



**GNC HOLDINGS, INC.**  
**COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE**  
**CHARTER**

**I. Purpose**

The purpose of the Compensation and Organizational Development Committee (the “Committee”) of the Board of Directors (the “Board”) of GNC Holdings, Inc. (the “Company”) is to discharge the responsibilities delegated by the Board relating to (a) the review and determination of executive compensation for the Company’s executive officers, and (b) succession planning and the implementation of development initiatives for the Company’s senior management.

**II. Membership**

The Committee shall consist of no fewer than three directors, each of whom shall, in the determination of the Board, (a) meet the independence requirements and any other legal requirements established by the New York Stock Exchange (the “NYSE”), (b) be “outside directors,” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, if and to the extent required to certify performance-based compensation goals for awards granted on or prior to November 2, 2017, and (c) be “non-employee directors,” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Board shall determine from time to time the number of directors that shall constitute the Committee.

The members of the Committee shall be appointed and replaced by the Board based on the recommendation of the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. Unless the chairperson of the Committee (the “Chairperson”) is appointed by the Board, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership.

The Committee may form sub-committees and delegate authority to such sub-committees or individuals as it deems appropriate.

**III. Meetings**

The Committee shall meet at such times and with such frequency as the Committee shall determine appropriate to discharge its responsibilities, but not less frequently than four times a year. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of the Company’s management or others to attend meetings and provide pertinent information as necessary or desirable. Neither the CEO nor any other executive may be present during voting or deliberations with respect to matters relating to such executive’s

compensation. The Committee shall report regularly to the Board, and from time to time, as requested by the Board, or as the Committee deems appropriate.

The Committee may adopt such other procedures as it deems appropriate and necessary to carry out its duties and responsibilities.

#### **IV. Responsibilities and Duties**

The Committee shall have the following primary responsibilities and duties:

1. To review and approve the Company's compensation philosophy, policies and objectives;
2. To review and approve annually the corporate goals and objectives applicable to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate at least annually the CEO's performance in light of such goals and objectives, and determine and approve the CEO's compensation level based on such evaluation. In determining the CEO's base salary, the Committee may consider the terms of any existing employment agreement with the CEO and such other factors as the Committee may deem appropriate. In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies, the awards given to the CEO in past years, the terms of any employment agreement with the CEO and other factors the Committee deems appropriate in connection with its review. In evaluating and determining the CEO's compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
3. To review and approve annually the goals and objectives applicable to the compensation of the Company's non-CEO executives, evaluate at least annually such executives' performance in light of such goals and objectives, and determine and approve such executives' respective compensation levels based on such evaluation and such additional factors as the Committee may deem appropriate. In evaluating and determining such executives' compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
4. To review and approve and, when deemed appropriate, recommend to the Board for approval the executives' respective employment agreements, severance arrangements and change in control agreements/provisions and other similar benefits and arrangements, and any amendments or modifications thereto or terminations thereof.

5. To review, make recommendations to the Board and, when appropriate, to the Company's stockholders (to the extent stockholder approval is required by any applicable law, regulation or NYSE rule) for approval of all stock ownership, stock option and other incentive-compensation and equity-based compensation plans of the Company or any changes thereto or termination thereof. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including recommendations regarding whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
6. To administer, review and make recommendations to the Board with respect to incentive-compensation plans and equity-based compensation plans, including both cash-based and equity-based plans, other than with respect to nonemployee directors, as well as with respect to other benefit and compensation plans in which solely executives and/or individuals who previously served as executive officers participate; and to discharge any duties and responsibilities as may be delegated or assigned to the Committee in any plan document.
7. The Committee shall provide oversight for pension, savings, employee stock ownership, deferred compensation and all other retirement plans (collectively, the "Pension Plans"), including, for any Pension Plans subject to the funding, administrative or fiduciary responsibility rules of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), oversight of management's attestation that the Pension Plans are in substantial compliance with ERISA. In no event shall the Committee act as a named fiduciary (within the meaning of ERISA) of the Pension Plans, meaning, among other things, that the Committee shall have (a) no discretionary authority to manage or administer any Pension Plan, and (b) no investment authority with respect to any assets of the Pension Plans. Such authority is expressly reserved for the Committees of each Pension Plan.
8. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information to be included in the Company's proxy statement for its annual meeting of stockholders (the "Proxy Statement") and other filings with the Securities and Exchange Commission (the "SEC"), recommend that the CD&A and related executive compensation information be included in the Proxy Statement and report annually to the Company's stockholders on such matters, as required by and in compliance with the rules and regulations of the SEC, as they may be amended from time to time, such report to be included in the Proxy Statement or annual report on Form 10-K.
9. To oversee the Company's compliance with SEC and NYSE rules and regulations regarding stockholder approval of certain executive compensation matters.
10. To determine stock ownership guidelines for the Company's executives.

11. To monitor compliance with the stock ownership guidelines for the Company's executives and non-employee directors.
12. To make regular reports to the Board

The Committee shall have the following additional responsibilities and duties:

13. To review on an annual basis potential risk to the Company from its compensation policies and program, to review and discuss the relationship between the Company's compensation and risk management policies and programs and to consider practices that could mitigate any such risks.
14. To work with the CEO to develop succession plans for the Company and development initiatives for members of the Company's senior management, for review and ratification by the Board.
15. On at least an annual basis, to review and evaluate the implementation and effectiveness of the succession plans and development initiatives and to report the results to the Board.
16. To review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation ("Say on Pay Vote"), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Proxy Statement.
17. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
18. To review and evaluate annually the Committee's own performance, including its effectiveness and compliance with this Charter.

## **V. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor and shall be directly responsible for the appointment, compensation and oversight of any such advisor that the Committee retains. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other advisor retained by the Committee.

The Committee, before selecting or receiving advice from a compensation consultant (other than a consultant whose role is limited to consulting on broad-based, nondiscriminatory plans, or who

provides only non-customized data, each as described in Item 407(e)(3)(iii) of Regulation S-K under the Exchange Act), legal counsel (other than in-house legal counsel) or other advisor (a “compensation advisor”), shall review and take into consideration all factors relevant to the advisor’s independence from management, including (i) whether the firm which employs the compensation advisor or the firm’s affiliates (the “advisory firm”) performs any additional services for the Company, (ii) the amount of fees paid to the advisory firm as a percentage of the advisory firm’s total revenues; (iii) any policies or procedures of the advisory firm designed to prevent conflicts of interest; (iv) any business or personal relationship that the compensation advisor has with any Committee member; (v) whether the compensation advisor owns any stock of the Company; (vi) any business or personal relationship that the compensation advisor or advisory firm has with any executive officer of the Company; and (vii) any additional factors affecting the independence of the compensation advisor or advisory firm from management of the Company as the Committee is required to take into account as identified by the NYSE or the SEC or as it otherwise deems appropriate. However nothing herein shall require a compensation advisor to be independent, and the Committee may select or receive advice from any compensation advisor it prefers, including one that is not independent, after considering the factors set forth above. The Committee shall periodically (at least once per year) reconsider the factors set forth above with respect to an advisor whom it has previously selected or from whom it continues to receive advice.

The Committee shall have no obligation to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal, accounting or other advisor retained by the Committee. The Committee shall exercise its own best judgment in fulfilling its duties described herein.

## **VI. General**

In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion or in the opinion of the Board under applicable law, the Company’s certificate of incorporation and bylaws, and the resolutions and other directives of the Board.

This Charter is in all respects subject and subordinate to the Company’s certificate of incorporation and bylaws and the applicable provisions of the General Corporation Law of the State of Delaware. This Charter may be amended from time to time by the Board.

Updated: October, 2018