



**GNC HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of GNC Holdings, Inc. (the "Company") is to (1) assist the Board by identifying individuals qualified to become Board members, consistent with applicable criteria, and recommend for selection by the Board the director nominees to stand for election at the next annual meeting of the Company's stockholders; (2) recommend to the Board nominees to serve on each committee of the Board; (3) oversee the evaluation of the Board and its committees; (4) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (5) review and recommend for approval of the Board the Company's compensation policies, objectives and administrative practices and all other matters relating to the compensation of the Company's non-employee directors; and (6) recommend to the Board such other matters relating to corporate governance as the Committee deems necessary or appropriate.

II. Committee Membership

The Committee shall consist of no fewer than three members, as determined from time to time by resolution of the Board. Except as may otherwise be permitted by the rules of the New York Stock Exchange (the "NYSE") and any other applicable regulatory authority, each member of the Committee shall meet the independence requirements of the NYSE and any other applicable regulatory authority.

The members of the Committee shall be appointed and replaced by the Board in its discretion. The members of the Committee shall serve for such terms as the Board may determine or until their 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 Committee.

The Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and the NYSE rules, to any other independent director or committee comprised entirely of independent directors, in each case, to the extent the Committee deems necessary or appropriate.

III. Meetings

The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to discharge its responsibilities, but not less frequently than annually. Special meetings may be convened as the Committee deems necessary or appropriate.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of: (1) compensation to any independent counsel, accountants or other advisers employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

A. Selection of Directors and Committee Members

1. The Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to (a) retain and terminate any search firm used to identify director candidates and (b) obtain advice and assistance from, and retain and terminate, any internal or external legal, accounting or other consultants or advisers. The Committee shall have the sole authority to approve the fees and other retention terms of any such search firm or legal, accounting or other consultants or advisers. The Committee may also consider and make recommendations regarding the size of the Board.
2. The Committee shall evaluate the existing composition of the Board and assess Board membership needs and from time to time recommend to the Board for its approval criteria, including desired qualifications, qualities, experience, skills and attributes (the “Director Criteria”), for the selection of new directors and the evaluation and renomination of existing directors. The Committee shall comply with the Director Criteria in exercising its responsibilities under this Charter.
3. The Committee shall identify, consistent with the Director Criteria, individuals qualified to become Board members and shall consider candidates to fill positions on the Board, including candidates recommended by the Company’s stockholders or other sources. The Committee may consider the number of shares held by the recommending stockholder and the length of time that such shares have been held. The Committee shall conduct the appropriate and necessary inquiries, vetting procedures and checks (as determined by the Committee), with respect to the backgrounds and qualifications of candidates.
4. The Committee shall annually, or more frequently as may be required, recommend to the Board for its selection candidates to fill positions on the Board. The Board shall select from among such recommended candidates the director nominees to stand for election for the next annual meeting of the Company’s stockholders.
5. The Committee shall recommend to the Board for its selection candidates to fill positions on each committee of the Board. The Committee, in conjunction with the Lead Independent Director or Chairman of the Board, as applicable, shall evaluate from time to time the members of each committee of the Board and recommend to the Board any appointments and removals, including the appointment and removal of committee chairpersons, with respect to the members of each such committee.

6. The Committee shall review the independence and other qualifications of Board members, consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, monitor all other activities of Board members and management that could affect or interfere with such individuals' respective duties to the Company, including whether a director's principal occupation or business associations have changed substantially from the position(s) held when originally invited to join the Board, and evaluate the termination of directors from Board membership.

7. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

B. Corporate Governance Matters and Disclosure

1. The Committee shall develop and annually, or more frequently, review and reassess the adequacy of the Company's guidelines and policies related to corporate governance, including the Corporate Governance Guidelines, as the Committee deems necessary or appropriate. The Committee shall administer and periodically review compliance with the Company's Corporate Governance Guidelines. The Committee shall recommend any proposed changes to the Corporate Governance Guidelines to the Board for its approval.

2. The Committee shall develop a process for an annual evaluation of the Board and its committees and oversee such evaluation of the performance of the Board and its committees. The Committee shall solicit comments from directors and management and report annually to the Board and its committees with an evaluation of the performance of the Board and such committee.

3. The Committee shall periodically review the Board and committee structure and make recommendations to the Board concerning any changes to such structure, including the creation or elimination of committees of the Board, or special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise, the functions and duties of any such committees and succession planning.

4. Together with management of the Company, the Committee shall develop, implement and periodically review and update an orientation program for new directors and a continuing education program for all directors.

5. The Committee shall advise the Board generally on corporate governance matters and make regular reports to the Board.

6. The Committee shall, in cooperation with the Compensation and Organizational Development Committee, review succession planning and evaluation of Company management.

C. Non-Employee Director Compensation

1. The Committee shall annually review and make recommendations to the Board regarding the compensation of non-employee directors for service on the Board and Board Committees, including their participation in the Company's incentive and equity-based compensation plans and any benefits or perquisites.
2. The Committee shall review and approve annually the goals and objectives of the Company's non-employee director compensation policies, provided that any ultimate decision regarding the compensation of any member of the Committee shall be subject to the approval of the Board.
3. The Committee shall make recommendations to the Board and the Company's stockholders (to the extent stockholder approval is required by any applicable law, regulation or NYSE rule) for approval of all incentive and equity-based compensation plans with respect to non-employee directors, and all related policies and programs (and any amendments thereto).
4. With respect to non-employee directors, the Committee shall make individual determinations and grant (or recommend to the Board or subcommittee to grant) any restricted stock, stock options or other equity-based awards under any incentive or equity-based compensation plan.
5. The Committee shall oversee the administration of the Company's deferred compensation program for non-employee directors and any similar programs.
6. The Committee shall determine stock ownership guidelines for the Company's non-employee directors. The Compensation and Organizational Development Committee shall be responsible for monitoring compliance with such guidelines.

D. Other Responsibilities

In addition to the foregoing, the Committee shall:

1. Designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.
2. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
3. Annually review and evaluate the Committee's own performance, including its effectiveness and compliance with this Charter.

The Committee may diverge from the specific activities outlined in this Charter as appropriate if circumstances or applicable laws, regulations or NYSE rules change. In addition to the activities described herein, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NYSE rules, the Company's certificate of incorporation and bylaws, and the resolutions and other directives of the Board.

V. General

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

Updated: October 19, 2017