

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER
of the Nominating/Corporate Governance Committee
of Twinlab Consolidated Holdings, Inc.

This Nominating/Corporate Governance 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 Nominating/Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

- (a) the identification and attraction of qualified director candidates to become Board members;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) oversight of the evaluation of the Board, the selection and composition of committees of the Board and, as applicable, oversight of management continuity and succession planning processes; and
- (e) identifying, reviewing and recommending to the Board, from time to time, best corporate governance practices and policies for adoption and implementation by the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee is 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 delegated to it by the Board, from time to time, consistent with the Company’s 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 powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities 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 to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of one or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, requisite to carry out the matters delegated to the Committee.

The members of the Committee shall be appointed by the Board 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 fees 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) shall preside at each meeting of the Committee and approve 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 the applicable provisions of the Company’s bylaws, as amended from time to time.

The Committee shall meet at least once annually and more frequently as the Committee deems necessary or desirable. 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 express invitation of the members 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 further expressly 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, or any other person whose presence the Committee believes to be desirable and advisable. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent firm (or firms) of outside counsel, experts, consultants or advisors that the Committee believes to be necessary or advisable. The Committee may also use the services of the Company’s regular firm of outside legal counsel or other advisors to the Company. The Company shall pay the documented fees and expenses of any such counsel, experts, consultants and advisors and for the ordinary administrative expenses of the Committee that are necessary or advisable in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to assist in identifying and attracting director candidates, including sole authority to approve such search firm’s fees and other retention terms and conditions, upon notification thereof to the full Board.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times 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. (a) At an appropriate time prior to each annual or special meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well-qualified and willing and available and consenting to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well-qualified and willing and available and consenting to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
- (ii) experience in corporate management, such as serving as an officer or former officer of a public company;
- (iii) experience in the Company's industry and with relevant social policy concerns;
- (iv) experience as a board member of another public company;
- (v) academic expertise in an area of the Company's operations
- (vi) diversity; and
- (vii) practical and mature business judgment.

(d) For purposes of (a) and (b) above, the Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates, including the engagement of an appropriate investigation search firm.

2. The Committee shall, at least annually, review the performance of each incumbent Company director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend to the Board the removal of a director for cause by the Company's

stockholders, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines.

4. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and executive officers.

5. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and that the Board consists of persons with sufficiently diverse and independent backgrounds.

6. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.

7. The Committee shall develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of director-nominee recommendations.

8. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with 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.

9. The Committee shall recommend members of the Board to serve or fill vacancies on the other committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.

10. The Committee shall recommend members of the Board to serve as the Chair of the committees of the Board.

11. The Committee shall establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board; the qualifications and criteria for membership on each committee of the Board; the appointment and removal of members of committees of the Board; the structure and operations of the committees of the Board, including authority to delegate to subcommittees; and as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.

12. The Committee shall oversee and approve the management continuity planning process, review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions, and make recommendations to the Board with respect to the selection of individuals to serve in these positions.

13. The Committee shall periodically report to the Board on its findings and actions.

14. The Committee shall assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the memberships, functions and operations of the Committee.

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

16. To the extent deemed appropriate by the Board of Directors and the Committee, the Committee shall:

(a) Consider the adequacy and appropriateness of the provisions of the certificate of incorporation and bylaws of the Company and recommend to the Board proposed amendments to the certificate of incorporation and bylaws for adoption by the Company's stockholders.

(b) Develop and recommend to the Board of Directors, from time to time, a set of corporate governance guidelines applicable to the Company and keep abreast of the latest trends, best practices and developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors as may be appropriate.

(c) Consider policies relating to meetings of the Board. This consideration may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.

(d) Review and reassess, at least annually, the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board of Directors.

17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration. The Committee shall also periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

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 applicable law, the Company's certificate of incorporation, bylaws, and applicable law and rules of markets in which the Company's securities are listed to trade.