

**COMPENSATION COMMITTEE CHARTER**  
**of the Compensation Committee**  
**of Twinlab Consolidated Holdings, Inc.**

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Twinlab Consolidated Holdings, Inc. (the “Company”) on May 8, 2018.

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to (1) assist the Board in discharging the Board’s responsibilities relating to compensation of the Company’s executive officers, including by designing (in consultation with management and/or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company and (2) produce an annual report on executive officer compensation for inclusion in the Company’s proxy materials in accordance with applicable law, rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

In addition to the power and authority expressly delegated to the Committee in this Charter, the Committee is authorized and empowered to exercise all other powers and carry out all other responsibilities as may be required by applicable law, FINRA, the Company’s certificate of incorporation or bylaws or as may be delegated to it by the Board, from time to time, consistent with the Company’s certificate of incorporation and bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the power or authority delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the power and authority delegated to it, the Committee shall have and may exercise all the plenary powers and authority of the full Board pursuant to Nevada Revised Statutes Chapter 78.125. To the fullest extent permitted by law, the Committee shall have the power and authority to determine which matters are within the scope of the power and authority delegated to it.

**II. Membership**

The Committee shall be composed of one or more directors, as determined by the Board, each of whom (1) is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (2) is an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) and (3) otherwise is free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee, and the Chairperson of the Committee (the “Chair”) shall be appointed by the members of the Committee. Each member shall serve until

such member's successor is duly elected and qualified or until such member's earlier death, resignation or removal. Committee members may be removed from the Committee, with or without cause, by a majority vote of the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The members of the Committee shall receive compensation for their service as Committee members as may be determined, from time to time, by the Board in its sole discretion.

### **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair, or in the absence of such designation, by a majority vote of the members of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any applicable provisions of the Company's bylaws or this Charter.

The Committee shall meet on a regularly scheduled basis at least annually and more frequently as the Committee deems appropriate. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

At the invitation of the Committee, non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in all cases shall not be entitled to vote on any matter to be voted on by the Committee. The Committee may, at its discretion, invite and include in its meetings members of the Company's management, representatives of the Company's independent auditor, the Company's internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee deems appropriate. Notwithstanding the foregoing, no officer may be present during voting or deliberations concerning his or her performance or compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executive officers, the Committee shall meet separately at least annually with the Company's Chief Executive Officer and any other corporate officers of the Company as it deems appropriate.

The Committee shall have the sole power and authority to retain and/or replace, as needed, any independent firm (or firms) of outside legal counsel, compensation and benefits consultants and other outside experts, consultants or advisors that the Committee deems appropriate. The Committee may also use the services of the Company's regular firm of outside legal counsel or other advisors to the Company. The Committee shall have the power and

authority to cause the Company to pay the documented fees and expenses of any such legal counsel, consultants, experts and advisors and for the ordinary administrative expenses of the Committee that are appropriate in carrying out its duties.

The Committee may conduct, authorize and oversee investigations or studies into any Company matters within the scope of the powers and responsibilities delegated to the Committee by the Board., including, without limitation, as described in this Charter.

The Committee, through its Chair, shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board or by a majority of the non-management directors of the Company who are not members of the Committee.

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

1. The Committee shall, at least annually, review the compensation philosophy of the Company with respect to the Company's officers.

2. The Committee shall, at least annually, review and approve corporate goals and performance objectives and criteria relating to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals, objectives and criteria and determine and approve the compensation of the Chief Executive Officer based on such evaluation. The Committee shall have sole authority to determine the Chief Executive Officer's compensation.

3. The Committee shall, at least annually, review and may approve or recommend to the Board for approval all compensation for all other (i) "executive officers" (as such term is defined in Rule 3b-7 under the Exchange Act), (ii) "officers" (as such term is defined in Rule 16a-1 under the Exchange Act), (iii) directors and (iv) employees of the Company or its subsidiaries with a base salary greater than or equal to \$200,000.

4. The Committee shall review and make recommendations to the Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, change-in-control agreements, severance agreements, termination arrangements and loans to employees made or guaranteed by the Company in an amount equal to or greater than \$150,000.

5. The Committee shall administrate, and, not less than annually, review all employee benefit plans, programs and/or arrangements including, without limitation, employee pension plans, employee welfare plans, bonus plans, deferred compensation plans, short-term and long-term incentive compensation plans, equity and equity-based compensation plans, stock purchase plans, change-in-control plans and severance plans (each, a "Plan"), and with respect to each Plan shall have responsibility for:

- (i) general administration;
- (ii) monitoring compliance by executive officers with the rules and guidelines of each of the Company's Plans;

(iii) with respect to any remuneration intended to constitute “qualified performance-based compensation” within the meaning of Section 162(m) of the Code, setting performance targets under each Plan, if applicable, and committing to writing any and all performance targets for all executive officers who may be “covered employees” under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be “pre-established” within the meaning of Section 162(m);

(iv) verifying to its reasonable satisfaction that any and all performance targets used for any performance-based equity or equity-based compensation plan have been met before payment of any bonus or compensation or exercise of any award granted under any such plan;

(v) approving all amendments to, and terminations of, each Plan and any awards under each Plan;

(vi) reviewing and making recommendations to the Board, or approving, all equity or equity-based compensation plans of the Company that are not otherwise subject to the approval of the Company’s stockholders;

(vii) granting any awards under any performance-based Plan to executive officers and officers (each as defined in paragraph 3 above) including stock options and other equity rights (*e.g.*, restricted stock and stock purchase rights); and

(viii) repurchasing securities from terminated employees.

All Plan reviews shall include reviewing each Plan’s administrative costs, reviewing current Plan features relative to any proposed new features, and assessing the performance of each Plan’s internal and external administrators if any duties have been so delegated. The Committee shall take all commercially reasonable steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

6. The Committee shall establish and, on a periodic basis as the Committee determines appropriate, review policies concerning employee perquisite benefits.

7. The Committee shall, on a periodic basis as the Committee determines appropriate, consider policies and procedures pertaining to expense accounts of and reimbursement of expenses to executive officers.

8. The Committee shall, on a periodic basis as the Committee determines appropriate, review the need for a Company policy regarding compensation paid to the Company’s executive officers in excess of limits deductible under Section 162(m) of the Code.

9. The Committee shall establish and, on a periodic basis as the Committee determines appropriate, review the Company’s policy with respect to change of control, severance and so-called “parachute” payments.

10. The Committee shall manage and, on a periodic basis as the Committee determines appropriate, review and make recommendations to the Board with respect to executive officer and director indemnification agreements and insurance matters.

11. The Committee shall prepare, review and discuss with the Company's management the Company's Compensation Discussion and Analysis and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in each of the Company's annual proxy statements (or the Form 10-K if an annual proxy statement is not filed).

12. The Committee shall prepare and approve the Compensation Committee Report to be included in each of the Company's annual proxy statement (or the Form 10-K if an annual proxy statement is not filed).

13. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

14. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

15. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation and bylaws, and applicable law and rules of markets in which the Company's securities then trade, except that it shall not delegate its responsibilities set forth in paragraphs 2 through 5 of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of "outside directors" or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors." Any such subcommittee shall consist solely of independent directors and have a published committee charter.