

NATURE’S SUNSHINE PRODUCTS, INC.

GOVERNANCE COMMITTEE CHARTER

I. Purpose of the Committee.

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nature’s Sunshine Products, Inc. (the “Company”) is to oversee on behalf of the Board and make recommendations to the Board in the areas specifically set forth in Article IV below.

II. Committee Membership.

The Committee shall consist of three (3) or more Directors, each of whom shall be “independent” under applicable law, including the rules of the NASDAQ Stock Market, subject to any applicable exceptions to such requirements.

The members of the Committee shall be appointed by the Board pursuant to the bylaws of the Company. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

III. Committee Structure and Operations.

The Board shall designate one member of the Committee as its Chair. The Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. Meetings may be called by the Chair of the Committee or by any two other members. Action may also be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

IV. Committee Duties and Responsibilities.

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and/or composition of the Board.
2. To identify individuals believed to be qualified to become Board members, consistent with any criteria approved by the Board from time to time, and to recommend to the Board, the nominees to stand for election as Directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy or vacancies on the Board (including a vacancy or vacancies created by an increase in the size of the Board), the

Committee shall recommend to the Board an individual or individuals to fill such vacancy(ies) either through appointment by the Board or through election by shareholders. In recommending candidates, the Committee shall take into consideration any criteria approved by the Board and such other factors as it deems appropriate. These factors may include, but are not limited to, opinions as to judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would in the view of the Committee be a desirable addition to the Board and any committees of the Board. The Committee may also consider candidates proposed by management and by shareholders.

3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a Director.

4. To develop and recommend to the Board procedures by which shareholders may submit recommendations for individuals to be included on the slate of Director nominees for election to the Board or for other issues to be presented to shareholders.

5. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board.

6. As part of the process of recommending nominees to the Board, to take into account the requirement that the Audit Committee be composed of independent Directors with financial literacy and at least one member who has accounting or related financial management expertise and who meets the definition of an "audit committee financial expert" under the rules of the SEC.

7. To exercise oversight of the evaluation of the Board, its committees and management, and in general of the operations of the Board, and to ensure that the independent Directors of the Board shall meet separately from the non-independent Directors on a regular basis and in no event less than once annually.

8. Review and make recommendations to the Board with respect to the size, composition and organization of the committees of the Board, including making recommendations to the Board with respect to members and Chairs of these committees. In recommending a candidate for committee membership, the Committee shall take into consideration any criteria approved by the Board and the factors set forth in the charter of that committee, if any, as well as other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

9. Review and make recommendations to the Board with respect to executive officer and Director indemnification and insurance matters.

10. To review and oversee the Company's development of its management and its succession planning.

11. To regularly review the Company's Articles of Incorporation and bylaws and make recommendations to the Board for changes.

12. To review the Company's policies and programs that relate to matters of corporate citizenship, including public issues of significance to the Company.

13. To develop and recommend to the Board corporate governance principles applicable to the Company.

14. To assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee in accordance with Item 7(d)(2) of Schedule 14A under the Exchange Act.

15. To report to the Board on a regular basis, and not less than once per year.

16. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members and to matters of corporate governance.

V. Delegation to Subcommittee.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VI. Resources and Authority of the Committee.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate.