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, 2023

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, 2023, the number of shares outstanding of the registrant’s sole class of common stock, par value $0.0001 per share, was 1,864,881.

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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, 2022, 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:

- 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 and incentives;
- ability of our outside suppliers and manufacturers to supply products in sufficient quantities and comply with our product safety and quality standards or applicable law;
- the competitive nature of our business with respect to products and pricing;
- publicity related to our products or network marketing; and
- the political, social and economic climate of the countries in which we operate, including, the COVID-19 pandemic.

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, 2023 (unaudited)	December 31, 2022
Cash and cash equivalents	$ 9,374	$ 13,777
Restricted cash	938	944
Accounts receivable, net of allowance of $1,109 and $973 in 2023 and 2022, respectively	645	218
Income tax receivable	422	423
Inventories, net	15,838	14,726
Prepaid expenses and other current assets	2,183	2,389
Deferred commissions	1,852	2,476
Total current assets	**31,252**	**34,953**
Property and equipment, net	4,689	3,759
Long-term restricted cash	460	476
Other assets	7,834	8,439
Deferred tax assets, net	1,164	1,501
Total assets	**$ 45,399**	**$ 49,128**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current portion of finance leases	$ 274	$ 61
Accounts payable	5,825	4,361
Accrued expenses	6,930	7,510
Commissions and incentives payable	8,734	9,256
Taxes payable	1,738	3,281
Current notes payable	411	263
Deferred revenue	4,330	5,106
Total current liabilities	**28,242**	**29,838**
Finance leases, excluding current portion	1,115	88
Other long-term liabilities	4,400	5,026
Total liabilities	**33,757**	**34,952**
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $0.0001 par value, 99,000,000 shares authorized, 2,742,857 shares issued and 1,866,212 shares outstanding as of June 30, 2023 and 2,742,857 shares issued and 1,858,800 shares outstanding as of December 31, 2022	—	—
Additional paid-in capital	33,294	33,377
Retained earnings	437	1,686
Accumulated other comprehensive (loss) income	(1,658)	(208)
Treasury stock, at average cost, 876,645 shares as of June 30, 2023 and 884,057 shares as of December 31, 2022	(20,431)	(20,679)
Total shareholders' equity	**11,642**	**14,176**
Total liabilities and shareholders' equity	**$ 45,399**	**$ 49,128**

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, 2023	Three Months Ended June 30, 2022	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
Net sales	**$ 32,594**	**$ 34,976**	**$ 66,708**	**$ 67,360**
Cost of sales	7,004	7,920	14,417	15,011
Gross profit	**25,590**	**27,056**	**52,291**	**52,349**
Operating expenses:				
Commissions and incentives	13,465	14,137	27,022	27,245
Selling and administrative expenses	7,257	6,914	13,673	13,823
Depreciation and amortization expense	387	301	774	633
Other operating costs	5,435	4,851	11,063	9,760
Total operating expenses	26,544	26,203	52,532	51,461
(Loss) income from operations	**(954)**	**853**	**(241)**	**888**
Interest (expense) income, net	(10)	23	14	38
Other income (expense), net	150	(84)	483	1
(Loss) income before income taxes	**(814)**	**792**	**256**	**927**
Income tax provision	(291)	(98)	(757)	(99)
Net (loss) income	**$ (1,105)**	**$ 694**	**$ (501)**	**$ 828**
(Loss) income per common share:				
Basic	**$ (0.59)**	**$ 0.36**	**$ (0.27)**	**$ 0.43**
Diluted	**$ (0.59)**	**$ 0.34**	**$ (0.27)**	**$ 0.40**
Weighted-average common shares outstanding:				
Basic	**1,870**	**1,942**	**1,871**	**1,944**
Diluted	**1,870**	**2,031**	**1,871**	**2,052**

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

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
Net (loss) income	**$ (1,105)**	**$ 694**	**$ (501)**	**$ 828**
Foreign currency translations	(651)	(2,161)	(1,450)	(2,834)
Comprehensive loss	**$ (1,756)**	**$ (1,467)**	**$ (1,951)**	**$ (2,006)**

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 deficit)	Accumulated other comprehensive loss	Treasury stock	Total shareholders’ equity
Balance at January 1, 2023	**$ —**	**$ 33,377**	**$ 1,686**	**$ (208)**	**$ (20,679)**	**$ 14,176**
Net income	—	—	604	—	—	604
Payment of cash dividends	—	—	(375)	—	—	(375)
Charge related to stock-based compensation	—	11	—	—	—	11
Issuance of unrestricted shares	—	(76)	—	—	299	223
Stock option exercises	—	(35)	—		47	12
Foreign currency translations	—	—	—	(799)	—	(799)
Balance at March 31, 2023	**$ —**	**$ 33,277**	**$ 1,915**	**$ (1,007)**	**$ (20,333)**	**$ 13,852**
Net loss	—	—	(1,105)	—	—	(1,105)
Payment of cash dividends	—	—	(373)	—	—	(373)
Charge related to stock-based compensation	—	17	—	—	—	17
Repurchase of common stock	—	—	—	—	(98)	(98)
Foreign currency translations	—	—	—	(651)	—	(651)
Balance at June 30, 2023	**$ —**	**$ 33,294**	**$ 437**	**$ (1,658)**	**$ (20,431)**	**$ 11,642**

	Common stock Par value	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	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	—	—	—	(2161)	—	(2,161)
Balance at June 30, 2022	**$ —**	**$ 33,407**	**$ 7,756**	**$ (492)**	**$ (19,393)**	**$ 21,278**

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,	
	2023	**2022**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	**(501)**	**828**
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	774	633
Non-cash operating lease expense	823	1,051
Provision for inventory losses	275	225
Provision for allowance for credit losses	130	(29)
Charge related to stock-based compensation	251	295
Deferred income taxes	337	32
Changes in operating assets and liabilities:		
Accounts receivable	(557)	(92)
Income tax receivable	1	(47)
Inventories	(1,387)	(2,089)
Prepaid expenses and other current assets	695	671
Deferred commissions	624	(845)
Other assets	122	230
Accounts payable	1,464	1,168
Accrued expenses	(920)	(711)
Other long-term liabilities	(626)	239
Taxes payable	(1,543)	(619)
Commissions and incentives payable	(522)	(592)
Deferred revenue	(776)	1,125
Net cash (used in) provided by operating activities	**(1,336)**	**1,473**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(354)	(536)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from stock options exercised	12	—
Repurchase of common stock	(98)	(643)
Payment of cash dividends	(748)	(780)
Repayment of finance lease obligations and other long-term liabilities	(446)	(345)
Net cash used in financing activities	**(1,280)**	**(1,768)**
Effect of currency exchange rate changes on cash and cash equivalents	(1,455)	(2,815)
Net decrease in cash, cash equivalents, and restricted cash	**(4,425)**	**(3,646)**
Cash, cash equivalents, and restricted cash at the beginning of the period	15,197	25,632
Cash, cash equivalents, and restricted cash at the end of the period	**$ 10,772**	**$ 21,986**

See accompanying notes to unaudited consolidated financial statements.

	Six Months Ended June 30,	
	2023	2022
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid	$ 2,390	$ 654
Interest paid on finance leases and other financing arrangements	27	14
Assets acquired through other financing arrangements	497	528
Operating lease right-of-use assets acquired in exchange for new operating lease liabilities	340	1,378
Finance lease right-of-use assets acquired in exchange for new finance lease liabilities	1,345	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, 2022 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, 2022 and filed with the United States Securities and Exchange Commission (the “SEC”) on March 17, 2023 (the “2022 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 2022 Annual Report.

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, 2023 and December 31, 2022, credit card receivables were $1.3 million and $1.9 million, respectively. As of June 30, 2023 and December 31, 2022, cash and cash equivalents held in bank accounts in foreign countries totaled $7.8 million and $11.3 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 $25.2 million and $21.3 million at June 30, 2023 and December 31, 2022, respectively. In addition, for the three and six months ended June 30, 2023 and 2022, 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, 2023 and December 31, 2022, 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, 2023	December 31, 2
Cash and cash equivalents at beginning of period	$ 13,777	$
Current restricted cash at beginning of period	944	
Long-term restricted cash at beginning of period	476	
Cash, cash equivalents, and restricted cash at beginning of period	$ 15,197	$
Cash and cash equivalents at end of period	$ 9,374	$
Current restricted cash at end of period	938	
Long-term restricted cash at end of period	460	
Cash, cash equivalents, and restricted cash at end of period	$ 10,772	$

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, 2023 and December 31, 2022, receivables consisted primarily of amounts due from preferred customers and associates. At June 30, 2023 and December 31, 2022, the Company's accounts receivable balances (net of allowance) were $0.6 million and $0.2 million, respectively. Upon adoption of ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), the Company assesses collectability by reviewing accounts receivable on a collective basis where similar characteristics exist and on an individual basis when the Company identifies specific customers with known disputes or collectability issues. Expected loss estimates are determined utilizing an aging schedule. In determining the amount of the allowance for credit losses, the Company considers historical collectability based on past due status and makes judgments about the creditworthiness of customers based on ongoing credit evaluations. The Company also considers customer-specific information, current market conditions and reasonable and supportable forecasts of future economic conditions to inform adjustments to historical loss data. At June 30, 2023 and December 31, 2022, the Company held an allowance for credit losses of $1.1 million and $1.0 million, respectively.

	December 31, 2022	Charged to Expenses	Deductions	June 30, 2023
Allowance for credit losses (000's)	$ 973	$ (9)	$ 145	$ 1,10

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, 2023 and December 31, 2022, other assets were $7.8 million and $8.4 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 $4.2 million and $4.6 million as of June 30, 2023 and December 31, 2022, 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 $1.3 million for each of June 30, 2023 and December 31, 2022. Additionally, included in the June 30, 2023 and December 31, 2022 balances was $2.2 million and $2.3 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, 2023 and December 31, 2022 balances included $0.2 million of indefinite lived intangible assets relating to the Manapol® powder trademark.

Accrued Expenses

As of June 30, 2023 and December 31, 2022, accrued expenses were $6.9 million and $7.5 million, respectively. These amounts primarily consisted of $1.8 million and $1.4 million representing employee benefits, which included accrued wages, bonus and severance at June 30, 2023 and December 31, 2022, respectively. Also included in the June 30, 2023 and December 31, 2022 balances were non-inventory accrued liabilities of $1.9 million and $2.8 million, respectively. Additionally, included in the June 30, 2023 and December 31, 2022 balances was $1.8 million and $1.6 million for the current portion of operating lease liabilities, respectively. At June 30, 2023 and December 31, 2022, also included in the balances were $0.7 million and $1.0 million for accrued auditing and accounting fees, respectively. At each of June 30, 2023 and December 31, 2022, other accrued expenses were $0.7 million.

Notes Payable

Notes payable were $0.4 million and $0.3 million at June 30, 2023 and December 31, 2022, respectively, as a result of short-term financing arrangements for insurance policies. At June 30, 2023 and December 31, 2022, the current portion was $0.4 million and $0.3 million, respectively. There was no long-term portion at either period.

Other Long-Term Liabilities

Other long-term liabilities were $4.4 million and $5.0 million as of June 30, 2023 and December 31, 2022, respectively. As of June 30, 2023 and December 31, 2022, the balance is primarily composed of long-term operating lease obligations of $3.5 million and $4.2 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, 2023 and December 31, 2022, accrued restoration costs related to these leases amounted to $0.3 million. At each of June 30, 2023 and December 31, 2022, 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 2022 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 twelve 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.

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 $2.5 million for the year ended December 31, 2022. Of this balance, $1.5 million was amortized to commissions expense for the six months ended June 30, 2023. At June 30, 2023, deferred commissions were $1.9 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, 2022, the Company's deferred revenue was $5.1 million. Of this balance, $3.5 million was recognized as revenue for the six months ended June 30, 2023. At June 30, 2023, the Company's deferred revenue was $4.3 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.

During the preparation of our consolidated financial statements for the three-months ended June 30, 2023, an immaterial error was identified in the calculation of breakage relating to our loyalty program. To correct the error, we recognized an out of period adjustment resulting in an increase in revenues of $1.2 million and $1.4 million for the three and six months ended June 30, 2023, respectively. The out of period adjustment also resulted in an increase in commission expense of $0.5 million for each of the three and six months ended June 30, 2023.

The deferred revenue associated with the loyalty program at each of June 30, 2023 and December 31, 2022 was $2.6 million and $4.2 million, respectively.

Loyalty program		*(in thousands)*
Loyalty deferred revenue as of January 1, 2022	$	4,292
Loyalty points forfeited or expired		(3,387)
Loyalty points used		(10,543)
Loyalty points vested		12,773
Loyalty points unvested		1,032
Loyalty deferred revenue as of December 31, 2022	$	4,167
Loyalty deferred revenue as of January 1, 2023	$	4,167
Loyalty points forfeited or expired		(2,736)
Loyalty points used		(4,672)
Loyalty points vested		5,010
Loyalty points unvested		828
Loyalty deferred revenue as of June 30, 2023	$	2,597

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, 2022	$	55
Provision related to sales made in current period		783
Adjustment related to sales made in prior periods		(4)
Actual returns or credits related to current period		(730)
Actual returns or credits related to prior periods		(45)
Sales reserve as of December 31, 2022	$	59
Sales reserve as of January 1, 2023	$	59
Provision related to sales made in current period		427
Adjustment related to sales made in prior periods		414
Actual returns or credits related to current period		(363)
Actual returns or credits related to prior periods		(467)
Sales reserve as of June 30, 2023	$	70

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.

Recently Adopted Accounting Pronouncements

The Company adopted ASU 2016-13 as of January 1, 2023. This new 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 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 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. ASU 2016-13 only applies 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 are required to be recorded at inception based on historical information, current conditions, and reasonable and supportable forecasts. The Company adopted the accounting standard using the prospective transition approach as of January 1, 2023. The cumulative effect upon adoption did not have a material impact on our consolidated financial statements or existing internal controls.

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, 2023 and December 31, 2022, consisted of the following *(in thousands)*:

	June 30, 2023	December 31, 2022
Raw materials	$ 3,996	$ 3,302
Finished goods	12,362	11,841
Inventory reserves for obsolescence	(520)	(417)
Total	**$ 15,838**	**$ 14,726**

NOTE 3: INCOME TAXES

For the three and six months ended June 30, 2023, the Company’s effective tax rate was (20.8)% and (228.0)%, respectively. 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, 2023 and 2022, 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, 2023 was different from the federal statutory rate due to the mix of earnings across jurisdictions and the associated valuation allowances recorded on losses in certain jurisdictions.

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.

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).

For the three and six months ended June 30, 2023, shares of the Company's common stock subject to options were excluded from the diluted EPS calculation as their effect would have been antidilutive. The Company reported a net loss for the three and six months ended June 30, 2023.

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 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.

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, 2023, the Company had a total of 113,468 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, 2023 and 2022, the Company granted 5,000 and 11,807 stock options, respectively. The fair value of stock options granted during the six months ended June 30, 2023 and 2022 was approximately $4.32 and $7.21 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,	
	2023	**2022**	**2023**	**2022**
Total gross compensation expense	$ 17	$ 48	$ 28	$ 56
Total tax benefit associated with compensation expense	4	11	7	13
Total net compensation expense	$ 13	$ 37	$ 21	$ 43

As of June 30, 2023, the Company expects to record compensation expense in the future as follows *(in thousands)*:

	Six months ending December 31,	Years ending December 31,	
	2023	**2024**	**2025**
Total gross unrecognized compensation expense	$ 15	$ 17	$ 3
Tax benefit associated with unrecognized compensation expense	3	4	1
Total net unrecognized compensation expense	$ 12	$ 13	$ 2

NOTE 6: SHAREHOLDERS' EQUITY

Treasury Stock

During the three months ended June 30, 2023 and 2022, the Company repurchased 7,396 and 31,411 shares of its outstanding common stock, respectively.

As of June 30, 2023, the Company had 1,866,212 shares of common stock outstanding. As of June 30, 2022, the Company had 1,921,262 shares of common stock outstanding.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, 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 loss are as follows *(in thousands)*:

	Foreign Currency Translation	Pension Postretirement Benefit Obligation	Accumulated Other Comprehensive Income (Loss), Net
Balance as of December 31, 2022	$ (608)	$ 400	$ (208)
Current-period change [1]	(1,450)	—	(1,450)
Balance as of June 30, 2023	$ (2,058)	$ 400	$ (1,658)

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

Dividends

On March 5, 2023, the Board declared a dividend of $0.20 per share that was paid on March 30, 2023 to shareholders of record on March 16, 2023, for an aggregate amount of $0.4 million.

On May 25, 2023, the Board declared a dividend of $0.20 per share that was paid on June 29, 2023 to shareholders of record on June 15, 2023, 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, 2023.

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 2022 Annual Report. On March 10, 2023, the Company entered into a five-year agreement to sublease 10,000 rentable square feet of the Company's leased office space in Flower Mound, Texas to a subtenant. There was no modification or impairment by entering into the sublease agreement because the Company was not released from its obligations under the head lease. As of June 30, 2023, the Company had earned less than $0.1 million income from the sublease, which is presented as a component of net sales on the Company's Consolidated Statements of Operations.

As of June 30, 2023, the Company had net operating lease right-of-use assets of $4.2 million and net finance lease right-of-use assets of $1.5 million. At June 30, 2023, our operating lease liabilities were $5.2 million and our finance lease liabilities were $1.4 million.

The weighted-average remaining lease term and discount rate related to the Company’s operating lease liabilities as of June 30, 2023 were 3.63 years and 4.6%, respectively. The weighted-average remaining lease term and discount rate related to the Company’s finance lease liabilities as of June 30, 2023 were 4.81 years and 6.5%, respectively. The Company 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, 2023 and December 31, 2022 our right-of-use assets and lease liabilities consisted of the following (in thousands):

Leases	**Classification**	**June 30, 2023**	**December 31, 2022**
Right-of-use assets			
Operating leases	Other assets	$ 4,153	$ 4,649
Finance leases	Property and equipment, net	1,483	182
Total right-of-use assets		$ 5,636	$ 4,831
Current portion of lease liabilities			
Operating leases	Accrued expenses	$ 1,793	$ 1,600
Finance leases	Current portion of finance leases	274	61
Long-term portion of lease liabilities			
Operating leases	Other long-term liabilities	3,450	4,153
Finance leases	Finance leases, excluding current portion	1,115	88
Total lease liabilities		$ 6,632	$ 5,902

As of June 30, 2023, the Company's future sublease income and minimum future lease payments on operating and finance leases were as follows (in thousands):

	June 30, 2023		
Future Maturities of Leases	**Operating Leases**	**Finance Leases**	**Sublease Income**
Remaining 2023	1,084	179	(66)
2024	1,835	337	(132)
2025	1,143	327	(132)
2026	730	327	(132)
Thereafter	918	441	(187)
Total minimum lease payments	**$ 5,710**	**$ 1,611**	**$ (649)**
Imputed interest	(467)	(222)	—
Present value of minimum lease payments	**$ 5,243**	**$ 1,389**	**$ (649)**

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, 2023.

The table below presents the recorded amount of financial assets measured at fair value *(in thousands)* on a recurring basis as of June 30, 2023 and December 31, 2022.

June 30, 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Interest bearing deposits – various banks	$ 1,826	—	—	$ 1,826
Total assets	$ 1,826	$ —	$ —	$ 1,826
Amounts included in:				
Cash and cash equivalents	$ 995	$ —	$ —	$ 995
Restricted cash	674	—	—	674
Long-term restricted cash	157	—	—	157
Total	$ 1,826	$ —	$ —	$ 1,826

December 31, 2022	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Interest bearing deposits – various banks	$ 3,855	—	—	$ 3,855
Total assets	$ 3,855	$ —	$ —	$ 3,855
Amounts included in:				
Cash and cash equivalents	$ 3,014	$ —	$ —	$ 3,014
Restricted cash	680	—	—	680
Long-term restricted cash	161	—	—	161
Total	$ 3,855	$ —	$ —	$ 3,855

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	**2023**		**2022**		**2023**		**2022**	
Americas	$ 10.6	32.5 %	$ 9.2	26.3 %	$ 21.1	31.6 %	$ 19.5	28.9 %
Asia/Pacific	19.3	59.2 %	22.7	64.9 %	40.4	60.6 %	41.8	62.0 %
EMEA	2.7	8.3 %	3.1	8.8 %	5.2	7.8 %	6.1	9.1 %
Totals	**$ 32.6**	**100.0 %**	**$ 35.0**	**100.0 %**	**$ 66.7**	**100.0 %**	**$ 67.4**	**100.0 %**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Consolidated product sales	$ 31.0	$ 33.0	$ 62.9	$ 63.8
Consolidated pack sales and associate fees	1.4	1.8	3.5	3.1
Consolidated other	0.2	0.2	0.3	0.5
Consolidated total net sales	**$ 32.6**	**$ 35.0**	**$ 66.7**	**$ 67.4**

Long-lived assets, which include property and equipment and construction in process for the Company and its subsidiaries, as of June 30, 2023 and December 31, 2022, reside in the following regions, as follows *(in millions)*:

Region	June 30, 2023	December 31, 2022
Americas	$ 4.3	$ 3.2
Asia/Pacific	0.4	0.6
EMEA	—	—
Total	**$ 4.7**	**$ 3.8**

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, 2023	December 31, 2022
Americas	$ 8.4	$ 7.5
Asia/Pacific	5.4	5.4
EMEA	2.0	1.8
Total	**$ 15.8**	**$ 14.7**

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, 2023 as compared to the same period in 2022, 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 2022 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 142,000 active associates and preferred customer positions held by individuals that purchased our products and/or packs or paid associate fees during the last twelve 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 $2.4 million, or 6.8%, to $32.6 million, during the three months ended June 30, 2023, as compared to the same period in 2022. Net sales for the six months ended June 30, 2023 decreased by $0.7 million, or 1.0% to $66.7 million, as compared to the same period in 2022. For the three months ended June 30, 2023, our net sales decreased 4.0% on a Constant dollar basis (see Non-GAAP Measures, below). For the six months ended June 30, 2023, our net sales increased 2.8% on a Constant dollar basis; foreign exchange during the three and six months ended June 30, 2023 decreased GAAP net sales by $1.0 million and $2.6 million, respectively, as compared to the same period in 2022. For the three and six months ended June 30, 2023, our operations outside of the Americas accounted for approximately 67.5% and 68.4%, respectively, of our consolidated net sales.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2023 Compared to Three Months Ended June 30, 2022

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the three months ended June 30, 2023 and 2022 *(in thousands, except percentages):*

	2023		2022		Change from 2022 to 2023	
	Total dollars	% of net sales	Total dollars	% of net sales	Dollar	Percentage
Net sales	**$ 32,594**	**100.0 %**	**$ 34,976**	**100.0 %**	**$ (2,382)**	**(6.8)%**
Cost of sales	7,004	21.5 %	7,920	22.6 %	(916)	(11.6) %
Gross profit	**25,590**	**78.5 %**	**27,056**	**77.4 %**	**(1,466)**	**(5.4)%**
Operating expenses:						
Commissions and incentives	13,465	41.3 %	14,137	40.4 %	(672)	(4.8) %
Selling and administrative expenses	7,257	22.3 %	6,914	19.8 %	343	5.0 %
Depreciation and amortization expense	387	1.2 %	301	0.9 %	86	28.6 %
Other operating costs	5,435	16.7 %	4,851	13.9 %	584	12.0 %
Total operating expenses	26,544	81.4 %	26,203	74.9 %	341	1.3 %
(Loss) income from operations	**(954)**	**(2.9)%**	**853**	**2.4 %**	**(1,807)**	**(211.8)%**
Interest (expense) income	(10)	— %	23	0.1 %	(33)	(143.5) %
Other income (expense), net	150	0.5 %	(84)	(0.2) %	234	(278.6) %
(Loss) income before income taxes	**(814)**	**(2.5)%**	**792**	**2.3 %**	**(1,606)**	**(202.8)%**
Income tax provision	(291)	(0.9) %	(98)	(0.3) %	(193)	196.9 %
Net (loss) income	**$ (1,105)**	**(3.4)%**	**$ 694**	**2.0 %**	**$ (1,799)**	**(259.2)%**

Six Months Ended June 30, 2023 Compared to Six Months Ended June 30, 2022

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the six months ended June 30, 2023 and 2022 *(in thousands, except percentages):*

	2023		2022		Change from 2022 to 2023	
	Total dollars	% of net sales	Total dollars	% of net sales	Dollar	Percentage
Net sales	**$ 66,708**	**100.0 %**	**$ 67,360**	**100.0 %**	**$ (652)**	**(1.0)%**
Cost of sales	14,417	21.6 %	15,011	22.3 %	(594)	(4.0) %
Gross profit	**52,291**	78.4 %	**52,349**	77.7 %	**(58)**	**(0.1)%**
Operating expenses:						
Commissions and incentives	27,022	40.5 %	27,245	40.4 %	(223)	(0.8) %
Selling and administrative expenses	13,673	20.5 %	13,823	20.5 %	(150)	(1.1) %
Depreciation and amortization expense	774	1.2 %	633	0.9 %	141	22.3 %
Other operating costs	11,063	16.6 %	9,760	14.5 %	1,303	13.4 %
Total operating expenses	52,532	78.7 %	51,461	76.4 %	1,071	2.1 %
(Loss) income from operations	**(241)**	**(0.4)%**	**888**	**1.3 %**	**(1,129)**	**(127.1)%**
Interest income	14	— %	38	0.1 %	(24)	(63.2) %
Other income, net	483	0.7 %	1	— %	482	48,200.0 %
(Loss) income before income taxes	**256**	**0.4 %**	**927**	**1.4 %**	**(671)**	**(72.4)%**
Income tax provision	(757)	(1.1) %	(99)	(0.1) %	(658)	664.6 %
Net (loss) income	**$ (501)**	**(0.8)%**	**$ 828**	**1.2 %**	**$ (1,329)**	**(160.5)%**

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, 2023**		**June 30, 2022**	**Constant $ Change**	
(in millions, except percentages)	**GAAP Measure: Total $**	**Non-GAAP Measure: Constant $**	**GAAP Measure: Total $**	**Dollar**	**Percent**
Net sales	$ 32.6	$ 33.6	$ 35.0	$ (1.4)	(4.0)%
Product	31.0	32.0	33.0	(1.0)	(3.0)%
Pack sales and associate fees	1.4	1.4	1.8	(0.4)	(22.2)%
Other	0.2	0.2	0.2	—	— %
Gross profit	25.6	26.4	27.1	(0.7)	(2.6)%
(Loss) income from operations	(1.0)	(0.8)	0.9	(1.7)	(188.9)%

Six-month period ended	**June 30, 2023**		**June 30, 2022**	**Constant $ Change**	
(in millions, except percentages)	**GAAP Measure: Total $**	**Non-GAAP Measure: Constant $**	**GAAP Measure: Total $**	**Dollar**	**Percent**
Net sales	$ 66.7	$ 69.3	$ 67.4	$ 1.9	2.8 %
Product	62.9	65.3	63.8	1.5	2.4 %
Pack sales and associate fees	3.5	3.7	3.1	0.6	19.4 %
Other	0.3	0.3	0.5	(0.2)	(40.0)%
Gross profit	52.3	54.3	52.3	2.0	3.8 %
(Loss) income from operations	(0.2)	0.3	0.9	(0.6)	(66.7)%

Net Sales

Consolidated net sales for the three months ended June 30, 2023 decreased by $2.4 million, or 6.8%, to $32.6 million, as compared to $35.0 million for the same period in 2022. Consolidated net sales for the six months ended June 30, 2023, decreased by $0.7 million, or 1.0%, to $66.7 million as compared to $67.4 million for the same period in 2022.

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

Consolidated net sales by region for the three months ended June 30, 2023 and 2022 were as follows *(in millions, except percentages)*:

Region	**Three Months Ended June 30, 2023**		**Three Months Ended June 30, 2022**	
Americas	$ 10.6	32.5 %	$ 9.2	26.3 %
Asia/Pacific	19.3	59.2 %	22.7	64.9 %
EMEA	2.7	8.3 %	3.1	8.8 %
Total	**$ 32.6**	**100.0 %**	**$ 35.0**	**100.0 %**

Consolidated net sales by region for the six months ended June 30, 2023 and 2022 were as follows *(in millions, except percentages)*:

Region		Six Months Ended June 30, 2023			Six Months Ended June 30, 2022	
Americas	$	21.1	31.6 %	$	19.5	28.9 %
Asia/Pacific		40.4	60.6 %		41.8	62.0 %
EMEA		5.2	7.8 %		6.1	9.1 %
Total	**$**	**66.7**	**100.0 %**	**$**	**67.4**	**100.0 %**

For the three months ended June 30, 2023, net sales in the Americas increased by $1.4 million, or 15.2%, to $10.6 million, as compared to $9.2 million for the same period in 2022. Our revenue per active independent associate and preferred customer increased by 24.5%, which was partially offset by a 7.4% decline in the number of active independent associates and preferred customers. Foreign currency had the effect of increasing revenue by $0.2 million for the three months ended June 30, 2023, as compared to the same period in 2022. The currency impact is due to the strengthening of the Mexican Peso.

For the six months ended June 30, 2023, net sales in the Americas increased by $1.6 million, or 8.2%, to $21.1 million, as compared to $19.5 million for the same period in 2022. Our revenue per active independent associate and preferred customer increased 16.9%, which was partially offset by a 10.9% decline in the number of active independent associates and preferred customers. Foreign currency had the effect of increasing revenue by $0.3 million for the six months ended June 30, 2023, as compared to the same period in 2022. The currency impact is due to the strengthening of the Mexican Peso.

For the three months ended June 30, 2023, our operations outside of the Americas accounted for approximately 67.5% of our consolidated net sales, whereas in the same period in 2022, our operations outside of the Americas accounted for approximately 73.7% of our consolidated net sales.

For the six months ended June 30, 2023, our operations outside of the Americas accounted for approximately 68.4% of our consolidated net sales, whereas in the same period in 2022, our operations outside of the Americas accounted for approximately 71.1% of our consolidated net sales.

For the three months ended June 30, 2023, Asia/Pacific net sales decreased by $3.4 million, or 15.0%, to $19.3 million, as compared to $22.7 million for the same period in 2022. Revenue per active independent associate and preferred customer decreased 12.8%. Our number of active independent associates and preferred customers declined 2.5%. Foreign currency exchange had the effect of decreasing revenue by $0.8 million for the three months ended June 30, 2023, as compared to the same period in 2022. 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, 2023, Asia/Pacific net sales decreased by $1.4 million, or 3.3%, to $40.4 million, as compared to $41.8 million for the same period in 2022. Revenue per active independent associate and preferred customer decreased 0.9% and the number of active independent associates and preferred customers declined 2.8%. Foreign currency exchange had the effect of decreasing revenue by $2.1 million for the six months ended June 30, 2023, as compared to the same period in 2022. 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, 2023, EMEA net sales decreased by $0.4 million, or 12.9%, to $2.7 million, as compared to $3.1 million for the same period in 2022. The decrease was primarily due to a 15.9% decrease in the number of active independent associates and preferred customers, which was partially offset by a 3.6% 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 three months ended June 30, 2023 as compared to the same period in 2022. The currency impact is primarily due to the weakening of the South African Rand.

For the six months ended June 30, 2023, EMEA net sales decreased by $0.9 million, or 14.8%, to $5.2 million, as compared to $6.1 million for the same period in 2022. The decrease was primarily due to an 18.2% decrease in the number of active independent associates and preferred customers, which was partially offset by a 1.4% 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 $0.8 million for the three months ended June 30, 2023 as compared to the same period in 2022. 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	
	2023	2022	Dollar	Percentage
Consolidated product sales	$ 31.0	$ 33.0	$ (2.0)	(6.1) %
Consolidated pack sales and associate fees	1.4	1.8	(0.4)	(22.2) %
Consolidated other	0.2	0.2	—	— %
Total consolidated net sales	**$ 32.6**	**$ 35.0**	**$ (2.4)**	**(6.9)%**

	Six Months Ended June 30,		Change	
	2023	2022	Dollar	Percentage
Consolidated product sales	$ 62.9	$ 63.8	$ (0.9)	(1.4) %
Consolidated pack sales and associate fees	3.5	3.1	0.4	12.9 %
Consolidated other	0.3	0.5	(0.2)	(40.0) %
Total consolidated net sales	**$ 66.7**	**$ 67.4**	**$ (0.7)**	**(1.0)%**

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, 2023 decreased by $2.0 million, or 6.1%, as compared to the same period in 2022. The average order value for the three months ended June 30, 2023 was $173, as compared to $176 for the same period in 2022. The number of orders processed during the three months ended June 30, 2023 decreased by 7.8%, to 179,437, as compared to 194,555 for the same period in 2022.

Product sales for the six months ended June 30, 2023 decreased by $0.9 million, or 1.4%, as compared to the same period in 2022. Product sales decreased primarily due to the decrease in the number of orders processed. The number of orders processed during the six months ended June 30, 2023 decreased by 5.8%, to 362,118, as compared to 384,255 for the same period in 2022. The average order value for the six months ended June 30, 2023 was $179, as compared to $177 for the same period in 2022.

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**	
	2023	**2022**	**Dollar**	**Percentage**
New	$ 0.1	$ 0.1	$ —	— %
Continuing	1.3	1.7	(0.4)	(23.5)%
Total	$ 1.4	$ 1.8	$ (0.4)	(22.2)%

	Six Months Ended June 30,		**Change**	
	2023	**2022**	**Dollar**	**Percentage**
New	$ 0.2	$ 0.2	$ —	— %
Continuing	3.3	2.9	0.4	13.8 %
Total	$ 3.5	$ 3.1	$ 0.4	12.9 %

Total pack sales and associate fees for the three months ended June 30, 2023 decreased by $0.4 million, or 22.2%, to $1.4 million, as compared to $1.8 million for the same period in 2022. The total number of packs and associate fees sold decreased by 2,242, or 9.6%, to 21,026 for the three months ended June 30, 2023, as compared to the same period in 2022.

Total pack sales and associate fees for the six months ended June 30, 2023 increased by $0.4 million, or 12.9%, to $3.5 million, as compared to $3.1 million for the same period in 2022. The average order value for the six months ended June 30, 2023 was $79, as compared to $66 for the same period in 2022. The total number of packs and associate fees sold decreased by 2,257, or 4.8% to 44,741 for the six months ended June 30, 2023 as compared to the same period in 2022.

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 2022 and continuing into 2023, 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, 2023 and 2022 were as follows:

	2023		2022	
New	75,000	52.8 %	81,000	53.3 %
Continuing	67,000	47.2 %	71,000	46.7 %
Total	**142,000**	**100.0 %**	**152,000**	**100.0 %**

Recruitment of new independent associates and preferred customers decreased by 2.6% to 19,309 in the second quarter of 2023 from 19,823 in the second quarter of 2022.

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, 2023 and 2022, other sales were $0.2 million.

For the six months ended June 30, 2023 and 2022, other sales were $0.3 million and $0.5 million, respectively.

Gross Profit

For the three months ended June 30, 2023, gross profit decreased by $1.5 million, or 5.4%, to $25.6 million, as compared to $27.1 million for the same period in 2022. For the three months ended June 30, 2023, gross profit as a percentage of net sales increased to 78.5%, as compared to 77.4% for the same period in 2022 due to declining freight costs.

For the six months ended June 30, 2023, gross profit remained constant at $52.3 million, as compared to the same period in 2022. For the six months ended June 30, 2023, gross profit as a percentage of net sales increased to 78.4%, as compared to 77.7% for the same period in 2022 due to declining freight costs.

Commissions and Incentives

Commission expense for the three months ended June 30, 2023 decreased by 3.8%, or $0.5 million, to $12.7 million, as compared to $13.2 million for the same period in 2022. For the three months ended June 30, 2023, commissions as a percentage of net sales increased to 38.9% from 37.7% for the same period in 2022.

Commission expense for the six months ended June 30, 2023 increased by 0.4%, or $0.1 million, to $25.6 million, as compared to $25.5 million for the same period in 2022. For the six months ended June 30, 2023, commissions as a percentage of net sales increased to 38.4% from 37.9% for the same period in 2022.

Incentive costs for the three months ended June 30, 2023 decreased to $0.8 million, as compared to $0.9 million for the same period in 2022. For the three months ended June 30, 2023, incentives as a percentage of net sales decreased to 2.4% from 2.7% for the same period in 2022.

Incentive costs for the six months ended June 30, 2023 decreased to $1.4 million, as compared to $1.7 million for the same period in 2022. For the six months ended June 30, 2023, incentives as a percentage of net sales decreased to 2.1% from 2.6% for the same period in 2022.

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, 2023, selling and administrative expenses increased by $0.3 million, or 5.0%, to $7.2 million, as compared to $6.9 million for the same period in 2022. The increase in selling and administrative expenses consisted of a $0.1 million increase in payroll costs (as $0.5 million severance was partially offset by other lower payroll costs), a $0.1 million increase in marketing costs and a $0.1 million increase in warehouse costs. Selling and administrative expenses, as a percentage of net sales, for the three months ended June 30, 2023 increased to 22.3% from 19.8% for the same period in 2022.

For the six months ended June 30, 2023, selling and administrative expenses decreased by $0.1 million, or 1.1%, to $13.7 million, as compared to $13.8 million for the same period in 2022. The decrease in selling and administrative expenses consisted of a $0.4 million decrease in payroll costs (lower payroll costs were partially offset by $0.5 million severance). Also impacting the change was a $0.2 million increase in marketing costs, a $0.1 million increase in contract labor costs and a $0.1 million increase in warehouse costs. Selling and administrative expenses, as a percentage of net sales, for the six months ended June 30, 2023 and June 30, 2022 were flat at 20.5%.

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, 2023, other operating costs increased by $0.6 million, or 12.0%, to $5.4 million, as compared to $4.9 million for the same period in 2022. For the three months ended June 30, 2023, other operating costs as a percentage of net sales increased to 16.7% from 13.9% for the same period in 2022. The increase in operating costs was primarily due to a $0.4 million increase in consulting fees, a $0.4 million increase in travel and entertainment, which was partially offset by a $0.2 million decrease in office expenses. Consulting fees include $0.4 million in consulting relating to Trulu, a new venture to serve as our innovation hub.

For the six months ended June 30, 2023, other operating costs increased by $1.3 million, or 13.4%, to $11.1 million, as compared to $9.8 million for the same period in 2022. For the six months ended June 30, 2023, other operating costs as a percentage of net sales increased to 16.6% from 14.5% for the same period in 2022. The increase in operating costs was primarily due to a $1.0 million increase in consulting fees, a $0.5 million increase in travel and entertainment, which was partially offset by a $0.2 million decrease in office expenses. Consulting fees include $0.6 million in consulting relating to Trulu, a new venture to serve as our innovation hub.

Depreciation and Amortization Expense

Depreciation and amortization expense was $0.4 million and $0.3 million for the three months ended June 30, 2023 and 2022, respectively.

Depreciation and amortization expense was $0.8 million and $0.6 million for the six months ended June 30, 2023 and 2022, respectively.

Other Income (Expense), Net

Due to foreign exchange gains and losses, other income was $0.2 million for the three months ended June 30, 2023. For the three months ended June 30, 2022, other expense was $0.1 million.

Due to foreign exchange gains and losses, other income was $0.5 million for the six months ended June 30, 2023. For the six months ended June 30, 2022, other income was de minimis.

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 for key jurisdictions are as follows, for the three and six months ended June 30:

Country	**2023**	**2022**
China[1]	25.0 %	2.5 %
Hong Kong	16.5 %	16.5 %
Japan	34.6 %	34.6 %
Republic of Korea	20.9 %	22.0 %
United States[2]	22.2 %	22.2 %

[1] For 2022, the Company qualified for a reduced tax rate of 2.5% in China as a Small Low Profit Enterprise.
[2] Includes blended state effective rate of 1.2% for 2023 and 2022 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, 2023, the Company's effective tax rate was (20.8)% and (228.0)%, respectively. For the three and six months ended June 30, 2022, the Company's effective tax rate was 12.4% and 10.7%, respectively.

The effective tax rates for the three and six months ended June 30, 2023 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.

The effective tax rates for the three and six months ended June 30, 2022 was 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.

LIQUIDITY AND CAPITAL RESOURCES

Cash and Cash Equivalents

As of June 30, 2023, our cash and cash equivalents decreased by 32.0%, or $4.4 million, to $9.4 million from $13.8 million as of December 31, 2022. 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 was $0.9 million at each of June 30, 2023 and December 31, 2022. The long-term portion of restricted cash balances was $0.5 million at each of June 30, 2023 and December 31, 2022. Finally, fluctuations in currency rates produced a decrease of $1.5 million and $2.8 million in cash and cash equivalents for the six months ended June 30, 2023 and 2022, 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, 2023 and December 31, 2022, our working capital was $3.0 million and $5.1 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):		**2023**		**2022**
Operating activities	$	(1.3)	$	1.5
Investing activities	$	(0.4)	$	(0.5)
Financing activities	$	(1.3)	$	(1.8)

Operating Activities

Operating activities used $1.3 million cash for the six months ending June 30, 2023. This decrease in cash was the result of an operating loss, tax payments, and our expenditures for inventory, partially offset by an increase in accounts payable.

Investing Activities

For the six months ended June 30, 2023 and 2022, we invested cash of $0.4 million and $0.5 million, respectively. During the six months ended June 30, 2023, we invested approximately $0.4 million in back-office software projects and equipment, reported as property and equipment. During the six months ended June 30, 2022, we invested approximately $0.5 million in back-office software projects reported as construction in progress.

Financing Activities

For the six months ended June 30, 2023 and 2022, our financing activities used cash of $1.3 million and $1.8 million, respectively. For the six months ended June 30, 2023, we used $0.8 million in payments of dividends to shareholders, $0.4 million in the repayment of finance lease obligations and $0.1 million in the repurchase of common stock. 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 common stock and $0.3 million in the repayment of finance lease obligations.

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 twelve 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, 2023, we have one supply agreement that requires the Company to purchase an aggregate of $2.6 million through 2023 and $2.6 million annually through 2024, with no purchase commitments thereafter. 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, 2023, our operating lease liabilities were $5.2 million, of which $1.8 million was recorded in Accrued expenses and $3.5 million was recorded in Other long-term liabilities. We also have finance lease liabilities of $1.4 million and lease restoration liabilities of $0.3 million.

We have pension obligations of $1.0 million related to our employee benefit plan at our Japan subsidiary, which is included in Other long-term liabilities.

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, 2023.

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.

Uncertain Income Tax Positions and Tax Valuation Allowances

As of June 30, 2023, 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. 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 and associate fees or, in certain geographic markets, starter packs. 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. We estimate order delivery dates using weighted averages of historical delivery data periodically provided by our freight carriers. Corporate-sponsored event revenue is recognized when the event is held.

Orders placed by associates or preferred customers constitute our contracts. Product sales placed in the form of an automatic order contain two performance obligations: (1) the sales of the product and (2) the loyalty program. For these contracts, we account 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.

We provide 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: (1) providing new associates with the eligibility to earn commissions, bonuses 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+ 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 regard to both of the aforementioned contracts, we determine the standalone selling prices by using observable inputs, which include our standard published price lists.

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.

		June 2023 Grant
Estimated fair value per of options granted:	$	4.32
Assumptions:		
Annualized dividend yield		6.4 %
Risk-free rate of return		4.0 %
Common stock price volatility		66.5 %
Expected average life of stock options (in years)		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, 2023, we had 113,468 shares available for grant in the future. During the six months ended June 30, 2023, the Company granted 5,000 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.

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, 2023 were as follows:

	Six months ended June 30, 2023			June 30, 2023
Country (foreign currency name)	**Low**	**High**	**Average**	**Spot**
Australia (Australian Dollar)	0.64901	0.71173	0.67619	0.66186
Canada (Canadian Dollar)	0.72332	0.76015	0.74207	0.75423
China (Renminbi)	0.13801	0.14921	0.14450	0.13801
Colombia (Peso)	0.00020	0.00024	0.00022	0.00024
Czech Republic (Koruna)	0.04392	0.04735	0.04565	0.04595
Denmark (Kroner)	0.14169	0.14827	0.14515	0.14626
Hong Kong (Hong Kong Dollar)	0.12739	0.12814	0.12758	0.12762
Japan (Yen)	0.00692	0.00782	0.00743	0.00692
Mexico (Peso)	0.05134	0.05860	0.05506	0.05847
New Zealand (New Zealand Dollar)	0.60101	0.65089	0.62445	0.60755
Norway (Krone)	0.08942	0.10181	0.09571	0.09269
Republic of Korea (Won)	0.00075	0.00082	0.00077	0.00076
Singapore (Singapore Dollar)	0.73827	0.76520	0.74866	0.73827
South Africa (Rand)	0.05064	0.05957	0.05507	0.05341
Sweden (Krona)	0.09179	0.09849	0.09544	0.09237
Switzerland (Franc)	1.06165	1.12990	1.09665	1.11357
Taiwan (New Taiwan Dollar)	0.03218	0.03367	0.03275	0.03218
Thailand	0.02808	0.03063	0.02931	0.02808
United Kingdom (British Pound)	1.18342	1.28258	1.23329	1.26271
Various countries (1) (Euro)	1.05439	1.10464	1.08076	1.08922

(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, 2023, 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.

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 2022 Annual Report, which could materially affect our business or our consolidated financial position, results of operations, and cash flows. The risks described in our 2022 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, 2023, 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, 2023 - April 30, 2023	2,106	$ 14.13	2,106	$ 5,778
May 1, 2023 - May 31, 2023	4,244	$ 12.85	4,244	$ 5,723
June 1, 2023 - June 30, 2023	1,046	$ 12.81	1,046	$ 5,710
Total	7,396		7,396	

[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. In September 2022, our Board approved a share repurchase program to acquire up to $1.5 million (of the original $20.0 million authorization) of our common stock through September 18, 2023. 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.

Table of Contents

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 14, 2023	By:	***/s/ Alfredo Bala*** Alfredo Bala Chief Executive Officer (principal executive officer)
Dated: August 14, 2023	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 14, 2023

/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 14, 2023

/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, 2023 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 14, 2023

/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, 2023 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 14, 2023

/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.