

**AUDIT COMMITTEE CHARTER**  
**Of the Board of Directors**  
**USANA HEALTH SCIENCES, INC.**

**Purpose and Statement of Policy**

The Board of Directors hereby adopts this Charter establishing and governing the activities of the Audit Committee of the Board of Directors of USANA Health Sciences, Inc. (the “Audit Committee”). The primary function of the Audit Committee is to provide assistance to the directors of the corporation in fulfilling their responsibility to the shareholders, potential shareholders and investment community relating to accounting, reporting practices and the quality and integrity of the financial reports of the corporation. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors, and the financial management of the corporation. This Charter may be amended from time to time by the Board of Directors.

**Organization**

There shall be a committee of the Board of Directors to be known as the Audit Committee. The Audit Committee shall be elected by the Board of Directors and shall be composed of at least three (3) directors who are “independent” as that term is defined by Section 10A3(b)(1) of the Securities Exchange Act of 1934, as amended. Each member of the Audit Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a committee member and must otherwise meet the “independence” requirements under Rule 4200(a)(15) of the Nasdaq Stock Market (“Nasdaq”). No member of the Committee shall have participated in the preparation of the financial statements of the Company or of any subsidiary at any time during the past three years. All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices and at least one member of the Audit Committee shall have accounting or related financial management expertise in accordance with Nasdaq Rule 4350(d)(2)(A). No member of the Audit Committee may, other than in his or her capacity as a member of the Audit Committee, the Board of Directors or any other committee of the Board of Directors, (1) accept any consulting, advisory or other compensatory fee from the corporation, or (2) be an affiliate of the corporation or any of its subsidiaries. One member of the Audit Committee will be elected by a majority of the Committee or appointed by the Board of Directors to serve as Chair of the Audit Committee.

**Meetings**

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. Members of the Audit Committee may participate in meetings of the Committee by attending in person or telephonically. The meetings of the Audit Committee shall include the following:

1. Once each fiscal year, or more frequently as circumstances may dictate, prior to the release of the corporation's Annual Report on Form 10-K, the Audit Committee will meet with (a) management of the corporation, (b) the corporation's principal accounting officer, and (c) the independent accountants of the corporation outside the presence of management as provided in this Charter.
2. Once each fiscal quarter, prior to the release of the corporation's quarterly report on Form 10-Q, the Audit Committee will meet with (a) the independent accountants of the corporation and management to review the corporation's financial statements (the Audit Committee will determine, in the exercise of its discretion, whether to meet with the independent accountants outside the presence of management, and the Chair of the Audit Committee may represent the entire Committee for purposes of these meetings); (b) the Chief Executive Officer of the corporation; (c) the President of the Corporation; and (d) the Chief Financial Officer of the corporation or, in the absence of the Chief Financial Officer, with the principal accounting officer of the corporation.

### **Responsibilities and Duties**

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and reporting practices of the corporation are in accordance with all requirements.

In carrying out these responsibilities, the Audit Committee has adopted the following policies and rules.

1. The Committee shall review and update this Charter periodically, as deemed necessary or appropriate, subject to the approval of the revised Charter by the Board of Directors of the Company.
2. Each member of the Committee shall be able to read and understand fundamental financial statements or will become able to do so within a reasonable time period after appointment to the Committee.
3. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication and the corporation will disclose in its reports filed with the Securities and Exchange Commission whether the Committee includes at least one member who is a "financial expert" as defined by applicable regulations and marketplace rules.
4. The Committee shall have the direct responsibility to hire, set the compensation of and oversee all work performed by the independent auditors of the corporation and shall engage independent counsel or other outside advisors as the Committee

deems necessary and appropriate. In this regard, the Committee shall (a) negotiate, execute and deliver the engagement letter to be entered into between the corporation and its independent auditors, and establish the compensation to be received by the independent auditors, (b) evaluate on a periodic basis the independent auditors engaged to audit the financial statements of the corporation and its divisions and subsidiaries, (c) have the sole authority to approve in advance, non-audit services to be performed by the independent auditors, but only as permitted by the Nasdaq rules and the rules and regulations of the Securities and Exchange Commission, which authority the Audit Committee may delegate to one or more members of the Audit Committee from time to time.

5. The Committee will meet with the independent auditors and financial management of the corporation to review the scope of the proposed audit and timely quarterly reviews for the current fiscal year and the audit and review procedures to be utilized.
6. The Committee shall review with the independent auditors and the corporation's financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the corporation, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis will be given to the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper. Further, the committee periodically should review the corporation's policy statements to determine their adherence to the code of business ethics.
7. The Committee shall review the internal audit function of the corporation including the independence and authority of its reporting obligations, the proposed audit plans for the coming year, and the coordination of such plans with the independent auditors.
8. The Committee will review reports from regulators and other legal and regulatory matters that have a material effect on the financial statements or related corporate compliance policies and inquire of management concerning the response, if any, to such reports.
9. The Committee will inquire of management and the independent auditors about the significant business risks or exposures affecting the financial condition and results of operations of the corporation and assess the steps management has taken to minimize such risks to the corporation.
10. The Committee will review the quarterly financial statements with financial management and the independent auditors prior to the filing of the Form 10-Q to determine that the independent auditors do not take any exception to the disclosure and content of the financial statements, and discuss any other matters

required to be communicated to the Committee by the auditors. The Chair of the Committee may represent the entire Committee for purposes of this review.

11. The Committee will review the audited financial statements contained in the annual report to shareholders and proxy statements with management and the independent auditors to determine whether the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders.
12. The Committee will review with financial management and the independent auditors the results of their timely analysis of significant reporting issues and practices, including changes in, or adoption of accounting principles and disclosure practices, and discuss any other matters required to be communicated to the Committee by the auditors. The Committee shall also review with financial management and the independent auditors their judgments about the quality, not just acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the corporation's accounting principles and underlying estimates and other significant decisions made in preparing the financial statements.
13. The Committee shall review with financial management, prior to announcement, corporate press releases and other disclosures containing financial information for the purpose of obtaining assurance from such management that such press releases and other disclosures properly disclose financial information presented in accordance with GAAP and, to the extent *pro forma* information is included, adequately disclose how such *pro forma* information differs from the comparable GAAP information and that such *pro forma* information is not given undue prominence or otherwise provide misleading presentations of the corporation's results of operations or financial condition.
14. The Committee will provide sufficient opportunity, including direct separate contact, for the independent auditors to meet or communicate with members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors' evaluation of the corporation's financial and accounting personnel, and the cooperation that the independent auditors received during the course of their audit.
15. The Committee will report the results of the annual audit to the Board of Directors. If required by the Board of Directors, the Committee will invite the independent auditors to attend a meeting of the full Board of Directors to assist in reporting the results of the annual audit or to answer other directors' questions (or alternatively, the other directors, particularly the other independent directors, may be invited to attend the Committee meeting during which the results of the annual audit are reviewed).

16. On an annual basis, the Committee will obtain from the independent auditors a written communication delineating all their relationships and professional services as required by Independence Standards Standard No. 1, Independence Discussions with Audit Committees. In addition, the Committee will review with the independent auditors the nature and scope of any disclosed relationships or professional services and take appropriate action to oversee the continuing independence of the auditors.
17. Prior to any event involving a related party transaction, the Committee will review and approve such transaction, or notify and request action on the related party transaction by the full Board of Directors of the corporation.
18. The Committee will notify all employees of the corporation annually of the procedures established for complaints received about accounting, internal controls or auditing matters, as well as confidential, anonymous submission and retention of complaints by employees of the corporation regarding accounting or auditing matters.
19. The Committee shall investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.
20. The Committee shall perform any other activities consistent with this Charter, the corporation's Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.
21. The Committee shall have the authority to expend funds of the Company for the payment of the following: (i) compensation to the Company's outside auditors for the audit and related services; (ii) compensation of any advisors to the Committee; and (iii) ordinary and reasonable administrative expenses that it may incur in carrying out its duties hereunder.