

NATURAL HEALTH TRENDS CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted February 11, 2015)

Purposes

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Natural Health Trends Corp. (the “**Corporation**”) (a) identifies individuals qualified to become Board members, (b) recommends candidates to fill Board vacancies and newly-created director positions, (c) recommends whether incumbent directors should be nominated for re-election to the Board upon expiration of such director’s term, (d) recommends Board members to the Board for committee membership, and (e) periodically reviews the Corporation’s corporate governance policies, including the Corporation’s Worldwide Code of Business Conduct.

Composition

Size. The size of the Committee shall be determined by the Board, but shall consist of no fewer than two members.

Qualifications. Subject to applicable exemptions, each Committee member shall meet the independence criteria of the listing requirements of The NASDAQ Stock Market, LLC (“**NASDAQ**”).

Appointment and Removal. The Committee members shall be selected by the Board. The Board selects members for its various standing committees based on recommendations of the Committee. The Board selects Committee members based on recommendations of the Committee. The Board will select a Committee Chair from among Committee members. For so long as he or she continuously meets the qualifications above, each Committee member will serve at the pleasure of the Board for such term as the Board may determine or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board.
2. Identify New Director Candidates. The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with policies approved by the Board or the Committee and applicable factors in any corporate governance guidelines of the Corporation. The Committee will consider the individual’s judgment, skill, diversity, integrity, experience with businesses and

other organizations of comparable size, industry knowledge, the interplay of the candidate's experience with the experience of other Board members, the number of other public and private company boards on which the candidate serves and the extent to which the candidate would be a desirable addition to the Board and any committee of the Board.

3. Recommend Committee Members. The Committee shall recommend candidates for appointment to the Corporation's standing committees in accordance with the policies and principles in the committees' charters and taking into consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
4. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
5. Codes of Conduct and Corporate Governance Policies. The Committee shall oversee compliance with, and periodically review, the Corporation's codes of conduct and corporate governance policies, including the Corporation's Worldwide Code of Business Conduct, and shall recommend to the Board modifications to the policies as appropriate.
6. Stockholder Recommendations. The Committee shall consider new director candidates recommended by the Company's stockholders to the extent such recommendations are made in compliance with applicable laws, rules and regulations, the Company's Bylaws and procedures established by the Committee. Director candidates recommended by stockholders shall be evaluated by the Committee based on the same criteria outlined above to be applied to director candidates identified by the Committee.
7. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize or eliminate such conflicts of interest.
8. Stockholder Communications. The Committee may develop one or more processes by which stockholders may send communications to the Board, which processes may be recommended to the Board for adoption.
9. Board Reports. The Committee shall report its activities to the Board in such manner and at such times as the Committee or the Board deems appropriate.
10. Board Evaluation. The Committee will oversee an annual review of the performance of the Board and report the results thereof to the Board.
11. Third-Party Rights. Notwithstanding anything to the contrary in this charter, the Committee's right to nominate directors and oversight of director nominations

shall not apply in cases where the right to nominate a director legally belongs to a third party, whether pursuant to the Corporation's Bylaws or otherwise.

12. Executive Sessions. The Committee shall ensure that the Board shall have regularly scheduled meetings at which only those Board members that meet the independence criteria of the listing requirements of NASDAQ are present.
13. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair or a majority of the Committee members may call a meeting of the Committee in accordance with the Corporation's Bylaws at any time. The Committee shall conduct its business as provided in the Corporation's Bylaws and this Charter. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities that the Committee may specify from time to time. In the event the Committee chairman is not present at a meeting, the Committee members present at that meeting shall designate a member as the acting chair of such meeting.

Delegation

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

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review the adequacy of this Charter and recommend any changes to the Board, and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.