, long-lived fixed assets and capitalization of internal-use software development costs, reserve for uncertain income tax positions and tax valuation allowances, revenue recognition, sales returns, and deferred revenues, accounting for stock-based compensation, and contingencies and litigation. Historically, actual results have not materially deviated from our estimates. However, we caution readers that actual results could differ from our estimates and assumptions applied in the preparation of our consolidated financial statements. If circumstances change relating to the various assumptions or conditions used in our estimates, we could experience an adverse effect on our financial position, results of operations, and cash flows. We have identified the following applicable significant accounting policies and critical estimates as of June 30, 2022.

Inventory Reserves

Inventory consists of raw materials, finished goods, and promotional materials that are stated at the lower of cost (using standard costs that approximate average costs) or market. We record the amounts charged by the vendors as the costs of inventory. Typically, the net realizable value of our inventory is higher than the aggregate cost. Determination of net realizable value can be complex and, therefore, requires a high degree of judgment. In order for management to make the appropriate determination of net realizable value, the following items are considered: inventory turnover statistics, current selling prices, seasonality factors, consumer demand, regulatory changes, competitive pricing, and performance of similar products. If we determine the carrying value of inventory is in excess of estimated net realizable value, we write down the value of inventory to the estimated net realizable value.

We also review inventory for obsolescence in a similar manner and any inventory identified as obsolete is reserved or written off. Our determination of obsolescence is based on assumptions about the demand for our products, product expiration dates, estimated future sales, and general future plans. We monitor actual sales compared to original projections, and if actual sales are less favorable than those originally projected by us, we record an additional inventory reserve or write-down. Historically, our estimates have been close to our actual reported amounts. However, if our estimates regarding inventory obsolescence are inaccurate or consumer demand for our products changes in an unforeseen manner, we may be exposed to additional material losses or gains in excess of our established estimated inventory reserves.

Long Lived Fixed Assets and Capitalization of Software Development Costs

In addition to capitalizing long lived fixed asset costs, we also capitalize costs associated with internally-developed software projects (collectively "fixed assets") and amortize such costs over the estimated useful lives of such fixed assets. Fixed assets are carried at cost, less accumulated depreciation computed using the straight-line method over the assets' estimated useful lives. Leasehold improvements are amortized over the shorter of the remaining lease terms or the estimated useful lives of the improvements. Expenditures for maintenance and repairs are charged to operations as incurred. If a fixed asset is sold or otherwise retired or disposed of, the cost of the fixed asset and the related accumulated depreciation or amortization is written off and any resulting gain or loss is recorded in other operating costs in our consolidated statement of operations.

We review our fixed assets for impairment whenever an event or change in circumstances indicates the carrying amount of an asset or group of assets may not be recoverable, such as plans to dispose of an asset before the end of its previously estimated useful life. Our impairment review includes a comparison of future projected cash flows generated by the asset, or group of assets, with its associated net carrying value. If the net carrying value of the asset or group of assets exceeds expected cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent the carrying amount exceeds the fair value. The fair value is determined by calculating the discounted expected future cash flows using an estimated risk-free rate of interest. Any identified impairment losses are recorded in the period in which the impairment occurs. The carrying value of the fixed asset is adjusted to the new carrying value, and any subsequent increases in fair value of the fixed asset are not recorded. In addition, if we determine the estimated remaining useful life of the asset should be reduced from our original estimate, the periodic depreciation expense is adjusted prospectively, based on the new remaining useful life of the fixed asset.

The impairment calculation requires us to apply judgment and estimates concerning future cash flows, strategic plans, useful lives, and discount rates. If actual results are not consistent with our estimates and assumptions, we may be exposed to an additional impairment charge, which could be material to our results of operations. In addition, if accounting standards change, or if fixed assets become obsolete, we may be required to write off any unamortized costs of fixed assets, or if estimated useful lives change, we would be required to accelerate depreciation or amortization periods and recognize additional depreciation expense in our consolidated statement of operations.

The net carrying costs of fixed assets are exposed to impairment losses if our assumptions and estimates of their carrying values change, there is a change in estimated future cash flow, or there is a change in the estimated useful life of the fixed asset. Based on management's analysis, no impairment indicators existed for the six months ended June 30, 2022 and the year ended December 31, 2021.

Uncertain Income Tax Positions and Tax Valuation Allowances

As of June 30, 2022, there was nothing recorded in other long-term liabilities on our consolidated balance sheet related to uncertain income tax positions. As required by Topic 740, we use judgments and make estimates and assumptions related to evaluating the probability of uncertain income tax positions. We base our estimates and assumptions on the potential liability related to an assessment of whether the income tax position will "more likely than not" be sustained in an income tax audit. We are also subject to periodic audits from multiple domestic and foreign tax authorities related to income tax and other forms of taxation. These audits examine our tax positions, timing of income and deductions, and allocation procedures across multiple jurisdictions. Depending on the nature of the tax issue, we could be subject to audit over several years. Therefore, our estimated reserve balances and liability related to uncertain income tax positions may exist for multiple years before the applicable statute of limitations expires or before an issue is resolved by the taxing authority. Additionally, we may be requested to extend the statute of limitations for tax years under audit. It is reasonably possible the tax jurisdiction may request that the statute of limitations be extended, which may cause the classification between current and long-term to change. We believe our tax liabilities related to uncertain tax positions are based upon reasonable judgment and estimates; however, if actual results materially differ, our effective income tax rate and cash flows could be affected in the period of discovery or resolution. There are ongoing income tax audits in various international jurisdictions that we believe are not material to our financial statements.

Revenue Recognition and Deferred Commissions

Our revenue is derived from sales of individual products, sales of starter and renewal packs, associate fees and shipping fees. Substantially all of our product and pack sales are to associates and preferred customers at published wholesale prices. We record revenue net of any sales taxes and record a reserve for expected sales returns based on historical experience. We recognize revenue from shipped packs and products upon receipt by the customer. Corporate-sponsored event revenue is recognized when the event is held.

Revenues from associate fees relate to providing associates with the rights to earn commissions, benefits and incentives for an annual period. Associate fees are recognized evenly over the course of the annual period of the associate's contract. We collected associate fees within the United States, Canada, South Africa, Japan, Australia, New Zealand, Singapore, Hong Kong, Taiwan, Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, the Netherlands, Norway, Spain, and the United Kingdom during the three and six months ended June 30, 2022.

The arrangement regarding associate fees has three service elements: (1) providing new associates with the eligibility to earn commissions, benefits and incentives for twelve months, (2) three months of complimentary access to utilize the Success Tracker™ online tool, and (3) three months of complimentary access to utilize the Mannatech+ customized electronic business-building tool. Each of these service elements is provided over time to the customer. For the three and six months ended June 30, 2022, the associate fees were allocated to these three service elements on a relative standalone selling price basis in accordance with ASC 606.

We defer certain components of revenue. At June 30, 2022 and December 31, 2021, deferred revenue was $6.0 million and $4.9 million, respectively. When participating in our loyalty program, customers earn loyalty points from qualified automatic orders that can be applied to future purchases. We defer the dollar equivalent in revenue of these points until the points are applied, forfeited or expired, which includes an estimate of the percentage of the unvested loyalty points that are expected to be forfeited or expired. The deferred revenue associated with the loyalty program at each of June 30, 2022 and December 31, 2021 was $4.3 million. Deferred revenue consisted primarily of: (i) sales of packs and products shipped but not received by the customers by the end of the respective period; (ii) revenue from the loyalty program; and (iii) prepaid registration fees from customers planning to attend a future corporate-sponsored event. In total current assets, we defer commissions on (i) the sales of packs and products ordered but not received by the customers by the end of the respective period and (ii) the loyalty program. Deferred commissions were $3.2 million and $2.4 million at June 30, 2022 and December 31, 2021, respectively.

Loyalty program		*(in thousands)*
Loyalty deferred revenue as of January 1, 2021	$	4,487
Loyalty points forfeited or expired		(3,987)
Loyalty points used		(9,809)
Loyalty points vested		11,676
Loyalty points unvested		1,925
Loyalty deferred revenue as of December 31, 2021	$	4,292
Loyalty deferred revenue as of January 1, 2022	$	4,292
Loyalty points forfeited or expired		(1,874)
Loyalty points used		(4,761)
Loyalty points vested		5,681
Loyalty points unvested		972
Loyalty deferred revenue as of June 30, 2022	$	4,310

Product Return Policy

We stand behind our packs and products and believe we offer a reasonable and industry-standard product return policy to all of our customers. We do not resell returned products. Refunds are not processed until proper approval is obtained. All refunds must be processed and returned in the same form of payment that was originally used in the sale. Each country in which we operate has specific product return guidelines. However, we allow our associates and preferred customers to exchange products as long as the products are unopened and in good condition. Our return policies for our retail customers and our associates and preferred customers are as follows:

- ***Retail Customer Product Return Policy.*** This policy allows a retail customer to return any of our products to the original associate who sold the product and receive a full cash refund from the associate for the first 180 days following the product's purchase if located in the United States and Canada, and for the first 90 days following the product's purchase in other countries where we sell our products. The associate may then return or exchange the product based on the associate product return policy.

- ***Associate and Preferred Customer Product Return Policy.*** This policy allows the associate or preferred customer to return an order within one year of the purchase date upon terminating his/her account. If an associate or preferred customer returns a product unopened and in good condition, he/she may receive a full refund minus a 10% restocking fee. We may also allow the associate or preferred customer to receive a full satisfaction guarantee refund if they have tried the product and are not satisfied for any reason, excluding promotional materials. This satisfaction guarantee refund applies in the United States and Canada, only for the first 180 days following the product's purchase, and applies in other countries where we sell our products for the first 90 days following the product's purchase; however, any commissions earned by an associate will be deducted from the refund. If we discover abuse of the refund policy, we may terminate the associate's or preferred customer's account.

Historically, sales returns estimates have not materially deviated from actual sales returns, as the majority of our customers who return merchandise do so within the first 90 days after the original sale. Based upon our return policies and historical experience, we estimate a sales return reserve for expected sales refunds over a rolling six-month period. If actual results differ from our estimated sales returns reserves due to various factors, the amount of revenue recorded each period could be materially affected. Historically, our sales returns have not materially changed through the years and have averaged 1.5% or less of our gross sales.

Accounting for Stock-Based Compensation

We grant stock options to our employees, board members, and consultants. At the date of grant, we determine the fair value of a stock option award and recognize compensation expense over the requisite service period, or the vesting period of such stock option award, which is two or three years. The fair value of the stock option award is calculated using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires us to apply judgment and use highly subjective assumptions, including expected stock option life, expected volatility, expected average risk-free interest rates, and expected forfeiture rates.

	May 2022 Grant	June 2022 Grant
Estimated fair value per of options granted:	$ 9.93	$ 6.72
Assumptions:		
Annualized dividend yield	2.6 %	3.9 %
Risk-free rate of return	2.9 %	3.4 %
Common stock price volatility	63.6 %	64.9 %
Expected average life of stock options (in years)	4.5	4.5

The assumptions we use are based on our best estimates and involve inherent uncertainties related to market conditions that are outside of our control. If actual results are not consistent with the assumptions we use, the stock-based compensation expense reported in our consolidated financial statements may not be representative of the actual economic cost of stock-based compensation. For example, if actual employee forfeitures significantly differ from our estimated forfeitures, we may be required to make an adjustment to our consolidated financial statements in future periods.

If we grant additional stock options in the future, we would be required to recognize additional compensation expense over the vesting period of such stock options in our consolidated statement of operations. As of June 30, 2022, we had 126,276 shares available for grant in the future. During the six months ended June 30, 2022, the Company granted 11,807 stock options.

Contingencies and Litigation

Each quarter, we evaluate the need to establish a reserve for any legal claims or assessments. We base our evaluation on our best estimates of the potential liability in such matters. The legal reserve includes an estimated amount for any damages and the probability of losing any threatened legal claims or assessments. We consult with our general and outside counsel to determine the legal reserve, which is based upon a combination of litigation and settlement strategies. Although we believe that our legal reserve and accruals are based on reasonable judgments and estimates, actual results could differ, which may expose us to material gains or losses in future periods. If actual results differ, if circumstances change, or if we experience an unanticipated adverse outcome of any legal action, including any claim or assessment, we would be required to recognize the estimated amount, which could reduce net income, earnings per share, and cash flows.

On October 28, 2021, the Company received notice that it was among 1,100 companies scheduled to receive a letter from the Federal Trade Commission (“FTC”) regarding “Notices of Penalty Offenses Concerning Money-Making Opportunities and Endorsement and Testimonials.” Mannatech received the letter on October 28, 2021. The letters put companies on notice that they should be aware of what constitutes false or misleading income, earning, or product claims. As the FTC makes clear in the letter, receipt of the letter is not a determination of wrongdoing. From a procedural standpoint, the FTC would still have to file a formal action if they were to determine the Company is in violation of the parameters laid out in the letter and then undergo an administrative hearing process. The letter is the first step in a process for the FTC to impose “civil monetary penalties of up to $43,792 per violation.” Nearly all Direct Selling Association ("DSA") member companies received the notice along with non-members of the DSA in the direct selling channel, gig companies, franchise companies, and other companies offering business opportunities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not engage in trading market risk sensitive instruments and do not purchase investments as hedges or for purposes “other than trading” that are likely to expose us to certain types of market risk, including interest rate, commodity price, or equity price risk. Although we have investments, we believe there has been no material change in our exposure to interest rate risk. We have not issued any debt instruments, entered into any forward or futures contracts, purchased any options, or entered into any swap agreements.

We are exposed, however, to other market risks, including changes in currency exchange rates as measured against the United States dollar. Because the change in value of the United States dollar measured against foreign currency may affect our consolidated financial results, changes in foreign currency exchange rates could positively or negatively affect our results as expressed in United States dollars. For example, when the United States dollar strengthens against foreign currencies in which our products are sold or weakens against foreign currencies in which we may incur costs, our consolidated net sales or related costs and expenses could be adversely affected. We translate our revenues and expenses in foreign markets using an average rate.

We maintain policies, procedures, and internal processes in an effort to help monitor any significant market risks and we do not use any financial instruments to manage our exposure to such risks. We assess the anticipated foreign currency working capital requirements of our foreign operations and maintain a portion of our cash and cash equivalents denominated in foreign currencies sufficient to satisfy most of these anticipated requirements.

We caution that we cannot predict with any certainty our future exposure to such currency exchange rate fluctuations or the impact, if any, such fluctuations may have on our future business, product pricing, operating expenses, and on our consolidated financial position, results of operations, or cash flows. However, to combat such market risk, we closely monitor our exposure to currency fluctuations. The regions and countries in which we currently have exposure to foreign currency exchange rate risk include (i) the Americas (Canada, Colombia and Mexico); (ii) EMEA (Austria, the Czech Republic, Denmark, Estonia, Finland, Germany, the Republic of Ireland, the Netherlands, Norway, South Africa, Spain, Sweden, Switzerland and the United Kingdom); and (iii) Asia/Pacific (Australia, Japan, New Zealand, the Republic of Korea, Singapore, Taiwan, Hong Kong, and China). The current (spot) rate, average currency exchange rates, and the low and high of such currency exchange rates as compared to the United States dollar, for each of these countries as of and for the six months ended June 30, 2022 were as follows:

	Six months ended June 30, 2022			As of June 30, 2022
Country (foreign currency name)	**Low**	**High**	**Average**	**Spot**
Australia (Australian Dollar)	0.68800	0.75967	0.71985	0.68888
Canada (Canadian Dollar)	0.76770	0.80212	0.78670	0.77669
China (Renminbi)	0.14731	0.15849	0.15455	0.14927
Colombia (Peso)	0.00024	0.00027	0.00026	0.00024
Czech Republic (Koruna)	0.04150	0.04713	0.04442	0.04242
Denmark (Kroner)	0.13972	0.15398	0.14708	0.14102
Hong Kong (Hong Kong Dollar)	0.12739	0.12848	0.12779	0.12745
Japan (Yen)	0.00733	0.00880	0.00817	0.00733
Mexico (Peso)	0.04685	0.05123	0.04937	0.04966
New Zealand (New Zealand Dollar)	0.62318	0.69733	0.66409	0.62318
Norway (Krone)	0.10015	0.11627	0.10984	0.10158
Republic of Korea (Won)	0.00077	0.00084	0.00081	0.00077
Singapore (Singapore Dollar)	0.71701	0.74481	0.73300	0.71932
South Africa (Rand)	0.06172	0.06904	0.06503	0.06193
Sweden (Krona)	0.09810	0.11198	0.10451	0.09818
Switzerland (Franc)	0.99684	1.09692	1.06019	1.04758
Taiwan (New Taiwan Dollar)	0.03352	0.03632	0.03488	0.03367
United Kingdom (British Pound)	1.20813	1.37226	1.30018	1.21608
Various countries [1] (Euro)	1.03959	1.14574	1.09422	1.04906

[1] Austria, Germany, the Netherlands, Estonia, Finland, the Republic of Ireland, and Spain

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (principal executive officer) and our Chief Financial Officer (principal financial officer), have concluded, based on their evaluation as of the end of the period covered by this report, that our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2022, there were no changes in our internal control over our financial reporting that we believe materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material changes to our internal controls over financial reporting despite the fact that most of our employees are working remotely due to the COVID-19 pandemic. We are continually monitoring and assessing the COVID-19 situation on our internal controls to minimize the impact on their design and operating effectiveness.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note 7, *Litigation*, of our Notes to Unaudited Consolidated Financial Statements, which is incorporated herein by reference.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our 2021 Annual Report, which could materially affect our business or our consolidated financial position, results of operations, and cash flows. The risks described in our 2021 Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be insignificant also may become materially adverse or may affect our business in the future or our consolidated financial position, results of operations, or cash flows.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

During the three months ended June 30, 2022, we repurchased the following shares of our common stock:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs[a]	Dollar value of shares that may yet be purchased [b] (in thousands)
April 1, 2022 - April 30, 2022	—	$ —	—	$ 7,[illegible]
May 1, 2022 - May 31, 2022	12,412	$ 24.84	12,412	$ 7,[illegible]
June 1, 2022 - June 30, 2022	16,042	$ 20.79	16,042	$ 7,[illegible]
Total	**28,454**		**28,454**	

[a]We have an ongoing authorization, originally approved by our Board on August 28, 2006 to repurchase up to $20.0 million of shares of our common stock, which was subsequently reactivated by our Board in August of 2016 and December of 2017, to repurchase up to $0.5 million (of the original $20.0 million authorization), respectively, in shares of our common stock in the open market. In August of 2018 and November of 2018, our Board reactivated an additional $0.5 million (of the original $20.0 million authorization), respectively, in shares of our common stock to be repurchased in the open market. In December 2019, our Board approved a share repurchase program to acquire up to $1.0 million (of the original $20.0 million authorization) of our common stock through March 1, 2020. In August 2020, our Board approved a share repurchase program to acquire up to $1.0 million (of the original $20.0 million authorization) of our common stock through August 16, 2021. In September 2021, our Board approved a share repurchase program to acquire up to $1.0 million (of the original $20.0 million authorization) of our common stock through September 21, 2022. Any repurchases pursuant to an authorized share repurchase program would be made from time to time in the open market, through block trades or in privately negotiated transactions. The timing, volume and nature of any share repurchases would be at the discretion of management and dependent on market conditions, applicable securities laws and other factors, and could be suspended or discontinued at any time. All or part of any such repurchases could be implemented under a Rule 10b5-1 trading plan.
[b]Remaining value of the original $20.0 million approved by our Board on August 28, 2006.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

Not Applicable.

Item 6 Exhibits

See Index to Exhibits immediately following this page.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit (s)	Filing Date
3.1	Amended and Restated Articles of Incorporation of Mannatech, Incorporated, dated May 19, 1998.	S-1	333-63133	3.1	September 10, 1998
3.2	Amendment to the Amended and Restated Articles of Incorporation of Mannatech, dated January 13, 2012.	8-K	000-24657	3.1	January 17, 2012
3.3	Fifth Amended and Restated Bylaws of Mannatech, dated August 25, 2014.	8-K	000-24657	3.1	August 27, 2014
4.1	Specimen Certificate representing Mannatech's common stock, par value $0.0001 per share.	S-1	333-63133	4.1	October 28, 1998
31.1*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer of Mannatech.	*	*	*	*
31.2*	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer of Mannatech.	*	*	*	*
32.1**	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer of Mannatech.	**	**	**	**
32.2**	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer of Mannatech.	**	**	**	**
101.INS*	XBRL Instance Document	*	*	*	*
101.SCH*	XBRL Taxonomy Extension Schema Document	*	*	*	*
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	*	*	*	*
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	*	*	*	*
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	*	*	*	*
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	*	*	*	*

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		MANNATECH, INCORPORATED
Dated: August 12, 2022	By:	***/s/ Alfredo Bala***
		Alfredo Bala Chief Executive Officer (principal executive officer)
Dated: August 12, 2022	By:	***/s/ David A. Johnson***
		David A. Johnson Chief Financial Officer (principal financial officer)

Exhibit 31.1

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alfredo Bala, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mannatech, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2022

/s/ Alfredo Bala
Alfredo Bala
Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David A. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mannatech, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2022

/s/ David A. Johnson
David A. Johnson
Chief Financial Officer
(principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Mannatech, Incorporated (the “Company”) on Form 10-Q for the period ending June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Alfredo Bala, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 12, 2022

/s/ Alfredo Bala
Alfredo Bala
Chief Executive Officer
(principal executive officer)

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906 HAS BEEN PROVIDED TO MANNATECH, INCORPORATED AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Mannatech, Incorporated (the “Company”) on Form 10-Q for the period ending June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David A. Johnson, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 12, 2022

/s/ David A. Johnson
David A. Johnson
Chief Financial Officer
(principal financial officer)

A SIGNED ORIGINAL OF THIS WRITTEN STATEMENT REQUIRED BY SECTION 906 HAS BEEN PROVIDED TO MANNATECH, INCORPORATED AND FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION OR ITS STAFF UPON REQUEST.