REFINITIV

DELTA REPORT

10-K

USNA - USANA HEALTH SCIENCES INC

10-K - DECEMBER 30, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	1693
CHANGES	268
DELETIONS	627
ADDITIONS	798

REFINITIV

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)
x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2022 December 30, 2023

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 001-35024

USANA HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Utah	**87-0500306**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3838 West Parkway Blvd., Salt Lake City, Utah 84120
(Address of principal executive offices, Zip Code)

(801) 954-7100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, Par Value $0.001 per share	USNA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x o No o x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. Yes x No o

Large Accelerated Filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. o

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of common stock held by non-affiliates of the registrant as of July 1, 2022 July 1, 2023, was approximately $1,426,392,900 $699,225,000 based on a closing market price of $75.00 $63.04 per share.

There were 19,240,51419,294,332 shares of the registrant's common stock outstanding as of February 24, 2023 February 23, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant incorporates by reference into Part III (Items 10, 11, 12, 13, and 14) of this report certain information contained in its Definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year ended December 31, 2022 December 30, 2023, in connection with the registrant's 2023 2024 Annual Meeting of Shareholders to be held May 10, 2023 6, 2024.

Auditor Name: KPMG LLP Auditor Location: Salt Lake City, Utah Auditor Firm ID: 185

USANA HEALTH SCIENCES, INC.
FORM 10-K
For the Fiscal Year Ended December 31, 2022 December 30, 2023
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Cautionary Note Regarding Forward-Looking Statements and Certain Risks

This report contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new products; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include, but are not limited to, statements regarding future financial results, long-term value creation goals, productivity, raw material prices and related costs, supply chain, asset impairment, litigation, sustainability and environmental, social and governance ("ESG") efforts, compliance with current or proposed international laws and regulations, the impact of COVID-19 and the Russia/Ukraine conflict or other pandemics, or geo-political tensions, conflicts or wars on our operations. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely unduly on forward-looking statements.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, actual results could differ materially from those we project or assume in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the Securities and Exchange Commission ("SEC"). Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date hereof. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments, the occurrence of unanticipated events or otherwise. Among the important factors that could cause our actual results, performance and achievements to differ materially from estimates or projections contained in our forward-looking statements in this report are the following:

- Our dependence upon the direct selling business model to distribute our products and the activities of our independent Associates;
- Extensive regulation of our business model and uncertainties relating to the interpretation and enforcement of applicable laws and regulations governing direct selling and anti-pyramiding particularly in the United States, China, and China; other markets where we have operations;
- The operation and expansion of our business in China through our subsidiary, BabyCare Holdings, Ltd. ("BabyCare"), including risks related to (i) operating in China in general, (ii) engaging in direct selling in China, (iii) BabyCare's business model in China, (iv) new and expanded data privacy and security laws and regulations in China, and (v) changes in the Chinese economy, marketplace or consumer environment;
- Unanticipated effects of changes to our Compensation Plan;
- Challenges associated with our planned expansion into new international markets, delays in commencement of sales or product offerings in such markets, delays in compliance with local marketing or other regulatory requirements, or changes in target markets;
- Macroeconomic conditions and other factors, including inflationary pressures, slower economic growth or recession, general conditions affecting consumer spending or discretionary income, or disruptions to our supply chain;
- The continuing effects Any resurgence of the COVID-19 pandemic and its impact, which are is highly unpredictable and could be significant and could harm our business, operations, and financial results;

- Political events, natural disasters, pandemics, epidemics or other health crises including, and in addition to, COVID-19, or other events that may negatively affect economic conditions, consumer spending or consumer behavior;
- Changes in the legal and regulatory environment including environmental, health and safety regulations, data security and privacy, and trade policies and tariffs, the impact of customs, duties, taxation, and transfer pricing regulations, as well as regulations governing distinctions between and our responsibilities to employees and independent contractors;
- Geo-political tensions or conflicts, including impacts from the conflict conflicts involving Russia and Ukraine, and Israel and Palestine, deterioration in foreign relations, as well as disputes or tensions among other countries around the world in general or among the United States, China, and other countries;
- Volatile fluctuation in the value of foreign currencies against the U.S. dollar;
- Noncompliance by us or our Associates with any data privacy or security laws or any security breach by us or a third party involving the misappropriation, loss, destruction or other unauthorized use or disclosure of confidential information;
- Shortages of raw materials, disruptions in the business of our contract manufacturers, significant price increases of key raw materials, and other disruptions to our supply chain;
- Our continued compliance with debt covenants in our Credit Facility;
- Litigation, tax, and legal compliance risk and costs, especially if materially different from the amount we expect to incur or have accrued for, and any disruptions caused by the same;
- Information technology system failures, data security breaches, data security and privacy compliance, network disruptions, and cybersecurity attacks; and
- Acquisition, divestiture, and investment-related risks, including risks associated with past or future acquisitions; acquisitions.

Unless otherwise indicated or otherwise required by the context, the terms “we,” “our,” “it,” “its,” “Company,” and “USANA” refer to USANA Health Sciences, Inc. and its wholly owned subsidiaries.

PART I

Item 1. Business

General

USANA Health Sciences, Inc. is a global direct-selling nutrition, personal health and wellness company. In 2022, 2023, we generated $998.6 million $921 million in net sales and finished the year with approximately 490,000 483,000 active Customers worldwide. We were founded in 1992 by Myron W. Wentz, Ph.D. and since that time, we have developed and manufactured high quality, science-based nutritional, personal care and skincare products with a primary focus on promoting long-term health and wellness. In so doing, we are committed to continuous product innovation and sound scientific research. We have operations in 24 25 geographic markets worldwide, where we distribute and sell our products by way of direct selling. Mainland China (“China”) is our largest market and single largest source of revenue, representing approximately 45.4% 46.4% of net sales and approximately 45.9% 48.9% of active Customers. Late in the fourth quarter of 2023, we commenced operations in our newest market, India. We distribute our products through the direct selling channel, because we believe it is the most conducive sales channel to meeting our vision, which is improving the overall health and nutrition of individuals and families around the world. As a U.S.-based multi-national corporation with an expanding international presence, our operating results are sensitive to currency fluctuations, as well as economic and political conditions in markets throughout the world. Additionally, we are subject to the various laws and regulations in the United States, China, and the other markets in which we operate with respect to the products that we manufacture, and sell, and our method of distribution. We are a U.S. public company listed on the New York Stock Exchange ("NYSE") and subject to the rules of the SEC.

Our customer base is primarily comprised of two types of customers: “Associates” and “Preferred Customers” referred to collectively as “active Customers.” Our Associates also sell our products to retail customers. Associates share in our company vision by acting as independent distributors of our products, in addition to purchasing our products for their personal use. In 2023, we launched our Affiliate program in the United States, Canada, and Mexico and are evaluating introducing the program in other markets. This program offers another sales and compensation opportunity to individuals who are interested in selling USANA products. Affiliates are discussed and reported in this report as part of our Associates. Preferred Customers purchase our products strictly for personal use and are not permitted to resell or to distribute the products. We only count as active Customers those Associates and Preferred Customers who have purchased from us at any time during the most recent three-month period.

This “*Item 1. Business*” provides detailed information about our world-wide business, including who we are, what we do and where we are headed. Unless otherwise specified, current information reported in this Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 30, 2023 (this “report” or “Annual Report”) is as of or for the fiscal year ended December 31, 2022 December 30, 2023. We also discuss the development of our company and the geographic areas where we do business. For the year ended December 31, 2022 December 30, 2023, there were no material changes to our corporate structure or our method of conducting business.

Current Focus and Growth Strategy

In 2023, 2024, we plan to continue to execute our global growth strategy which remains focused on increasing the number of active Customers in each of our markets. We plan to do this by (i) increasing in-person and digital engagement with our Associates around the world; (ii) implementing and executing market specific promotional and incentive strategies; (iii) continuing to advance our digital commerce initiatives to support our business; (ii) executing market specific promotional (iv) introducing new products, and incentive strategies; (iii) continuing to pursue product development and further leveraging our foods manufacturing facility; (iv) (v) focusing on our China market and our customer base in that

market; (v) (vi) pursuing growth through in India and evaluating further international expansion; and (vi) (vii) advancing our business development strategy by evaluating new acquisition opportunities and growing the two companies we acquired in 2022, and evaluating new acquisition opportunities. 2022. Further information on these strategies is set out below.

Digital Commerce Initiatives Associate Engagement

In 2023, we We will continue to focus on expanding, enhancing offer, promote, and leveraging advance in-person engagement events, and incentive trips with our digital capabilities to create the best overall customer experience. Collaboration between Associates. Our engagement efforts will include an increase in smaller meetings and events in our sales leaders and management team, combined with assessment of customer feedback, will continue to be utilized in connection with planned digital investments. Listed below are some of the digital initiatives we plan to advance in 2023.

- Onboarding program and digital tools: In 2022, we launched a new education and communication onboarding program for our new Associates. This program offers product education and utilizes a variety of our key online and app-based digital tools. In 2023, we will continue various markets, as well as continuing to promote and improve these digital tools to improve the onboarding process and experience for new Associates through targeted communications, notifications and orientation, which we believe will help drive customer acquisition and retention.

- Affiliate program, social selling and digital tools: In January 2023, we launched offer our Affiliate program in the United States, Canada, and Mexico. The Affiliate program offers a new, simplified way for individuals and

customers in these markets to share, market, sell, and earn compensation for selling our products. We developed and deployed a variety of digital tools in connection with the launch of this new program. In 2023, we will promote this program in these markets, promote and expand the digital tools for the program, and continue to evaluate offering the program in other markets.

Market-Specific Strategies

In 2023, we will continue to pursue market-specific strategies to facilitate customer growth and strengthen our business around the world. Listed below are some of the strategies we plan to execute on a market-specific basis.

- Shifting our focus from large world-wide incentive offerings to strategically timed, market- and region-specific efforts to incent sales and customer growth.

- Continuing to offer product promotions to increase product demand and drive customer growth.

- Returning to in-person scale events and Associate incentive trips where possible. Examples of these events include like our China National Meeting and Asia Pacific Convention, which are both scheduled for the second quarter of 2023.

- Increasing the number of in-person meetings Convention. Our objective continues to be increasing and improving collaboration amongst our management team, Associates and Associate sales force.

- Refocusing their customers. We will also continue to simplify and condense our Associate sales force promotional and marketing messaging by supporting our Associates in focusing on promoting the science-based differentiation of USANA's products, which includes our proprietary

InCelligence Technology®. InCelligence™ is our patented technology that supports the body's natural ability to nourish, protect and renew itself.

Market-Specific Strategies

We will continue to pursue market-specific strategies to facilitate customer growth and strengthen our business around the world. While we plan to increase the cadence of promotional and incentive activity across our regions, we will continue to execute strategically timed, market- and region-specific incentives in lieu of larger, world-wide incentive offerings. We also plan to continue offering strategically timed product promotions to increase product demand and drive customer growth.

Digital Commerce Initiatives

We will continue to invest in, expand, and enhance our digital capabilities to increase our number of active Customers, increase Associate engagement and improve our overall customer experience. In particular, we will continue to enhance our digital tools surrounding the development of promotional and marketing assets for our Associates, our onboarding program, Affiliate program, shopping cart, and other key Associate resources.

Product Development

In 2023, we plan to We will continue to invest in research and development and product innovation to ensure that USANA remains a leader in clinical nutrition. We also plan to roll-out introduce new science-based products in 2023 2024 and over the next several years. Our foods plant ("USANA North" facility) in Salt Lake City, UT, houses the manufacturing for our foods-related products. In 2023, we plan to move moved more of the production of more of our Active Nutrition products to USANA North. We also North and plan to move do the same in 2024. In 2023, we also moved the production of Rise Bar's products to USANA North to realize cost savings, increase production efficiency, and provide Rise Bar with increased capacity to grow its customer base. We plan to increase Rise Bar production in 2024. Overall, we believe our investment in USANA North allows us to be more agile and cost efficient in responding to both current and future opportunities.

China Strategy

Notwithstanding the challenges we have experienced over the last several years in China related We will continue to the COVID-19 pandemic, we remain optimistic about the long-term growth potential of increase and execute our China business. Listed below are some of the strategic initiatives in China, that we executed in 2022 and plan to continue to advance in 2023: some of which include:

- Advancing our research collaboration with Beijing University of Chinese Medicine (China). Targeting a new customer demographic in China through simple, easy-to-use, digitally-based customer acquisition, fulfillment and service initiatives.
- Investing in our branch office redesign strategy, which we believe will enhance the customer experience as well as contribute to increased customer activity and retention.
- Advancing and expanding Enhancing our digital capabilities, which entails continued digital investments to improve the overall customer experience. These investments include: continue to target improving our (i) improving the onboarding process through feedback, collaboration with our customers, and automation; process; (ii) simplifying and enhancing our shopping experience and app in China, which will help increase customer acquisition and retention; app; and (iii) enhancing our Associate-focused promotional, marketing content, which includes new videos and other training materials from our media studio in China. assets.
- Continuing to advance and build upon Expanding third-party research, collaborations, and partnerships. We are continuing our partnership partnerships, including those with the National Sports Training Bureau and we are looking for additional partnerships to promote our new Active Nutrition line. We also continue to work closely with Beijing University of Chinese Medicine (China) .

India and we hope to have meaningful results from many of these projects and to start commercializing products as soon as possible.

International Expansion

Late in the fourth quarter of 2023, we commenced operations in India and are optimistic about the long-term growth potential of this new market. In 2024, we will continue to execute our post-launch market growth strategy by supporting our India team, expanding the portfolio of products we offer in India, and enhancing our promotional and marketing assets in the market. We continue to believe that China represents a meaningful long-term growth opportunity for the Company, we also believe that growth opportunities exist in new international markets. Although we have not opened new markets during the COVID-19 pandemic, our team has continued and will continue to evaluate new market opportunities for USANA's business and has positioned USANA to announce and launch a new market in late 2023. business.

Business Development

Our strong balance sheet and our willingness to invest in growth continues to allow us to pursue a wide-range of opportunities that are additive to our long-term success. We will continue to pursue acquisition opportunities in the health and wellness space that strengthen, diversify, and grow our world-wide business by focusing on: (i) overall nutrition, (ii) vertical integration, (iii) product and category expansion, and (iv) geographic expansion.

In 2022, we completed the acquisition of two companies, Rise Bar and Oola Global, LLC "(Oola"). Rise Bar manufactures and sells high-quality protein bars that are formulated to help customers achieve their health goals through clean and simple ingredients. Oola is an emerging direct selling company that offers a personal development framework

that helps individuals create a life of balance, growth, and purpose. Although As Rise Bar and Oola will continue to operate and grow independently of USANA, we plan will continue to leverage their knowledge, experience, and technology to grow USANA's core business. We are will also utilizing continue to utilize USANA's assets and resources to generate support growth objectives for Rise Bar and Oola. For further details of these acquisitions, see Note B to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated by reference. In 2023, we will continue to pursue acquisition opportunities in the health and wellness space that strengthen, diversify, and grow our world-wide business by focusing on: (i) overall nutrition, (ii) vertical integration, (iii) product and category expansion, and (iv) geographic expansion.

Products

The following table summarizes information concerning our the principal product lines. lines of our Direct-selling segment.

Product Line/Category	Description	Percent of Product Sales by Fiscal Year	Product examples
USANA® Nutritionals Optimizers	Consists of targeted supplements designed to meet individual health and nutritional needs. These products support needs such as cardiovascular health, skeletal/structural health, and digestive health and are intended to be used in conjunction with the Essentials/CellSentials	2023 – 71% 2022 – 70% 2021 – 68% 2020 – 66%	Proflavanol® CoQuinone® 30 BiOmega-3™
Essentials/CellSentials®(1)	Includes core vitamin and mineral supplements that provide a foundation of advanced total body nutrition for every age group beginning with children 13 months of age.	2023 – 16% 2022 – 17% 2021 – 18% 2020 – 19%	USANA CellSentials Essentials HealthPak 100™
Foods(2)	Includes meal replacement shakes, snack bars, and other related products that promote healthy weight management, digestive health, energy and hydration through a holistic approach. These products can be used along with Essentials and Optimizers to provide a complete and healthy diet and sustained energy throughout the day.	2023 – 7% 2022 – 7% 2021 – 7% 2020 – 7%	Nutrimeal Fibergy RESET™ weight-management program

Product Line/Category	Description	Percent of Product Sales by Fiscal Year	Product examples
Personal care and Skincare	Includes our premium science-based personal care products and Celavive, our innovative skincare system formulated with our USANA InCelligence Technology®. Celavive offers a comprehensive skincare regimen benefiting multiple skincare types and ethnicities, upgraded science, and more noticeable user benefits.	2023 – 5% 2022 – 5% 2021 – 6% 2020 – 7%	Vitalizing Serum Protective Day Cream Replenishing Night Cream Protective Day Cream Perfecting Toner
All Other	Includes materials and online tools that are designed to assist our Associates in building their businesses and in marketing our products.	2023 – 1% 2022 – 1% 2021 – 1% 2020 – 1%	Associate Starter Kit Product Brochures Logo Merchandise

(1)Represents a product line consisting of multiple products.

(2)Includes our new Active Nutrition line, which launched in five markets in 2021 and all but two of our remaining markets through the third quarter of 2022. line.

In addition to the products described above, we offer products designed specifically for prenatal, infant, and young-child age groups in China. As we continue to focus on innovation, we will look for innovative product opportunities such as our Celavive and Active Nutrition product lines.

Total product sales, as a percentage of net sales, represented by our top-selling products for the last three fiscal years is as follows:

	Year Ended		
	2022	2021	2020
Key Product			
USANA Essentials/CellSentials	11 %	12 %	13 %

	Year Ended		
	2023		
Key Product			
USANA Essentials/CellSentials(1)			

	Year Ended		
	2023	2022	2021
Key Product			

USANA Essentials/CellSentials(1)								
USANA Essentials/CellSentials(1)						10 %	11 %	12 %
Proflavanol	Proflavanol	10 %	10 %	11 %	Proflavanol	10 %	10 %	10 %
Probiotic	Probiotic	10 %	9 %	9 %	Probiotic	9 %	10 %	9 %

(1) Represents specific products within the product line Essentials/CellSentials

Other top-selling products include our Hepasil, Soy Lecithin, and HealthPak™.

Geographic Presence

We have ongoing operations in the following markets, which are presented in two geographic regions: (1) Asia Pacific, and (2) Americas and Europe. Asia Pacific is further divided into three sub-regions: (i) Greater China, (ii) Southeast Asia Pacific, and (iii) North Asia. The countries included in these regions and sub-regions are described below:

Asia Pacific

(1) Asia Pacific is organized into three sub-regions: Greater China, Southeast Asia Pacific, and North Asia. Markets included in each of these sub-regions are as follows:

(i) Greater China - Hong Kong, Taiwan, and China. Our business in China is conducted by BabyCare

(ii) Southeast Asia Pacific – Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, Indonesia, and Indonesia India(2)

(iii) North Asia – Japan and South Korea

Americas and Europe

(2) Americas and Europe – United States, Canada, Mexico, Colombia, and Europe (the United Kingdom, France, Germany, Spain, Italy, Romania, Belgium, and the Netherlands)

(2) We commenced operation in this market near the end of the fourth quarter of 2023

Impact of Foreign Currency Exchange

Because we have operations in multiple markets, with sales and expenses generated and incurred in multiple currencies, our reported U.S. dollar sales and earnings can be significantly affected by fluctuations in currency exchange rates. In general, our operating results are affected positively by a weakening of the U.S. dollar and negatively by a strengthening of the U.S. dollar. In 2022, 2023, net sales outside of the United States represented approximately 89.4% 89.6% of consolidated net sales.

Research and Development

We focus our research and development (“R&D”) efforts on developing and bringing to market high quality, science-based products that promote long-term health and wellness. Our R&D activities include developing products that are new to USANA and new to the industry, updating existing USANA-brand formulas to keep them current with the latest science, and adapting existing formulas to meet ever-changing consumer preferences, and regulations in global markets.

When developing and manufacturing our products, we follow the highest applicable industry quality standards, as established by the U.S. Food and Drug Administration (“FDA”), U.S. Pharmacopeia (“USP”), and other leading non-governmental agencies (“NGO”). Our ingredients are selected to meet a number of criteria and our quality control is maintained through controlled sourcing of raw ingredients, manufacturing, packaging and labeling, with testing occurring at multiple stages throughout the manufacturing process.

Our scientific staff includes experts on human nutrition, cellular biology, biochemistry, genetics, the microbiome, natural product chemistry, foods and cosmetic science, and clinical research. These experts continually review the latest published research on nutrition, present their findings at scientific conferences, publish in scientific journals, and collaborate with third-party researchers and institutions to identify possible new products and product upgrade opportunities.

The R&D team is also involved in protecting our proprietary position with exclusive ingredients, proprietary formulations, product-specific scientific validation, and in some cases, patent protection. In 2020, we announced the issuance of U.S. Patent 10,632,101 for our InCelligence complex formula. Research continues to support our proprietary InCelligence technology, advances in microbiome supplementation, immune system support, stress adaptation, healthy aging, and brain health. In 2023, our research team experienced growth as we dedicated more resources to explore ingredients with a specific emphasis on cell-signaling. This expansion aims to uncover new leads for developing proprietary formulas intended to positively impact cellular health.

Our in-house research team has established and maintained good working relationships with scientists at a number of universities and research institutes, including the University of Washington, the University of Utah, The Foods for Health Institute at The University of California Davis, Roseman University of Health Sciences, University of Memphis, Beijing University of Chinese Medicine (China) ("BUCM"), Peking University (China), Central Queensland University (Australia), University of Ghent (Belgium), and other academic institutions globally. These relationships help us continue to advance our knowledge, expertise and leadership in several areas of applied human nutrition. Working with these

partners, we select products at all stages of development for preclinical and clinical studies. While several studies, were paused over the last few years due to the COVID-19 pandemic, in 2021we returned to conducting including funding multiple studies through BUCM. These preclinical and clinical studies are focused on cell-signaling and expect traditional Chinese medicine to accelerate the number serve as a pipeline of innovative ingredients. During 2023, we had seven clinical studies underway at multiple stages of completion. For completed studies, we conduct in published on manuscript, with the coming years.

When developing and manufacturing our products, we follow the highest applicable industry quality standards, as established by the U.S. Food and Drug Administration ("FDA"), U.S. Pharmacopeia ("USP"), other leading non-governmental agencies ("NGO"), and government agencies. Our ingredients are selected to meet a number of criteria, including, but not limited to safety, potency, purity, stability, bioavailability, and efficacy. We control the quality of our products throughout all our internal processes, beginning at the formulation stage. We maintain our quality control through controlled sourcing of raw ingredients, manufacturing, packaging and labeling, with testing occurring at several stages of manufacturing. others currently under data analysis or manuscript preparation.

In fiscal years 2023, 2022, 2021, and 2020, 2021, we expended $11.6 million $11.4 million, $11.1 $11.6 million, and $10.6 $11.1 million, respectively, on product R&D activities. Going forward, we We expect to continue to increase our spending and resources for investing in R&D to advance our expertise and leadership in cellular nutrition, as well as overall health and wellness. We In 2024, we plan to shift spending towards increased investments into early stage research and scientific investigations as we believe our attention to product quality trusted history of scientifically-supported products is a sustainable competitive advantage that also provides a substantial barrier to entry for competitors who wish to enter our space.

Manufacturing and Quality Assurance

We conduct manufacturing, production and quality control operations for approximately 65% 67% of our products in-house. We have established and maintain a manufacturing and quality control facility at our corporate headquarters in Salt

Lake City, Utah. In 2019, we added a 54,000 square foot manufacturing facility located adjacent to our corporate headquarters, which expanded our manufacturing capabilities to allow us to manufacture our food products in-house. This adjacent facility started to produce saleable product during the fourth quarter of 2020. BabyCare manufactures and produces a significant portion the majority of its products in-house and maintains manufacturing and quality control facilities in Beijing, China and Tianjin, China. This section of this Annual Report gives you more information about our manufacturing, production and quality control operations.

Manufacturing

Our production process uses automatic and semi-automatic equipment and includes the following activities by type:

	Tablet Manufacturing	Foods Manufacturing	Personal Care and Skincare Manufacturing
Auditing and qualifying suppliers of raw materials	x	x	x
Acquiring raw materials	x	x	x
Analyzing raw material quality	x	x	x
Weighing or otherwise measuring raw materials	x	x	x
Mixing raw materials into batches	x	x	x
Forming mixtures into tablets	x		
Converting batches into bars and/or finished powders		x	
Coating and sorting the tablets	x		
Analyzing tablet quality	x		
Analyzing bars and/or finished powder quality		x	
Analyzing liquid batch quality			x
Packaging finished products	x	x	x
Analyzing finished product quality	x	x	x

We conduct sample testing of raw materials, in-process materials, and finished products for purity, potency, and composition to determine whether our products conform to our internal specifications, and we maintain complete documentation for each of these tests. We employ a qualified staff of professionals to develop, implement and maintain a quality system designed to assure that our products are manufactured to our internal and applicable regulatory agency specifications.

Our Salt Lake City, Utah manufacturing facilities are registered, as required, with the FDA, Health Canada Natural Health Products Directorate, the Australian Therapeutic Goods Administration ("TGA"), and other governmental agencies. These and other various organizations and government agencies regularly audit this facility to assess, among other things, compliance with current Good Manufacturing Practices ("GMPs") and with labeling claims. Additionally, our Salt Lake City, Utah manufacturing facilities are certified, through inspection and audits, with the Islamic Foods and Nutrition Counsel of America in compliance with Halal, The Organized Kashrus Laboratories in compliance with Kosher, NSF International in compliance with product testing and GMPs, and the TGA in compliance with the current Therapeutic Goods Act in Australia.

The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs and pharmaceutical GMPs, with additional requirements that are specific to dietary supplements. We are audited by the FDA, specifically for dietary supplements, and have historically been found to be in compliance with GMPs for dietary supplements. Although the FDA has not promulgated GMPs for personal care items, it has issued guidelines for manufacturing personal care products. We voluntarily maintain compliance with the guidance established by the FDA and the Personal Care Products Council.

Our Beijing, China manufacturing facility is registered with State Administration of Market Regulation ("SAMR"), which includes the China Food and Drug Administration. Our facility in Beijing is audited regularly by various organizations and government agencies to assess, among other things, compliance with applicable GMPs, and with labeling claims.

Third-Party Suppliers and Manufacturers

We contract with third-party suppliers and manufacturers for the production of certain of our products, which account for approximately 33%35% of our product sales. These third-party suppliers and manufacturers produce and, in most cases, package these products according to formulations that have been developed by or in conjunction with our in-house product development team. These products include most of our gelatin-capsulated supplements, Rev3 Energy® Drink, Probiotic,

Probiotics, and powdered drink mixes. In 2024, our intention is to continue transitioning the production of our powdered drink mixes foods, and certain personal care and skincare products, including to our Celavive line for markets outside of China. USANA North facility.

Products manufactured by third-party suppliers at their locations must also pass through quality control and assurance procedures to ensure they are manufactured in conformance with our specifications. As noted above, with the expansion of our manufacturing facility in Salt Lake City, Utah, we are able to manufacture our foods product line. Additionally, we plan to increase the proportion of the personal care and skincare products that we manufacture. This will reduce our reliance on third-party suppliers and manufacturers and add to our operating strengths, which are described below in this Annual Report.

Quality Control and Assurance

We have in-house microbiology and analytical chemistry labs in which we conduct quality control processes. In our microbiology laboratory, scientists test for biological contamination of raw materials and finished goods. In our analytical chemistry laboratory, scientists test for chemical contamination and accurate levels of active ingredients in both raw materials and finished products. Scientists also identify and confirm all raw materials used in the manufacturing process through scientifically valid means. Both laboratories conduct stability tests on finished products to determine the shelf life of our products. Our Salt Lake City, Utah laboratory staff also performs chemical assays on vitamin and mineral constituents, using USP methods and other internally validated methods. In addition to our quality control and clinical laboratories, both our headquarters and China facilities also house a laboratory designated for R&D.

Raw Materials

Most of the raw ingredients used in the manufacture of our products are available from a number of suppliers. Our raw material suppliers must demonstrate stringent process and quality control before we use their products in our manufacturing process. When supplies of certain raw materials have tightened, we have been able to find alternative sources of raw materials, and believe we will be able to do so in the future, if the need arises.

Distribution and Marketing

General

We distribute our products internationally through direct selling, which entails person-to-person marketing and selling of products. Direct selling is based on the strength of personal relationships and recommendations that frequently come from friends, neighbors, relatives, and close acquaintances. We believe that direct selling is an effective way to distribute our products because it allows person-to-person product education, as well as higher levels of customer service, all of which are not as readily available through other distribution channels.

Structure of Direct Selling Program

Overview. Although our direct selling philosophy and strategy are generally consistent in our markets around the world, certain aspects of our business may differ from market to market as a result of different legal and regulatory regimes, operational requirements or other factors. These differences may include how individuals join USANA, the compensation they are paid, the products they sell, and other components of their relationship with USANA. For example, China has enacted and maintains unique business laws and regulations governing direct selling that differ materially from our other markets around the world. Consequently, we have adjusted our direct selling program in China to comply with these laws and regulations. To do this, we operate our business in China through BabyCare. BabyCare utilizes a business model in China that is consistent with the philosophy of our world-wide business model, but different differs in structure from our other markets. These differences are explained below under "China Business."

Associates. Outside of China, a person who wishes to sell USANA products must join our independent sales force as an Associate. A person becomes a USANA Associate by completing an application under the sponsorship of an existing Associate. The new Associate then becomes part of the sponsoring Associate's sales organization. New Associates must agree to adhere to the USANA policies and procedures. Under our policies and procedures, Associates may not, among other things: (i) use deceptive or unlawful practices to sell USANA products; (ii) make deceptive or unlawful claims or representations concerning our products or Compensation Plan; or (iii) sell competitive products to other USANA

Associates or solicit USANA Associates to participate in other direct selling opportunities. Associates who violate our policies are subject to discipline, which may include the termination of their purchase and distribution rights. New Associates are required to purchase a starter kit that includes a detailed manual describing our business and products, as well as our policies and procedures. We sell these kits at a nominal price averaging approximately $19 $15 in each of our

markets and these kits are fully refundable under our return policy, which is described elsewhere in this report. No other direct investment is required to become an Associate.

Once a person becomes an Associate, she, he, or they may purchase products directly from us at wholesale prices for their personal use and for resale to customers. Our Associates are also entitled to build sales organizations by attracting, enrolling and selling product to new customers. Associates are not required to recruit or sponsor new Associates and we do not compensate Associates for sponsoring or recruiting Associates. The sponsoring of new Associates results in the creation of multiple levels within our direct sales selling structure. Sponsored Associates are referred to as part of the sales organization of the sponsoring Associate. New Associates in turn may sponsor new Associates and Preferred Customers, creating additional levels in their sales network, but also forming a part of the same sales organization as the original sponsoring Associate. As outlined below, Associates who are interested in earning income with USANA must successfully sell USANA products and establish a network of product consumers in order to qualify for commissions, including bonuses. Subject to payment of a minimal annual account renewal fee, Associates may continue to distribute or consume our products as long as they adhere to our policies and procedures.

Associate Compensation. This section describes our Associate Compensation Plan generally, except for our China operations, which are discussed separately below under the caption “China Business.” Our Compensation Plan provides several opportunities for Associates to earn compensation, provided they are willing to work consistently at (i) sharing, marketing and selling USANA products to consumers and (ii) building, training, and retaining their sales organizations. The purpose behind each form of compensation under our Compensation Plan is to reward committed Associates for generating product sales either directly or indirectly through their sales organization and network of product consumers.

Associates can earn compensation under the Compensation Plan in four ways:

- *Commissions*. The primary way an Associate is compensated is through earning commissions. Associates earn commissions by generating sales volume points, which are based on product sales of their sales organization. We have assigned each of our products a sales volume point value comprised of a certain percentage of the product price in U.S. dollars. To be eligible to earn commissions, an Associate must sell a certain amount of product each month. Associates do not earn commissions for simply recruiting and enrolling others in their organization. Commissions are paid only on the sale of products. In most markets, we pay Associates their commissions on a weekly basis.

- *Bonuses*. We offer Associates several bonus opportunities, including our leadership bonus, elite bonus, and lifetime matching bonus. These bonus opportunities are based on a pay-for-performance philosophy and, therefore, are paid out when the Associate achieves certain performance measures.

- *Retail Mark-Ups*. As discussed previously, in markets where retail mark-ups are permitted, our Associates purchase products from us at the Preferred Price and may resell them to consumers at higher retail prices. This allows the Associate to retain the retail mark-up as another form of compensation.

- *Contests and Promotions*. We regularly sponsor contests and promotions designed to incentivize Associates to generate sales, grow their active Customer base and ultimately increase the number of USANA product users. These promotions are also based on a pay-for-performance philosophy and, therefore, are only paid upon the achievement of certain objectives.

With the exception of our China market (discussed below), we endeavor to integrate our Compensation Plan seamlessly across all markets where legally permissible, allowing Associates to receive commissions for global product sales. This seamless sales organization structure is designed to allow Associates to build a global network by establishing or expanding their sales organization in any of the markets where we operate. We believe our Compensation Plan significantly enhances our ability to expand internationally, and we intend to continue to integrate new markets, where permitted, into our Compensation Plan.

Preferred Customers and Retail Customers. We also sell products directly to Preferred Customers and retail customers who purchase the products only for their personal use. Preferred Customers enroll with USANA, generally through an introduction by an Associate, and purchase product directly from the Company. Retail customers, however, generally purchase directly from Associates. Neither Preferred Customers nor retail customers may resell or distribute our

products, regardless of where they purchased them. To sell USANA products, a Preferred Customer or retail customer must become an Associate.

These various customer programs give us access to a customer market that would otherwise be missed, by targeting consumers who enjoy USANA products, but who prefer not to maintain a distribution relationship with us.

Although our policies prohibit Preferred Customers and retail customers from engaging in retail sales of products, they may enroll as Associates at any time in the future, if they desire.

Affiliate program. We offer an Affiliate Program where Affiliates receive unique links to share with others. Affiliates earn a commission on all orders placed through their links, with commission percentages ranging from 15-20% of the product sale amount based on the product category.

China Business. As explained above, the Chinese government maintains direct selling laws and regulations that differ materially from our other markets around the world. Although these laws and regulations permit direct selling, they impose a number of financial and operational restrictions, including a prohibition of pyramid selling and multi-level compensation systems. The Chinese government has also implemented a number of administrative and regulatory measures around direct selling to control these prohibited activities. To reduce the risk that the Chinese government might view BabyCare's business model as conflicting with these laws and regulations, BabyCare utilizes a business model that is different from the model we use elsewhere in the world. BabyCare's business model has been developed specifically for the China market and is based on, among other things: (i) BabyCare's communications with the Chinese government, (ii) BabyCare's interpretation of China's direct selling laws and regulations, as well as its understanding of how the government interprets and enforces these laws and regulations, and (iii) BabyCare's understanding of how other multinational direct selling companies operate in China. Consequently, individuals who join BabyCare in China do not participate in our Compensation Plan outside of China; instead, they are compensated under BabyCare's compensation plan, which has been established for China. Notwithstanding the foregoing, BabyCare has not received approval from the Chinese government that its business model, compensation plan or operations comply with applicable laws and regulations, including those pertaining to direct selling.

BabyCare sells products in China through a variety of methods, including: (a) online through its website; (b) at physical branch retail locations; (c) through direct sellers in provinces and municipalities where BabyCare has received a direct selling license granted by the local provincial government; and (d) through independent distributors who are considered independent business owners under Chinese law. Individuals who reside in China and who are interested in being part of our business in China may do so by enrolling with BabyCare. While the process for enrolling with BabyCare is similar to the process for joining our business in other markets, individuals must initially enroll with BabyCare as a China Preferred Customer ("CPC"). CPCs are similar to Preferred Customers in our other markets, but CPCs may also refer other CPCs in China and receive free product value from us on future product purchases based on the volume of product purchased by CPCs they have referred.

A CPC may become a direct seller or independent distributor (which we report collectively as Associates) in China by electing to do so and agreeing to adhere to BabyCare's policies and procedures in China. Our direct sellers in China are permitted by our policies and the terms of our direct selling licenses to sell product away from fixed retail locations in the provinces and municipalities where BabyCare has been granted a local direct selling license. Direct sellers are compensated for their sales under BabyCare's compensation plan and do not receive compensation for promotional, marketing, or sales services that independent distributors are eligible to receive (as described below). Independent distributors are independent business owners who sell BabyCare's products in China and also provide promotional, marketing, and sales services for BabyCare in China. Under BabyCare's compensation plan, independent distributors are compensated not only for their own product sales, but also for their productivity in providing promotional, marketing and sales services. BabyCare's compensation to its independent distributors for these services is intended and designed to be business-to-business compensation under Chinese law. To calculate independent distributor compensation for these services, we (i) use our world-wide Compensation Plan to track sales volume, and other metrics for the group of CPCs, distributors and others in China to whom the independent distributor provides promotional, marketing and sales services on behalf of BabyCare; (ii) calculate the fee-based compensation for the various services performed by the distributor; and (iii) pay the corresponding service fee to the independent distributor in China on a monthly basis. The fee-based compensation we pay our China independent distributors is comparable to the compensation available to our Associates in other markets and competitive with other direct selling companies in China.

BabyCare's business model, compensation plan, and operations in China involve certain risks and uncertainties, as discussed further in *Item 1A. Risk Factors*. We endeavor to mitigate these risks and uncertainties through various measures, including by seeking to understand and obey laws and regulations, training our employees and sales force, engaging in dialogue with government officials to better understand their goals and explain our plans, and cooperating in inquiries and other matters of interest to regulators. However, these efforts do not completely eliminate the significant risks associated with BabyCare's operations in China.

Associate Training and Motivation. Initial training of Associates about USANA, our products and Compensation Plan, and global direct selling in general, is provided primarily by an Associate's sponsor and others in the Associate's

sales organization. We develop and provide training materials and sales tools to assist Associates in building their businesses, and we provide reprints from commercial publications that feature USANA that may be used as sales tools. We also sponsor and conduct regional, national, and international Associate events, as well as intensive leadership training seminars. Attendance at these sessions is voluntary, and we undertake no generalized effort to provide individualized training to Associates, although experience shows that the most effective and successful Associates tend to be those who participate in such training activities. Although we provide leadership training and sales tools, we ultimately rely on our Associates to sell our products, attract new customers to purchase our products, and to educate and train new Associates regarding our products and Compensation Plan.

Operating Strengths

Our principal objective is to improve the overall health and nutrition of individuals and families around the world. We do this through developing and manufacturing high-quality, science-based nutritional, and personal care and skincare products that promote long-term health, and providing a global direct selling opportunity for our Associates who desire to distribute our products and earn supplemental income. Our strategy is to capitalize on our operating strengths, which include (i) a strong R&D program; (ii) significant in-house manufacturing capability; (iii) high quality science-based products; (iv) an equitable Associate Compensation Plan; (v) a scalable business model; and (vi) an experienced management team.

Emphasis on Research and Development. We have a technical team of experienced scientists, including several holding doctoral degrees, quality engineers, and regulatory specialists who contribute to our R&D activities. In our R&D laboratories, our scientists and researchers:

- Investigate activities of natural extracts and formulated products in laboratory and clinical settings;
- Identify and research combinations of nutrients that may be candidates for new products;
- Develop new nutritional ingredients for use in supplements;
- Study the metabolic activities of existing and newly identified nutritional ingredients;
- Enhance existing USANA brand products, as new discoveries in nutrition, personal care and skincare are made;
- Formulate products to meet diverse regulatory requirements across all of our markets; and
- Investigate processes for improving the production of our formulated products.

Our in-house research team also conducts double-blind, placebo-controlled, clinical studies, which are intended to further evaluate the efficacy of our products. In addition, we collaborate with outside research organizations to further support various aspects of our R&D efforts. Our in-house research team has funded clinical research programs and works closely with scientists at a number of universities and research institutes, including those listed under the caption “Research and Development” above, to maintain our leadership in clinical research in nutrition, oxidative stress, glycemic stress, chronic inflammation and health implications of the microbiome. It is through our internal R&D efforts, as well as our relationships with outside research organizations and health care providers, that we can provide what we believe to be some of among the highest quality health products in the industry.

In-house Manufacturing. We manufacture products that account for approximately 65% 67% of our product sales. We believe that our ability to manufacture our own products in-house is a significant competitive advantage for the following reasons:

- We can better control the quality of raw materials and finished products;
- We can more reliably monitor the manufacturing process to better guarantee potency and bioavailability and to reduce the risk of product contamination;
- We can better control production schedules to increase the likelihood of maintaining an uninterrupted supply of products for our customers;
- We are able to produce most of our own prototypes in the research phase of product development; and
- We are better able to manage the underlying costs associated with manufacturing our products.

Science-based Quality Products. As a result of our emphasis on R&D and our in-house manufacturing capabilities, we have developed a line of high quality products that we believe provide health benefits to our customers. Our products have been developed based on a combination of published research, in-house laboratory and third-party clinical studies, and sponsored research.

Equitable Associate Compensation Plan and Support. We are committed to increasing our product sales by providing a competitive compensation plan that attracts and retains Associates who constitute our sales force. We motivate our Associates by paying incentives on a weekly basis, in most markets. Where permissible, our Compensation Plan is implemented as a global-seamless plan, meaning that Associates can be compensated each week for their business success in any market in which they have product consumers and/or a sales organization where we conduct business. Our China operations maintain their own compensation plan, which is structured differently than our plan in other markets. In China, we pay Associates on a monthly basis.

To support our Associates, we sponsor virtual and in-person meetings and events throughout the year, where we offer information about our products and our global direct selling system. These meetings are designed to assist Associates in business development and to provide a forum for interaction with some of our Associate leaders and with members of our management team. Throughout the COVID-19 pandemic, we held meetings and events with our Associates using a predominantly virtual meeting strategy; however, in markets where health and safety best practices have allowed us to safely do so, we have held in-person meetings. Our strategy in 2023, 2024, and going forward, is to return to offer in-person meeting meetings and events with our Associates to the extent health and safety practices make it possible. Our plan is to continue to leverage a virtual meeting element as a component of our in-person meetings. We also provide low-cost sales tools and resources, which we believe are an integral part of building and maintaining a successful home-based business for our Associates.

In addition to company-sponsored meetings, sales tools and resources, we maintain a website exclusively for our Associates, where they can access the latest USANA news, obtain training materials, manage their personal information, enroll new customers, shop for products, and register for company-sponsored events. Additionally, through this website, Associates can access other online services to which they may subscribe. For example, we offer an online business management service, which includes a tool that helps Associates track and manage their business activity, a personal webpage to which prospects or retail customers can be directed, and e-cards for advertising.

We also believe that recognition is an important factor in supporting and retaining our Associates. We understand that being a successful USANA Associate requires hard work and dedication, and we celebrate key achievements and rank advancements of our Associates. We believe that our recognition programs greatly contribute to our ability to

retain our Associates.

Business Model. We believe that our direct-selling business model provides, among others, the following advantages:

- No requirement for a company-employed sales force to sell our products, with a relatively low incremental cost to add a new active Customer;
- Commissions paid to our Associates are tied to sales performance;
- Accounts receivable are minimal because payment is required at the time an active Customer purchases product;
- A stream of recurring revenue generated from our monthly product subscription program known as “Auto Order,” which we utilize in all of our markets (this program offers a 10% price discount and represented 65% of our product sales volume for the year ended December 31, 2022 December 30, 2023); and
- The ability to expand into new international markets with moderate investment because we generally maintain only warehouse facilities, customer support, and minimal administrative facilities in those international markets. Larger markets, including China, however, require more significant local investment.

Experienced Management Team. Our management team includes individuals with expertise in various scientific and managerial disciplines, including global direct selling, nutrition, product research and development, international development, marketing, sales, information technology, manufacturing, accounting and finance, legal, regulatory, and development, marketing, sales, information technology, manufacturing, finance, legal, regulatory, and operations. This team is responsible for supporting growth, R&D, international expansion, strengthening our financial condition, and improving our internal controls.

Competition

Our industry is very competitive and the barriers to entry are not significant. We compete with manufacturers, distributors, and retailers of nutritional products in many channels, including global direct selling, specialty retail stores, wholesale stores, and the internet generally. We also compete with other public and privately owned global network marketers for distributor talent, including for example Amway, Herbalife, and Nu Skin. On both fronts, compared to USANA, some of our competitors are significantly larger, have a longer operating history, higher visibility and name recognition, and greater financial resources. We compete with these entities by emphasizing to our Associates, Preferred Customers, and potential customers the strengths of our business, as described in the *"Operating Strengths"* section above.

Product Returns

Product returns have not been a material factor in our business, totaling approximately 0.7% 0.6%, 0.6% 0.7%, and 0.7% 0.6% of net sales in 2023, 2022, 2021, and 2020, 2021, respectively. Customer satisfaction has always been and will continue to be a hallmark of our business. We believe that we have always offered a generous product return policy. Our standard return policy allows customers to receive a 100% refund on the purchase price on all product orders that are unused and returned within the first 30 days following purchase. Additionally, we offer a 100% refund of the sales price on all product orders that are unused and resalable up to one year from the date of purchase. This standard policy differs slightly in a few of our international markets due to applicable regulations in those markets. To avoid manipulation of our Compensation Plan, return of product when the purchase amount exceeds $100 and the product was not damaged at the time of receipt by the Associate may result in cancellation of an Associate’s distributorship.

Major Customers

We sell product to independent Associates, Preferred Customers, and Preferred Customers. retail customers. No single Associate or Preferred Customer accounted for 10% or more of net sales in any of the last three fiscal years. Notwithstanding the foregoing, the nature of our business model results in a significant amount of sales to several different Associate leaders and their sales organizations. Although no single Associate accounted for 10% or more of our annual net sales, the loss of a key Associate leader or that Associate’s sales organization could adversely affect our net sales and our overall operating results. See *“Item 1A. Risk Factors.”*

Associate Compliance

Our reputation depends upon the quality of our products and the integrity of our Associates. We continually monitor and review our Associates’ compliance with our policies and procedures as well as the laws and regulations applicable to our business around the world. Part of this review entails an assessment of our Associates’ sales activities to ensure that they are actually selling products to consumers. Our policies and procedures require Associates to present our products and the USANA opportunity ethically and honestly. Associates are not permitted to make claims about our products or Compensation Plan that are not consistent with our policies and procedures and applicable laws and regulations. The majority of our Associates use marketing and promotional materials provided by USANA. Associates are permitted to produce their own marketing and promotional materials. However, prior to doing so, Associates are required to complete an Advertising Certification to help educate them and prevent them from making unapproved product and business claims. claims (with the exception of Mainland China where Associates are only allowed to use advertising material created by the Company).

In the ordinary course of our business, we encounter Associates who fail to adhere to our policies and procedures. We systematically review reports of alleged Associate misbehavior. Infractions of the policies and procedures are reported to our Ethics and Education group, who determine what, if any, disciplinary action is warranted in each case. More serious infractions are also reported to our Ethics Committee, which includes USANA executives. If we determine that an Associate has violated any of our policies and procedures, we may take a number of disciplinary actions, including warnings, fines or probation. Among other measures, we may also withdraw or deny awards, suspend privileges, withhold commissions until specific conditions are satisfied, or take other appropriate actions in our discretion, including termination of the Associate’s purchase and distribution rights.

Because we believe that Associate compliance is critical to the integrity of our business, we are aggressive in ensuring that our Associates comply with our policies and procedures. When an Associate fails to comply with our policies and procedures, we may terminate the Associate’s purchase and distribution rights. From time to time, we become involved

in litigation with Associates whose purchase and distribution rights have been terminated. We consider such litigation to be routine and incidental to our business and we will continue to be aggressive in ensuring that our Associates comply with our policies and procedures.

Information Technology

We believe that the ability to efficiently manage sales, active Customer data, distribution, compensation, manufacturing, inventory, accounting and finance, and communication functions through the use of secure, sophisticated, and dependable information processing systems is critical to our success. We continually evaluate changes in the information technology environment in connection with our efforts to capitalize on new technologies, keep pace with regulatory standards, and secure our systems and data. Over the last several years, we have meaningfully invested in technology systems and infrastructure to create a better overall customer experience for our customers and we will continue to invest in this area going forward.

Our information technology resources are maintained primarily by our in-house staff to optimally support our customer base and core business processes. Our IT staff manages an array of systems and processes that support our global operations 24 hours a day and 365 days a year. Three Below is a list of our most critical applications include: applications:

- A web-based application and native mobile applications that provides provide online services to Associates, such as training sessions, and presentations, various communication tools, online shopping, enrollment, a real-time reporting engine, USANA and product information, web hosting, email, and other tools to help Associates effectively manage their business and sales organizations;
- A web-based order-entry system that handles order entry, customer information, compensation, Associate business structure, returns, invoices, and other transactional-based processes; and
- A fully integrated world-wide Enterprise Resource Planning (“ERP”) system that handles accounting, human resources, inventory management, production processes, quality assurance, and reporting requirements in a multinational environment.

Our web applications are supported by a clustered environment providing high availability. All production systems vital to the functioning of our organization are fully backed up and stored off-site to mitigate the risk of significant interruption of our business in the event of a disaster at the locations of our primary servers.

For information regarding technology-related risks, see the information in *“Item 1A: Risk Factors.”*

Regulatory Matters

General. In every jurisdiction in which we operate, our business is subject to extensive governmental regulation. These regulations exist at various national and local levels and pertain to our products, direct selling, and other aspects of our business. In this section, we describe the material regulations that are applicable to our business.

Product Regulation. Numerous governmental agencies regulate the formulation, manufacturing, holding, packaging, labeling, advertising, promoting, importing, distributing, shipping, and selling of health supplements, cosmetics, and foods. In the United States, these agencies include the Federal Trade Commission (“FTC”) under the FTC Act, as amended, the FDA, under the Food, Drug, and Cosmetic Act, as amended (“FDCA”) and related regulations, the Consumer Product Safety Commission, the U.S. Department of Agriculture, the Environmental Protection Agency, the United States Customs and Border Patrol, and the United States Postal Service.

Our largest selling product group includes products that are regulated as dietary supplements under the FDCA. Dietary supplements are also regulated in the United States under the Dietary Supplement Health and Education Act of 1994, as amended (“DSHEA”), which we believe is generally favorable to the dietary supplement industry. Some of our powdered drink, food bar, and other nutrition products are regulated as foods under the Nutrition Labeling and Education Act of 1990, as amended (“NLEA”). The NLEA establishes requirements for ingredient and nutritional labeling including product labeling claims. The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs and Pharmaceutical GMPs, with additional requirements that are specific to dietary supplements. We are audited annually by the FDA, specifically for dietary supplements and have been found in compliance with GMPs for dietary supplements. The Dietary Supplement & Nonprescription Drug Consumer Protection Act requires manufacturers of dietary supplements and over-the-counter (“OTC”) products to notify the FDA when they receive reports of serious adverse events occurring within the United States. We have an internal adverse event reporting system that has been in place for several years, and we believe that we comply with this law.

In general, our personal care and skincare products, which are regulated as cosmetic products by the FDA, are not subject to pre-market approval by that agency. Cosmetics, however, are subject to regulation by the FDA under the adulteration and misbranding provisions of the FDCA. Cosmetics also are subject to specific labeling regulations, including warning statements, if the safety of a cosmetic is not adequately substantiated or if the product may be hazardous, as well as ingredient statements and other packaging requirements under The Fair Packaging and Labeling Act. Cosmetics that meet the definition of a drug, such as sunscreens, are regulated as drugs. OTC drug products, including cosmetics, may be marketed if they conform to the requirements of the OTC monograph that is applicable to that drug. Drug products not conforming to monograph requirements require an approved New Drug Application (“NDA”) before marketing may begin. Under these provisions, if the agency were to find that a product or ingredient of one of our OTC drug products is not generally recognized as safe and effective or is not included in a final monograph that is applicable to one of our OTC drug products, we would be required to reformulate or cease marketing that product until it is the subject of an approved NDA or until the time, if ever, that the monograph is amended to include such product.

Advertising of our products in the United States is subject to regulation by the FTC under the FTC Act. Claims by us or our Associates about our products that cannot be adequately substantiated may be considered unfair or deceptive acts or practices and may expose us to liability under the FTC Act. In recent years, the FTC has initiated numerous investigations of and actions against companies that sell dietary supplement, weight-management, and cosmetic products. We believe that we have adequate substantiation for all

material advertising claims that we make for our products in the United States, and we believe that we have organized the documentation to support our advertising and promotional practices. However, no assurance can be given that the FTC would reach the same conclusion if it were to review or question our substantiation for our advertising claims in the United States.

The FTC may enforce compliance with the law in a variety of ways both administratively and judicially, using compulsory process, cease and desist orders, and injunctions. FTC enforcement can result in orders requiring, among other things, limits on advertising, corrective advertising, consumer redress, divestiture of assets, rescission of contracts, and such other relief as the agency deems necessary to protect the public. During 2020, for example, the FTC sent warning letters to several nutrition companies and direct-selling companies in connection with advertising claims that the companies and/or their distributor sales people were making about the respective company's products product's ability to prevent or treat COVID-19. Failure to adhere to FTC warning letters or other orders can result in substantial financial or other penalties. Although, to our knowledge, we have not been the subject of any action by the FTC, no assurance can be given that the FTC will not question our advertising or other operations in the United States in the future. Any action in the future by the FTC could materially and adversely affect our ability to market our products successfully in the United States.

The manufacturing, labeling, and advertising of our products are also regulated by various governmental agencies outside the United States in each country where they are distributed. In China, our nutritional products are typically classified as “health functional foods” and our personal care and skincare products are classified typically as “non-special use cosmetics.” The registration process for health functional foods in China is complex and can be unpredictable. It generally requires extensive analysis and approval by the SAMR. As a result, it can take several years to register a product as a health functional food in China. While all products currently sold by BabyCare in China have been registered with the SAMR, we continue to work through the registration process for other health functional food products, which we also hope to begin selling through BabyCare in the future. SAMR and other governmental agencies also enforce advertising and other regulations that restrict the ability of health products product companies to advertise the benefits of their products in China.

In Australia, the TGA regulates product registration, labeling and manufacturing. In Japan, the Ministry of Health, Labor and Welfare regulates these activities. Upon entering a new market, prior to commencing operations or marketing products, we may be required to obtain approvals, licenses, or certifications from that country’s Food Administration, Ministry of Health or comparable agency. Approvals or licensing may be conditioned on reformulation of USANA products for the particular market or approval or licensing otherwise may be unavailable with respect to certain products or product ingredients in a given market.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, would have on our business. Future changes could include requirements for the reformulation of certain products to meet new standards, the recall or discontinuation of certain products that cannot be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling, and additional scientific substantiation.

Any or all of these requirements could have a material adverse effect on our business, financial condition, and operating results.

Direct Selling Regulation. Various laws and regulations in all of our markets regulate direct selling. These laws and regulations exist at many levels of government in many different forms, including statutes, rules, regulations, judicial decisions, and administrative orders. Direct selling regulations are inherently fact-based and often do not include “bright line” rules. In most of our markets, these regulations are subject to discretionary interpretation by regulators and respective legal authorities. Consequently, the regulations, or a regulator’s interpretation and enforcement of the regulations, could change at any time. If that were to occur, we may be required to change our business model in the respective market in an effort to comply.

In the United States, the FTC has jurisdiction to regulate direct selling companies under the FTC Act. The FTC’s interpretation of the applicable direct selling laws and regulations has evolved over the last several years as represented in various consent orders between the FTC and certain direct selling companies, guidance issued by the FTC to the direct selling industry and informal communications from the FTC to the industry. The FTC, through these consent orders, guidance and communications, has addressed a variety of consumer protection issues, including misleading earnings representations by a company or its independent distributors, as well as the fairness and legal compliance of a company’s business model and distributor compensation plan. For example, in 2020, the FTC sent warning letters to several direct-selling companies in connection with income claims allegedly made by the companies and/or their distributor sales forces in the context of the respective company's business opportunity during the COVID-19 pandemic. The consent orders, guidance and communication from the FTC have also created a degree of ambiguity and uncertainty regarding how the FTC and other regulators will interpret the laws, regulations and judicial precedent applicable to direct selling in the United States. In October 2021, the FTC, pursuant to its Penalty Offense Authority under the FTC Act, sent letters to over 1,100 companies, including USANA, warning them that the FTC could seek penalties of up to $43,792 per violation for conduct determined to be unfair, deceptive, or otherwise unlawful in certain prior FTC actions. The letter did not accuse any recipient company, including USANA, of engaging in unlawful conduct. But if the FTC later alleges that we have engaged in acts or practices found to be unfair, deceptive, or unlawful in the actions referenced in the letters, we could be at risk of penalties and other potential liability.

As noted above, the Chinese government has adopted direct selling laws and regulations that contain a number of financial and operational restrictions on direct selling companies, as well as prohibitions on pyramid selling and multi-level compensation. These regulations are subject to discretionary interpretation and enforcement by various municipal, provincial and state officials in China. Departments within the Chinese government that regulate direct selling include the Ministry of Commerce (“MOFCOM”), the Ministry of Public Security (“MPS”) and their regional and local counterparts. BabyCare’s business model has been developed specifically for China based on, among other things: (i) BabyCare’s communications with the Chinese government, (ii) BabyCare’s interpretation of the direct selling laws and regulations, as well as its understanding of how the government interprets and enforces the regulations, and (iii) BabyCare’s understanding of how other multinational direct selling companies operate in China.

Notwithstanding the foregoing, the direct selling industry in China, as well as the regulatory environment for the industry, continues to evolve and receive significant attention and scrutiny from the Chinese government and the Chinese media. In 2019, following unfavorable media coverage of certain health product companies and direct selling companies, several departments of the Chinese government, including SAMR, MPS, and MOFCOM, initiated a review of health product and direct selling companies. This review required direct-selling companies in China such as BabyCare to conduct a self-assessment of the regulatory compliance of their business (including product regulatory compliance and direct selling regulatory compliance) and to provide information to the Chinese government regarding that assessment. The review also entailed a review of direct sellers' regulatory compliance by various departments of the Chinese government. During this review, the Chinese government, among other things, instructed direct selling companies not to hold large distributor meetings, and suspended its application review process for direct sales selling licenses and authorizations. The Chinese government has yet to re-open the application review process for direct sales selling licenses and authorizations or indicate if or when it plans to do so. The Chinese government's scrutiny of the direct selling industry has been higher following the 2019 review.

The Chinese government has taken action historically against direct selling companies that it believes have violated the government's direct selling regulations and anti-pyramiding laws. The government's action in this regard has entailed investigating direct selling companies and their distributors, imposing significant fines and, in some cases, shutting down companies it believed to be in violation. Historically, there have been instances when inquiries or complaints about BabyCare's business resulted in warnings from the Chinese government, as well as the payment of fines by BabyCare or its distributors.

BabyCare has obtained direct selling licenses in certain provinces and municipalities in China, but must obtain others from additional provinces and municipalities if it is to continue to expand its direct selling business model in China. As of the date of this Annual Report, BabyCare has been granted licenses to engage in direct selling in the provinces and municipalities of Beijing, Jiangsu, Shaanxi, and Tianjin.

Direct selling companies, and the industry in general, continue to experience significant media and public scrutiny. Several companies similar to USANA recently have been scrutinized and penalized in several markets where we operate, including the United States, Canada, China, Japan, and South Korea. This scrutiny, along with the uncertainty of the laws and regulations pertaining to direct selling in many countries, can affect how a regulator or member of the public, including investors, perceives us. For instance, there has been significant media and short-seller attention given to the viability and legality of direct selling in the United States and China over the past few years. This attention has led to intense public scrutiny of our industry, as well as volatility in our stock price and the stock prices of other direct selling companies who operate in the same markets. We cannot predict the impact that this scrutiny may have on our business or industry in the future.

We detail more of the various risks associated with the regulation of our overall business, direct selling business model and Compensation Plan in this Annual Report in *"Item 1A. "Risk Factors."*

Transfer Pricing Regulation. In the United States and many other countries, we are subject to transfer pricing and other tax regulations designed to ensure that appropriate levels of income are reported by our United States or international entities and taxed accordingly. We have adopted transfer prices, which are supported by formal transfer pricing studies for the sale of products to our subsidiaries in accordance with applicable transfer pricing laws. In addition, we have entered into agreements with our subsidiaries for services and other contractual obligations, such as the payment of Associate incentives that are also supported by the same formal transfer pricing studies. We have experienced instances in the past where international taxing authorities have successfully challenged our transfer pricing calculations and agreements and assessed us additional tax. Going forward, if the U.S. Internal Revenue Service ("IRS") or the taxing authorities of any other jurisdiction successfully challenge these agreements or require changes in our standard transfer pricing practices for products, we could become subject to higher taxes and our earnings could be adversely affected. The tax treaties between the United States and most countries provide competent authority for relief to avoid any double taxation. We believe that we operate in compliance with all applicable transfer pricing regulations. There can be no assurance, however, that we will continue to be found to be operating in compliance with transfer pricing regulations or that those laws will not be modified, which may require that we change our operating procedures.

Intellectual Property

Trademarks. We have developed and use registered trademarks in our business, particularly relating to our product names. We own 28 30 trademarks that are registered with the U.S. Patent and Trademark Office. Federal registration of a trademark enables the registered owner of the mark to bar the unauthorized use of the registered mark by a third party in connection with a similar product in similar channels of trade anywhere in the United States, regardless of whether the registered owner has ever used the trademark in the area where the unauthorized use occurs. We have filed applications and own trademark registrations, and we intend to register additional trademarks in countries outside the United States where USANA products are or may be sold in the future. Protection of registered trademarks in some jurisdictions may not be as extensive as the protection in the United States.

We also claim ownership and protection of certain product names, unregistered trademarks, and service marks under common law. Common law trademark rights do not provide the same level of protection that is afforded by the registration of a trademark. In addition, common law trademark rights are limited to the geographic area in which the trademark is actually used. We believe these trademarks, whether registered or claimed under common law, constitute valuable assets, adding to recognition of USANA and the effective marketing of USANA products. Trademark registration once obtained is essentially perpetual, subject to the payment of a renewal fee and continue continued usage of the trademark. We therefore believe that these proprietary rights have been and will continue to be important in enabling us to compete.

Patent. We own U.S. Patent 10,632,101 for our InCelligence complex formula. This patent was issued in 2020.

Trade Secrets. We own certain intellectual property, including trade secrets that we seek to protect, in part, through operational protections and confidentiality agreements with employees, consultants, vendors and other parties. Even where these agreements exist, there can be no assurance that these agreements will not be breached, that we would have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by competitors. Our proprietary product formulations are generally considered trade secrets, but are not otherwise protected under intellectual property laws.

We intend to protect our legal rights concerning intellectual property by taking all appropriate legal action. Consequently, we may become involved from time to time in litigation to determine the enforceability, scope, and validity of any of the foregoing proprietary rights. Any intellectual property litigation could result in substantial cost and divert the efforts of management and technical personnel.

Seasonality

Although we are not significantly affected by seasonality, we do We experience variations in the activity of our customers in many of our markets in the first and fourth quarters around major cultural events such as Chinese Lunar New Year and Christmas.

Backlog

Our products are typically shipped within 72 hours after receipt of an order. As of February 24, 2023 February 23, 2024, we had no significant backlog of orders.

Working Capital Practices

Due to our dual role as manufacturer and distributor, we require substantial inventories, as such, we strive to maintain sufficient amounts of inventory in order to provide a high level of service to our customers. At times we may strategically choose to carry a greater amount of inventory for various reasons, such as promotional activity, product launches, and uncertainty in supply and distribution channels. We also watch seasonal commodity markets and may buy ahead of normal demand to hedge against cost increases and supply risks.

Environment Laws

We are not aware of any instance in which we have contravened federal, state, or local laws relating to protection of the environment or in which we otherwise may be subject to liability for environmental conditions that could materially affect operations.

Our Values and Culture

Our business is driven by our four Core Values:

- **Excellence:** We rely on scientific research to provide innovative, healthy living solutions, and we empower all individuals to continually improve each day.
- **Community:** We support, care for, and encourage one another, and the world, to live happier, healthier lives.
- **Integrity:** We demonstrate honesty, responsibility, and accountability through our individual actions and corporate decision-making.
- **Health:** We cultivate a holistic view of wellness that supports a healthy body and a strong mind.

Corporate Sustainability

In 2021, our The Sustainability Committee of the Board of Directors formed a separate Sustainability Committee to oversee oversees and advise advises on all matters related to corporate sustainability, including ESG. The Sustainability Committee is composed of directors Peggie Pelosi, Chair; John Fleming; Frederic Winssinger; Tim Wood; and J. Scott Nixon. In the United States and abroad there are an increasing number of sustainability-related rules and regulations that have been adopted or proposed. Such regulations may subject us to new disclosure requirements, which could result in risks to our reputation or consumer demand for our products if we do not meet increasingly demanding stakeholder expectations and standards. We will continue to incorporate and advance sustainability-related best practices across all of our markets as part of our commitment to improving the health and wellness of individuals, families and communities around the world.

Our ESG strategy centers on three main pillars - products, people, and planet - that encompass where we are focusing our sustainability efforts now and in the future. To achieve our goals, we plan to continue fortifying each pillar, to deliver meaningful progress while evolving our efforts to ensure our business becomes more sustainable day by day.

Strategic Pillars	*Tier One Topics*	*Tier Two Topics*
Products	• Product quality and safety • Responsible Sourcing sourcing • Health and nutrition	• Affordable and accessible products
People	• Talent Management management and development • Employee health, safety, and well-being • Diversity, equity, and inclusion	• Human rights
Planet	• Sustainable packaging • Waste management • Greenhouse gas management	• Biodiversity and environmental conservation • Energy management • Water management

We encourage you to review our most recent Sustainability Report available on our investor relations website *https://ir.usana.com/* for more detailed information regarding our human capital programs and initiatives. Nothing on our website, including our Sustainability Report or sections thereof, is deemed incorporated by reference into this Report.

Human Capital

We believe that "creating the healthiest family on earth by empowering the individual" starts with our employees. Key to our ambition is giving our employees the skills and development they need to build a meaningful career and tools to support their total health and wellness and enhancing our diverse and inclusive workplace culture to help employees thrive. We also believe that the manner in which we address issues related to workforce demographics, diversity, equity, and inclusion, community involvement, talent management, compensation and benefits, and employee health and safety directly correlates to our success as a business.

As of February 24, 2023 February 23, 2024, we had approximately 1,900 1,800 employees working in 23 22 countries worldwide, as measured by full-time equivalency. The majority of our employee population resides in the United States (46%(46%) and China (28%). Approximately 58% of our world-wide employee population is female. We are actively working through initiatives such as our Women in Leadership Program, along with formal and informal mentorship programs, to continue promoting and hiring talented and capable women into management roles. We have also increased the number of women in senior leadership roles over the past several years.

Our employees are not currently represented by a collective bargaining agreement, and we have not experienced work stoppages as a result of labor disputes. We believe that we have a good relationship with our employees.

We are committed to fostering a diverse, inclusive and equitable workplace. Our diversity, equity and inclusion ("DEI") program is designed to promote representation and engagement at all levels of the organization. Through our mentorship program and Women in Leadership initiative, we are working to increase representation of underrepresented groups in leadership positions. Our DEI council focuses on education and awareness, access to developmental programs, and community engagement.

One of the key elements of our DEI program is our commitment to volunteerism and charitable action. In 2022 2023, we have spent more than 2,600 2,900 hours volunteering, working with local organizations to help promote diversity, equity and inclusion in the communities where we operate**.** Additionally, we have launched new continued our support of programs that foster career development and help to ensure that all employees have the opportunity to reach their full potential.

In addition to these internal initiatives, we also partner with other organizations to help achieve our DEI goals. By working together with other companies, community groups, and non-profits, we are able to amplify our impact and create a more inclusive and equitable society for all.

Our DEI program is a key component of our company culture. By fostering diversity, equity, and inclusion, we are able to create a more vibrant and innovative workplace that benefits all of our employees, customers, and stakeholders. We will continue to invest in this program, and strive to make our company an inclusive, equitable and welcoming place for all.

We understand the value of developing employees at every level. Our leaders actively participate in leadership development programs that include mentorship and coaching, online learning, and regular company and industry specific training programs. Additionally, our global employee population is engaged in online learning platforms and, more than 350 400 participants have completed our mentorship and coaching program. All employees are encouraged to attend training specific to their role, as well as, utilize our tuition reimbursement program, which has provided additional monetary support to employees at all levels as they pursue bachelor and advanced college degrees.

The health and safety of employees is also a key element in providing return to all stakeholders. In addition to following mandatory government requirements for health and safety, we have established a wellness program that includes free nutritional products to employees.

Employees in our corporate headquarters have access to an on-site gym, exercise classes, free access to massages, and chiropractic care. A health clinic located on the campus of our corporate headquarters provides medical and mental health care, and is actively engaged in the health of about 46% 52% of our eligible employees.

The health and safety of our employees around the world remains our top priority. We remain committed to being socially responsible as a corporate leader in each of our markets and doing our part to reduce the spread of COVID-19. As such, we continue to utilize a modified operating model in each of our markets as necessary to follow applicable guidelines from government and health officials. Although a significant portion of our non-manufacturing and non-distribution employees continued with remote working arrangements, we began efforts during the second quarter of 2021 to bring these employees back to our offices, in markets where health and safety best practices have allowed us to safely do so. In connection with this effort, permit most of our employees to utilize a hybrid work schedule, which allows them to split their time working at the office and remotely. Employees working on site are required to follow applicable health and safety guidelines. We continue to utilize flexible shift schedules, time and attendance policies, and sick-leave policies to promote health, wellness and safety. Where necessary in our international markets, we have temporarily closed product will-call centers and continue to offer curbside delivery and subsidized shipping to customers. We will continue to monitor the situation surrounding the pandemic and implement additional risk mitigation actions where necessary.

We recognize that a strong commitment to community is essential to all stakeholders. In 2012, we established We utilize the USANA Foundation, which operates independently of the Company, to provide philanthropic nutrition to under-privileged underserved children and families worldwide. In 2022, 2023, the USANA Foundation:

- Provided over 12 million 30 million meals;
- Provided over $500,000 in aid and grants to partner charities around the world;
- Distributed weekly backpacks of food for at risk children in 42 local schools to take home on the weekend;
- Supported 44 additional schools by providing large packs of food for children to take home weekend and during long holiday breaks; and
- Gifted approximately6,000bottles of children's vitamins to some of the most malnourished children around the world.

A discussion of the risks relating to our ability to attract and retain active Associates and Preferred Customers, and the loss of key management, is included in *Item 1A. Risk Factors*.

Information About Our Executive Officers and Directors

Executive Officers

The following table sets forth certain information regarding our Executive Officers as of the date of this Annual Report.

Name	Age	Position
Kevin G. Guest Jim H. Brown(1)	55	60 Chief Executive Officer and President
Kevin G. Guest(1)	61	Executive Chairman of the Board
Jim Brown	54	President
G. Douglas Hekking	53 54	Chief Financial Officer
Paul A. Jones	59 60	Chief People Officer
P. Joshua Foukas	47 48	Chief Legal Officer, General Counsel and Corporate Secretary
Daniel A. Macuga	53 54	Chief Communications and Marketing Officer
Robert Sinnott	58 59	Chief Scientific Officer
Walter Noot	57 58	Chief Operating Officer
David Mulham	62 63	Chief Sales Officer
Brent Neidig	39 40	Chief Commercial Officer and Managing Director of China

(1) As announced on February 13, 2023, effective July 1, 2023, Jim H. Brown was appointed as the Company's Chief Executive Officer, at which time Kevin Guest transitioned to Executive Chairman of the Board.

Jim H. Brown was appointed President in 2016 and Chief Executive Officer in July 2023. From 2016 to 2019 Mr. Brown also served as Chief Operating Officer. Mr. Brown received a bachelor's degree with a double major in computer science and math, and an M.B.A. from Francis Marion University in Florence, South Carolina.

Kevin G. Guest was appointed Chief Executive Officer Chairman of the Board in 2016 and July 2023. From 2020 to July 2023 Mr. Guest served as Chairman of the Board and Chief Executive Officer in May 2020. Officer. From 2016 to 2020 Mr. Guest served as Chief Executive Officer. Mr. Guest's important role as the leading force of our management and sales efforts, and his talent as a motivating leader, qualify him to serve as a member of the Board. Mr. Guest earned a B.A. in Communications from Brigham Young University.

Jim Brown has been President of the Company since 2016. From 2016 to 2019 he served as President and Chief Operating Officer. Mr. Brown received a bachelor's degree with a double major in computer science and math, and an M.B.A. from Francis Marion University in Florence, South Carolina.

G. Douglas Hekking became our Chief Financial Officer in May 2017. Mr. Hekking received a B.S. in accounting from the University of Utah and an M.B.A. from Brigham Young University.

Paul A. Jones has been our Chief People Officer since 2021. From 2015 to 2021, Mr. Jones was Chief Leadership Development Officer. Mr. Jones received a B.S. in finance from Utah State University and M.A. in organizational management from the University of Phoenix.

P. Joshua Foukas has served as our Chief Legal Officer and Corporate Secretary since 2018. Mr. Foukas received a B.A. from the University of Utah and a J.D. from the University of Idaho.

Daniel A. Macuga, Jr. became Chief Communications and Marketing Officer of USANA in 2017. Mr. Macuga received a B.A. in communications from the University of California, San Diego.

Robert A. Sinnott, M.N.S., Ph.D. joined USANA as Chief Scientific Officer in August 2016. Dr. Sinnott holds a B.S. in Biological Sciences, an M.S. in Natural Science, and a Ph.D. in Plant Sciences from Arizona State University, in Tempe, Arizona. His focus was on applied biological sciences, including biotechnology and plant medicinal chemistry.

Walter Noot joined USANA as Chief Information Officer in December 2016 and served in that role until he was promoted to Chief Operating Officer in October 2019. He holds a B.S. in mechanical engineering from Brigham Young University.

David Mulham was appointed Chief Field Development Officer in 2017. Mr. Mulham has a postgraduate diploma from Macquarie Graduate School of Management, Sydney.

Brent L. Neidig was appointed Chief Commercial Officer in July 2023. Mr. Neidig was appointed Executive Vice President of China in February 2017, and in April 2019 was named Chief Officer and Managing Director of China. Mr. Neidig received a B.S. in accounting and M.B.A. from the University of Utah.

As announced on February 13, 2023, our Board of Directors has appointed Jim Brown as the Company's Chief Executive Officer effective July 1, 2023, at that time, Kevin Guest will transition to Executive Chairman.

Board of Directors

The following table sets forth certain information regarding our Directors as of the date of this Annual Report.

Name	Age	Position
Kevin Guest	60 61	Chief Executive Officer and Chairman of the Board
Gilbert A. Fuller	82 83	Director
Xia Ding	52 53	Director
Peggie J. Pelosi	67 68	Director
Frederick Frederic J. Winssinger	54 55	Director
Timothy Wood	74 75	Director
John T. Fleming	79 80	Director
J. Scott Nixon	63 64	Director

Additional Available Information

We maintain our corporate headquarters, executive offices, and principal facilities at 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. Our telephone number is (801) 954-7100. Our website address is www.usanahealthsciences.com www.usana.com. The information on our website should not be considered part of and is not incorporated into this Annual Report by reference.

We make available, free of charge at our corporate website, copies of our reports filed with the SEC under the Exchange Act, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and all amendments to such reports, as soon as reasonably practicable after such reports or other

material have been electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. This information may also be obtained from the SEC via its on-line database, which is located at www.sec.gov**.**

You may also obtain, free of charge on our website, a copy of our Corporate Governance Guidelines, our Code of Ethics for Directors and Employees, and the charters of the Audit Committee, Governance, Risk and Nominating Committee, Compensation Committee, and Sustainability Committee of our Board of Directors.

Item 1A. Risk Factors

We have listed below the most material risk factors applicable to us. These risk factors are not necessarily in the order of importance or probability of occurrence: You should consider the following risk factors, in addition to the information presented elsewhere in this Annual Report, particularly under the heading "*Cautionary Note Regarding Forward-Looking Statements*," on page 1, and the disclosures contained in Part I, "*Item 1. Business*," and Part II, "*Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*" of this report, as well as in the other filings we make from time to time with the SEC, in evaluating us, our business and an investment in our securities.

Risk Associated with Direct Selling

Direct selling is subject to intense government scrutiny, and regulation and changes in the law, or the interpretation and enforcement of the law, might adversely affect our business.

Various laws and regulations in the United States and other countries regulate direct selling. These laws and regulations exist at many levels of government in many different forms, are inherently fact-based, and often do not include "bright line" rules. We are also subject to the risk that the laws and regulations, or a regulator's interpretation and enforcement of the laws and regulations, could change.

In the United States, the FTC is one of many regulators who regulate direct selling. The FTC has actively warned various direct selling companies and the industry as a whole about certain business practices associated with direct selling and entered into settlements with several direct selling companies that required those companies to modify their compensation plans and business models. Those settlements resulted from enforcement actions brought by the FTC involving a variety of alleged violations of consumer protection laws, including misleading earnings representations and

legal compliance of those companies' business models and distributor compensation plans. For example, in 2016, the FTC entered into a settlement with another direct selling company following an enforcement action in which the FTC alleged that the company's distributors were making misleading earnings representations and that the company was utilizing an illegal business model. Also in 2016, the FTC entered into a settlement with another direct selling company following an enforcement action in which the FTC alleged that the company's distributors had made misleading income representations and that the company was utilizing an unfair and deceptive compensation plan.

In 2019, the FTC entered into a settlement with a direct selling company following an FTC enforcement action, which included the alleged violations noted above. Pursuant to this settlement, the company is permanently prohibited from using a multilevel compensation plan in the United States. Following this settlement, the FTC initiated litigation with

another direct selling company for similar alleged violations and is seeking pursued similar claims and remedies, including a prohibition of multilevel compensation in the United States. This Although the court ruled in favor of the defendant company in this case, remains in litigation.Settlements, settlements such as those described in the other cases above may require a direct selling company to pay a significant fine, revise its U.S. business model and compensation plan to comply with various restrictions on how it can compensate distributors and change its marketing practices to avoid misleading product or income representations, among other things. Although a settlement between the FTC and a specific company does not generally have force of law or binding effect on other companies, FTC officials have indicated that the direct selling industry should look to these settlements, and the principles contained therein, for guidance.

In 2020, the FTC sent warning letters to several direct-selling companies regarding product and/or income claims that the companies and/or their distributors were making related to the COVID-19 pandemic. In 2021, the FTC, pursuant to its Penalty Offense Authority under the FTC Act, sent letters to over 1,100 companies, including USANA, warning them that the FTC could seek penalties of up to $43,792 per violation for conduct determined to be unfair, deceptive, or otherwise unlawful in certain prior FTC actions. The letter did not accuse any recipient company, including USANA, of engaging in unlawful conduct. But if the FTC later alleges that we have engaged in acts or practices found to be unfair, deceptive, or unlawful in the actions referenced in the letters, we could be at risk of penalties and other potential liability.

The FTC is currently advocating and considering certain legal and regulatory changes that, if implemented, could have a material adverse effect on our business. For example, in 2022 the FTC issued an Advanced Notice of Proposed

Rulemaking for a proposed rule concerning deceptive earnings claims that would further regulate how companies like USANA advertise and represent their business. The FTC is also currently reviewing the Business Opportunity Rule, which requires business opportunity sellers to give prospective buyers specific information to help them evaluate a business opportunity or work-at-home program. Direct sellers like USANA are currently exempt from the Business Opportunity Rule, but the FTC could include direct sellers within the scope of the rule as a result of the review. If direct sellers become subject to the rule, we will have to comply with disclosure requirements that could significantly increase the cost of doing business and have other material adverse effects on our business.

We regularly analyze our business model in response to settlements between the FTC and other direct selling companies, as well as guidance and other communications issued by the FTC, and from time to time we refine aspects of our business model where appropriate. Although we strive to ensure that our business model and compensation plan are compliant with applicable laws and regulations, as well as regulatory guidance, in each of our markets, we cannot assure you that a regulator, if it were to review our business, would agree with our assessment and would not require us to change one or more aspects of our operations. Any action against us in the future by the FTC or another regulator could materially and adversely affect our operations.

We are also subject to various direct selling laws and regulations in our other markets, including China (as explained below). We cannot predict the nature of any future law, regulation, or guidance, nor can we predict what effect additional governmental regulations, judicial decisions, or administrative orders would have on our business. Failure by us, or our Associates, to comply with these laws, regulations, or guidance, could have a material adverse effect on our business in a particular market or in general. Finally, the continuation of regulatory challenges, investigations and litigation against other direct selling companies could harm our business and industry if the laws and regulations are interpreted in a way that results in additional restrictions on direct selling companies in general.

The violation of marketing or advertising laws by Associates in connection with the sale of our products or the improper promotion of our Compensation Plan could adversely affect our business.

All Associates contractually agree to adhere to our policies. Although these policies prohibit Associates from making false, misleading and other improper claims regarding products or income potential from the sale of the products, from time to time Associates, without our knowledge and in violation of our policies, create promotional materials or otherwise provide information that does not accurately describe USANA, our products or the Compensation Plan. They

also may make statements regarding potential earnings, product claims, or other matters in violation of our policies or applicable laws and regulations concerning these matters. These violations may result in legal action against us in our various markets by regulatory agencies, state attorneys general, or private parties – and in China by the Chinese government. parties. Legal actions against us or our Associates or others who are associated with us could lead to increased regulatory scrutiny of our business, including our business model. We take what we believe to be commercially reasonable steps to (i) regularly train our Associates, and (ii) monitor the activities of our Associates to guard against misrepresentation and other illegal or unethical conduct by Associates and to assure compliance with our policies. There can be no assurance, however, that our efforts in this regard will be sufficient to accomplish this objective. In the past, we have experienced adverse publicity both within and outside of our sales force for enforcing our Associate policies and procedures. This type of adverse publicity has made, and will continue to make, it difficult for us to attract and retain Associates and Preferred Customers and may have an adverse effect on our business, financial condition, and results of operations.

We may have or could incur obligations relating to the activities of our Associates.

Our Associates are subject to taxation, and, in some instances, legislation or governmental agencies may impose an obligation on us to collect taxes, such as sales taxes or value added taxes, and to maintain appropriate records of such transactions. In addition, we are subject to the risk in some jurisdictions of being responsible for social security and similar taxes as well as employee benefits with respect to our Associates. In particular, the laws regarding independent contractor status in certain jurisdictions, including the United States, continue to evolve and, in some cases, authorities have sought to apply these laws unfavorably against gig economy, platform and direct selling companies, including USANA. In 2020, we were named as a defendant in a private lawsuit in California by a plaintiff's firm that is seeking to reclassify our California Associates from independent contractors to employees under California state law. While Although we do not believe prevailed in this litigation is material and continue to our business, and we believe we have legally and appropriately classified our Associates as independent contractors, it is possible that this lawsuit future lawsuits or potential future laws, could negatively impact the independent contractor status of our Associates or distributors in direct selling companies in general. For example, in 2022, January 2024, the U.S. Department of Labor

proposed (DOL) issued a regulation that, if adopted, would alter final rule regarding the employee classification of workers as employees vs. independent contractor analysis in contractors under the Fair Labor Standards Act. The final rule, which becomes effective March 11, 2024, is significantly different from the 2021 rule

issued by the DOL and requires companies and courts to consider the totality of six economic factors when deciding whether a way that could potentially cause more workers to be classified as employees. worker is an employee or independent contractor.

If the 2024 DOL final rule or other federal, state or local laws and regulations or the interpretation of such laws and regulations change to require us to treat our Associates as employees, or if our Associates are deemed by local regulatory authorities in one or more of the jurisdictions in which we operate to be our employees rather than independent contractors, under existing laws and interpretations, we may be deemed to be responsible for a variety of obligations that are imposed upon employers relating to their employees, including social security and related taxes in those jurisdictions, wages, employee benefits, plus any related assessments and penalties, which could harm our financial condition and operating results.

Our Associate Compensation Plan, or changes we make to it, may be viewed negatively by some Associates, could fail to achieve our desired objectives, and could have a negative impact on our business.

From time to time, we modify our Compensation Plan to (i) keep it competitive and attractive, (ii) cause or address a change in Associate behavior, (iii) conform to legal and regulatory requirements, or (iv) address other business needs. It is difficult to predict how any changes to the plan will be viewed by Associates and whether such changes will achieve their desired results. For example, in 2023 we launched our Affiliate program in three markets and this program creates a new and different element of our Compensation Plan. There can be no assurance that changes to our Associate Compensation Plan will allow us to successfully attract new Associates or retain existing Associates, nor can we assure that any changes we make to our Compensation Plan will achieve our desired results. Additionally, the payment of Associate incentives under our Compensation Plan is our most significant expense. Modifying our Compensation Plan directly affects the incentives we pay as a percentage of net sales. There can be no assurance that changes to the Compensation Plan will be successful in achieving target levels of Associate incentives as a percentage of net sales. Furthermore, such changes may make it difficult to attract and retain qualified and motivated Associates.

Changes we are required to make to our Associate Compensation Plan in certain markets, including limits on the amount of Associate compensation we can pay, may hurt our ability to attract and retain Associates, result in regulatory risk and affect our operating results.

We have been required to modify our Associate Compensation Plan in certain markets to comply with the laws and regulations in these markets or the interpretation of the same by authorities in these markets. For example, we have been required to use a different compensation plan for our BabyCare operations in China (as noted elsewhere in this report) and have been required to modify our Compensation Plan in India, South Korea, Malaysia, and Indonesia to comply with

applicable laws and regulations. We obtain regulatory approval of our Compensation Plan when required or, when not required, we may seek a legal opinion regarding compliance. We may also be prohibited from distributing products through direct selling or paying multilevel compensation in some countries. Several markets, including China, South Korea, and Indonesia also impose limits on the amount of compensation we can pay to our Associate sales force.

If we fail to comply with the legal requirements for our Compensation Plan in our various markets, including the limits on compensation we are legally permitted to pay, we may incur fines or other sanctions, including the loss of applicable licenses to conduct our business. These required changes to Compensation Plan, including compensation limits, may also be viewed as limiting the incentive for people to join our Associate sales force and may reduce the competitive advantage of our Associate Compensation Plan.

Risks Related to Our China Business

Our Greater China region accounts for a significant part of our business and expected growth. A decline in sales or customers in this region would harm our business, financial condition and results of operations.

Our Greater China region consists of China, Hong Kong, and Taiwan and has been our largest region for sales over the last several years and China has been our largest market. Our international growth strategy has focused largely on growing our China business. For the last three years, health officials in Greater China have responded to the COVID-19 pandemic, which has created a challenging operating environment for our business in China and has negatively impacted our sales and customer results. Additionally, in 2019, our sales and active Customer counts in both the Greater China region and our China market declined, largely because of a challenging operating environment in China, following the China's governments inquiry into and review of the health foods industry in China. If we are not successful in growing BabyCare's sales and customer base in China, our consolidated growth as a company will be negatively affected and our business, financial condition, results of operations and cash flows may be harmed.

BabyCare must comply with significant operational, financial, and other regulatory requirements to engage in direct selling in China. Although we believe that we will be successful in growing BabyCare's business in China, it is difficult to assess the extent to which BabyCare's business model and compensation plan will be successful or deemed to be compliant with applicable Chinese laws and regulations. In light of the factors listed above, and the other risks to our business, there can be no assurance that we will be successful in increasing sales and customers in China through BabyCare.

Our operations in China are subject to significant government regulation, as well as a variety of legal, political, and economic risks. If the Chinese government modifies its direct selling laws and regulations, or interprets and enforces these laws and regulations in a manner that is adverse to our business in China, our consolidated business and results of operations may be materially harmed.

Our operations in China are conducted by BabyCare, our China subsidiary. BabyCare operates in China pursuant to direct selling laws and regulations that are uncertain and evolving. These regulations contain a number of financial and operational restrictions for direct selling companies, including prohibitions on pyramid selling and multi-level compensation. The laws and regulations are also subject to discretionary interpretation and enforcement by various state, provincial and municipal level officials in China. Regulators in China may modify current direct selling laws and regulations or change how they interpret and enforce them. As a result, there can be no assurance that the Chinese government's current or future interpretation and application of existing and new regulations will not negatively impact our business in China, result in regulatory investigations or lead to fines or penalties against us or our Associates.

The Chinese government also exercises significant control over the Chinese economy, including through controlling capital, foreign currency exchange, foreign exchange rates, and tax regulations, providing preferential treatment to certain industry segments or companies and issuing required licenses to conduct business. We also face additional risks resulting from new and expanded China data privacy and security laws and regulations. Accordingly, any adverse change in the Chinese governmental, economic or other policies could have a material adverse effect on BabyCare's business in China and our consolidated results of operations.

In addition to BabyCare's direct selling business in China, we periodically offer and sell certain U.S. products in China through a cross-border e-commerce sales channel by utilizing one of our separate China subsidiaries that is registered to engage in cross-border e-commerce. This cross-border e-commerce channel is legally required to be separate from BabyCare's direct selling business in China. The products that we offer and sell through this channel are neither registered for retail sale in China nor registered as direct selling products under BabyCare's direct sales selling license.

Consequently, products sold via our cross-border e-commerce channel can only be sold to China customers for their personal consumption and cannot be sold through BabyCare's direct selling channel. BabyCare's direct selling business in China could be negatively impacted if China regulatory authorities (i) attribute our cross-border e-commerce sales and related product claims to BabyCare's direct selling business, and (ii) make a determination that the same are in violation of direct selling or other applicable laws and regulations.

Although BabyCare utilizes a business model that has been developed specifically for China's laws and regulations, the Chinese government has not approved BabyCare's model, compensation plan, and operations.

BabyCare's business model has been designed specifically for China's laws and regulations based on, among other things, BabyCare's (i) communications with the Chinese government, (ii) interpretation of the direct selling laws and regulations, as well as its understanding of how the government interprets and enforces the regulations, and (iii) understanding of how other multinational direct selling companies operate in China. Many of the components of BabyCare's business model are unique to China and are not part of our business model in our markets outside of China. For example, BabyCare sells products in China through a variety of methods, including: (a) online through its website; (b) at physical branch retail locations in China; (c) through direct sellers in provinces and municipalities where BabyCare has received a direct sales selling license; and (d) through independent distributors who are considered independent business owners under Chinese law. BabyCare has not received confirmation from the Chinese government that its business model and operations in China comply with applicable laws and regulations, including those pertaining to direct selling. We cannot assure that Chinese regulatory authorities would deem BabyCare's business model, compensation plan or the activities of its employees, direct sellers or independent distributors to be compliant with current or future laws and regulations. If BabyCare's model were deemed to be in violation of applicable regulations, as they are now or may in the future be interpreted or enforced, BabyCare could be subject to fines, penalties or suspension of its business in China or, ultimately, have its direct selling license revoked by the Chinese government, all of which could have a material adverse impact on our business in China.

BabyCare's operations in China, and direct selling companies in general, are subject to significant government oversight, scrutiny and monitoring.

Chinese regulators regularly monitor and make inquiries about the business activities of direct sellers in China and have done so with BabyCare. For example, following adverse media coverage of certain health product companies and direct selling companies in 2019, several departments of the Chinese government, including SAMR, MPS, and MOFCOM, initiated a review of health product and direct selling companies in China. The review required applicable companies such as BabyCare to conduct a self-assessment of the regulatory compliance of their business and to provide information to the government regarding the same. The review also entailed a review of a company's regulatory compliance by various departments of the Chinese government. During this review, the Chinese government, among other things, (i) instructed direct selling companies not to hold large distributor meetings, and (ii) suspended its application review process for direct sales selling licenses and authorizations. The Chinese government has yet to re-open the application review process for direct sales selling licenses and authorizations or indicate if or when it plans to do so.

Direct selling regulations in China prevent persons who are not Chinese nationals from engaging in direct selling in China. We have implemented internal policies that are designed to promote our Associates' compliance with these regulations, however, we cannot guarantee that any of our Associates residing outside of China or any of BabyCare's Associates in China have not engaged or will not engage in activities that violate our policies in this market or that violate Chinese law or other applicable laws and regulations, which might result in regulatory action and adverse publicity and potential harm to our business in China.

The Chinese government has investigated and imposed significant fines on companies and their distributors believed to have violated direct selling and anti-pyramiding regulations. In some cases, it has even shut such companies down. There have been instances where inquiries or complaints about BabyCare's business have resulted in warnings from the Chinese government as well as the payment of fines by BabyCare or its distributors. We expect that BabyCare will continue to face the risk of government inquiries, complaints or investigations. Any determination that BabyCare's business or the activities of its Associates are not in compliance with applicable regulations could result in additional fines, disruption of business, or the suspension or termination of BabyCare's licenses, including its direct selling licenses, all of which could have a material adverse effect on our business and operations. There can be no assurance that the Chinese government's interpretation and enforcement of applicable laws and regulations will not negatively impact BabyCare's business, result in regulatory investigations or lead to fines or penalties against BabyCare, USANA or our Associates in China.

BabyCare must apply for and receive government approval to expand its business in China and the failure to obtain such approvals could negatively impact its ability to expand and grow its business.

BabyCare has obtained direct selling licenses in certain provinces and municipalities and it must obtain various licenses and approvals from additional municipalities and provinces within China if it is to operate its direct selling business model in China. Although direct selling licenses are centrally issued, the licenses are generally valid only in the jurisdictions within which related approvals have been obtained. Those approvals are generally awarded on local and provincial bases, and the approval process requires involvement of multiple ministries at each level.

BabyCare also will be required to obtain licenses from municipalities and provinces within China where it currently does not hold a license. The Chinese government has not reopened its application review process for direct sales selling licenses and approvals since suspending the process in 2019. If BabyCare is unable to obtain additional direct selling licenses and approvals as quickly as we would like, or at all, it would negatively impact our ability to expand and grow our business in China. Ultimately, there can be no assurance that BabyCare will be successful in maintaining its current direct selling licenses or obtaining additional direct selling licenses or the required approvals to expand into additional locations in China that are important to its business.

Risk Associated with Our International Operations

Risks associated with operating in international markets could restrict our ability to expand globally and harm our business and prospects.

We currently conduct our business in various foreign countries, and we expect to expand the number of countries in which we operate in the future. Economic conditions, including those resulting from wars, civil unrest, political unrest, acts of terrorism and other conflicts or volatility in the global markets, may adversely affect our customers, their demand for our products and their ability to pay for our products. In addition, there are numerous risks inherent in conducting our business internationally, including, but not limited to, potential instability in international markets, changes in regulatory

requirements applicable to international operations, currency fluctuations in foreign countries, political, economic and social conditions in foreign countries and complex U.S. and foreign laws and treaties.

We believe that our ability to achieve future growth is dependent in part on our ability to continue our international expansion efforts. There can be no assurance, however, that we will be able to grow in our existing international markets or enter new international markets on a timely basis, or that new markets will be profitable. We must overcome significant regulatory and legal barriers before we can begin marketing in any international market. In addition, before marketing commences in a new country or market, it is difficult to assess the extent to which our products and sales techniques will be accepted or successful in any given country. In addition to significant regulatory barriers, we may also encounter problems conducting operations in new markets with different cultures and legal systems from those encountered elsewhere. We may be required to reformulate certain of our products before commencing sales in a given country. Once we have entered a market, we must adhere to the regulatory and legal requirements of that market. No assurance can be given that we will be able to successfully reformulate our products in any of our current or potential international markets to meet local regulatory requirements or to attract local customers. Our failure to do so could have a material adverse effect on our business, financial condition, or results of operations.

In many market areas, other direct selling companies already have significant market penetration, the effect of which could be to desensitize the local population to a new opportunity, such as USANA, or to make it more difficult for us to attract qualified Associates or sell to customers generally. Even if we are able to commence operations in new markets, there may not be a sufficient population of persons who are interested in our business.

Trade policies, disputes, tariffs or other international disputes could harm our business and operating results.

Trade policies and actions which have been, or in the future may be, implemented by the United States against other countries, including China, relating to the import and export of certain products, and negotiations with respect thereto, may have a negative effect on our business, financial condition, and results of operations in China and other markets. There have been consistent, ongoing discussions and activities that raise concern in this regard.

Additionally, any actions taken by the Chinese government, or the government in our other markets, to implement further trade policy changes, financial restrictions, or increased regulatory scrutiny on U.S. companies could negatively impact our business, financial condition, and results of operations. For instance, China has previously taken or threatened to take trade and other actions in retaliation against U.S. policies, and is likely to continue to do so. Past or future

developments in this regard may have a material adverse effect on the economies, financial markets, and currency exchange rates in China and the United States.

Tensions between the United States and China have increased over the past few years as a result of disputes in areas including trade policy, intellectual property, cybersecurity and data privacy. China is our largest market and the United States is one of our largest markets and the location of our corporate headquarters. Our business could be harmed if relations between the United States and China worsen or if either government imposes additional policies, tariffs or sanctions and our business could encounter increased regulatory scrutiny in China, as well as adverse media or public attention in China, as a result of the deteriorating bilateral relationship.

Fluctuation in the value of currency exchange rates with the U.S. dollar affects our operations and our net sales and earnings.

For the year ended December 31, 2022 December 30, 2023, 89.4% 89.6% of our total net sales were generated in markets outside of the United States. Consequently, exchange rate fluctuations have, and will continue to have, a significant effect on our sales and earnings. If exchange rates fluctuate dramatically, it may become uneconomical for us to establish or to continue activities in certain countries. For instance, changes in currency exchange rates may affect the relative prices at which we and our competitors sell similar products in the same market. As our business expands outside the United States, an increasing share of our net sales and operating costs is transacted in currencies other than the U.S. dollar. Accounting practices require that our non-U.S. financial results be converted to U.S. dollars for reporting purposes. Consequently, our reported net earnings may be significantly affected by fluctuations in currency exchange rates, with earnings generally increasing with a weaker U.S. dollar and decreasing with a strengthening U.S. dollar.

Currently our strategy for reducing our exposure to currency fluctuation includes the timely and efficient repatriation of earnings from international markets where such earnings are not considered to be indefinitely reinvested, and settlement of intercompany transactions. We also enter into currency exchange contracts to offset foreign currency exposure in various international markets. We do not use derivative instruments for speculative purposes. A foreign government may impose, and some have imposed, foreign currency remittance restrictions. For example, several markets

in which we conduct business, including China, require that we file the necessary statutory financial statements for the relevant period as a prerequisite to repatriating cash in the form of a dividend. Any government restrictions on transfers of cash out of the country and control of exchange rates may have a materially adverse effect on our business, financial condition, liquidity and cash flows. There can be no assurance that we will be successful in protecting our operating results or cash flows from potentially adverse effects of currency exchange fluctuations. Any such adverse effects could also adversely affect our business, financial condition, or results of operations.

Inflationary pressures and persistently high prices and uncertain availability of commodities, raw materials or other inputs used by us and our suppliers, or instability in logistics and related costs, could negatively impact our profitability.

Increases in prices, including as a result of inflation and rising interest rates, for commodities, raw materials or other inputs that we and our suppliers use in manufacturing products, systems, components and ingredients or other similar raw materials, or increases in logistics and related costs, have led and may continue to lead to higher production costs for our products. In addition, any increase in the cost, or reduced availability, of critical materials for our products could lead to higher production costs and could impede our ability to successfully deliver on business strategy. Further, increasing global demand for, and uncertain supply of, such materials could disrupt us or our suppliers' ability to obtain such materials in a timely manner and/or could lead to increased costs. Geopolitical risk, fluctuations in supply and demand, fluctuations in interest rates, any weakening of the U.S. dollar and other economic and political factors have created and may continue to create pricing pressure for commodities, raw materials and other inputs. These inflationary pressures could, in turn, negatively impact our profitability because we may not be able to pass all of those costs on to our customers or require our suppliers to absorb such costs. Additionally, any price increases we impose on our products as a result of the inflationary environment may result in decreased demand of our products, which could adversely affect our business, financial condition, or results of operations.

Risks Related to Our Products, Manufacturing and Operations

Our products and manufacturing activities are subject to extensive government regulation, which could limit or prevent the sale of our products in some markets.

The manufacture, packaging, labeling, advertising, promotion, distribution, and sale of our products are subject to regulation by numerous national and local governmental agencies in the United States and other countries, including the FDA and the FTC. Failure to comply with FDA regulatory requirements may result in, among other things, injunctions,

product withdrawals, recalls, product seizures, fines, and criminal prosecutions. Any action of this type by the FDA could materially adversely affect our ability to market our products successfully. The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs, with additional requirements that are specific to dietary supplements. We believe our manufacturing processes comply with these GMPs for dietary supplements. Nevertheless, any FDA action determining that our processes were non-compliant with dietary supplement GMPs, could materially adversely affect our ability to manufacture and market our products. In addition, the Dietary Supplement & Nonprescription Drug Consumer Protection Act requires manufacturers of dietary supplement and over-the-counter products to notify the FDA when they receive reports of serious adverse events occurring within the United States. Potential FDA responses to any such report could include injunctions, product withdrawals, recalls, product seizures, fines, or criminal prosecutions. We have an internal adverse event reporting system that has been in place for several years and believe that we comply with this new law. Nevertheless, any action by the FDA in response to a serious adverse event report that may be filed by us could materially and adversely affect our ability to market our products successfully.

In markets outside the United States, prior to commencing operations or marketing our products, we may be required to obtain approvals, licenses, or certifications from a country's ministry of health or a comparable agency. Approvals or licensing may be conditioned on reformulation of products or may be unavailable with respect to certain products or product ingredients. We must also comply with product labeling and packaging regulations that vary from country to country. These activities are also subject to regulation by various agencies of the countries in which our products are sold.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, could have on our business. These potential effects could include, however, requirements for the reformulation of certain products to meet new standards, the recall or discontinuance of certain products, additional record keeping and reporting requirements, expanded documentation of the properties of certain products, expanded or different labeling, or additional scientific

substantiation. Any or all of these requirements could have a material adverse effect on our business, financial condition, or results of operations.

Our in-house manufacturing activity is subject to certain risks.

We manufacture approximately 65% 67% of the products sold to our customers. Additionally, over the past several years we have increased self-manufacturing of our foods, personal care and skincare products, which has increased the percentage of products we manufacture in-house. Because of our self-manufacturing practices, we are dependent upon the uninterrupted and efficient operation of our manufacturing facilities. Those operations are subject to power failures, the breakdown, failure, or substandard performance of equipment, the improper installation or operation of equipment, natural or other disasters, and the need to comply with the requirements or directives of government agencies, including the FDA and CFDA. There can be no assurance that the occurrence of these or any other operational problems at our facilities would not have a material adverse effect on our business, financial condition, or results of operations.

We are subject to a variety of environmental laws relating to the storage, discharge, handling, emission, generation, manufacture, use and disposal of chemicals, solid and hazardous waste, and other toxic and hazardous materials. Our manufacturing operations presently do not result in the generation of material amounts of hazardous or toxic substances. Nevertheless, complying with new or more stringent laws or regulations, or more vigorous enforcement of current or future policies of regulatory agencies, could require substantial expenditures by us that could have a material adverse effect on our business, financial condition, or results of operations. Environmental laws and regulations require us to maintain and comply with a number of permits, authorizations, and approvals and to maintain and update training programs and safety data regarding materials used in our processes. Violations of those requirements could result in financial penalties and other enforcement actions and could require us to halt one or more portions of our operations until a violation is cured. The combined costs of curing incidents of non-compliance, resolving enforcement actions that might be initiated by government authorities, or of satisfying new legal requirements could have a material adverse effect on our business, financial condition, or results of operations.

Our reliance on third parties to manufacture and supply certain of our products may harm our business, financial condition and operating results.

We contract with third-party suppliers and manufacturers for the production of certain of our products, which accounted for approximately 35% 33% of our product sales for the year ended December 31, 2022 December 30, 2023. These third-party suppliers and manufacturers produce and, in most cases, package the products according to formulations and specifications that have

been developed by or in conjunction with our in-house product development team. These products include most of our gelatin-capsulated supplements, Rev3 Energy Drink, Probiotic, our powdered drink mixes, foods, and certain of our personal care products, including our Celavive line for markets outside of China. Products manufactured by third-party suppliers at their locations must also pass through quality control and assurance procedures to ensure they are manufactured in conformance with our specifications. We cannot assure you that our outside contract manufacturers will continue to reliably supply products to us at the levels of quality, or the quantities, we require, and in compliance with our specifications or applicable laws, including under the FDA's GMP regulations. We have encountered situations in the past where we have had disagreements with contract manufacturers about the overall quality of products they have produced for us, and specifically whether such products conform to our specifications. We have also suspended and terminated relationships with contract manufacturers for quality issues and non-conforming products. While our business continuation plan contemplates events such as these, identifying and obtaining acceptable replacement manufacturing sources, on a timely basis or at all, is challenging. Additionally, transferring our third-party manufacturing business to another contract manufacturer can be expensive, time-consuming, result in delays in our production or shipping, reduce our net sales, damage our relationship with customers and damage our reputation in the marketplace.

The inability to obtain adequate supplies of raw materials for products at favorable prices, or at all, could have a material adverse effect on our business, financial condition, or operating results.

We acquire all of our raw materials for the manufacture of our products from third-party suppliers. Materials used in manufacturing our products are purchased through purchase order, often invoking pre-negotiated annual supply agreements. We have very few long-term agreements for the supply of these materials. There is a risk that any of our suppliers could discontinue selling raw materials to us. Although we believe that we could establish alternate sources for most of our products, any delay in locating and establishing relationships with other sources could result in product shortages or back orders for products, with a resulting loss of net sales. In certain situations, we may be required to alter our products or to substitute different products from another source. There can be no assurance that suppliers will provide the raw materials that are needed by us in the quantities that we request or at the prices that we are willing to pay. Because

we do not control the actual production of certain raw materials, we are also subject to delays caused by any interruption in the production of these materials, based on conditions not within our control, including those related to the COVID-19 pandemic, weather, crop conditions, transportation interruptions, strikes by supplier employees, and natural disasters (the nature and severity of which may be impacted by climate change) or other catastrophic events.

In the past, we have experienced temporary shortages of the raw materials used in certain of our nutritional products. Although we had identified multiple sources to supply such raw material ingredients, quantities of the materials we purchased during these shortages were at higher prices, which had a negative impact on our gross margins for those products. While we periodically experience price increases due to unexpected raw material shortages and other unanticipated events, we have been able to manage this by increasing the price at which we sell our products, therefore, this has historically not resulted in a material effect on our gross margin. Supply chain interruptions, including as a result of shortages and transportation issues or unexpected increases in demand, and price increases can adversely affect us as well as our suppliers and Associates, whose performance may have a significant impact on our results. Such shortages or disruptions could be caused by factors beyond the control of our suppliers, Associates or us. Any of these events, if they were to occur, could harm our business, results of operations and financial condition.

Delays and disruptions to transporting and distributing our products may adversely affect our results.

We may experience delays and disruptions in shipping, transporting and otherwise distributing our products, including increased airport and shipping port congestion, a lack of transportation capacity, increased expenses, import or export controls or delays, and labor disputes or shortages. Disruptions in transportation and shipments may result in

increased costs, including the additional use of airfreight to meet demand. Congestion to ports can affect previously negotiated contracts with shipping companies, resulting in unexpected increases in shipping costs and reduction in our profitability. For example, the COVID-19 pandemic has resulted in several delays, cost increases, and disruptions in our global distribution channel.

We may incur liability with respect to our products.

As a manufacturer and a distributor of products for human consumption and topical application, we could become exposed to product liability claims and litigation. Additionally, the manufacture and sale of these products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. To date, we have not been a party to any product liability litigation, although, like any dietary supplement company, we have received reports from individuals who have asserted that they suffered adverse consequences as a result of using our products. The number of

reports we have received to date is nominal. These matters historically have been settled to our satisfaction and have not resulted in material payments. We are aware of no instance in which any of our products are or have been defective in any way that could give rise to material losses or expenditures related to product liability claims. Although we maintain product liability insurance, which we believe to be adequate for our needs, there can be no assurance that we will not be subject to such claims in the future or that our insurance coverage will be adequate.

Nutritional supplement products may be supported by only limited availability of conclusive clinical studies.

Our products include nutritional supplements that are made from vitamins, minerals, herbs, and other substances for which there is a long history of human consumption. Some of our products contain innovative ingredients or combinations of ingredients. Although we believe that all of our products are safe when taken as directed, there is little long-term experience with human consumption of certain of these product ingredients or combinations of ingredients in concentrated form. We conduct research and test the formulation and production of our products, but we have performed or sponsored only limited clinical studies. Furthermore, because we are highly dependent on consumers' perception of the efficacy, safety, and quality of our products, as well as similar products distributed by other companies, we could be adversely affected in the event that those products prove or are asserted to be ineffective or harmful to consumers or in the event of adverse publicity associated with any illness or other adverse effects resulting from consumers' use or misuse of our products or similar products of our competitors.

Legal, Regulatory, Compliance and Tax Risks

Legal action by former Associates or third parties against us could harm our business.

We continually monitor and review our Associates' compliance with our policies and procedures as well the laws and regulations applicable to our business. In the ordinary course of our business, Associates occasionally fail to adhere to our policies and procedures. If this happens, we may take disciplinary action against the breaching Associate. This disciplinary action is based on the facts and circumstances of the particular case and may include anything from warnings

for minor violations to termination of the Associate's purchase and distribution rights for more serious violations. From time to time, we become involved in litigation with an Associate whose purchase and distribution rights have been terminated. We consider this type of litigation to be routine and incidental to our business. While neither the existence nor the outcome of this type of litigation is typically material to our business, in the past we have been involved in litigation of this nature that resulted in a large cash award against us.

Our competitors have also been involved in this type of litigation, and more and more of these cases have resulted in class action litigation, where the result has been a large cash award against the competitor or a large cash settlement by the competitor. These types of challenges, awards or settlements could provide incentives for similar actions by other former Associates against us in the future, which could result in class action litigation against us. Any such challenge involving others in our industry or us, could harm our business by resulting in fines or damages against us, creating adverse publicity about us or our industry, or hurting our ability to attract and retain customers.

We believe that Associate compliance is critical to the integrity of our business, and, therefore, we will continue to be assertive in ensuring that our Associates comply with our policies and procedures. As such, there can be no assurance that this type of litigation will not occur again in the future or result in an award or settlement that has a materially adverse effect on our business. We could also be subject to challenges by private parties in civil actions. We are aware of recent civil litigation against various direct selling companies in the United States, which have already resulted in settlements and may result in additional significant settlements in the future by these companies. There can be no assurance that we will not be challenged by private parties in litigation.

We may incur liability under our "Athlete Guarantee" program.

We believe that our nutritional supplement products are free from substances that have been banned by world-class training and competitive athletic programs. We retain independent testing agencies to conduct periodic checks for banned substances. We further believe that, while our products promote good health, they are not otherwise considered "performance enhancing" as that term has been used in defining substances that are banned from use in international competition by the World Anti-Doping Agency ("WADA"). For many years, we have been a sponsor of Olympic level athletes and professional competitors around the world. These athletes have been tested on many occasions and have never tested positive for banned substances as a result of taking USANA nutritional products. To back up our claim that athletes who use USANA products as part of their training regimen will not be consuming banned substances, we have offered to enter into agreements with select athletes, some of whom have high-profiles and are highly compensated. These agreements provide that, during the term of the agreement, should the athlete test positive for a banned substance included

in the WADA, and should such positive result be caused by taking USANA nutritional products, we will compensate that athlete at an amount equal to two times their current annual earnings, up to $1.0 million, based on the athlete's personal level of competition, endorsement, and other income, as well as other factors. Although we believe that the pool of current and potential participants in the program is small and that the procedures and safeguards implemented by us in connection with the program are sound, there is no guarantee that an athlete who is accepted in the program will not successfully make a claim against us. We currently have no insurance to protect us from potential claims under this program.

Failure to comply with anti-corruption laws could adversely affect our business.

We currently conduct our business in various foreign countries and expect to expand the number of countries in which we operate in the future. Our international business is subject to various anti-corruption laws, including principally the U.S. Foreign Corrupt Practices Act. In recent years, there have been an increasing number of investigations and other enforcement activities under these laws, including a voluntary investigation we recently concluded several years ago concerning our China operations. The FCPA prohibits U.S.-based companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. Other anti-corruption laws prohibit both domestic and international bribery as well as bribery across both public and private sectors. We pursue opportunities in certain parts of the world that experience government corruption and in certain circumstances compliance with anti-bribery laws may conflict with local customs and practices. Our policies mandate compliance with all applicable anti-bribery laws. Further, we require our partners, subcontractors, agents and others who work for us or on our behalf to comply with these and other anti-bribery laws.

Although we have policies and procedures and a compliance program designed to ensure that we comply with the FCPA and other anti-bribery laws, there is no assurance that such policies or procedures will protect us against liability under the FCPA or other laws for actions taken by our agents, employees and intermediaries. If we are found to be liable for violations of these acts (either due to our own acts or our inadvertence or due to the acts or inadvertence of others), we could incur severe criminal or civil penalties or other sanctions, which could have a material adverse effect on our

reputation, business, results of operations or cash flows. In addition, detecting, investigating and resolving actual or alleged violations of these acts is expensive and could consume significant time and attention of our senior management.

We could be subject to adverse changes in tax laws, regulations and interpretations or challenges to our tax positions.

We are subject to tax laws and regulations in the United States and numerous other foreign jurisdictions. Tax laws, regulations, and interpretations in various jurisdictions may change, with or without notice, due to social, economic, political and other considerations. As a result, our evaluation and estimates for our provision for income taxes may change perhaps negatively. Our future effective tax rates could be affected by numerous factors, including changes in the market mix for our net sales, the amount of our earnings and where earned, intercompany transactions, the inability to realize tax benefits, changes in currency exchange rates, tax positions, allocation and apportionment of state taxes, changes in our deferred tax assets and liabilities and their valuation, changes in our business operations, acquisitions, and entry into new markets. There can be no assurance that additional changes in tax laws or regulations, both within the United States and the other jurisdictions in which we operate, will not materially and adversely affect our effective tax rate, tax payments, financial condition and results of operations. Similarly, changes in tax laws and regulations that impact our customers and counterparties or the economy generally may also impact our financial condition and results of operations.

We are also subject to examination by tax authorities, including state revenue agencies and foreign governments. While we regularly assess the likelihood of favorable or unfavorable outcomes resulting from examinations by tax authorities to determine the adequacy of our provision for income taxes, there can be no assurance that the actual outcome resulting from these examinations will not materially adversely affect our financial condition and operating results. The IRS and several foreign tax authorities have also increasingly focused attention on intercompany transfer pricing. Tax authorities, in certain instances, have disagreed with our transfer pricing calculations and agreements and assessed us with additional taxes. Going forward, tax authorities could continue to disagree with our intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. If we do not prevail in any such disagreements, our profitability may be affected. Tax laws and regulations are complex and subject to varying interpretations and any significant failure to comply with applicable tax laws and regulations in all relevant jurisdictions could give rise to substantial penalties and liabilities. Any changes in enacted tax laws, rules or regulatory or judicial interpretations; any adverse outcome in connection with tax audits in any jurisdiction; or any change in the pronouncements relating to accounting for income taxes could materially and adversely impact our effective tax rate, tax payments, financial condition and results of operations.

Failure to maintain effective internal controls could negatively impact our business.

We are required by federal securities laws to document and test have identified material weaknesses in our internal control over financial reporting reporting. If we fail to properly remediate the material weaknesses or to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

As more fully disclosed in *Item 9A. "Controls and are required to have management annually assess Procedures,"* we conducted an evaluation of the effectiveness of such the design and operation of our disclosure controls and procedures and internal controls. Effective control over financial reporting. Based on that evaluation, we have concluded that our disclosure controls and procedures were not effective as of December 30, 2023, due to material weaknesses in internal control over financial reporting.

The material weaknesses resulted from an insufficient complement of trained resources with specialized skills and knowledge in information technology general controls (ITGCs), or an alternative contingency plan, to timely respond to the impacts of turnover in key personnel with responsibility for ITGCs that occurred during 2023. As a result, we did not maintain effective ITGCs in the areas of user access, program change management, and computer operations over the information technology (IT) systems that support our financial reporting processes. Process-level automated controls that are dependent on the affected ITGCs and manual controls that rely on the integrity of data or reports from the affected systems across substantially all of our processes were also deemed ineffective because they could have been adversely impacted. Although these material weaknesses did not result in any errors to the financial statements, and there were no changes to previously released financial results, the applicable control deficiencies were not remediated as of December 30, 2023, and, consequently, there was a reasonable possibility that it could have resulted in a material misstatement in the Company's financial statements that would not have been detected.

While the Company's management, under the oversight of the Audit Committee, has begun taking steps to implement our remediation plan as described more fully in *Item 9A. "Controls and Procedures,"* these material weaknesses will not be considered remediated until the enhanced controls operate for a sufficient period of time and management has concluded, that the related controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. In addition, our independent registered public accounting firm must report on effective. There is no assurance that the effectiveness of our internal controls. measures we take will remediate these material weaknesses. If we fail to maintain effective internal controls, we could be required to take costly and time-consuming corrective measures, to remedy any number of deficiencies, significant deficiencies or material

weaknesses, be required to restate the affected historical financial statements, be subjected to investigations and/or sanctions by federal and state securities regulators and be subjected to civil lawsuits by security holders. Any of the foregoing could also cause investors to lose confidence in our reported financial information and in our company and would likely result in a decline in the market price of our stock and in our ability to raise additional financing if needed in the future.

ESG issues may have an adverse effect on our reputation, business, financial condition or results of operations.

Companies across all industries are facing increasing scrutiny relating to their ESG policies. If we are unable to meet our ESG goals or evolving regulator, investor, industry or stakeholder expectations and standards, or if we are perceived to have not responded appropriately to the growing concern for ESG issues, customers may choose to stop purchasing our products and our reputation, business or financial condition may be adversely affected. In particular, these constituencies are increasingly focusing on environmental issues, including climate change, water use, plastic waste, and other sustainability concerns. These factors could cause us to incur additional costs, to make changes to our operations to make additional commitments, set targets or establish additional goals and take actions to meet them, which could expose us to market, operational and execution costs or risk.

In addition to environmental issues these constituencies are also focused on social and other governance issues, including matters such as, but not limited to, human capital and social issues. We also have established diversity, equity and inclusion goals as part of our ESG initiative.

Concern over climate change, including plastics and packaging materials, in particular, may result in new or increased legal and regulatory requirements. requirements, including, for example, two climate disclosure laws adopted by California in 2023 . Increased regulatory requirements related to environmental causes, and related ESG disclosure rules, including the new California laws and the SEC's recent disclosure proposal on climate change, may result in increased compliance costs or increased costs of energy, raw materials or compliance with emissions standards, which may cause disruptions in the manufacture of our products or an increase in operating costs. Any failure to achieve our ESG goals or a perception (whether or not valid) of our failure to act responsibly with respect to the environmental, human capital, or social issues, or to effectively respond to new, or changes in, legal or regulatory requirements concerning environmental or other ESG matters, or increased operating or manufacturing costs due to increased regulation or environmental causes could adversely affect our business and reputation and increase risk of litigation.

Risk Associated with Information Technology, Data Security and Data Privacy

A failure or interruption of our information technology systems would harm our business.

The global nature of our business, shopping and our global compensation plan requires the development and implementation of robust and efficiently functioning information technology systems. Such systems are vulnerable to a variety of potential risks, including damage or interruption resulting from natural disasters, power outages, certain aging system architecture, systems failures, hardware or software corruption, human error or hacking, malware, ransomware, phishing or other similar acts. We rely on both self-developed and third-party developed and supported information technology systems. Although we have adopted and implemented a business continuity and disaster recovery plan and a variety of other operational safeguards, the occurrence of any of these events could result in costly interruptions or failures adversely affecting our business and the results of our operations.

We rely on information technology to support our operations and reporting environments. A data breach involving that technology or the data stored in it, could disrupt our ability to operate our businesses effectively, adversely affect our reported financial results and our reputation, and expose us to significant potential liability, government investigations, fines or litigation.

In the ordinary course of our global business, we collect and store in our data centers and on our networks, including cloud systems, significant amounts of data, including personally identifiable information (PII), intellectual property, and our proprietary business information The secure collection, storage and other processing of this information is critical to our operations, regulatory compliance and business strategy. Although we strive to frequently analyze and

improve our data security measures, our information technology and infrastructure are subject to persistent attacks of varying degrees and types and we may be vulnerable to attacks by hackers. Such attacks could include viruses, ransomware attacks, computer denial of service attacks, or phishing schemes. In some instances, despite our reasonable efforts, it could take us some time to discover that our networks have been breached.

Any such breach of our networks and the information and PII stored therein could cause such information and PII to be accessed, publicly disclosed, altered, damaged, held ransom, lost or stolen. In any such event, we could suffer significant loss or incur significant liability, including: damage to our reputation; increased cyber insurance premiums; loss of customer confidence or goodwill; and significant expenditures of time and money to address and remediate the resulting damage (including notification and credit monitoring

costs, as well as fines and penalties imposed by regulators) to affected individuals or business partners, or to defend ourselves in resulting litigation or other legal proceedings, by affected individuals, business partners or regulators.

Likewise, a failure to adhere to the payment card industry's data security standards could lead to significant penalties from payment card associations, termination of our ability to receive credit or debit card payments, any of which could have a material adverse effect on our business and financial condition. Furthermore, such data breach could result in significant disruption of our operations, which could adversely affect our business, revenues and competitive position.

We are subject to data privacy and security laws and regulations, and our actual or perceived failure to comply with them could adversely affect our business and operating results.

Compliance with data privacy and security laws and regulations is a significant effort for us in all of our markets because we collect, store and otherwise process significant amounts of customer and employee personal information for business (including for transactional and marketing purposes) and legal purposes. The governments of our various markets have adopted, or are adopting, complex and strict laws and regulations governing data privacy and security, and these areas are still rapidly evolving . evolving. These laws and regulations have resulted in greater compliance risk and cost for us.

These laws and regulations often require us to take a variety of actions, including: implementing new data privacy and security policies; granting individuals a wide variety of rights with respect to their PII, including access, correction and deletion rights; informing individuals of security breaches that affect their PII; disclosing to individuals how we process their PII and obtaining their written consent to such processing; and localizing individuals' PII within national borders and complying with cross border PII transfer assessments and requirements, among other things. Examples of significant, recent data privacy and security laws affecting our various markets include the European Union General Data Protection Regulation, ("GDPR"), China's national Data Privacy Law and Personal Information Protection Law, China's Cybersecurity Law, the California Consumer Privacy Act, ("CCPA"), and the California Privacy Rights Act. Virginia, Colorado, Connecticut, Utah, Iowa, Indiana, Tennessee, Montana, Texas, Florida, Delaware, and Utah Oregon all have adopted laws introducing new privacy obligations and many other states are considering similar legislation. A broad range of legislative measures also have been introduced at the federal level. There also is a wide range of enforcement agencies at both the state and federal levels that can review companies for privacy and data security concerns based on general consumer protection laws. The FTC and state Attorneys General all are aggressive in reviewing privacy and data security protections for consumers.

We have incurred, and will continue to incur, substantial costs in striving to comply with these various data privacy and security laws and regulations. Compliance with these laws and regulations may limit our ability to provide products and services to our customers that they may find valuable or otherwise require us to change our business practices in a manner that is ultimately adverse to our business objectives. As such, we cannot assure ongoing compliance with all such laws or regulations, industry standards, contractual obligations and other legal obligations. Any failure or perceived failure by us to comply with data security and privacy laws and regulations may result in governmental enforcement actions and prosecutions, private litigation, significant fines and penalties, adverse publicity, or reputation damage, which could have an adverse effect our business and operating results.

Human Capital Risks Associated with our Business

If we are unable to attract and retain active Associates and Preferred Customers, our business may be harmed.

Our consumer base includes Associates who personally consume and sell our products, Preferred Customers who join USANA and simply consume our products, and retail customers who do not join USANA but purchase products directly from us or one of our Associates and consume our products. We refer to Associates, and Preferred Customers in this Annual Report together as active Customers. We rely largely on our Associates to market and sell our products and to generate active Customer growth. Our ability to maintain and increase sales in the future will depend in large part upon our success in increasing our number of active Customers. Our success will also depend on our ability to retain and motivate

our existing Associates and attract new Associates to sell our products. Associates typically market and sell our products on a part-time basis and often engage in other business activities, some of which may compete with us. Our ability to continue to attract and retain active Customers can be affected by a number of factors, some of which are beyond our control, including each of the other risks identified in this Annual Report. Our Associates may terminate their services at any time

and, like most direct selling companies, we experience a high turnover among new active Customers from year to year. Customers may also stop buying from us at any time and it is challenging to determine why a customer actually stops buying. In 2022, 2023 most of our markets, including China, experienced active Customer declines. If our strategies, including our customer experience strategy, do not generate growth in our active Customer base, our operating results could be harmed.

We also rely on the successful efforts of our Associates who become leaders with our Company. Our Compensation Plan is designed to permit Associates to sponsor new Associates and Preferred Customers, thereby creating sales organizations. As a result, Associates develop business and personal relationships with other Associates and Preferred Customers. The loss of a key Associate or group of Associates, large turnover or decreases in the size of the key Associate force, seasonal or other decreases in product purchases, sales volume reduction, the costs associated with training new Associates, and other related expenses may adversely affect our business, financial condition, or results of operations.

The loss of key management personnel could adversely affect our business.

Our executive officers are primarily responsible for our day-to-day operations, and we believe our success depends in part on our ability to retain our executive officers, to compensate our executive officers at attractive levels, and to continue to attract additional qualified individuals to our management team. We depend upon the services of our Executive Chairman, and Kevin Guest; our Chief Executive Officer Kevin Guest; our and President, Jim H. Brown; and our Chief Financial Officer, Douglas Hekking, as well as other key members of our executive team. We disclosed in February 2023 that, effective July 1, 2023, Mr. Guest will be transitioning from the role of Chief Executive Officer to the role of Executive Chairman and that Jim Brown will succeed him as the Chief Executive Officer. We cannot guarantee continued service by our key executive officers. We do not maintain

key man life insurance on any of our executive officers, nor do we have an employment agreement with any of our executive officers. The loss or limitation of the services of any of our executive officers or the inability to attract additional qualified management personnel could have a material adverse effect on our business, financial condition, or results of operations.

Risks Associated with Business Development Activities and Acquisitions

In 2022, we acquired two businesses and our growth strategy contemplates acquiring additional businesses in the future to the extent that we find prospects that meet our acquisition criteria. Our acquisition criteria includes, but is not limited to: vertical integration; product and category expansion; geographic expansion; and other opportunities that strengthen, diversify and grow our world-wide business. Our completed and potential future acquisitions entail a variety of risks and uncertainties, including: (i) potential disruption to our direct selling business; (ii) failure to achieve our strategic objectives, efficiencies, and growth strategies for the acquisition; (iii) potential loss of key employees, customers, or other stakeholders of an acquired businesses, particularly given that our strategy contemplates our acquired businesses operating and growing independently of USANA; (iv) general risks associated with owning and overseeing businesses and industries where we have limited or no prior experience; (v) expense and indebtedness, including unanticipated liabilities and litigation; (vi) shareholder dilution; (vii) difficulty in implementing an effective control environment for acquired companies, in a timely and efficient manner; or (viii) the failure to consummate transactions in a timely or efficient manner or at all.

The occurrence of any of the foregoing risks or others, or our inability to effectively execute our business development strategy, could have a material adverse effect on our business, financial condition and operating results. We cannot assure you that we will be able to identify suitable acquisition prospects, consummate acquisitions on favorable terms or at all, or accomplish the objectives of an acquisition.

General Economic, Publicity, Competitive, and Intellectual Property Risks Associated with our Business

Difficult economic conditions may adversely affect our business.

Over the past few years, economic conditions in many of the markets where we sell our products have resulted in challenges to our business and economies around the world have been negatively impacted by the COVID-19 pandemic. We cannot predict whether world or market-specific economies will improve or deteriorate in the future. If difficult economic conditions continue or worsen as a result of the COVID-19 pandemic, or otherwise, we could experience declines in net sales, profitability and cash flow due to lower demand for our products or other factors caused by economic

challenges faced by our customers, potential customers or suppliers. Additionally, these conditions may result in a material adverse effect on our liquidity and capital resources or otherwise negatively impact our operations or overall financial condition.

Our business is subject to the effects of adverse publicity and negative public perception.

Our ability to attract and retain active Customers and to sustain and enhance sales through our Associates can be affected by adverse publicity or negative public perception regarding our industry, our competition, or our business generally. Our business prospects, financial condition and results of operations could be adversely affected if our public image or reputation were tarnished by negative publicity. This negative public perception may include publicity regarding the legality of direct selling, the quality or efficacy of nutritional supplement products or ingredients in general or our products or ingredients specifically, data privacy or security concerns, and regulatory investigations, regardless of whether those investigations involve us or our Associates or the business practices or products of our competitors or other direct selling companies.

There has been significant media and short-seller attention regarding the viability and legality of direct selling in the United States, China, and internationally over the past several years. This attention has led to intense public scrutiny of the industry, as well as volatility in our stock price and the stock price of companies similar to ours. There can be no assurance that we will not be subject to adverse publicity or negative public perception in the future or that such adverse publicity will not have a material adverse effect on our business, financial condition, or results of operations.

Our business is subject to the risks associated with intense competition from larger, wealthier, and more established competitors.

We face intense competition in the business of distributing and marketing nutritional supplements, vitamins and minerals, personal care products, and other nutritional products, as described in greater detail in "*Business — Competition*." Numerous manufacturers, distributors, and retailers compete actively for consumers and, in the case of other direct selling companies, for Associates. There can be no assurance that we will be able to compete in this intensely competitive environment. In addition, nutrition and personal care products can be purchased in a wide variety of channels of distribution, including retail stores. Entry to market is not particularly capital intensive or otherwise subject to high barriers and as a result, new competitors can enter easily and compete with us for customers and distributors, including our Associates. Our product offerings in each product category are also relatively small, compared to the wide variety of products offered by many of our competitors.

Our business is subject to particular intellectual property risks.

Most of our products are not protected by patents. The labeling regulations governing our nutritional supplements require that we indicate ingredients of such products precisely and accurately on product containers. Accordingly, patent protection for nutritional supplements often is impractical given the large number of manufacturers who produce nutritional supplements having many active ingredients in common. Additionally, the nutritional supplement industry is characterized by rapid change and frequent reformulations of products, as the body of scientific research and literature refines current understanding of the application and efficacy of certain substances and the interactions among various substances. We protect our investment in research, as well as the techniques we use to improve the purity and effectiveness of our products, by relying on trade secret laws. We have also entered into confidentiality agreements with certain of our employees involved in research and development activities. Additionally, we endeavor to seek, to the fullest extent permitted by applicable law, trademark and trade dress protection for our products, which protection has been sought in many of our existing and potential future markets. Notwithstanding our efforts, there can be no assurance that our efforts to protect our trade secrets and trademarks will be successful. Nor can there be any assurance that third

parties will not assert claims against us for infringement of their intellectual proprietary rights. If an infringement claim is asserted, we may be required to obtain a license of such rights, pay royalties on a retrospective or prospective basis, or terminate our manufacturing and marketing of our infringing products. Litigation with respect to such matters could result in substantial costs and diversion of management and other resources and could have a material adverse effect on our business, financial condition, or operating results.

Global Pandemic

Pandemics, epidemics, disease outbreaks and other public health crises, such as the COVID-19 pandemic, have disrupted our business and operations, and future public health crises could materially adversely impact our business, financial condition, liquidity and results of operations.

Pandemics, epidemics or disease outbreaks in the United States or globally, including the COVID-19 pandemic, have disrupted, and may in the future disrupt, our business, which could materially affect our results of operations, financial condition, liquidity and future expectations. Any such events may adversely impact our global supply chain and global manufacturing operations and cause us to again limit or suspend our operations in the United States, China and

elsewhere. To address the pandemic, many governments issued various restrictive orders that affected businesses and consumers. During the pandemic, government-imposed restrictions, health and safety mandated best practices, and public hesitance regarding in-person gatherings reduced our ability and the ability of our Associates to hold sales meetings, required our Associates to share and sell our products in a predominantly virtual environment, resulted in cancellations of key Company events and trips, required us to utilize a work-from-home strategy for all non-manufacturing and non-distribution employees, and required us to temporarily close our walk-in and fulfillment locations we maintain in some markets. The pandemic also affected the availability and cost of several of our raw materials, packaging materials and shipping resources to transport our product to our various markets around the world. Our supply chain and logistics have incurred some disruption and we could experience more significant disruptions or face more significant closures in the future.

These factors and others related to the COVID-19 pandemic, including the spread of new variants of the virus, will likely continue to negatively affect our business and our financial results in a number of ways. Any new pandemic or other public health crises, or future public health crises, could have a material impact on our business, financial condition and results of operations going forward.

Risks Related to Our Common Stock

The beneficial ownership of a significant percentage of our common stock gives our founder and parties related to or affiliated with him effective control, and limits the influence of other shareholders on important policy and management issues.

Gull Global, Ltd., an entity that is solely owned and controlled by our founder, Dr. Myron Wentz, owned approximately 41.6% 41.7% of our outstanding common stock at December 31, 2022 December 30, 2023. Dr. Wentz is no longer active in the management of USANA and is an emeritus member of our Board of Directors. By virtue of this stock ownership, Dr. Wentz is able to exert significant influence and control over the election of the members of our Board of Directors and our business affairs. This concentration of ownership could also have the effect of delaying, deterring, or preventing a change in control that might otherwise be beneficial to shareholders. There can be no assurance that conflicts of interest will not arise with respect to these relationships or that conflicts will be resolved in a manner favorable to our other shareholders.

Sales by our shareholders of a substantial number of shares of our common stock in the public market could adversely affect the market price of our common stock.

A large number of outstanding shares of our common stock are held by several of our principal shareholders, including Gull Global, Ltd. If any of these principal shareholders were to decide to sell large amounts of stock over a short period of time such sales could cause the market price of our common stock to decline.

The market price of our common stock may be influenced by many factors, some of which are beyond our control.

There can be no assurance that an active market in our stock will be sustained. We have a relatively small public float compared to the number of our shares outstanding. Accordingly, we cannot predict the extent to which investors' interest in our common stock will provide an active and liquid trading market. We are also vulnerable to investors taking a "short position" in our common stock, which has the effect of depressing the price of our common stock and adding volatility to our trading market. The price of our common stock also may fluctuate in the future in response to quarter-to-quarter variations in operating results, material announcements by us or our competitors, governmental regulatory action, conditions in the nutritional supplement industry, negative publicity, or other events or factors, many of which are beyond our control. In addition, the stock market has historically experienced significant price and volume fluctuations, which have particularly affected the market prices of many dietary and nutritional supplement companies and which have not had a strong correlation in certain cases to the operating performance of these companies. Our operating results in future quarters

may be below the expectations of securities analysts and investors. If that were to occur, the price of our common stock, and accordingly, the value of a shareholder's investment in our company, would likely decline, perhaps substantially.

Item 1B. Unresolved Staff Comments

There are no unresolved comments that were received from the SEC staff relating to our periodic or current reports under the Securities Exchange Act of 1934.

Item 1C. Cybersecurity

Overview.

We have implemented and maintain a cybersecurity risk management program, which consists of, among other things, comprehensive processes to identify, assess, manage, and mitigate material cybersecurity threats as part of our broader enterprise risk management program. We utilize an internal team of cybersecurity professionals and, to some extent, data privacy professionals to oversee this program. Where appropriate, we obtain input from external experts on our program, including with respect to prevailing cybersecurity practices and the latest cyber threat trends.

Cybersecurity Team.

Our internal team of cybersecurity and data privacy professionals oversee, among other things, our cybersecurity risk management and mitigation, incident prevention, detection, and remediation. The leadership of these teams is comprised of various professionals with cybersecurity expertise, including our Vice President of Information Security and Disaster Recovery, who reports to our Chief Operating Officer. Our Vice President of Information Security and Disaster Recovery has a bachelor's degree in computer information systems, multiple university certifications in advanced cybersecurity, and over 30 years' experience in cybersecurity and technology roles at various companies. Our executive leadership team, with input from the above teams, is responsible for our overall enterprise risk management system and associated processes, and regularly considers cybersecurity risks in the context of other material risks to the Company.

Risk Management Program Components, Training, and Incident Response.

As part of our cybersecurity risk management program, our incident response team tracks and logs cybersecurity and data privacy incidents across the Company to identify, assess, mitigate, remediate, and resolve any such incidents. Prior to forming a contractual relationship with a material vendor or third-party service provider that will have access to our information systems or data, we perform due diligence on their cybersecurity and data privacy posture. We conduct annual reviews and tests of our information security program and we periodically review and update our cybersecurity policies. We also periodically utilize qualified third parties to evaluate and assess our cybersecurity risk management program, including through conducting cybersecurity maturity assessments. We utilize cybersecurity user awareness trainings with our employees, cybersecurity insurance, business continuity mechanisms, tabletop exercises, penetration testing, and vulnerability scanning to evaluate the effectiveness of our information security program and improve our security measures and planning. The material results of these assessments are reported to our executive leadership team and the Governance, Risk and Nominating Committee of the Company's Board of Directors (the "Board").

We have adopted a cybersecurity and data privacy incident response plan that provides a framework for identifying, classifying, documenting, and responding to cybersecurity and data privacy incidents and determining whether reporting of an incident is appropriate or required under regulatory standards. The plan also includes a materiality assessment framework to assist us in determining whether a security incident is "material" under the federal securities laws. A cross-functional working group reviews significant cybersecurity incidents under this framework to assess the incident and, among other things, determine whether further assessment and escalation of the incident within USANA is appropriate. Any incident assessed as being or potentially becoming material is immediately escalated to designated members of our executive leadership team. We consult with outside cybersecurity and data privacy consultants and legal counsel as appropriate, including on cyber incident significance and/or materiality analysis and disclosure matters, and designated members of our management team make the final materiality determinations and disclosure and other compliance decisions. Our management apprises the Governance Risk and Nominating Committee and, where necessary, our independent registered public accounting firm, of cybersecurity matters and relevant developments, as appropriate.

Governance.

Our Board is actively involved in the assessment, oversight and management of the material risks that could affect the Company. The Board carries out its risk oversight and management responsibilities by monitoring risk directly as a full Board and, where appropriate, through its committees. The Board has delegated to the Governance, Risk and Nominating Committee the ultimate oversight responsibility for risks and incidents relating to cybersecurity threats, including compliance with disclosure requirements, cooperation with law enforcement, and related effects on financial and other risks, and it reports any findings and recommendations, as appropriate, to the full Board for consideration. Our cybersecurity and data privacy professionals regularly discuss cyber risks and trends and, should they arise, any material incidents with management and the Governance, Risk and Nominating Committee.

Material Risks from Cybersecurity Threats.

As a global company with operations and customers in 25 markets, we encounter a variety of cybersecurity threats. However, our business strategy, results of operations and financial condition have not been materially affected by risks from cybersecurity threats. Nevertheless, we cannot provide assurance that they will not be materially affected in the future by such risks or any future material incidents. For more information on our cybersecurity related risks, see *"Item 1A. Risk Factors."* of this Annual Report on Form 10-K.

Item 2. Properties

Corporate Headquarters

Our world-wide corporate headquarters is a 354,000 square foot company-owned facility located in Salt Lake City, Utah. In addition to executive offices, this facility includes space for manufacturing and quality control, distribution, administrative functions, and research and development. This facility manufactures inventories for all global markets, excluding China. Additionally, we own a 54,000 square foot manufacturing facility, located adjacent to the corporate headquarters facility, where we began in-house manufacturing of our foods product line during the fourth quarter of 2020.

China Manufacturing

We own a 350,000 square foot state-of-the-art facility in Beijing, China similar in potential capacity and nature to our corporate headquarters to manufacture products sold in China. Additionally, we own a 31,000 square foot manufacturing facility in Tianjin, China, where we manufacture our skincare products for sale in China.

Other Office and Distribution Warehouse Facilities

We own a 45,000 square foot office and warehouse building in Sydney, Australia.

In other markets, we lease regional offices and distribution warehouses. Additionally, we lease retail centers for our operations in China and a packaging facility in Singapore, which fulfills orders for our MyHealthPak™ product in our Asia Pacific markets. China.

We believe that the facilities referenced above are in good condition and are adequately utilized. Further, we believe that our current and planned manufacturing facilities provide for the productive capacity to meet our foreseeable needs.

Item 3. Legal Proceedings

We are a party to litigation and other proceedings that arise in the ordinary course of conducting business, including matters involving our products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters.

Information with respect to legal proceedings may be found in Note K to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock trades on the NYSE under the symbol "USNA." As of February 24, 2023 February 23, 2024, we had approximately 237244 holders of record of our common stock. We have never declared or paid cash dividends on our common stock. Future cash dividends, if any, will be determined by our Board of Directors and will be based on earnings, available capital, our financial condition, and other factors that the Board of Directors deems to be relevant.

Information regarding securities authorized for issuance under equity compensation plans is included in Item 12. "*Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*"

Share Repurchases

Our share repurchase plan has been ongoing since the fourth quarter of 2000, with our Board of Directors periodically approving additional dollar amounts for share repurchases under the plan. There were no share repurchases made during the quarter ended December 31, 2022 December 30, 2023. As of December 31, 2022 December 30, 2023, the remaining authorized repurchase amount under the stock repurchase plan was $82.8 million. $71.2 million inclusive of accrued excise tax. There is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

Stock Performance Graph

The following graph and table compare the performance of our common stock to the Russell 2000 Index ("Index") and to a market-weighted index of six companies selected in good faith from our industry (the "Peer Group") over the last five years. The data shown assumes an investment on December 31, 2016 December 31, 2018, of $100 in our common stock and each of the other equities and reinvestment of all dividends into additional shares of the same class of equity, if applicable to the stock or index.

Each of the companies included in the Peer Group markets or manufactures products similar to our products or markets its products through a similar marketing channel. The Peer Group includes the following companies: Nu Skin Enterprises, Inc., Herbalife Nutrition Ltd., LifeVantage Corporation, Medifast, Inc., Nature's Sunshine Products, Inc., and Mannatech, Inc. The change to the Index and the Peer Group was made to address changes in the external market and to better reflect our business.

	USNA	Russell 2000	Peer Group
Dec 17	$ 100	$ 100	$ 100

Dec 18	$ 159	$ 88	$ 97
Dec 19	$ 106	$ 109	$ 80
Dec 20	$ 104	$ 129	$ 116
Dec 21	$ 137	$ 146	$ 131
Dec 22	$ 72	$ 115	$ 81

	USNA	Russell 2000	Peer Group
Dec 2018	$100	$100	$100
Dec 2019	$67	$124	$100
Dec 2020	$65	$146	$80
Dec 2021	$86	$166	$111
Dec 2022	$45	$131	$114
Dec 2023	$46	$150	$65

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of USANA's financial condition and results of operations is presented in 10 nine sections:

- Overview
- Impact of the COVID-19 Pandemic
- Customers
- Presentation
- Non-GAAP Financial Measures
- Results of Operations
- Liquidity and Capital Resources
- Contractual Obligations and Commercial Contingencies
- Inflation
- Critical Accounting Policies and Estimates

This discussion and analysis from management's perspective should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing elsewhere in this report.

Overview

We develop and manufacture high quality, science-based nutritional and personal care and skincare products that are distributed internationally primarily through direct selling. We use this distribution method because we believe it is more conducive to meeting our vision as a company, which is to improve the overall health and nutrition of individuals and families around the world. Our customer base is primarily comprised of two types of customers: "Associates" and "Preferred Customers" Customers," referred to together as "active Customers." Our Associates also sell our products to retail customers. Associates share in our company vision by acting as independent distributors of our products in addition to purchasing our products for their personal use. In 2023, we launched our Affiliate program in the United States, Canada, and Mexico and are evaluating introducing the program in other markets. This program offers another sales and compensation opportunity to individuals who are interested in selling USANA products. Affiliates are discussed and reported in this report with Associates. Preferred Customers purchase our products strictly for personal use and are not permitted to resell or to distribute the products. We only count as active Customers those Associates and Preferred Customers who have purchased from us at any time during the most recent three-month period. As of December 31, 2022 December 30, 2023, we had approximately 490,000 483,000 active Customers worldwide.

Impact of the COVID-19 Pandemic

The COVID-19 pandemic, including the spread of new variants of the virus, has negatively impacted our business in various markets around the world. The ongoing COVID-19 pandemic has created an unpredictable operating environment for us in many of our markets around the world and caused meaningful disruptions in both sales and operations. Government-imposed restrictions, health and safety mandated best practices, and public hesitance regarding in-person gatherings have reduced our ability, and the ability of our Associates to hold sales meetings, required our Associates to share and sell our products in a predominantly virtual environment, resulted in cancellations of key Company events and trips, required us to modify our workforce strategies, and required us, at times, to temporarily close our walk-in and fulfillment locations in some markets where we have such

properties. The pandemic has also affected the availability and cost of various of our raw materials, packaging material, and shipping resources to transport our product to our various markets around the world. Our supply chain and logistics have incurred some disruption and we could experience more significant disruptions or closures in the future. These factors and others related to the COVID-19 pandemic will likely continue to negatively affect our business throughout 2023 in a number of ways.

Customers

Because we sell our products to a customer base of independent Associates and Preferred Customers, we increase our sales by increasing the number of our active Customers, the amount they spend on average, or both. Our primary focus continues to be increasing the number of active Customers. We believe this focus is consistent with our vision of improving the overall health and nutrition of individuals and families around the world. Sales to Associates accounted account for approximately 53.4% 52% of Direct-selling segment product sales during 2022 2023, with the remainder of our sales being to Preferred Customers. Increases or decreases in product sales are typically the result of variations in the volume of product sold relating to fluctuations in the number of active Customers purchasing our products. The number of active Associates and

Preferred Customers is therefore used by management as a key non-financial indicator to evaluate our operational performance.

The table below summarizes the change in our active Customer base by geographic region, rounded to the nearest thousand, as of the dates indicated.

	Total Active Customers by Region						Total Active Customers by Region											
	As of December 31, 2022		As of January 1, 2022		Change from Prior Year	Percent Change	As of December 30, 2023											
Asia Pacific:	Asia Pacific:																	
Asia Pacific:																		
Asia Pacific:																		
Greater China																		
Greater China																		
Greater China	Greater China	244,000	49.8 %	255,000	45.5 %	(11,000)	(4.3 %)	255,000	52.8	%	244,000	49.8	%	11,000				
Southeast Asia Pacific	Southeast Asia Pacific	87,000	17.8 %	115,000	20.5 %	(28,000)	(24.3 %)	Southeast Asia Pacific	80,000	16.6 %	87,000	17.8 %		(7,000)				
North Asia	North Asia	53,000	10.8 %	58,000	10.4 %	(5,000)	(8.6 %)	North Asia	48,000	9.9 %	53,000	10.8 %		(5,000)				
Asia Pacific Total	Asia Pacific Total	384,000	78.4 %	428,000	76.4 %	(44,000)	(10.3 %)	Asia Pacific Total	383,000	79.3 %	384,000	78.4 %		(1,000)				
Americas and Europe	Americas and Europe	106,000	21.6 %	132,000	23.6 %	(26,000)	(19.7 %)	Americas and Europe	100,000	20.7 %	106,000	21.6 %		(6,000)				
		490,000	100.0 %	560,000	100.0 %	(70,000)	(12.5 %)											
	483,000							483,000		100.0 %	490,000		100.0 %		(7,0			

Presentation

Product sales along with the shipping and handling fees billed to our customers are recorded as revenue net of applicable sales discounts when, or as control of, the promised product is transferred to the customer, which is at the time of delivery to the third party carrier for shipment. Payments received for unshipped products are recorded as deferred revenue and are included in the "Other current liabilities" line item in the consolidated balance sheet. Also reflected in net sales is a provision for a refund liability for sales returns, which is estimated based on our historical experience. Additionally, other types of revenue include fees, which are paid by the customer at the beginning of the service period, for access to online customer service applications and annual account renewal fees for Associates, for which control is transferred over time as services are delivered and are recognized as revenue on a straight-line basis over the term of the respective contracts.

Cost of sales primarily consists of expenses related to raw materials, labor, quality assurance, and overhead costs that are all directly associated with the production and distribution of our products and sales materials, as well as duties and taxes that are associated with the import and export of our products. As international sales increase as a percentage of net sales, cost of sales are increasingly affected by additional duties, freight, and other factors, such as changes in currency exchange rates.

Associate incentives expense includes all forms of commissions, and other incentives paid to our Associates. Incentives paid to Associates include bonuses earned, rewards from contests and promotions, and base commissions, which makes up the majority of our Associate incentives expense. We pay bonuses to Associates based on certain business-related criteria, total base commission earnings, and leadership level. Contests and promotions are offered as an incentive and reward to our Associates and are typically paid out only after an Associate achieves specific criteria. Base commissions are paid out on the sale of products. Associates earn their commissions based on sales volume points that are generated in their sales organization. Sales volume points are assigned to each commissionable product and comprise a certain percent of the product price. Items such as our starter kits and sales tools have no sales volume point value, and commissions are not paid on the sale of these items. Although insignificant to our financial statements, an Associate may earn commissions on sales volume points that are generated from personal purchases that are not considered part of their “Qualifying Sales.” To be eligible to earn commissions, an Associate must reach a certain level of Qualifying Sales each month, which may include product that they use personally or that they resell to consumers. Associates do not earn commissions on their Qualifying Sales. Commissions paid to Associates on personal purchases are considered a sales discount and are reported as a reduction to our net sales.

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, lease costs and utilities, Associate event costs, advertising, professional fees, marketing, and research and development expenses. Wages and benefits represent the largest component of selling, general and administrative expenses. Significant depreciation and amortization expense is incurred as a result of investments in physical facilities, computer and information technology infrastructure to support our international operations.

Sales to customers outside the United States are transacted in the respective local currencies and translated to U.S. dollars at weighted-average currency exchange rates for each monthly accounting period to which they relate. With the exception of China, our raw material purchases from suppliers and product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our net sales and earnings are affected by changes in currency exchange rates. In general, our operating results are affected positively by a weakening U.S. dollar and negatively by a strengthening U.S. dollar. In our net sales discussions that follow, we approximate the impact of currency fluctuations on net sales by translating current year net sales at the average exchange rates in effect during the comparable prior-year periods.

Non-GAAP Financial Measures

We believe that presentation of certain non-GAAP financial information is meaningful and useful in understanding the activities and business metrics of our operations. Management believes these measures reflect an additional way of viewing aspects of our business that, when viewed with our U.S. GAAP results, provide a more complete understanding of factors and trends affecting our business. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes. We provide such non-GAAP financial information for informational purposes only. Readers should consider the information in addition but not instead of or superior to, our Consolidated Financial Statements prepared in accordance with U.S. GAAP, accompanying this report.

In analyzing business trends and performance, management uses “constant currency” net sales, “local currency” net sales, and other currency-related financial information terms to discuss our financial results in a way we believe is

helpful in understanding the impact of fluctuations in foreign-currency exchange rates and facilitating period-to-period comparisons of results of operations and providing investors an additional perspective on trends and underlying business results. Changes in our reported revenue and profits in this report include the impacts of changes in foreign currency exchange rates. As additional information to the reader, we provide constant currency assessments in the tables and the narrative information in this MD&A to remove or quantify the impact of the fluctuation in foreign exchange rates and utilize constant currency results in our analysis of performance. Our constant currency financial results are calculated by translating the current period’s financial results at the same average exchange rates in effect during the applicable prior-year period and then comparing this amount to the prior-year period’s financial results.

Results of Operations

Summary of 2022 2023 Financial Results

Our discussion and analysis is focused on our 2022 2023 and 2021 2022 financial results, including comparisons of our year-over-year performance between these years. Discussion and analysis of our 2020 2021 fiscal year specifically, as well as the year-over-year comparison of our 2021 2022 financial performance to 2020, 2021, are located in Part II, Item 7. “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” in our Annual Report on Form 10-K for the fiscal year ended January 1, 2022 December 31, 2022, filed with the SEC on March 1, 2022 February 28, 2023, which is available on our investor relations website at https://ir.usana.com or the SEC’s website at www.sec.gov. That information is incorporated by reference into this report.

Net sales in 2022 2023 decreased 15.8% 7.8%, or $187.9 million $77.6 million, to $998.6 million $921.0 million, compared with 2021. Current year 2022. The decrease in net sales programs and market specific promotions have performed below expectations, largely due to disruptions attributable to COVID-19 related lockdowns, and inflationary and was primarily the result of a challenging economic challenges environment in many of our key markets, particularly in which had varying degrees of impact on attracting new customers as well as consumer purchasing behavior of our Asia Pacific markets. These disruptions have contributed to products throughout the year. In some markets, we recognized our consumers were faced with an increasingly challenging economic environment. Consequently, we experienced a 12.5% decline in active Customers of 1.4% compared to the prior year. Additionally, unfavorable changes in currency exchange rates decreased net sales for the year by an estimated $49.7 million $27.8 million.

Net earnings decreased 40.5% 8.0% to $69.4 million $63.8 million in 2022, 2023, when compared with 2021. 2022. The decrease in net earnings was primarily the result of decreased sales and higher relative operating expenses.

Fiscal Year 2022 2023 compared to Fiscal Year 2021 2022

Net Sales

The following table summarizes the changes in our net sales by geographic region for the fiscal years ended December 31, 2022 December 30, 2023, and January 1, 2022 December 31, 2022:

	Net Sales by Region (in thousands) Twelve Months Ended							
	December 31, 2022		January 1, 2022		Change from prior year	Percent change	Currency impact on sales	Percent change excluding currency impact
Asia Pacific								
Greater China	$502,486	50.3 %	$ 563,469	47.5 %	$ (60,983)	(10.8) %	$(18,892)	(7.5) %
Southeast Asia Pacific	190,478	19.1 %	269,803	22.7 %	(79,325)	(29.4) %	(13,994)	(24.2) %
North Asia	108,952	10.9 %	129,920	11.0 %	(20,968)	(16.1) %	(13,809)	(5.5) %
Asia Pacific Total	801,916	80.3 %	963,192	81.2 %	(161,276)	(16.7) %	(46,695)	(11.9) %
Americas and Europe	196,685	19.7 %	223,272	18.8 %	(26,587)	(11.9) %	(3,033)	(10.5) %
	$998,601	100.0 %	$1,186,464	100.0 %	$(187,863)	(15.8) %	$(49,728)	(11.6) %

	Net Sales by Region (in thousands) Twelve Months Ended					
	December 30, 2023		December 30, 2023		December 30, 2023	
Asia Pacific						
Asia Pacific						
Greater China						
Greater China	$ 475,099	51.6	51.6	%	$502,486	
Southeast Asia Pacific	163,890	17.8	17.8	%	19	
North Asia	101,446	11.0	11.0	%	10	
Asia Pacific Total	740,435	80.4	80.4	%	80	
Americas and Europe	180,575	19.6	19.6	%	19	
$	$ 921,010		100.0 %			

Asia Pacific: The decline in this region is largely the result of the challenging operating environment as discussed above. As a result, there were local currency sales declines in all markets in this region. The decrease in constant currency net sales in Greater China was most notable primarily the result of a sales decline in China and Taiwan where local currency net sales decreased 7.0%. The decrease 0.6% and 3.9%, respectively. There were local currency declines in constant currency net sales all markets in the Southeast Asia Pacific was sub-region, most notable in the Philippines and Malaysia, Australia, which had local

currency net sales declines of 33.2%, 25.7% and 27.8% 8.4%, respectively. The decrease in constant currency net sales in North Asia was most notable in South Korea, which had a local currency net sales decline of 4.9% 5.6%.

Americas and Europe: The decline in this region is largely the result of the challenging operating environment as discussed above, as a result, there There were local currency sales declines in all markets in this region, most notable among these markets, Canada and region. The decrease in constant currency net sales is largely the result of

sales declines in the United States where and Canada, which had local currency net sales decreased 14.8% declines of 12.1%, and 7.1% 7.2%, respectively. respectively

Gross Profit

Gross profit decreased 100 increased 20 basis points to 80.6% 80.8% of net sales, down up from 81.6% 80.6% in 2021. 2022. The decrease increase in gross profit margin can be attributed to decreased inventory valuation adjustments, and the impact of modest price increases that occurred throughout the year. These increases were partially offset by higher material costs, unfavorable changes in currency exchange rates, higher scrap and inventory valuation, increased product costs, and loss of leverage on lower sales. These decreases were partially offset by favorable changes in market and product sales mix, and increased transportation costs in the prior-year period related to the strategic buildup of inventory due to COVID-19 related disruptions to our supply chain and logistics.

Associate Incentives

Associate incentives decreased 30 70 basis points to 43.5% 42.8% of net sales in 2022, 2023, compared with 43.8% 43.5% in the prior year. The relative decrease can primarily be attributed to a decrease in promotional incentives, as described above, and decreased spend on miscellaneous associate incentives. promotional and program incentives, as well as modest price increases that occurred throughout the year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 280 160 basis points relative to net sales and decreased $16.8 million $5.3 million in absolute terms. The relative increase can be attributed to leverage lost on lower net sales. The decreased expense in absolute terms can be primarily attributed to lower costs on a decrease in variable operating expenses as well as the capitalization of expenses associated with our digital commerce initiatives lower employee related costs. .

Income Taxes

Income taxes increased to 37.7% of pre-tax earnings in 2023, up from 36.2% of pre-tax earnings in 2022, up from 31.7% of pre-tax earnings in 2021. 2022. The effective tax rate increase is due primarily to a change in the market mix of pre-tax book income.

Diluted Earnings Per Share

Diluted EPS decreased to $3.30 in 2023 from $3.59 in 2022 from $5.73 in 2021. 2022. This decrease can be attributed to lower net earnings, partially offset by lower diluted share count. earnings.

Liquidity and Capital Resources

We have historically met our working capital and capital expenditure requirements by using both net cash flow from operations and by drawing on our line of credit. Our principal source of liquidity is our operating cash flow. Although we are required to maintain cash deposits with banks in certain of our markets, there are currently no material restrictions on our ability to transfer and remit funds among our international markets. In China, however, our compliance with Chinese accounting and tax regulations promulgated by the State Administration of Foreign Exchange (“SAFE”) results in transfer and remittance of our profits and dividends from China to the United States on a delayed basis. If SAFE or other Chinese regulators introduce new regulations or change existing regulations which allow foreign investors to remit profits and dividends earned in China to other countries, our ability to remit profits or pay dividends from China to the United States may be limited in the future.

We believe we have sufficient our current liquidity is adequate to satisfy meet our cash needs requirements and expect to continue to fund sustain our business with operations through cash flow from operations. Maintaining a capital structure that emphasizes sufficient liquidity and adaptability in the prevailing economic climate is our top priority. We continue, however, to evaluate actively assess potential acquisition opportunities and take action, as necessary, investments in complementary ventures. While we continuously aim to preserve adequate ample liquidity and ensure that our business can continue to operate during these uncertain times. Additionally, continuity amid uncertainties, we continually evaluate opportunities to repurchase shares of our common also explore initiatives such as stock and will, from time to time, consider the acquisition of, or investment in complementary businesses, products, services and technologies, which has repurchases. These strategic decisions have the potential to affect impact our liquidity. liquidity, enabling us to navigate these challenging times effectively.

Cash and Cash Equivalents

Cash and cash equivalents increased to $330.4 million at December 30, 2023, from $288.4 million at December 31, 2022, from $239.8 million at January 1, 2022. Cash flow provided by operating activities generated $103.9 million was $70.6 million partially offset by cash used in financing activities of $30.1 million $14.2 million, and cash used in investing activities of $12.4 million primarily to acquire property and

equipment and assets in business combinations, partially offset by proceeds from the settlement of our net investment hedge. $12.0 million. Additionally, unfavorable changes in currency exchange rates, have impacted cash and cash equivalents, and restricted cash by an estimated $13.8 million $2.5 million.

The following table below presents concentrations of cash and cash equivalents by market for the periods indicated:

	Cash and cash equivalents (in Millions)

	As of December 31, 2022	As of January 1, 2022

Cash and cash equivalents (in Millions)		
	As of December 30, 2023	

	Cash and cash equivalents (in Millions)	
	As of December 30, 2023	As of December 31, 2022
United States		
China	$ 129.8	$ 139.9
United States	114.1	51.9
All other markets	44.5	48.0
Total Cash and cash equivalents	$ 288.4	$ 239.8

Cash Flows Provided by Operations and Significant Uses of Cash

As discussed above, our principal source of liquidity comes from cash flows from operations. Net cash flow provided by operating activities which results from a strong totaled $70.6 million in 2023. Net earnings combined with adjustments of non-cash items contributed positively to our net cash flow provided by operating margin. activities, partially offset by changes in working capital.

Other significant uses of cash included an investment of $14.5 million to purchase property and equipment primarily related to our digital commerce initiatives and our India operations. Additionally, cash used to repurchase and retire shares totaled $11.6 million for 2023.

Net cash flow provided by operating activities totaled $103.9 million in 2022. Net earnings combined with adjustments of non-cash items contributed positively to our net cash flow provided by operating activities, partially offset by cash used to payout the annual employee bonus, reduce accruals related to inventories, and a reduction in trade payables. Additionally, cash used to repurchase and retire shares was $25.4 million for 2022.

Net cash flow provided by operating activities totaled $121.2 million in 2021. Net earnings combined with adjustments of non-cash items contributed positively to our net cash flow provided by operating activities, partially offset by purchase of inventories, the payout of the annual employee bonus, and a reduction in trade payables. Additionally, cash used to repurchase and retires shares was $177.8 million for 2021.

Line of Credit

Information with respect to our line of credit may be found in Note J to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated by reference.

Share Repurchase

Information with respect to our share repurchases may be found in Note N to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated by reference.

Off-Balance Sheet Arrangements

None.

Summary

We believe that our current cash balances, future cash provided by operations, and amounts available under our line of credit will be sufficient to cover our operating and capital needs in the ordinary course of business for the foreseeable future. If we experience an adverse operating environment or unanticipated and unusual capital expenditure requirements, additional financing may be required. No assurance can be given, however, that additional financing, if required, would be available to us at all or on favorable terms. We might also require or seek additional financing for the purpose of expanding into new markets, growing our existing markets, mergers and acquisitions, or for other reasons. Such financing may include the use of additional debt or the sale of additional equity securities. Any financing which involves the sale of equity securities or instruments that are convertible into equity securities could result in immediate and possibly significant dilution to our existing shareholders.

Contractual Obligations and Commercial Contingencies

The following table summarizes our contractual obligations and commitments as of December 31, 2022 December 30, 2023, and the effect such obligations and commitments are expected to have on our liquidity and cash flow in future periods:

		Payments Due By Period (in thousands)				
Contractual Obligations	Contractual Obligations	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Operating Leases	Operating Leases	$15,064	$ 7,214	$ 7,233	$ 617	$ —
Other Commitments	Other Commitments	32,690	23,544	7,583	1,563	—
Total Contractual Obligations	Total Contractual Obligations	$47,754	$30,758	$14,816	$2,180	$ —

Contractual Obligations	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years

"Operating Leases" generally provide that property taxes, insurance, and maintenance expenses are our responsibility. Such expenses are not included in the operating lease amounts in the table above. Information with respect to our Operating Leases may be found in Note G to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated by reference.

"Other Commitments" generally include consulting- and IT-related services, investments in brand awareness through corporate and athlete sponsorships, facility maintenance, and services related to the events that we hold for our Associates both locally and internationally. internationally, and local lines of credit. Additionally, throughout the year we will enter into various short-term contracts, mostly for services related to events that we hold for our Associates. Information with respect to our Unconditional Purchase Obligations may be found in Note K to the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report, which is incorporated by reference.

Inflation

We do not believe that inflation has had a material impact on our historical operations or profitability. Like many other global companies, we are facing significant inflationary pressures in the world economy. Inflationary pressures are growing as we renew pricing arrangements, notably for certain direct materials, wages, energy, and transportation costs. These inflationary pressures, including margin pressure from inflation as well as the cost of capital could continue to grow in 2023. 2024.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America ("US U.S. GAAP"). Our significant accounting policies are described in the Consolidated Financial Statements included herein. The preparation of financial statements in accordance with US U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Those estimates and assumptions are derived and are continually evaluated based on our historical experiences, current facts and circumstances, and on changes in the business environment. Actual results, however, may sometimes differ materially from estimates under different conditions. Critical accounting estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and those that require management's most subjective judgments. We believe that our most critical accounting policies and estimates are described in this section.

Revenue Recognition. Revenue is recognized when, or as, control of a promised product or service transfers to a customer, in an amount that reflects the consideration to which we expect to be entitled in exchange for transferring those products or services. Revenue recognition is evaluated through the following five-step process:

1) identification of the contract with a customer;
2) identification of the performance obligations in the contract;
3) determination of the transaction price;
4) allocation of the transaction price to the performance obligations in the contract; and
5) recognition of revenue when or as a performance obligation is satisfied.

A majority of our sales are for products sold at a point in time and shipped to customers, for which control is transferred to the customer as goods are delivered to the third-party carrier for shipment. We receive payment, primarily via credit card, for the sale of products at the time customers place orders and payment is required prior to shipment. Our product sales contracts include terms that could cause variability in the transaction price for items such as discounts, credits, or sales returns. Accordingly, the transaction price for product sales includes estimates of variable consideration to the extent it is probable that a significant reversal of revenue recognized will not occur. At the time of sale, we estimate a refund liability for the variable consideration based on historical experience.

Initial product orders with a new customer may include multiple performance obligations related to sales discounts earned under our initial order reward program. Under this program, the customer receives an option to apply the discounts earned on the initial order to two subsequent Auto Orders, which conveys a material right to the customer. As such,

the initial order transaction price is allocated to each separate performance obligation based on its relative standalone selling price and recognized as revenue as each performance obligation is satisfied.

Associate incentives represent consideration paid and include all forms of commissions, and other incentives paid to our Associates. With the exception of commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales, the incentives are paid for distinct services related to our product sales and are recorded as an expense when revenue for the goods is recognized.

Shipping and handling activities are performed upon delivery to the third-party carrier for shipment. We account for these activities as fulfillment costs. Therefore, we recognize the costs of these activities when revenue for the goods is recognized. Shipping and handling costs are included in cost of sales for all periods presented.

Contract liabilities relate to deferred revenue for product sales for customer payments received in advance of shipment, for outstanding material rights under the initial order program, and for services where the performance obligations are satisfied over time as services are delivered. Contract liabilities are recorded as deferred revenue within the “Other current liabilities” line item in the consolidated balance sheet. Deferred revenue is recognized when or as the related performance obligation is satisfied. On the occasion that will-call orders are not picked up by customers, we periodically assess the likelihood that customers will exercise their contractual right to pick up orders and recognize revenue when the likelihood that customers will pick up orders is becomes remote.

Inventory Valuation. Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard costing system, which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Net realizable value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. The forecasted future product demand for excess or slow-moving inventories is based on judgment

and available information. A change in any valuation assumptions could result in an adjustment to inventory. However, the reported carrying value of inventory is not highly sensitive to reasonable changes in individual assumptions.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our earnings, cash flows, and financial position are affected by fluctuations in currency exchange rates, interest rates, and other uncertainties that are inherent in doing business and selling product in more than one currency. In addition, our operations are exposed to risks that are associated with changes in social, political, and economic conditions in our international operations. This includes changes in the laws and policies that govern investment in international countries where we have operations, as well as, to a lesser extent, changes in U.S. laws and regulations relating to international trade and investment.

Foreign Currency Risks. Because a significant portion of our sales are generated outside the United States, currency exchange rate fluctuations may have a significant effect on our sales and earnings. The local currency of each international subsidiary is considered the functional currency, with all revenue and expenses being translated at weighted-average currency exchange rates for the applicable periods. In general, our reported sales and gross profit are affected positively by a weakening of the U.S. dollar and negatively by a strengthening of the U.S. dollar because we manufacture the majority of our products in the United States and sell them to our international subsidiaries in their respective functional currencies. Currency fluctuations, however, have the opposite effect on our Associate incentives and selling, general and administrative expenses. We are unable to reasonably estimate the effect that currency fluctuations may have on our future business, results of operations, or financial condition. This is due to the uncertainty in, and the varying degrees and type of exposure that we face from, fluctuation of various currencies.

Currently our strategy for reducing our exposure to currency fluctuation includes the timely and efficient repatriation of earnings from international markets, and settlement of intercompany transactions. Additionally, we may enter into short-term foreign currency credit arrangements in our international markets, primarily as a way to reduce our exposure to negative effects of changes in foreign currency exchange rates. We also enter into currency exchange contracts

to offset foreign currency exposure in various international markets. We do not use derivative financial instruments for trading or speculative purposes. There can be no assurance that our practices will be successful in eliminating all or substantially all of the risks that we may encounter in connection with our currency transactions.

Interest Rate Risks. As of December 31, 2022 December 30, 2023, we had an immaterial amount of outstanding debt on a local line of credit and no outstanding debt and therefore, we had no direct on our credit facility. Based on this limited activity our exposure to interest rate risk. risk is immaterial. It may become necessary to borrow in the future in order to meet our financing needs. In the event that it becomes necessary to borrow, there can be no assurance that we will be able to borrow, or at favorable rates.

Item 8. Financial Statements and Supplementary Data

The Financial Statements and Supplementary Data required by this Item are set forth at the pages indicated at Part IV, Item 15, below.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information that is required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods that are specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our Principal Chief Executive Officer (Principal Executive Officer) and Principal Chief Financial Officer (Principal Financial Officer), as appropriate, to allow timely decisions regarding any required disclosure. In designing and evaluating these disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of the end of the period covered by this report, our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer) evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as a result of

material weaknesses in internal control over financial reporting as described below, the disclosure controls and procedures were not effective to provide reasonable assurance as of December 31, 2022 December 30, 2023.

Nevertheless, based on the performance of additional procedures by management designed to ensure reliability of financial reporting, our Chief Executive Officer and Chief Financial Officer have concluded that, notwithstanding the material weaknesses described below, the consolidated financial statements, included in this Form 10-K, fairly present, in all material respects, the Company's financial position, results of operations, and cash flows as of the dates, and for the periods, presented in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a- 15(f) 13a-15(f) under the Exchange Act). Our The Company's internal control over financial reporting is a process designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer and effected by the Company's Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our Financial Statements the consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting U.S. GAAP and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use, or disposition of our the Company's assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting has inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper override of a control. management override. Because of its inherent such limitations, there is a risk that material misstatements will not be prevented or detected on a timely basis by internal control over financial reporting may not prevent or detect all errors or fraud or ensure that all material information will be made known to management in a timely manner. reporting. However, these inherent limitations are known features of the financial reporting process, and process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Projections

A material weakness is a deficiency, or a combination of any deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Chief Executive Officer and our Chief Financial Officer, under the oversight of our Board of Directors, assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 December 30, 2023. In making this assessment, management used the criteria that have been set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (COSO) in *Internal Control-Integrated Framework* (2013). Based on its assessment, using those criteria, management concluded that, as of December 31, 2022 December 30, 2023, our internal control over financial reporting was effective. not effective due to the following control deficiencies:

The Company did not have a sufficient complement of trained resources with specialized skills and knowledge in information technology general controls (ITGCs), or an alternative contingency plan, to timely respond to the impacts of turnover in key personnel with responsibility for ITGCs that occurred during 2023. As a result, the Company did not maintain effective ITGCs in the areas of user access, program change management, and computer operations over the information technology (IT) systems that support the Company's financial reporting processes. Process-level automated controls that are dependent on the affected ITGCs and manual controls that rely on the integrity of data or reports from the affected systems across substantially all the Company's processes were also deemed ineffective because they could have been adversely impacted.

The control deficiencies did not result in any identified misstatements to the consolidated financial statements, and there were no changes to previously released financial results. However, these control deficiencies create a reasonable

possibility that a material misstatement to the consolidated financial statements will not be prevented or detected on a timely basis and, therefore, we concluded that the deficiencies represent material weaknesses in the Company's internal control over financial reporting.

Our independent registered public accounting firm, KPMG LLP, who audited the consolidated financial statements included in this Annual Report on Form 10-K issued an adverse opinion on the effectiveness of the Company's internal control over financial reporting, which is included at the end of Part II, Item 9A of this form 10-K.

Remediation Efforts to Address Material Weaknesses

Management is implementing and will continue to implement measures designed to ensure that the control deficiencies contributing to the material weaknesses are remediated, such that the relevant controls are designed, implemented, and operating effectively. The remediation actions include:

- Enhancing our IT organization that is responsible for the development, monitoring, and testing of the ITGCs to ensure sufficiency of resources with the appropriate knowledge, experience, and training; and
- Developing a training program addressing ITGCs and related policies, to educate control owners on the principles and requirements of internal control activities, including maintaining adequate evidence of the controls' operation and ensuring timely and consistent performance of the controls as designed.

We believe that these actions will remediate the material weaknesses, however, as we continue to evaluate and enhance our internal control over financial reporting, we may determine that additional measures to address the material weaknesses or adjustments to the remediation plan may be required. The material weaknesses will not be considered remediated until the applicable controls operate for a sufficient period of December 31, 2022, time and management has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein. concluded, through testing, that these controls are operating effectively. We expect that the remediation of these material weaknesses will be completed prior to the end of fiscal year 2024.

Changes in Internal Control over Financial Reporting

There Other than with respect to identification of the material weaknesses described above, there were no changes in our internal control over financial reporting during the fiscal quarter ended December 31, 2022, December 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
USANA Health Sciences, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited USANA Health Sciences, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2022 December 30, 2023, based on criteria established in*Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weaknesses, described below, on the achievement of the objectives of the control criteria, the Company has not maintained in all material respects, effective internal control over financial reporting as of December 31, 2022 December 30, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022 December 30, 2023, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements), and our report dated February 28, 2023 February 27, 2024 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment: The Company did not have a sufficient complement of trained resources with specialized skills and knowledge in information technology general controls (ITGCs), or an alternative contingency plan, to timely respond to the impacts of turnover in key personnel with responsibility for ITGCs that occurred during 2023. As a result, the Company did not maintain effective ITGCs in the areas of user access, program change management, and computer operations over the information technology (IT) systems that support the Company's financial reporting processes. Process-level automated controls that are dependent on the affected ITGCs and manual controls that rely on the integrity of data or reports from the affected systems across substantially all the Company's processes were also deemed ineffective because they could have been adversely impacted. The material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2023 consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Salt Lake City, Utah
February 28, 2023 27, 2024

Item 9B. Other Information

Not applicable. During the fiscal quarter ended December 30, 2023, none of our directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408

Item 9C. Disclosure regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Items 10, 11, 12, 13 and 14

Information required by Items 10, 11, 12, 13, and 14 of this Form 10-K is incorporated by reference from our definitive Proxy Statement for our 2023 2024 Annual Meeting of Shareholders, which will be filed with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of the 2022 2023 fiscal year, all of which information is hereby incorporated by reference in, and made part of, this Form 10-K, except disclosure of certain information related to our executive officers, which is included in Part I, Item 1 of this report. report under the heading "Information About Our Executive Officers and Directors."

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. *Financial Statements*

2. *Financial Statement Schedules.*
For the years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022, and January 2, 2021 January 1, 2022
Schedule II – Valuation and Qualifying Accounts

3. *Exhibits.*

The exhibits identified below are filed or incorporated by reference as part of this Annual Report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K). We have identified below each management contract and compensation plan filed as an exhibit to this Annual Report in response to Item 15(a)(3) of Form 10-K.

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed April 25, 2006, Exhibit 3.1, File No. 0-21116).
3.2	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 15, 2019, File No. 001-35024).
4.1	Specimen Stock Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 29, 2018, filed February 26, 2019).
4.6	Description of Securities (incorporated by reference to Item 1. Description of Registrant's Securities to be Registered, Registration Statement on Form 8-A12B, filed December 30, 2010, file No. 001-35024).
10.1	USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 25, 2006, Exhibit 10.1, File No. 0-21116).*

10.2	Form of Stock Option Agreement for award of non-statutory stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.1, File No. 0-21116).*
10.3	Form of Stock Option Agreement for award of non-statutory stock options to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.2, File No. 0-21116).*
10.4	Form of Incentive Stock Option Agreement for award of incentive stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.3, File No. 0-21116).*
10.5	Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.4, File No. 0-21116).*
10.6	Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.5, File No. 0-21116).*
10.7	Form of Deferred Stock Unit Award Agreement for grants of deferred stock units to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed April 26, 2006, Exhibit 10.6, File No. 0-21116).*
10.8	Form of Indemnification Agreement between the Company and its directors (incorporated by reference to the Company's Current Report on Form 8-K, filed May 24, 2006, Exhibit 10.1, File No. 0-21116).*
10.9	Form of Indemnification Agreement between the Company and certain of its officers (Incorporated by reference to the Company's Current Report on Form 8-K, filed May 24, 2006, Exhibit 10.2, File No. 0-21116).*
10.10	Form of Executive Confidentiality, Non-Disclosure and Non-Solicitation Agreement (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended October 1, 2011, filed November 9, 2011, Exhibit 10.18, File No. 001-35024).*
10.11	USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.1, File No. 001-35024).*
10.12	Form of Stock-Settled Stock Appreciation Rights Award Agreement for employees under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.2, File No. 001-35024).*
10.13	Form of Stock-Settled Stock Appreciation Rights Award Agreement for non-employee directors under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.3, File No. 001-35024).*
10.14	Form of Restricted Stock Unit Award Agreement for employees under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.4, File No. 001-35024).*
10.15	Form of Restricted Stock Unit Award Agreement for non-employee directors under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.5, File No. 001-35024).*
10.16	Form of Deferred Stock Unit Award Agreement for grants of deferred stock units to non-employee directors under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Current Report on Form 8-K, filed July 31, 2015, Exhibit 10.6, File No. 001-35024).*
10.17	Second Amended and Restated Credit Agreement dated as of August 25, 2020 (incorporated by reference to the Company's Current Report on Form 8-K, filed August 27, 2020, Exhibit 10.1, File No. 001-35024).
10.18	First Amendment to the Second Amended and Restated Credit Agreement dated as of April 21, 2021 (incorporated by reference to the Company's Quarterly report on Form 10-Q for the period ended April 3, 2021, Filed May 11, 2021, Exhibit 10.18, File No. 001-35024)
10.19	USANA Health Sciences, Inc. Deferred Compensation Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended October 2, 2021, filed November 10, 2021, Exhibit 10.19, File No. 001-35024)*
10.20	USANA Health Sciences, Inc. Deferred Compensation Plan Adoption Agreement (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended October 2, 2021, filed November 10, 2021, Exhibit 10.19, 10.20, File No. 001-35024)*
10.21	Amendment No. 1 to USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended April 2, 2022, filed May 11, 2022, Exhibit 10.21, File No. 001-35024)*
10.22	Second Amendment to Second Amended and Restated Credit Agreement, dated as of August 10, 2022(incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended October1, 2022, filed November8, 2022, Exhibit 10.22, File No. 001-35024)
14	Code of Ethics of USANA Health Sciences, Inc. (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended January 2, 2021, filed March 2, 2021, Exhibit 14, File No. 001-35024)*

21	Subsidiaries of the Registrant, as of February 24, 2024 (filed herewith).
23.1	Consent of Independent Registered Public Accounting Firm (KPMG LLP) (filed herewith).
31.1	Certification of Principal Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of Principal Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification of Principal Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith).
32.2	Certification of Principal Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith).
97	USANA Health Sciences, Inc. Clawback Policy (filed herewith).
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Denotes a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

USANA Health Sciences, Inc.

By: /s/ Kevin G. GuestJim H. Brown

Kevin G. GuestJim H. Brown

Chief Executive Officer and Chairman of the BoardPresident

Date: February 28, 2023February 27, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jim H. Brown Jim H. Brown	Chief Executive Officer and President (Principal Executive Officer)	February 27, 2024
/s/ G. Douglas Hekking G. Douglas Hekking	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2024
/s/ Kevin G. Guest Kevin G. Guest	Executive Chairman of the Board (Principal Executive Officer)	Chairman and Chief Executive Officer February 28, 2023 27, 2024
/s/ Gilbert A. Fuller Gilbert A. Fuller	Director	February 28, 2023 27, 2024
/s/ John T. Fleming John T. Fleming	Director	February 28, 2023 27, 2024
/s/ J. Scott Nixon J. Scott Nixon	Director	February 28, 2023 27, 2024
/s/ Frederic J. Winssinger Frederic J. Winssinger	Director	February 28, 2023 27, 2024
/s/ Xia Ding Xia Ding	Director	February 28, 2023 27, 2024
/s/ Timothy E. Wood Timothy E. Wood	Director	February 28, 2023 27, 2024
/s/ Peggie Pelosi Peggie Pelosi	Director	February 28, 2023 27, 2024
/s/ G. Douglas Hekking G. Douglas Hekking	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2023

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
USANA Health Sciences, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of USANA Health Sciences, Inc. and subsidiaries (the Company) as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022 December 30, 2023, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022 December 30, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022 December 30, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring

Organizations of the Treadway Commission, and our report dated February 28, 2023 February 27, 2024 expressed an unqualified adverse opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Assessment of lower of cost or net realizable value of certain inventories

As discussed in Notes A and C to the consolidated financial statements, inventories of $67,089,000 $61,454,000 in current assets and noncurrent inventories of $3,479,000 $3,128,000 in other assets as of December 31, 2022 December 30, 2023 are stated at the lower of cost or net realizable value. The Company performs analyses to identify and estimate the net realizable value of excess or slow-moving inventories, which includes the evaluation of inventory that does not conform to product specifications, expiration dates, current and future product demand, production planning and market conditions. The Company manufactures inventories in the United States for all global markets, excluding China.China.

We identified the assessment of lower of cost or net realizable value of inventories, excluding inventories manufactured and held in China, as a critical audit matter. The forecasted future product demand for excess or slow-moving inventories is difficult to assess and results in the application of greater auditor judgment.

The following are the primary procedures we performed to address the critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's inventory valuation process, including controls related to the assessment of the lower of cost or net realizable value and the determination of the forecasted future product demand. We performed a retrospective review to assess the Company's ability to accurately forecast. We evaluated the Company's determination of lower of cost or net realizable value of excess or slow-moving inventories utilizing current year sales by product and comparing it to product inventory on hand as of December 31, 2022 December 30, 2023. We also analyzed a sample of inventory items to evaluate the forecasted future product demand by comparison of that forecast to historical demand and any known changes that would impact future demand.

/s/ KPMG LLP

We have served as the Company's auditor since 2013.

Salt Lake City, Utah
February 28, 2023 27, 2024

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except par value)

	As of December 31, 2022	As of January 1, 2022

As of December 30, 2023		As of December 30, 2023	As of December 31, 2022
ASSETS	**ASSETS**		
Current assets	Current assets		
Current assets			
Current assets			
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	$ 288,420	$239,832
Inventories	Inventories	67,089	98,318
Prepaid expenses and other current assets	Prepaid expenses and other current assets	28,873	26,967
Total current assets	Total current assets	384,382	365,117
Property and equipment, net	Property and equipment, net	97,773	101,780
Goodwill	Goodwill	17,368	17,668
Intangible assets, net	Intangible assets, net	32,432	30,442
Deferred tax assets	Deferred tax assets	9,799	4,839
Other assets	Other assets	54,795	57,894
		$ 596,549	$577,740
	$		
LIABILITIES AND STOCKHOLDERS' EQUITY	**LIABILITIES AND STOCKHOLDERS' EQUITY**		
Current liabilities	Current liabilities		
Current liabilities			
Current liabilities			
Accounts payable	Accounts payable	$ 11,049	$ 13,508
Accounts payable			
Accounts payable			
Line of credit - short term			
Other current liabilities	Other current liabilities	132,784	147,282
Total current liabilities	Total current liabilities	143,833	160,790
Deferred tax liabilities	Deferred tax liabilities	4,071	7,497
Other long-term liabilities	Other long-term liabilities	14,173	14,329
Stockholders' equity	Stockholders' equity		
Common stock, $0.001 par value; Authorized -- 50,000 shares, issued and outstanding 19,206 as of December 31, 2022 and 19,393 as of January 1, 2022		19	19

Common stock, $0.001 par value; Authorized -- 50,000 shares, issued and outstanding 19,130 as of December 30, 2023 and 19,206 as of December 31, 2022			
Common stock, $0.001 par value; Authorized -- 50,000 shares, issued and outstanding 19,130 as of December 30, 2023 and 19,206 as of December 31, 2022			
Common stock, $0.001 par value; Authorized -- 50,000 shares, issued and outstanding 19,130 as of December 30, 2023 and 19,206 as of December 31, 2022			
Additional paid-in capital	Additional paid-in capital	55,604	50,010
Retained earnings	Retained earnings	391,636	344,637
Accumulated other comprehensive income (loss)	Accumulated other comprehensive income (loss)	(12,787)	458
Total stockholders' equity	Total stockholders' equity	434,472	395,124
		$ 596,549	$577,740
	$		

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands, except per share data)

		Fiscal Year		
		2022	2021	2020
Fiscal Year				Fiscal Year
2023				2023 2022 2021
Net sales	Net sales	$998,601	$1,186,464	$1,134,644
Cost of sales	Cost of sales	193,890	217,898	209,111
Gross profit	Gross profit	804,711	968,566	925,533
Operating expenses:	Operating expenses:			
Associate incentives	Associate incentives	434,793	519,267	487,856
Associate incentives				
Associate incentives				
Selling, general and administrative	Selling, general and administrative	262,304	279,107	261,186
Total operating expenses	Total operating expenses	697,097	798,374	749,042
Earnings from operations	Earnings from operations	107,614	170,192	176,491

Other income (expense):	Other income (expense):			
Interest income				
Interest income				
Interest income	Interest income	3,789	2,515	2,535
Interest expense	Interest expense	(192)	(57)	(507)
Other, net	Other, net	(2,590)	(2,008)	(571)
Other income (expense), net	Other income (expense), net	1,007	450	1,457
Earnings before income taxes	Earnings before income taxes	108,621	170,642	177,948
Income taxes	Income taxes	39,271	54,137	53,284
Net earnings	Net earnings	$ 69,350	$ 116,505	$ 124,664
Earnings per common share	Earnings per common share			
Basic	Basic	$ 3.60	$ 5.78	$ 5.89
Basic				
Basic				
Diluted	Diluted	$ 3.59	$ 5.73	$ 5.86
Weighted average common shares outstanding	Weighted average common shares outstanding			
Basic				
Basic				
Basic	Basic	19,254	20,146	21,156
Diluted	Diluted	19,310	20,343	21,256
Comprehensive income:	Comprehensive income:			
Net earnings	Net earnings	$ 69,350	$ 116,505	$ 124,664
Net earnings				
Net earnings				
Other comprehensive income (loss), net of tax:	Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment				
Foreign currency translation adjustment				
Foreign currency translation adjustment	Foreign currency translation adjustment	(15,126)	2,203	13,327
Tax benefit (expense) related to foreign currency translation adjustment	Tax benefit (expense) related to foreign currency translation adjustment	1,881	1,880	(3,051)

Other comprehensive income (loss), net of tax	Other comprehensive income (loss), net of tax	(13,245)	4,083	10,276
Comprehensive income	Comprehensive income	$ 56,105	$ 120,588	$ 134,940

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at December 28, 2019	21,655	$ 22	$ 59,445	$306,146	$ (13,901)	$351,712
Net earnings				124,664		124,664
Other comprehensive income (loss), net of tax					10,276	10,276
Equity-based compensation expense			14,394			14,394
Common stock repurchased and retired	(785)	(1)	(9,012)	(48,016)		(57,029)
Common stock issued under equity award plans	168	—				—
Tax withholding for net-share settled equity awards			(2,367)			(2,367)

	Common Stock					
	Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 2, 2021						
Balance at January 2, 2021						
Balance at January 2, 2021	Balance at January 2, 2021	21,038	62,460	382,794	(3,625)	441,650
Net earnings	Net earnings			116,505		116,505
Other comprehensive income (loss), net of tax	Other comprehensive income (loss), net of tax				4,083	4,083
Equity-based compensation expense	Equity-based compensation expense		14,298			14,298
Common stock repurchased and retired	Common stock repurchased and retired	(1,844)	(23,173)	(154,662)		(177,837)
Common stock issued under equity award plans	Common stock issued under equity award plans	199				—
Tax withholding for net-share settled equity awards	Tax withholding for net-share settled equity awards		(3,575)			(3,575)

Balance at January 1, 2022	Balance at January 1, 2022	19,393	19	50,010	344,637	458	395,124
Net earnings	Net earnings				69,350		69,350
Other comprehensive income (loss), net of tax	Other comprehensive income (loss), net of tax					(13,245)	(13,245)
Equity-based compensation expense	Equity-based compensation expense			13,331			13,331
Common stock repurchased and retired	Common stock repurchased and retired	(288)	—	(3,031)	(22,351)		(25,382)
Common stock issued under equity award plans	Common stock issued under equity award plans	101	—				—
Tax withholding for net-share settled equity awards	Tax withholding for net-share settled equity awards			(4,706)			(4,706)
Balance at December 31, 2022	Balance at December 31, 2022	19,206	$ 19	$ 55,604	$391,636	$ (12,787)	$434,472
Net earnings							
Other comprehensive income (loss), net of tax							
Equity-based compensation expense							
Common stock repurchased and retired							
Common stock issued under equity award plans							
Tax withholding for net-share settled equity awards							
Balance at December 30, 2023							

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended

		2022	2021	2020
	Year Ended			
	2023			
Cash flows from operating activities	Cash flows from operating activities			
Net earnings	Net earnings	$ 69,350	$116,505	$124,664
Net earnings				
Net earnings				
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities	Adjustments to reconcile net earnings to net cash provided by (used in) operating activities			
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization	Depreciation and amortization	13,393	13,036	13,747
Right-of-use asset amortization	Right-of-use asset amortization	8,017	9,157	8,762
(Gain) loss on sale of property and equipment	(Gain) loss on sale of property and equipment	141	61	191
Equity-based compensation expense	Equity-based compensation expense	13,331	14,298	14,394
Deferred income taxes	Deferred income taxes	(7,183)	(2,970)	(2,423)
(Gain) loss on impairment on other assets		—	—	510
Inventory write-down				
Changes in operating assets and liabilities, net of acquisitions:	Changes in operating assets and liabilities, net of acquisitions:			
Changes in operating assets and liabilities, net of acquisitions:				
Changes in operating assets and liabilities, net of acquisitions:				
Inventories				
Inventories				
Inventories	Inventories	21,879	(10,501)	(16,784)
Prepaid expenses and other assets	Prepaid expenses and other assets	(3,304)	(2,331)	(5,192)
Accounts payable	Accounts payable	(2,656)	(4,572)	6,076
Other liabilities	Other liabilities	(9,066)	(11,456)	16,456

	Year Ended		
2023	2022	2021

Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	103,902	121,227	160,401
Cash flows from investing activities	Cash flows from investing activities			
Receipts on notes receivable	Receipts on notes receivable	—	116	281
Receipts on notes receivable				
Receipts on notes receivable				
Proceeds from the settlement of net investment hedges	Proceeds from the settlement of net investment hedges	4,555	—	1,935
Payments for net investment hedge	Payments for net investment hedge	—	(1,555)	(1,089)
Payments for investment in equity securities		—	—	(20,000)
Payments to acquire businesses				
Payments to acquire businesses				
Payments to acquire businesses	Payments to acquire businesses	(6,532)	—	—
Proceeds from sale of property and equipment	Proceeds from sale of property and equipment	7	15	6
Purchases of property and equipment	Purchases of property and equipment	(10,400)	(12,763)	(15,094)
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	(12,370)	(14,187)	(33,961)
Cash flows from financing activities	Cash flows from financing activities			
Repurchase of common stock	Repurchase of common stock	(25,382)	(177,837)	(57,029)
Repurchase of common stock				
Repurchase of common stock				
Borrowings on line of credit	Borrowings on line of credit	11,000	—	60,000
Payments on line of credit	Payments on line of credit	(11,000)	—	(60,000)
Payments related to tax withholding for net-share settled equity awards	Payments related to tax withholding for net-share settled equity awards	(4,706)	(3,575)	(2,367)
Payments for debt issuance costs		—	—	(46)
Payments for contingent consideration				

Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	(30,088)	(181,412)	(59,442)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(13,777)	2,088	11,251
Net increase (decrease) in cash, cash equivalents, and restricted cash	Net increase (decrease) in cash, cash equivalents, and restricted cash	47,667	(72,284)	78,249
Cash, cash equivalents, and restricted cash at beginning of period	Cash, cash equivalents, and restricted cash at beginning of period	243,653	315,937	237,688
Cash, cash equivalents, and restricted cash at end of period	Cash, cash equivalents, and restricted cash at end of period	$291,320	$243,653	$315,937
Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets	Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets			
Cash and cash equivalents	Cash and cash equivalents	$288,420	$239,832	$311,917
Restricted cash included in prepaid expenses and other current assets		—	—	958
Cash and cash equivalents	Cash and cash equivalents			
Restricted cash included in other assets	Restricted cash included in other assets	2,900	3,821	3,062
Total cash, cash equivalents, and restricted cash		$291,320	$243,653	$315,937
Restricted cash included in other assets	Restricted cash included in other assets			

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED
(in thousands)

	Year Ended		
	2022	2021	2020

Year Ended			
2023	2023	2022	2021

Total cash, cash equivalents, and restricted cash				
Supplemental disclosures of cash flow information	Supplemental disclosures of cash flow information			
Cash paid during the period for:	Cash paid during the period for:			
Cash paid during the period for:				
Cash paid during the period for:				
Interest				
Interest				
Interest	Interest	$ 49	$ 10	$ 711
Income taxes	Income taxes	45,863	59,524	53,015
Cash received during the period for:	Cash received during the period for:			
Income tax refund	Income tax refund	113	191	847
Income tax refund				
Income tax refund				
Non-cash investing and financing activities:	Non-cash investing and financing activities:			
Right-of-use assets obtained in exchange for lease obligations	Right-of-use assets obtained in exchange for lease obligations	5,641	5,322	6,632
Non-cash change in right-of-use assets		—	—	(3,182)
Right-of-use assets obtained in exchange for lease obligations				
Right-of-use assets obtained in exchange for lease obligations				
Accrued purchases of property and equipment	Accrued purchases of property and equipment	679	383	375
Contingent consideration given to acquire assets		886	—	—
Accrued purchases of property and equipment				
Accrued purchases of property and equipment				

Contingent consideration given to acquire businesses	
Accrued excise tax for repurchase of common stock	

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

COVID-19

The COVID-19 pandemic, including the spread of new variants of the virus, has negatively impacted our business in various markets around the world. The ongoing COVID-19 pandemic has created an unpredictable operating environment for us in many of our markets around the world and caused meaningful disruptions in both sales and operations for fiscal 2022, 2021, and 2020. At this time, the Company is unable to predict the impact that COVID-19 will have on its business, financial position and operating results in future periods due to numerous uncertainties and is closely monitoring the impact of the pandemic on all aspects of its business.

The Company

USANA Health Sciences, Inc. is a global direct-selling, personal health and wellness company that develops and manufactures high quality, science-based nutritional and personal care products.

The Consolidated Financial Statements (the "Financial Statements") include the accounts and operations of the Company, which are grouped and presented in two geographic regions: (1) Asia Pacific and (2) Americas and Europe. Asia Pacific is further divided into three sub-regions: (i) Greater China, (ii) Southeast Asia Pacific, and (iii) North Asia.

Asia Pacific

(1) Asia Pacific is organized into three sub-regions: Greater China, Southeast Asia Pacific, and North Asia. Markets included in each of these sub-regions are as follows:

(i) Greater China - Hong Kong, Taiwan, and China. Our business in China is conducted by BabyCare

(ii) Southeast Asia Pacific – Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, Indonesia, and Indonesia India(1)

(iii) North Asia – Japan and South Korea

Americas and Europe

(2) Americas and Europe – United States, Canada, Mexico, Colombia, and Europe (the United Kingdom, France, Germany, Spain, Italy, Romania, Belgium, and the Netherlands)

(1) We commenced operations in this market near the end of the fourth quarter of 2023.

Principles of Consolidation and Basis of Presentation

The accompanying Consolidated Financial Statements include the accounts and operations of the Company. All inter-company accounts and transactions have been eliminated in consolidation. The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America ("US U.S. GAAP").

Certain reclassifications have been made to prior period amounts to conform to current period presentation. These reclassifications relate to the disaggregation of inventory write-downs from changes in inventories within operating activities of the consolidated statements of cash flows.

Use of Estimates

The preparation of Consolidated Financial Statements in conformity with US U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and

(in thousands, except per share data)

expenses during the reporting period. These estimates may be adjusted as more current information becomes available, and any adjustment could be significant.

Fiscal Year

The Company operates on a 52/53-week year, ending on the Saturday closest to December 31. Fiscal years 2023, 2022, and 2021 were 52-week years. Fiscal year 2020 was a 53-week year. 2023 covered the period January 1, 2023 to December 30, 2023 (hereinafter 2023). Fiscal year 2022 covered the period January 2, 2022 to December 31, 2022 (hereinafter 2022). Fiscal year 2021 covered the period January 3, 2021 to January 1, 2022 (hereinafter 2021).

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

to December 31, 2022 (hereinafter 2022). Fiscal year 2021 covered the period January 3, 2021 to January 1, 2022 (hereinafter 2021). Fiscal year 2020 covered the period December 29, 2019 to January 2, 2021 (hereinafter 2020).

Fair Value Measurements

The Company measures at fair value certain of its financial and non-financial assets and liabilities by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability. The levels of the fair value hierarchy are:

- Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.

As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

	December 31, 2022	Fair Value Measurements Using Inputs Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 211,539	$ 211,539	$ —	$ —
Foreign currency contracts included in other current liabilities	(3,150)	—	(3,150)	—
Deferred compensation liabilities	(1,632)	—	(1,632)	—
Contingent consideration included in other current liabilities of $(338) and other long-term liabilities of $(548)	(886)	—	—	(886)
	$ 205,871	$ 211,539	$(4,782)	$(886)

	December 30, 2023	Fair Value Measurements Using Inputs Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 211,539	$ 211,539	$ —	$ —
Foreign currency contracts included in other current liabilities	(3,150)	—	(3,150)	—
Deferred compensation liabilities	(1,632)	—	(1,632)	—
Contingent consideration included in other current liabilities of $(338) and other long-term liabilities of $(548)	(886)	—	—	(886)
	$ 205,871	$ 211,539	$(4,782)	$(886)

	January 1, 2022	Fair Value Measurements Using Inputs

	December 31, 2022	Level 1	Level 2	Level 3
		Inputs		
Money market funds included in cash equivalents	Money market funds included in cash equivalents	$163,619	$ 163,619	$ —	$—
Foreign currency contracts included in other current liabilities	Foreign currency contracts included in other current liabilities	(461)	—	(461)	—
		$163,158	$ 163,619	$(461)	$—

	December 31, 2022	Fair Value Measurements Using		
		Inputs		
		Level 1	Level 2	Level 3
Deferred compensation liabilities				
Contingent consideration included in other current liabilities of $(338) and other long-term liabilities of $(548)				

There were no transfers of financial assets or liabilities between levels of the fair value hierarchy for the periods indicated.

The majority of the Company's non-financial assets, which include long-lived assets, are not required to be carried at fair value on a recurring basis. However, if an impairment charge is required, a non-financial asset would be written down to fair value. As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, there were no non-financial assets measured at fair value on a non-recurring basis.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Fair Value of Financial Instruments

As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company's financial instruments include cash equivalents and restricted cash, other liabilities, and foreign currency contracts. cash. The recorded values of cash equivalents and restricted cash approximate their fair values, based on their short-term nature.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Translation of Foreign Currencies

The functional currency of the Company's foreign subsidiaries is the local currency of their country of domicile. Assets and liabilities of the foreign subsidiaries are translated into U.S. dollar amounts at month-end exchange rates. Revenue and expense accounts are translated at the weighted-average rates for the monthly accounting period to which they relate. Equity accounts are translated at historical rates. Foreign currency translation adjustments are accumulated as a component of other comprehensive income. Gains and

losses from foreign currency transactions are included in the “Other, net” component of Other income (expense) in the Company’s consolidated statements of comprehensive income.

Business Combinations

The Company allocates the purchase price consideration of the assets acquired and liabilities assumed based on the acquisition date fair values. Additionally, the Company records goodwill for the excess of the total consideration given for the acquired business over the fair value of the identifiable net assets of the acquired business. Transaction costs attributable to the acquisition are expensed as incurred.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash equivalents as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022 consisted primarily of money market fund investments and amounts receivable from credit card processors.

Amounts receivable from credit card processors and other forms of electronic payment are considered cash equivalents because they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. Amounts receivable from credit card processors as of December 30, 2023 and December 31, 2022 totaled $9,379 and January 1, 2022 totaled $8,904, and $11,123, respectively.

Restricted Cash

The Company is required to maintain cash deposits with banks in certain subsidiary locations for various operating purposes. The most significant of these cash deposits relates to a deposit held at a bank in China, the balance of which was $2,826 as of December 30, 2023, and $2,900 as of December 31, 2022, and $3,146 as of January 1, 2022. This deposit is required for the application of direct sales selling licenses by the Ministry of Commerce and the State Administration of Market Regulation (“SAMR”) of the People’s Republic of China, and will continue to be restricted during the periods while the Company holds these licenses.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard costing system, which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Net realizable value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could result in an adjustment to inventory.

Noncurrent inventory inventories are inventories not expected to be sold within the normal operating cycle. The Company has defined the operating cycle as 52-weeks. Noncurrent inventory is inventories are classified in the "Other assets" line item in the Company's consolidated balance sheets.

Accounts Receivable

Accounts receivable Noncurrent inventories are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the anticipated to be consumed beyond our normal operating cycle, but prior to obsolescence.

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for credit losses for expected credit losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and our customers’ financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company reviews its allowance for doubtful accounts credit losses regularly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts Receivable receivable is included in the “Prepaid expenses and other current assets” line item in the Company’s consolidated balance sheets.

Income Taxes

The Company accounts for income taxes using the asset and liability method, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the differences between the financial statement assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in income in the period that includes the enactment date. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities.

The Company evaluates the probability of realizing the future benefits of its deferred tax assets and provides a valuation allowance for the portion of any deferred tax assets where the likelihood of realizing an income tax benefit in the future does not meet the “more-likely-than-not” criteria for recognition. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the Financial Statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in income taxes.

Property and Equipment

Property and equipment are recorded at cost. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Depreciation is provided in amounts sufficient to relate the cost of depreciable assets to operations over the estimated useful lives of the related assets. The straight-line method of depreciation and amortization is followed for financial statement purposes. Leasehold improvements are amortized over the shorter of the life of the respective lease or the useful life of the improvements. Property and equipment are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

The Company capitalizes certain internal-use software development costs, consisting primarily of employee salaries and contractor costs, during the application development stage. Costs incurred for upgrades and enhancements that are expected to result in additional functionalities are also capitalized. These development costs are amortized using the straight-line method over an estimated useful life of three to five years, and are reflected as part of Property and equipment, net on our consolidated balance sheets.

Leases

With the exception of the Company's headquarters in Salt Lake City, Utah, and its facilities in New South Wales, Australia, and in Beijing and Tianjin, China, the Company leases its facilities. Each of the facility lease agreements is a non-cancelable operating lease generally structured with renewal options and expires prior to or during 2027. In connection with the production facilities in Beijing and Tianjin, China, the Company has prepaid land use rights, which represents a lease with the associated prepayment recorded as a Right-of-Use ("ROU") asset. The Company also utilizes equipment under non-cancelable operating leases, expiring through 2026.

At contract inception, the Company determines whether an arrangement is or contains a lease and whether the lease should be classified as an operating or a financing lease. A contract is or contains a lease if the contract conveys the right to control the use of the identified asset for a period of time in exchange for consideration. Control is determined based on the right to obtain all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. ROU assets for operating leases represent the right to use an underlying asset for the lease term, and operating lease liabilities represent the obligation to make lease payments.

Lease liabilities are recognized based on the present value of the future minimum unpaid lease payments over the lease term at the commencement date for leases exceeding 12 months. Minimum Unpaid lease payments include only the fixed lease component of the agreement, as well as any variable rate payments that depend on an index, initially measured using the

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

index at the lease commencement date. Non-lease components are accounted for separately from the fixed lease component for all leases. Most of the Company's leases do not provide an implicit rate that can readily be determined. Therefore, the applied discount rate is based on the Company's incremental borrowing rate, which is determined using its credit rating and other information available as of the commencement date and is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. Lease terms may include options to renew, which the Company factors into the determination of the lease term when it is reasonably certain that the Company will exercise that option. The ROU asset is measured at the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received.

Operating lease expense is recognized on a straight-line basis over the lease term and is included in "Cost of sales" and "Selling, general and administrative" line items in the Company's consolidated statements of comprehensive income. Leases with an initial term of 12 months or less are not recorded on the balance sheet, and the expense for these short-term leases is recognized on a straight-line basis over the lease term.

The Company monitors for events or changes in circumstances that require a reassessment of its leases. When a reassessment results in the remeasurement of a lease liability, a corresponding adjustment is made to the carrying amount of the ROU asset unless doing so would reduce the ROU asset to an amount less than zero, in which case the remaining adjustment would be recorded in the consolidated statements of comprehensive income.

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. Goodwill is not amortized, but rather is tested at the reporting unit level at least annually for impairment or more frequently if triggering events or changes in circumstances indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a quantitative impairment analysis is performed. This analysis involves estimating the fair value of a reporting unit using widely accepted valuation methodologies including the income and market approaches, which requires the use of estimates and assumptions. These estimates and assumptions include revenue growth rates, discount rates, and determination of appropriate market comparables. If the fair value

of the reporting unit is less than its carrying amount, an impairment loss is recognized in an amount equal to the excess of the carrying amount over the fair value of the reporting unit, not to exceed the carrying amount of the goodwill. During 2023, 2022, 2021, and 2020, 2021, no impairment of goodwill was recorded.

Intangible Assets

Intangible assets represent amortized and indefinite-lived intangible assets primarily acquired in connection with business combinations. Amortized intangible assets are amortized over their related useful lives, using a straight-line or accelerated method consistent with the underlying expected future cash flows related to the specific intangible asset. Amortized intangible assets are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When indicators of impairment exist, an estimate of undiscounted net cash flows is used in measuring whether the carrying amount of the asset or related asset group is recoverable.

Measurement of the amount of impairment, if any, is based upon the difference between the asset or asset group's carrying value and fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's carrying amount to its fair value. The fair value for

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

indefinite-lived intangible assets is determined through various valuation techniques, including market and income approaches as considered necessary. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During 2023, 2022, 2021, and 2020, 2021, no impairment of indefinite-lived intangible assets was recorded.

Investment in Equity Securities

Equity securities ("securities") without readily determinable fair value that are not eligible to be measured in accordance with the net asset value practical expedient qualify for an election to initially estimate fair value using the measurement alternative at its cost. During 2020, the Company entered into a strategic collaboration and made a minority investment in a privately held company, which totaled $20,000 and is included in the "Other assets" line item on the Company's consolidated balance sheets. The Company, at the time of the investment, elected to apply the measurement alternative, which may be applied to an equity interest on an instrument-by-instrument basis. Dividends received are reported in earnings.

The initial value of the securities are remeasured to fair value if the securities are impaired or if observable price changes occur. These events are continually monitored and assessed at each reporting period. If a readily determinable fair value becomes available for the securities or observable price changes for the identical or a similar investment of the same issuer occur, the securities are measured remeasured at fair value as of the date the observable change occurred. Any resulting gains or losses on the securities for which the observable price changes occur will be recorded in net earnings. During 2023, the Company evaluated an observable price change related to equity securities without readily determinable fair values. No adjustment to the carrying value of the securities was necessary based on the observable price change. During 2022, and 2021, no such observable price changes occurred.

At each reporting period a qualitative assessment is made to consider impairment indicators to determine whether the securities are impaired. Impairment indicators may include but are not limited to earnings performance, business prospects by the investee, cash flows from operations, working capital, and noncompliance with debt covenants. If this qualitative assessment indicates impairment, fair value is determined and an impairment loss equal to the difference between the fair value of the investment and its carrying amount is recognized in net income. During 2023, 2022, and 2021, no impairment of securities was recorded.

Nonqualified Deferred Compensation

In 2021, the Company created a non-qualified deferred compensation plan for a select group of management and highly compensated individuals. The plan permits the deferral of up to 50% of a participant's base salary and/or 80% of a participant's annual incentive bonus. The deferrals are held in an irrevocable rabbi trust (the "Rabbi Trust"), which has been established to administer the plan. The Rabbi Trust is intended to be used as a source of funds to match respective funding obligations to participants. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the Rabbi Trust qualifies as a grantor trust for income tax purposes. The Company makes periodic payments into company-owned life insurance policies held in this Rabbi trust to fund the expected obligations arising under this plan. There are no contractual restrictions on the Company's ability to surrender a policy. The assets and liabilities of the plan are included in "Other assets" and "Other long-term liabilities" respectively in the Consolidated Balance Sheets. consolidated balance sheets. Changes in the deferred compensation balances are recorded to compensation expense and reflected within the "Selling, general and administrative" line in the Consolidated Statements consolidated statements of Comprehensive Income. comprehensive income. As

of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the trustee held total assets of $1,622 $2,962 and $382, $1,622, and deferred compensation liabilities of $1,632, $3,137, and, $390, $1,632, respectively.

Self-Insurance

The Company is self-insured, up to certain limits, for employee group health claims. The Company has purchased stop-loss insurance for the United States markets on both an individual and an aggregate basis, which will reimburse the Company for individual claims in excess of $175 and aggregate claims that are greater than $13,515. $13,292. A liability is accrued for all unpaid claims. Total self-insurance expense under this self-insurance program was $14,501, $13,413, and $12,349 in 2023, 2022, and $11,798 in 2022, 2021, and 2020, respectively.

Derivative Financial Instruments

The Company's risk management strategy includes the select use of derivative instruments to reduce the effects of volatility in foreign currency exchange exposure on operating results and cash flows. In accordance with the Company's

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NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

risk management policies, the Company does not hold or issue derivative instruments for trading or speculative purposes. The Company recognizes all derivative instruments as either assets or liabilities in the balance sheet at their respective fair values. When the Company becomes a party to a derivative instrument and intends to apply hedge accounting, the Company formally documents the hedge relationship and the risk management objective for undertaking the hedge, the nature of risk being hedged, and the hedged transaction, which includes designating the instrument for financial reporting purposes as a fair value hedge, a cash flow hedge, or a net investment hedge. The Company also documents how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method used to measure ineffectiveness.

The Company periodically uses derivative instruments to hedge the foreign currency exposure of its net investment in foreign subsidiaries into U.S. dollars. Initially, the Company records derivative assets on a gross basis in its consolidated balance sheets. Subsequently the fair value of derivatives is measured for each reporting period. The effective portion of gains and losses attributable to these net investment hedges is recorded to foreign currency translation adjustment ("FCTA") within accumulated other comprehensive income (loss) ("AOCI") to offset the change in the carrying value of the net investment being hedged, and will subsequently be reclassified to net earnings in the period in which the hedged investment is either sold or substantially liquidated.

During 2022, 2023 and 2021, the Company entered into and settled a European option with notional amounts of $81,343 and $98,684, respectively. During 2022 the Company entered into and settled a forward contract with a notional amount of $98,930. During 2021 and 2020, the Company settled European options with notional amounts of $98,684 and $90,000, respectively. $98,930. Both the forward contract and the European options were designated as net investment hedges. The Company realized a gain gains of $2,504 and $4,555 in 2023 and $846 in 2022, and 2020, respectively, and realized a loss of $1,555 in 2021, 2021. These gains and loss were recorded to FCTA within AOCI. The Company assessed hedge effectiveness under the forward rate method, determining the hedging instruments were highly effective. As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, there were no derivatives outstanding for which the Company has applied hedge accounting.

Subsequent to December 31, 2022December 30, 2023, on January 18, 2023 January 25, 2024 the Company entered into an option contract designated as a net investment hedge with a notional amount of $81,343.$77,345.

Common Stock Share Repurchases

The Company has a stock repurchase plan in place that has been authorized by the Board of Directors. As of December 31, 2022 December 30, 2023, $82,839 $71,186, inclusive of accrued excise tax, is available to repurchase shares under this plan. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. There currently is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

Revenue Recognition

Revenue is recognized when, or as, control of a promised product or service transfers to a customer, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring those products or services. Revenue excludes taxes that have been assessed by governmental authorities and that are directly imposed on

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revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes. Revenue recognition is evaluated through the following five-step process:

1) identification of the contract with a customer;
2) identification of the performance obligations in the contract;
3) determination of the transaction price;
4) allocation of the transaction price to the performance obligations in the contract; and
5) recognition of revenue when or as a performance obligation is satisfied.

Product Revenue

A majority of the Company's sales are for products sold at a point in time and shipped to customers, for which control is transferred to the customer as goods are delivered to the third party carrier for shipment. The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders and payment is required prior to shipment. The Company does not recognize assets associated with costs to obtain or fulfill a contract with a customer.

The Company's product sales contracts include terms that could cause variability in the transaction price for items such as discounts, product promotions, credits, or sales returns, which are a reduction of revenue. Accordingly, the transaction price for product sales includes estimates of variable consideration to the extent it is probable that a significant reversal of revenue recognized will not occur. At the time of sale, the Company estimates a refund liability for the variable consideration based on historical experience, which is recorded within the "Other current liabilities" line item in the consolidated balance sheets.

Initial product orders with a new customer may include multiple performance obligations related to sales discounts earned under the Company's initial order reward program. Under this program, the customer receives an option to apply the discounts earned on the initial order to two subsequent Auto Orders, which conveys a material right to the customer. As such, the initial order transaction price is allocated to each separate performance obligation based on its relative standalone selling price and is recognized as revenue as each performance obligation is satisfied.

Associate incentives represent consideration paid to an Associate for distinct services provided in the sale of the Company's products and include all forms of commissions, and other incentives paid to our Associates. The Company may provide Associate incentive promotions which are earned by Associates for distinct services rendered. Associate incentive promotions are recorded as the incentives are earned by the Associates. With the exception of commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales, Associate incentives are recorded as an operating expense. The amounts paid to Associates are commensurate with the fair value received for the distinct services rendered by Associates and are recorded as an operating expense when revenue for the goods is recognized.

Shipping and handling activities are performed upon delivery to the third party carrier for shipment. The Company accounts for these activities as fulfillment costs. Therefore, the Company recognizes the costs of these activities when revenue for the goods is recognized. Shipping and handling costs are included in cost of sales for all periods presented.

With respect to will-call orders, the Company periodically assesses the likelihood that customers will exercise their contractual right to pick up orders and revenue is recognized when the likelihood that customers will pick up orders is becomes remote.

Other Revenue

Other types of revenue include fees, which are paid by the customer at the beginning of the service period, for access to online customer service applications and annual account renewal fees for Associates, for which control is transferred over time as services are delivered and are recognized as revenue on a straight-line basis over the term of the respective contracts.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
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NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

The following table presents Other Revenue for the periods indicated:

	Year Ended		
	2022	2021	2020
Other Revenue	$ 3,452	$ 3,825	$ 3,805

(in thousands, except per share data)

	Year Ended		
	2023	2022	2021
Other Revenue	$ 3,177	$ 3,452	$ 3,825

Revenue Disaggregation

Disaggregation of revenue by geographical region and major product line is included in Note M – Segment Information.

Contract Balances

When the timing of our provision of goods or services is different from the timing of the payments made by our customers, we recognize either a contract asset (performance precedes contractual due date) or a contract liability (customer payment precedes performance).

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Contract liabilities relate to deferred revenue for product sales for customer payments received in advance of shipment, for outstanding material rights under the initial order program, and for services where the performance obligations are satisfied over time as services are delivered. Contract liabilities are recorded as deferred revenue within the "Other current liabilities" line item in the consolidated balance sheets. The Company typically does not have contract assets based on the payment terms included in the Company's contracts and the balance of contract assets was $0 at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022.

The following table provides information about contract liabilities from contracts with customers, including significant changes in the contract liabilities balances during the period.

	December 31, 2022	January 1, 2022
December 30, 2023		
December 30, 2023		
December 31, 2022		
Contract liabilities at beginning of period	Contract liabilities at beginning of period	$ 19,635	$15,952
Increase due to deferral of revenue at period end	Increase due to deferral of revenue at period end	20,875	19,635
Decrease due to beginning contract liabilities recognized as revenue	Decrease due to beginning contract liabilities recognized as revenue	(19,635)	(15,952)
Contract liabilities at end of period	Contract liabilities at end of period	$ 20,875	$19,635

Product Return Policy

All product orders that are unused and returned within the first 30 days following purchase are refunded at 100% of the sales price. All product orders that are unused and resalable are refunded up to one year from the date of purchase at 100% of the sales price. This standard policy differs in a few of our international markets due to the regulatory environment in those markets. Depending upon the conditions under which product was returned, customers may either receive a refund based on their original form of payment, or credit on account for a product exchange. The Company monitors Associate activity to ensure that all such practices are in line with established Company policies. Product returns totaled approximately 0.7% 0.6%, 0.6% 0.7%, and 0.7% 0.6% of net sales in 2023, 2022, 2021, and 2020, 2021, respectively.

Associate Incentives

Associate incentives expenses include all forms of commissions, and other incentives paid to our Associates, less commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales.

Selling, General and Administrative

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate event costs, advertising and professional fees, marketing, and research and development expenses.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Equity-Based Compensation

The Company records compensation expense in the Financial Statements for equity-based awards based on the grant date fair value, which for restricted stock units is the closing market value of the Company's common stock on the date of the grant. The grant date fair value of each stock-settled stock appreciation right is based upon the Black-Scholes option pricing model. The grant date fair value of each performance share unit is based upon a Monte-Carlo simulation in order to incorporate market conditions. Equity-based compensation expense is for restricted stock units and stock-settled stock appreciation rights are recognized under the straight-line method over the period that service is provided, which is generally the vesting term. Equity-based compensation expense for performance stock units is recognized based on the achievement of certain performance and market conditions by specified target dates, subject to continued service through the applicable vesting dates. The probability of the awards meeting the performance condition is not included in the grant date fair value, but is estimated quarterly for expense recognition. The Company recognizes an adjustment to compensation expense based on revisions in probability assessments. The Company accounts for forfeitures as they occur. Further information regarding equity awards can be found in Note L – Equity-Based Compensation.

Advertising

Advertising costs are charged to expense as incurred and are presented as part of the "Selling, general and administrative" line item. Advertising expense totaled $4,756, $5,053, and $12,399, in 2023, 2022, and $9,853, in 2022, 2021, and 2020, respectively.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
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NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Research and Development

Research and development costs are charged to expense as incurred and are presented as part of the "Selling, general and administrative" line item. Research and development expense totaled $11,446, $11,563, and $11,112 in 2023, 2022, and $10,633 in 2022, 2021, and 2020, respectively.

Earnings Per Share

Basic earnings per common share ("EPS") are based on the weighted-average number of common shares that were outstanding during each period. Diluted EPS include the effect of potentially dilutive common shares calculated using the treasury stock method, which include in-the-money, equity-based awards that have been granted but have not been issued. When there is a loss, potential common shares are not included in the computation of diluted EPS, because to do so would be anti-dilutive.

Recent Accounting Pronouncements

Issued Adopted Accounting Pronouncements Not Yet Adopted

In October 2021, the FASB Financial Accounting Standards Board ("FASB") issued ASU Accounting Standards Update ("ASU") No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. ASU 2021-08 requires an acquirer to recognize and measure contract assets and contract liabilities (deferred revenue) acquired in a business combination in accordance with Revenue from Contracts with Customers (Topic 606). Under this approach, the acquirer applies the revenue model as if it had originated the contracts. This is a departure from the current requirement to measure contract assets and contract liabilities at fair value at the acquisition date. ASU 2021-08 is effective for annual periods beginning after December 15, 2022 and interim periods within those annual periods. ASU 2021-08 should be applied prospectively to business combinations occurring on or after the date of adoption. Evaluation of this new standard is dependent on multiple circumstances including the timing and complexity of completed business combinations. As a result, the The Company intends to adopt adopted the provisions of ASU 2021-08 in during the first quarter of 2023. 2023 and the adoption of the standard did not have an impact on its consolidated financial statements.

Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The standard is intended to provide financial statement users with more disaggregated expense information about a public entity's reportable segments. ASU 2023-07 requires incremental disclosures related

to a public entity's reportable segments including allowing the disclosure of multiple measures of segment profit or loss,

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
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(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

requiring the disclosure of significant segment expenses, and requiring the qualitative disclosure of other segment items. ASU 2023-07 is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, and should be adopted retrospectively unless impracticable. Early adoption is permitted. The Company is currently evaluating the impact adoption of the standard will have on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The standard is intended to benefit investors by providing more detailed income tax disclosures. ASU 2023-09 requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid by jurisdiction. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the impact adoption of the standard will have on its consolidated financial statements.

No other new recent accounting pronouncement issued or effective during the fiscal year pronouncements had, or is are expected to have, a material impact on our Consolidated Financial Statements. the Company's consolidated financial statements.

NOTE B— BUSINESS COMBINATIONS

During In the second quarter of 2022, the Company acquired assets in business combinations for an aggregate purchase consideration of $6,532 in cash and $886 in contingent consideration. The preliminary final purchase price allocations were $964 $771 to tangible assets, $6,065 to intangible assets, and $389 $582 to goodwill. The primary reasons for the business combinations are to augment and expand the Company's core competencies. The amount of revenue and earnings related to the business combinations since the acquisition date is immaterial.

Subsequent to the acquisition date, the Company made certain measurement period adjustments to the preliminary purchase price allocation, which resulted in an increase to goodwill of $193. The increase was due to a $105 decrease of certain tangible assets acquired, an increase to assumed liabilities of $147, and a $59 decrease in the aggregate consideration in connection with post close net working capital adjustments that were finalized in the fourth quarter of 2022.

The contingent consideration liability is associated with the business combinations in 2022 was based on the achievement of certain milestones over a three-year period. period, and the seller's continued employment with the business. Under the terms of the purchase agreement, the contingent consideration consists consisted of three earn-out periods capped at $500 per earn-out period. The maximum earn-out is was $1,500 per the asset purchase agreement. As of the acquisition date, the contingent consideration had a fair value of $886. The estimated fair value of the contingent consideration liability as of the date of acquisition was determined using an option pricing method based upon available information and certain assumptions known and contains key inputs that are unobservable in the market, which represents a Level 3 measurement within the fair value hierarchy.

As of December 31, 2022, the contingent consideration had a fair value of $886. During 2023, the employee resigned from the business, which consequently terminated the employment relationship and the remaining contingent consideration of $548 was forfeited. This non-cash gain on contingent consideration is included in the change in "Other liabilities" line item on the Company's consolidated statements of cash flows. Contingent consideration is included in Fair Value Measures above.

Pro forma results of operations have not been presented because the effects of the acquisitions were not material to the Company's Consolidated Financial Statements.

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NOTE C—INVENTORIES

	December 31, 2022	January 1, 2022
Raw materials	$ 21,776	$30,280
Work in progress	4,285	9,586

December 30, 2023	December 30, 2023	December 31, 2022
Raw materials	Raw materials	
Work in progress	Work in progress	

Finished goods	Finished goods	41,028	58,452
		$ 67,089	$98,318
	$		
Noncurrent inventories	Noncurrent inventories	$ 3,479	$ —

Noncurrent inventory consists As of December 30, 2023, noncurrent inventories consisted of $2,051 of raw materials and $1,077 of finished goods inventory. As of December 31, 2022, noncurrent inventories consisted of $1,711 of raw materials and $1,768 of finished goods inventory and is inventory. Noncurrent inventories are included in the "Other assets" line item on the Company's Consolidated Balance Sheets. consolidated balance sheets.

NOTE D—PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consists of the following:

		December 31, 2022	January 1, 2022
December 30, 2023		December 30, 2023	December 31, 2022
Other prepaid expenses			
Miscellaneous receivables, net			
Other current assets			
Prepaid insurance	Prepaid insurance	$ 2,293	$ 3,734
Other prepaid expenses		9,089	10,119
Deferred commissions			
Income taxes receivable	Income taxes receivable	2,030	1,579
Miscellaneous receivables, net		5,183	5,584
Deferred commissions		3,157	2,270
Other current assets		7,121	3,681
		$ 28,873	$26,967
	$		

NOTE E—INCOME TAXES

Consolidated earnings before income taxes consists of the following for 2023, 2022, 2021, and 2020: 2021:

	Year Ended		
	2022	2021	2020
U.S.	$ (23,996)	$ 13,017	$ 18,838

	Year Ended			Year Ended		
	2023			2023	2022	2021
United States						
Foreign	Foreign	132,617	157,625	159,110		
Total earnings before income taxes	Total earnings before income taxes	$108,621	$170,642	$177,948		

(in thousands, except per share data)

NOTE E—INCOME TAXES - CONTINUED

Income tax expense (benefit) included in income from continuing operations consists of the following:

	Year Ended		
	2022	2021	2020
Current			
Federal			
Federal	$ 42	$ (264)	$ 306
State	297	567	303
Foreign	45,869	56,668	55,147
Total Current	46,208	56,971	55,756
Deferred			
Deferred			
Federal			
Federal	(9,180)	(4,088)	1,317
State	(331)	(40)	(47)
Foreign	2,574	1,294	(3,742)
Total Deferred	(6,937)	(2,834)	(2,472)
	$39,271	$54,137	$53,284

The effective tax rate for 2023, 2022, 2021, and 2020 2021 reconciled to the statutory U.S. Federal tax rate is as follows:

	Year Ended		
	2022	2021	2020
Statutory U.S. federal income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal tax benefit	0.4	0.4	0.3
Permanent tax differences	0.3	0.1	0.2
Excess foreign tax credits	(16.6)	(10.9)	(9.9)

	Year Ended		
	2023	2022	2021
Statutory U.S. federal income tax rate	21.0 %	21.0 %	21.0 %

Net increase in valuation allowance	Net increase in valuation allowance	11.9	10.6	8.2			
Foreign income tax rate differences	Foreign income tax rate differences	9.5	1.8	1.7			
Foreign withholding taxes	Foreign withholding taxes	9.7	7.9	7.7			
Uncertain tax position reserve	Uncertain tax position reserve	0.5	(0.3)	0.8			
All other, net	All other, net	(0.5)	1.1	(0.1)			
		36.2 %	31.7 %	29.9 %			
	37.7				37.7%	36.2 %	31.7 %

The effective tax rate for the year ended December 31, 2022 December 30, 2023 increased compared to the year ended January 1, 2022 December 31, 2022. The effective tax rate increase is due primarily to a an unfavorable foreign currency impact on withholding tax accruals and the change in the market mix of pre-tax book income.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)

NOTE E—INCOME TAXES - CONTINUED

The significant categories of deferred taxes are as follows:

		December 31, 2022	January 1, 2022	December 30, 2023	December 31, 2022
Deferred tax assets	Deferred tax assets				
Inventory	Inventory				
Inventory	Inventory	$ 5,872	$ 5,106		
Accruals not currently deductible	Accruals not currently deductible	8,627	11,634		
Equity-based compensation expense	Equity-based compensation expense	2,746	2,355		
Property and equipment	Property and equipment	922	1,143		
Intangible assets	Intangible assets	6,680	7,545		
Foreign currency translation	Foreign currency translation	1,448	—		
Capitalized R&D Expenses		9,618	2,337		

Capitalized R&D expenses			
Tax credit carry forwards	Tax credit carry forwards	115,539	96,635
Net operating losses	Net operating losses	1,720	1,401
Other	Other	3,223	4,824
Gross deferred tax assets	Gross deferred tax assets	156,395	132,980
Valuation allowance	Valuation allowance	(118,136)	(99,958)
Net deferred tax assets	Net deferred tax assets	38,259	33,022
Deferred tax liabilities	Deferred tax liabilities		
Deferred tax liabilities			
Deferred tax liabilities			
Property and equipment	Property and equipment	(5,723)	(5,268)
Foreign currency translation		—	(126)
Property and equipment			
Property and equipment			
Prepaid expenses			
Prepaid expenses			
Prepaid expenses	Prepaid expenses	(2,990)	(3,596)
Intangible assets	Intangible assets	(6,680)	(7,545)
Withholding tax on unremitted earnings	Withholding tax on unremitted earnings	(11,639)	(13,556)
Other	Other	(5,499)	(5,589)
Gross deferred tax liabilities	Gross deferred tax liabilities	(32,531)	(35,680)
Net deferred taxes	Net deferred taxes	$ 5,728	$ (2,658)

The components of net deferred taxes on a jurisdiction basis are as follows:

	December 31, 2022	January 1, 2022
December 30, 2023	**December 30, 2023**	**December 31, 2022**
Net deferred tax assets		
Net deferred tax assets	$ 9,799	$ 4,839

Net deferred tax liabilities	Net deferred tax liabilities	(4,071)	(7,497)
Net deferred taxes	Net deferred taxes	$ 5,728	$(2,658)

As of December 31, 2022 December 30, 2023, the Company had foreign tax credit carryforwards of approximately $111,948. $128,695. If unused, these carryforwards will expire between 2026 and 2032. 2033. The Company has generated excess foreign tax credits since the Tax Cuts and Jobs Act of 2017 was enacted on December 22, 2017. This is due to the U.S. tax rate being lower than most foreign taxing jurisdiction rates where the Company operates. Although the Company can claim foreign tax credits against U.S. source income due to overall domestic losses generated in previous years, the Company does not believe it will be able to use more foreign tax credits than it generates in a single year. The Company believes these foreign tax credit carryforwards will expire unused based on available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, available tax planning strategies, and available carryback opportunities. Similar with prior years, the Company continues to maintain a full valuation allowance on its

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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NOTE E—INCOME TAXES - CONTINUED

foreign tax credit carryforwards. Valuation allowances are determined using a more-likely-than-not realization criteria and are based upon all facts and circumstances.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE E—INCOME TAXES - CONTINUED

The Company recorded a $1,390 $1,591 valuation allowance on mirrored deferred tax assets recorded in the United States, which offset deferred tax liabilities of foreign disregarded entities. These mirrored deferred tax assets represent future foreign tax credits. This valuation allowance is necessary because the Company is limited in its ability to utilize future foreign tax credits due to the U.S. tax rate being lower than most foreign taxing jurisdiction rates where the Company operates.

The Company also had $1,568 $1,908 of Utah research credit carryforwards, and $2,023 $3,602 of Federal research credit carryforwards as of December 31, 2022 December 30, 2023. If unused, the Utah research credit carryforwards expire between 2027 and 2036, 2037, and the Federal research credits expire between 2036 and 2042. 2043. Utah research credits are limited to Utah tax due and the Company has a history of generating more credits than it can use. Federal research credit carryforwards can only be used in a year when U.S. taxes are owed after foreign tax credits have been applied. Due to the lack of sufficient evidence to the contrary, the Company has placed a full valuation allowance on these credit carryforwards.

In addition, the Company had $5,296 $6,100 of foreign operating loss carry forwards, $2,808 $1,627 of which have an unlimited carryforward period. The deferred tax asset associated with these losses was $1,666 $1,893 and a valuation allowance of $1,174 $1,423 has been applied against this deferred tax asset. The 2022 2023 deferred tax asset for state-tax-loss carryforwards was $54. $63. If unused, some of the state-tax-loss carryforwards will expire between 2032 and 2041 2042 and others can be carried forward indefinitely.

The total combined valuation allowance was $118,136 $137,252 as of December 31, 2022 December 30, 2023. The 2022 2023 valuation allowance represents a $18,178 $19,116 net increase from 2021. 2022. If the Company determines that there is sufficient evidence to remove the valuation allowances addressed above, the valuation allowance will be released and the provision for income taxes will be reduced.

As of December 31, 2022 December 30, 2023, the cumulative amount of undistributed earnings of the Company's non-U.S. subsidiaries held for indefinite reinvestment is approximately $4,000. If this amount were repatriated to the United States, the amount of incremental taxes would be approximately $400.

As of December 31, 2022 December 30, 2023, the Company reported $1,074 in "Other long-term liabilities" in unrecognized tax benefits that would impact the effective tax rate if recognized. This compares to $66 of unrecognized tax benefits in "Other current liabilities" and $1,384 in "Other long-term liabilities" for a combined total of $1,450 in unrecognized tax benefits that would impact the effective tax rate if recognized. This compares to $199 of unrecognized tax benefits in "Other current liabilities" and $809 in "Other long-term liabilities" for a combined total of $1,008 reported as of January 1, 2022 December 31, 2022.

The following reconciliation provides the changes in unrecognized tax benefits for the years presented:

	Year Ended		
	2022	2021	2020

Year Ended		Year Ended	
2023	2023	2022	2021

(in thousands, except per share data)

Beginning balance of unrecognized tax benefits	Beginning balance of unrecognized tax benefits	$1,008	$1,528	$ 560
Increases related to prior year tax positions	Increases related to prior year tax positions	107	21	775
Decreases related to prior year tax positions	Decreases related to prior year tax positions	—	(330)	—
Increases related to current year tax positions	Increases related to current year tax positions	468	424	753
Decreases for settlements with taxing authorities	Decreases for settlements with taxing authorities	(133)	(635)	(560)
Ending balance of unrecognized tax benefits	Ending balance of unrecognized tax benefits	$1,450	$1,008	$1,528

The Company accounts for interest and penalties associated with unrecognized tax benefits as a component of income tax expense. For the period ended December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company reported $201 $66 and $91, $201, respectively, as income tax expense related to interest and penalties. As of December 31, 2022 December 30, 2023, the Company recorded $180 of "Other long-term liabilities" associated with interest and penalties for unrecognized tax benefits. This compares to $64 of "Other current liabilities" and $239 of "Other long-term liabilities" associated with interest and penalties for reported as of December 31, 2022.

NOTE E—INCOME TAXES - CONTINUED

unrecognized tax benefits. This compares to $162 of "Other current liabilities" and $63 of "Other long-term liabilities" associated with interest and penalties reported as of January 1, 2022.

The Company files income tax returns in the United States and foreign jurisdictions. In general, the Company's tax filings are subject to examination for years ended on or after December 31, 2018 December 31, 2019. However, statutes of limitations in some markets may be as long as ten years for transfer pricing related issues.

NOTE F—PROPERTY AND EQUIPMENT

Cost of property and equipment and their estimated useful lives is as follows:

	Year	December 31, 2022	January 1, 2022
Useful life (years)			
Useful life (years)		**December 30, 2023**	**December 31, 2022**
Buildings	Buildings 39.5	$ 78,071	$ 80,820
Laboratory and production equipment	Laboratory and production equipment 5-7	50,679	47,552
Air transportation equipment	Air transportation equipment 5	2,952	2,952

(in thousands, except per share data)

Computer equipment and software	Computer equipment and software	3-5	53,436	53,562
Furniture and fixtures	Furniture and fixtures	3-5	6,198	6,636
Automobiles	Automobiles	3-5	722	767
Leasehold improvements	Leasehold improvements	3-5	14,388	15,212
Land improvements	Land improvements	15	3,271	3,382
			209,717	210,883
		212,226		
Less accumulated depreciation and amortization	Less accumulated depreciation and amortization		124,748	121,590
			84,969	89,293
		83,287		
Land	Land		6,723	6,992
Deposits and projects in process	Deposits and projects in process		6,081	5,495
			$ 97,773	$101,780
		$		

Depreciation of property and equipment was $10,904, $11,351, $11,661, and $12,242, $11,661, for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

NOTE G—OPERATING LEASES

The following table summarizes the classification of ROU assets and lease liabilities in the Company's consolidated balance sheet:

Leases	Classification	December 31, 2022	January 1, 2022
Assets			
ROU operating lease assets, net	Other assets	$ 19,997	$ 23,789
Total ROU assets		$ 19,997	$ 23,789
Liabilities			
Current:			
Operating lease liabilities	Other current liabilities	$ 6,892	$ 7,080
Noncurrent:			
Operating lease liabilities	Other long-term liabilities	7,680	10,215
Total lease liabilities		$ 14,572	$ 17,295

The following table presents supplemental lease information:

	Year Ended	
	2022	2021

Lease cost		
Operating lease cost	$ 8,606	$ 9,585
Total lease cost	$ 8,606	$ 9,585

	Year Ended	
	2022	2021
Other information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 7,924	$ 9,506
ROU assets obtained in exchange for new operating lease liabilities	$ 5,641	$ 5,322
Weighted-average remaining lease term—operating leases	2.39 yrs.	2.76 yrs.
Weighted-average discount rate—operating leases	3.04 %	3.11 %

Leases	Classification	December 30, 2023	December 31, 2022
Assets			
ROU operating lease assets, net	Other assets	$ 17,671	$ 19,997
Total ROU assets		$ 17,671	$ 19,997
Liabilities			
Current:			
Operating lease liabilities	Other current liabilities	$ 7,278	$ 6,892
Noncurrent:			
Operating lease liabilities	Other long-term liabilities	5,141	7,680
Total lease liabilities		$ 12,419	$ 14,572

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)

NOTE G—OPERATING LEASES - CONTINUED

The following table presents the maturity components of the Company's lease liabilities expense were as of December 31, 2022: follows:

Year ending	
2023	$ 7,214
2024	5,383
2025	1,850
2026	497
2027	120
Thereafter	—
	15,064
Less: imputed interest	(492)
Present value	$ 14,572

	Year Ended		
	2023	2022	2021
Operating lease expense	$ 8,042	$ 8,606	$ 9,585
Total lease expense	$ 8,042	$ 8,606	$ 9,585

These leases generally provide that property taxes, insurance, and maintenance expenses are the responsibility of the Company. Such expenses are not included in the operating lease amounts outlined in the table above or in the rent expense amounts that follow. The total rent expense was approximately $8,755, $8,258, $9,830, and $11,199 $9,830 for the years ended 2023, 2022, and 2021, respectively.

The following table presents supplemental lease information:

	Year Ended		
	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash flows from operating leases	$ 8,227	$ 7,924	$ 9,506
ROU assets obtained in exchange for new operating lease liabilities	$ 5,699	$ 5,641	$ 5,322

The following table presents weighted-average remaining lease term and 2020, respectively. weighted-average discount rate for the Company's operating leases:

	Year Ended	
	2023	2022
Weighted-average remaining lease term—operating leases	1.99 yrs.	2.39 yrs.
Weighted-average discount rate—operating leases	3.97 %	3.04 %

The following table presents the maturity of the Company's lease liabilities as of December 30, 2023:

Year ending	
2024	$ 7,609
2025	3,858
2026	1,312
2027	121
2028 and Thereafter	—
	12,900
Less: imputed interest	(481)
Present value	$ 12,419

NOTE H—INTANGIBLE ASSETS

The Company performed its annual goodwill impairment test during the third quarter of 2022. 2023. The Company performed a qualitative assessment of each reporting unit and determined that it was not more-likely-than-not that the fair value of any reporting unit was less than its carrying amount. As a result, no impairments of goodwill were recognized in 2022 2023 and 2021. 2022.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE H—INTANGIBLE ASSETS - CONTINUED

The Company also performed its annual indefinite-lived intangible asset impairment test during the third quarter of 2022. 2023. The Company performed a qualitative assessment of the indefinite-lived intangible assets and determined that it was not more-likely-than-not that the fair value of any indefinite-lived intangible asset was less than the carrying amount. As a result, no impairments of indefinite-lived intangible assets were recognized in 2022 2023 and 2021. 2022.

The changes in the carrying amount of goodwill are as follows:

	December 31, 2022	January 1, 2022
	December 30, 2023	December 30, 2023	December 31, 2022
Balance at beginning of year:	Balance at beginning of year:		

Balance at beginning of year:			
Balance at beginning of year:			
Gross goodwill			
Gross goodwill			
Gross goodwill	Gross goodwill	$ 17,668	$17,367
Goodwill as of beginning of year	Goodwill as of beginning of year	17,668	17,367
Goodwill acquired during the year	Goodwill acquired during the year	582	—
Currency translation adjustment	Currency translation adjustment	(882)	301
Balance as of end of year	Balance as of end of year		
Balance as of end of year			
Balance as of end of year			
Gross goodwill			
Gross goodwill			
Gross goodwill	Gross goodwill	17,368	17,668
Goodwill as of end of year	Goodwill as of end of year	$ 17,368	$17,668

Intangible assets consist of the following:

	As of December 30, 2023			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 2,285	$ (343)	$ 1,942	10
Product formulas	8,480	(8,426)	54	8
Customer relationships	3,314	(1,243)	2,071	4
Non-compete agreements	467	(184)	283	4
Indefinite-lived intangible assets				
Direct selling license	25,569		25,569	
	$ 40,115		$ 29,919	

Estimated Amortization Expense:	
2024	$ 1,223
2025	1,154
2026	692
2027	253
2028	229
Thereafter	799

(in thousands, except per share data)

	$ 4,350

NOTE H—INTANGIBLE ASSETS - CONTINUED

Intangible assets consist of the following:

	As of December 31, 2022			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 2,285	$ (114)	$ 2,171	10
Product formulas	8,701	(7,983)	718	8
Customer relationships	3,313	(414)	2,899	4
Non-compete agreements	467	(61)	406	4
Indefinite-lived intangible assets				
Direct sales license	26,238		26,238	
	$ 41,004		$ 32,432	

Estimated Amortization Expense:

2023	$ 1,843
2024	1,224
2025	1,154
2026	692
2027	253
Thereafter	1,028
	$ 6,194

	As of January 1, 2022			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 4,173	$ (4,173)	$ —	10
Product formulas	9,440	(7,462)	1,978	8
Indefinite-lived intangible assets				
Direct sales license	28,464		28,464	
	$ 42,077		$ 30,442	

(in thousands, except per share data)
(in thousands, except per share data)

NOTE H—INTANGIBLE ASSETS - CONTINUED

	As of December 31, 2022			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 2,285	$ (114)	$ 2,171	10
Product formulas	8,701	(7,983)	718	8
Customer relationships	3,313	(414)	2,899	4
Non-compete agreements	467	(61)	406	4
Indefinite-lived intangible assets				
Direct selling license	26,238		26,238	
	$ 41,004		$ 32,432	

Aggregate amortization of intangible assets was $1,835, $1,723, $1,182, and $1,326 $1,182 for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

NOTE I—OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

December 31, 2022	January 1, 2022
December 30, 2023	December 30, 2023	December 31, 2022
Associate incentives	Associate incentives	$ 55,688	$ 53,929
Accrued employee compensation	Accrued employee compensation	17,334	32,366
Deferred revenue	Deferred revenue	20,875	19,635
Sales taxes	Sales taxes	11,234	11,330
Operating lease liabilities	Operating lease liabilities	6,892	7,080
Income taxes	Income taxes	4,973	5,193
All other	All other	15,788	17,749
		$ 132,784	$147,282
	$		

NOTE J—LINE OF CREDIT

On August 25, 2020, the Company as borrower, and certain of its material subsidiaries as guarantors, entered into the Second Amended and Restated Credit Agreement (the “Credit Agreement”) with Bank of America, N.A. (“Bank of America”) as Administrative Agent, Swingline Lender and Letter of Credit Issuer, and the other lenders party thereto. On August 10, 2022, the Company entered into the Second Amendment to the Second Amended and Restated Credit Agreement ("Restated Credit Agreement"), which replaces the Eurodollar Rate, and LIBOR terms and provisions with the Bloomberg Short-Term Bank Yield Index rate ("BSBY").

The Credit Agreement provides for a revolving credit limit for loans to the Company up to $75,000 (the “Credit Facility”). In addition, at the option of the Company, and subject to certain conditions, the Company may request to increase the aggregate commitment under the Credit Facility up to an additional $200,000.

There was no outstanding debt on the Credit Facility as of December 31, 2022 December 30, 2023. The obligations of the Company under the Credit Agreement are secured by the pledge of the capital stock of certain subsidiaries of the Company, pursuant to a Security and Pledge Agreement.

NOTE J—LINE OF CREDIT - CONTINUED

Interest on revolving borrowings under the Credit Facility are is computed at BSBY, adjusted by features specified in the Credit Agreement. The Credit Agreement covenants require the Company's rolling four-quarter consolidated EBITDA of (as defined in the Credit Agreement) to be $100,000 or greater and its ratio of consolidated funded debt to consolidated EBITDA of to be equal to or less than 2.0 to 1.0 at the end of each quarter. The Credit Agreement does not include any restrictions on the payment of cash dividends or share repurchases by the Company. Consolidated EBITDA and consolidated funded debt are non-GAAP terms specified in the Credit Agreement. terms.

The Company will be required to pay any balance on this Credit Facility in full at the time of maturity in August 2025.

The Company maintains local lines of credit across different markets to secure sufficient working capital. As of December 30, 2023, the balance on these local lines of credit was $786.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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NOTE K—COMMITMENTS AND CONTINGENCIES

Unconditional Purchase Obligations

The Company's unconditional purchase obligations relating to IT-related services and advertising agreements were $7,163 $8,018 and $6,151, $7,163, as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively that are generally paid within one year.

Contingencies

The Company is involved in various lawsuits, claims, and other legal matters from time to time that arise in the ordinary course of conducting business, including matters involving its products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters. The Company records a liability when a particular contingency is probable and estimable. The Company faces contingencies that are reasonably possible to occur; however, they cannot currently be estimated. While complete assurance cannot be given as to the outcome of these proceedings, management does not currently believe that any of these matters, individually or in the aggregate, will have a material adverse effect on the Company's financial condition, liquidity or results of operations. It is reasonably possible that a change in the contingencies could result in a change in the amount recorded by the Company in the future.

Employee Benefit Plan

In the United States, the Company sponsors an employee benefit plan under Section 401(k) of the Internal Revenue Code. This plan covers employees who are at least 18 years of age and have met a one-month service requirement. The Company makes a matching contribution equal to 100 percent of the first one percent of a participant's compensation that is contributed by the participant, and 50 percent of that deferral that exceeds one percent of the participant's compensation, not to exceed six percent of the participant's compensation, subject to the limits of ERISA. In addition, the Company may make a discretionary contribution based on earnings. The Company's matching contributions cliff vest at two years of service. Contributions made by the Company to the plan in the United States were $2,451, $2,589, $2,509, and $2,322 $2,509 for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

The Company has employees in international countries that are covered by various defined contribution plans. These plans are administered based upon the legal requirements in the countries in which they are established.

NOTE L—EQUITY-BASED COMPENSATION

Total equity-based compensation expense was $13,485, $14,965, $14,706, 13,485, and $14,633 $14,706 for fiscal years 2023, 2022, 2021, and 2020, 2021, of which, $370, $154, $408, and $239, $408, was related to liability-classified awards, respectively. The related tax benefit for these periods was $2,556, $2,507, $2,556, and $2,813, and $2,472, respectively.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE L—EQUITY-BASED COMPENSATION - CONTINUED

The following table shows the remaining unrecognized compensation expense on a pre-tax basis for all types of unvested equity awards outstanding as of December 31, 2022 December 30, 2023. This table does not include an estimate for future grants that may be issued.

2023		$	11,273
2024	2024		7,781
2025	2025		4,117
2026	2026		408
		$	23,579

(in thousands, except per share data)

2027	
	$

The remaining unrecognized compensation expense above is expected to be recognized over a weighted-average period of 1.7 years.

The Company's 2015 Equity Incentive Award Plan (the "2015 Plan") is currently the only plan under which equity awards are issued. The 2015 Plan allows for the grant of various equity awards including stock-settled stock

NOTE L—EQUITY-BASED COMPENSATION - CONTINUED

appreciation rights, stock options, and restricted stock awards which include restricted stock units, deferred stock units, performance stock units, (collectively "restricted stock awards") and other types of equity-based awards to the Company's officers, key employees, and non-employee directors.

Since the inception of the 2015 Plan, 1,750 shares have been authorized. As of December 31, 2022 December 30, 2023, 3,877 4,267 awards had been granted under the 2015 Plan, of which 2,924 2,942 were stock-settled stock appreciation rights, and 953 1,325 were restricted stock awards. Also, as of December 31, 2022 December 30, 2023, a total of 1,088 1,174 options and grants had been forfeited, of which 59 73 awards have been added back to the number of shares available for issuance under the 2015 Plan.

Stock-Settled Stock Appreciation Rights

The Company uses the Black-Scholes option pricing model to estimate the fair value of its stock-settled stock appreciation rights. There were no stock-settled stock appreciation rights granted in 2022. The weighted-average fair value of stock-settled stock appreciation rights granted in 2023 and 2021 were $19.92 and 2020 was $27.12 and $17.65, respectively. There were no stock-settled stock appreciation rights granted in 2022.

Stock-settled stock appreciation rights granted to officers and key employees upon hire or promotion to such a position, or annually for existing participants, generally vest 25% each year on the anniversary of the grant date and expire 4.5 years from the date of grant.

Following is a The following table that includes the weighted-average assumptions that the Company used to calculate the fair value of stock-settled stock appreciation rights that were granted during the periods indicated.

	Year Ended		
	2022	2021	2020
Expected volatility (1)	N/A	43.28 %	35.23 %
Risk-free interest rate (2)	N/A	0.33 %	1.66 %
Expected life (3)	N/A	3.5 yrs	3.5 yrs.
Expected dividend yield (4)	N/A	0.00 %	0.00 %
Weighted-average exercise price (5)	N/A	$85.19	$63.02

	Year Ended		
	2023	2022	2021
Expected volatility (1)	39.89 %	N/A	43.28 %
Risk-free interest rate (2)	3.78 %	N/A	0.33 %
Expected life (3)	3.5 yrs.	N/A	3.5 yrs.
Expected dividend yield (4)	0.00 %	N/A	0.00 %

(1) The Company utilizes historical volatility of the trading price of its common stock.
(2) Risk-free interest rate is based on the U.S. Treasury yield curve with respect to the expected life of the award.
(3) Depending upon the terms of the award, one of two methods will be used to calculate expected life:
(i) a weighted-average that includes historical settlement data of the Company's equity awards and a hypothetical holding period, or (ii) the simplified method.
(4) The Company historically has not paid and currently has no plan to pay dividends.
(5) Exercise price is the closing price of the Company's common stock on the date of grant.

(in thousands, except per share data)

NOTE L—EQUITY-BASED COMPENSATION - CONTINUED

A summary of the Company's stock-settled stock appreciation right activity is as follows:

	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value*
Outstanding at January 1, 2022	150	$ 82.22	2.3	$ 3,596
Outstanding at December 31, 2022				
Granted	—	—		
Exercised	(2)	63.02		
Forfeited	—	—		
Expired	(1)	116.06		
Outstanding at December 30, 2023				
Exercisable at December 31, 2022	72	$ 90.63	1.1	$ —
Exercisable at December 30, 2023				

Shares	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value*
Outstanding at December 31, 2022				
Granted	—	—		
Exercised	(2)	63.02		
Exercised				
Forfeited				
Forfeited	—	—		
Expired	(1)	116.06		
Expired				
Outstanding at December 30, 2023				
Outstanding at December 30, 2023				
Outstanding at December 30, 2023				
Outstanding at December 31, 2022	147	$ 82.16	1.3	$ —
Exercisable at December 31, 2022	72	$ 90.63	1.1	$ —
Exercisable at December 30, 2023				
Exercisable at December 30, 2023				
Exercisable at December 30, 2023				

* Aggregate intrinsic value is defined as the difference between the current market value at the reporting date (the closing price of the Company's common stock on the last trading day of the period) and the exercise price of awards that were in-the-money. The closing price of the Company's common stock at December 30, 2023 and December 31, 2022 was $53.60 and January 1, 2022 was $53.20, and $101.20, respectively.

The total intrinsic value of stock-settled stock appreciation rights exercised was $50, $0, $10,337, $50, and $7,881, $10,337, for the years ended 2023, 2022, 2021, and 2020, 2021, respectively. The total fair value of stock-settled stock appreciation rights that vested was $983, $1,009, $3,868, 983, and $3,532, $3,868, for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

During the year ended 2023, there were no exercises of stock-settled stock appreciation rights. During the years ended December 31, 2022, January 1, 2022, 2022 and January 2, 2021, 2021, certain employees elected to receive a net amount of shares upon the exercise of stock-settled stock appreciation rights in order to satisfy the Company's tax withholding obligation. There was no reduction to additional paid-in capital for the years ended 2022, 2023, 2021, 2022, and 2020. 2021.

Restricted Stock Awards

(in thousands, except per share data)

Restricted stock awards include stock-settled and cash-settled restricted stock units, performance stock units granted to the Company's officers and key employees, and deferred stock units granted to non-employee directors. Restricted stock units are granted to officers and key employees upon hire or promotion to such a position, or annually for existing participants, and generally vest 25% each year on the anniversary of the grant date. Awards of deferred stock units granted to non-employee directors generally vest 25% each quarter, commencing on the first vest date anniversary following the final vesting of the previous award. Upon vesting, holders of stock-settled restricted stock units and deferred stock units are entitled to receive shares of the Company's common stock on a one-for-one basis. Holders of cash-settled restricted stock units are entitled to receive cash payments equivalent to the number of awards units held, valued at the closing market price on the vest date. The fair value of restricted stock awards units is determined based on the Company's closing stock price on the date of grant. Cash-settled restricted stock units are accounted for as liability-classified awards and fair value is remeasured to the current fair value, which is the Company's closing stock price, at each reporting date until the award is settled at vesting. Restricted stock awards units are full-value shares at the date of grant, vesting over the periods of service, and do not have expiration dates. Performance stock units are granted to officers and key employees. The ultimate number of shares to be earned depends on the achievement of certain market and performance conditions, and continued service through the applicable vesting date, and do not have expiration dates.

NOTE L—EQUITY-BASED COMPENSATION - CONTINUED

A summary of the Company's stock-settled restricted stock unit activity is as follows:

	Shares	Weighted-average grant date fair value
Outstanding at January 1, 2022	366	$ 80.87
Shares	Shares	Weighted-average grant date fair value
Outstanding at December 31, 2022		
Granted	Granted	170	91.67
Vested	Vested	(142)	81.11
Forfeited	Forfeited	(9)	83.11
Outstanding at December 31, 2022	385	$ 85.50
Outstanding at December 30, 2023		

During the year ended December 31, 2022, 2023, certain employees elected to receive a net amount of shares upon the release of restricted stock units in order to satisfy the Company's tax withholding obligation. This resulted in a reduction to additional paid-in capital of $3,092, $4,706 $3,575, and $2,367 $3,575 for the years ended 2023, 2022, 2021, and 2020, 2021, respectively, reflected as a financing activity in the Company's consolidated statements of cash flows.

The total fair value of restricted stock units that vested was $12,808, $9,293, $11,378, 12,808, and $7,732, $11,378, for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

A summary of the Company's cash-settled restricted stock unit activity is as follows:

	Shares	Weighted-average grant date fair value
Nonvested at January 1,2022	12	$ 78.66
Shares	Shares	Weighted-average grant date fair value
Nonvested at December 31, 2022		
Granted	Granted	6	91.53

(in thousands, except per share data)

Vested	Vested	(3)	79.22
Forfeited	Forfeited	(3)	79.67
Nonvested at December 31,2022		12	$ 84.72
Nonvested at December 30, 2023			

The weighted-average fair value of liability-classified awards outstanding was $85, $69, $79, 85, and $76 $79 for the years ended 2023, 2022, 2021, and 2020, 2021, respectively.

The number of deferred stock units vested and unreleased totaled 8, 19, and 23 for the years ended 2023, and 2022, 2021, and 2020, 19 for the year ended 2021, respectively. There were no deferred stock units that vested in 2023, 2022, 2021, and 2020. 2021.

During 2023, the Company granted 84 performance stock units to officers and key employees. The performance stock units are subject to a cliff vesting at the end of a three-year period. The number of units that vest will vary between 0% - 200% based on the achievement of market and performance conditions, over the three-year service period. The fair value of the performance stock units is determined using a Monte-Carlo simulation model. A Monte-Carlo simulation model uses stock price volatility and other assumptions to estimate the probability of satisfying the market conditions and the resulting fair value of the award.

The weighted-average grant date fair value of performance stock units granted in 2023 was $40.05. There were no performance stock units granted in 2022 or 2021. In 2023, there was unrecognized compensation expense of $913 related to unvested performance stock units that are not probable of achieving the performance condition.

The following table includes the weighted-average assumptions the Company used to calculate the fair value of performance stock units that were granted during the periods indicated.

NOTE L—EQUITY-BASED COMPENSATION - CONTINUED

	Year Ended
	2023
Expected volatility (1)	37.84 %
Risk-free interest rate (2)	4.09 %
Expected dividend yield (3)	N/A

(1) The Company utilizes historical volatility of the trading price of its common stock.
(2) Risk-free interest rate is based on the U.S. Treasury yield curve with respect to the expected life of the award.
(3) The Company historically has not paid and currently has no plan to pay dividends.

The market condition is met if the Company achieves the target closing stock price on December 31, 2025, of $59.84. If the market condition is met, the number of earned performance stock units, as a percentage of the target number of performance stock units, is calculated based on the compound annual growth rate ("CAGR") of the Company's active Customers from fiscal year-end 2022 to fiscal year-end 2025. The payout as a percent of target shares will be determined based on the active Customer growth rate achieved by the Company as of fiscal year-end 2025, as illustrated in the table below. If the active Customer CAGR growth rate does not meet the performance condition according to the table below, the corresponding payout will be zero.

Market condition	Performance condition		
Target share price	active Customer CAGR	Fiscal year-end 2025 active Customers(1)	Payout as % of target number of shares
$59.84	6%	584,000	100%
$59.84	9%	635,000	150%
$59.84	12%	688,000	200%

(1) Based on active Customer count of 490,000 at December 31, 2022. For purposes of this performance condition, "active Customer" is defined as active Customer in the Company's Direct-selling operating segment (discussed further in Note M – Segment Information below), excluding customers from mergers and acquisitions.

NOTE M—SEGMENT INFORMATION

The Company primarily operates as a global direct-selling nutrition, personal health and wellness company that develops and manufactures high quality, science-based nutritional, and personal care products.

The Company's operating segments are identified according to how business activities are managed and evaluated by the chief operating decision maker ("CODM"), our CEO. The CODM manages the business, allocates resources, makes operating decisions, and evaluates performance for a geographic region or market based on net sales. The Company aggregates its direct-selling operating segments ("Direct-selling") into one reportable segment, as management believes that the Company's Direct-selling segments exhibit similar long-term financial performance and have similar economic characteristics. The CODM does not evaluate operating segments using asset information, accordingly, the Company does not report asset information by segment.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)

NOTE M—SEGMENT INFORMATION - CONTINUED

As a result of the Company's acquisitions during 2022, the Company has operating segments that are not material to the Company's net sales. These operating segments are included as a component of ("All other") and are included for purposes of reconciliation of net sales to the Company's Consolidated Statements consolidated statements of Comprehensive Income. comprehensive income.

	Year Ended		
	2022	2021	2020
Net sales:			
Direct-selling	$ 995,043	$ 1,186,464	$ 1,134,644
All other	3,558	—	—
Consolidated Total	$ 998,601	$ 1,186,464	$ 1,134,644

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

NOTE M—SEGMENT INFORMATION - CONTINUED

	Year Ended		
	2023	2022	2021
Net sales:			
Direct-selling	$ 915,211	$ 995,043	$ 1,186,464
All other	5,799	3,558	—
Consolidated Total	$ 921,010	$ 998,601	$ 1,186,464

No single Associate accounted for 10% or more of net sales for the periods presented. The table below summarizes the approximate percentage of total product revenue for our Direct-selling segment that has been contributed by the Company's nutritionals, foods, and personal care and skincare products for the periods indicated.

	Year Ended		
	2022	2021	2020
USANA Nutritionals	87%	86%	85%
USANA Foods (1)	7%	7%	7%
Personal care and Skincare	5%	6%	7%
All Other	1%	1%	1%

	Year Ended		
	2023	2022	2021
USANA Nutritionals	87%	87%	86%
USANA Foods (1)	7%	7%	
Personal care and Skincare	5%	5%	6%
All Other	1%	1%	

(1) Includes the Company's new Active Nutrition line which launched in five markets in 2021 and all but two of the remaining markets through the end of 2022.

Selected Financial Information

Financial information, presented by geographic region is listed below:

	Year Ended		
	2022	2021	2020

	Year Ended		
	2023	2022	2021
Net Sales to External Customers			
Asia Pacific			
Asia Pacific			
Asia Pacific			
Greater China			
Greater China			
Greater China	$502,486	$ 563,469	$ 530,505
Southeast Asia Pacific	190,478	269,803	269,555
North Asia	108,952	129,920	114,964
Asia Pacific Total	801,916	963,192	915,024
Americas and Europe	196,685	223,272	219,620
Americas and Europe			
Americas and Europe			
Consolidated Total	$998,601	$1,186,464	$1,134,644

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)

NOTE M—SEGMENT INFORMATION - CONTINUED

	December 31, 2022	January 1, 2022
Long-lived Assets		
Asia Pacific		
Asia Pacific		
Asia Pacific		
Greater China		
Greater China		
Greater China	$ 86,051	$ 95,965
Southeast Asia Pacific	15,226	15,394
North Asia	3,617	7,395
Asia Pacific Total	104,894	118,754
Americas and Europe	92,373	89,030
Americas and Europe		
Americas and Europe		
Consolidated Total	$ 197,267	$207,784
Total Assets		

	December 30, 2023	December 31, 2022
Long-lived Assets		
Asia Pacific		
Asia Pacific		
Asia Pacific		
Greater China		
Greater China		
Greater China	$ 86,051	$ 95,965
Southeast Asia Pacific	15,226	15,394
North Asia	3,617	7,395
Asia Pacific Total	104,894	118,754
Americas and Europe	92,373	89,030
Americas and Europe		
Americas and Europe		
Consolidated Total	$ 197,267	$207,784
Total Assets		

(in thousands, except per share data)

Total Assets			
Total Assets			
Asia Pacific	Asia Pacific		
Asia Pacific			
Asia Pacific			
Greater China			
Greater China			
Greater China	Greater China	$ 250,786	$274,002
Southeast Asia Pacific	Southeast Asia Pacific	51,880	62,332
North Asia	North Asia	22,952	25,592
Asia Pacific Total	Asia Pacific Total	325,618	361,926
Americas and Europe	Americas and Europe	270,931	215,814
Americas and Europe			
Americas and Europe			
Consolidated Total	Consolidated Total	$ 596,549	$577,740

The following table provides further information on markets representing ten percent or more of consolidated net sales and long-lived assets, respectively:

	Year Ended		
	2022	2021	2020
Net sales:			
China	China	$453,134	$506,103	$470,177
South Korea	South Korea	$106,391	$125,835	$110,807
United States	United States	$106,087	$110,379	$107,323
Long-lived Assets:			
Long-lived Assets:			
Long-lived Assets:	Long-lived Assets:		
United States	United States	$ 89,150	$ 85,350

	Year Ended				Year Ended						
	2023				2023			2022		2021	
United States											
United States					$	93,181		$	89,150		
China	China	$ 83,938	$ 91,530	China	$	77,767	$	$	83,938		

NOTE N—COMMON STOCK AND EARNINGS PER SHARE

Basic earnings per share ("EPS") are based on the weighted-average number of shares outstanding for each period. Shares that have been repurchased and retired during the periods specified below have been included in the calculation of the number of weighted-average shares that are outstanding for the calculation of basic EPS based on the time they were outstanding in any period. Diluted EPS are based on shares that are outstanding (computed under basic EPS) and on potentially dilutive shares. Shares that are included in the diluted EPS calculations under the treasury stock method include equity awards that are in-the-money but have not yet been exercised.

The following is a reconciliation of the numerator and denominator used to calculate basic EPS and diluted EPS for the periods indicated:

	Year Ended		
	2022	2021	2020
Net earnings available to common shareholders	$69,350	$116,505	$124,664
Weighted average common shares outstanding - basic	19,254	20,146	21,156
Dilutive effect of in-the-money equity awards	56	197	100
Weighted average common shares outstanding - diluted	19,310	20,343	21,256
Earnings per common share from net earnings - basic	$ 3.60	$ 5.78	$ 5.89
Earnings per common share from net earnings - diluted	$ 3.59	$ 5.73	$ 5.86

	Year Ended		
	2023	2022	2021
Net earnings available to common shareholders	$69,350	$116,505	$124,664
Weighted average common shares outstanding - basic	19,254	20,146	21,156
Dilutive effect of in-the-money equity awards	56	197	100
Weighted average common shares outstanding - diluted	19,310	20,343	21,256
Earnings per common share from net earnings - basic	$ 3.60	$ 5.78	$ 5.89
Earnings per common share from net earnings - diluted	$ 3.59	$ 5.73	$ 5.86

Equity awards for the following shares were not included in the computation of diluted EPS due to the fact that their effect would be anti-dilutive:

Year Ended		
2022	2021	2020
354	60	359

Year Ended		
2023	2022	2021
319	354	60

During the year ended 2023, the Company repurchased and retired 180 shares for $11,653 including accrued excise tax of $54. During the years ended 2022 2021, and 2020, 2021, the Company repurchased and retired 288 shares, 1,844 shares, and 785 1,844 shares for an aggregate price of $25,382 and $177,837, and $57,029, respectively.

(in thousands, except per share data)

NOTE O—RELATED-PARTY TRANSACTIONS

The Company's Founder and Chairman Emeritus of the Board, Myron W. Wentz, PhD is the sole beneficial owner of the largest shareholder of the Company, Gull Global, Ltd. As of December 31, 2022, Gull Global, Ltd. owned 41.6% of the Company's issued and outstanding shares. Dr. Wentz retired from the position of Board Chairman and director at the Company's Annual Shareholder Meeting on May 1, 2020. Dr. Wentz devotes much of his personal time, expertise, and resources to a number of business and professional activities outside of USANA. The most significant of these is the Sanoviv Medical Institute, which is a unique, fully integrated health and wellness center located near Rosarito, Mexico that Dr. Wentz founded in 1998. Dr. Wentz's private entity, Sanoviv S.A. de C.V. ("Sanoviv"), contracts with Amarevita S DE RL DE CV ("Amarevita"), an entity that is owned and operated independently of Dr. Wentz, to conduct the operations of the Sanoviv Medical Institute. Sanoviv leases the medical building to Amarevita and Amarevita carries out all of the operations of the medical institute, which include employing all of the medical and healthcare professionals who provide services at the medical institute. The Amarevita medical and healthcare professionals possess expertise in the fields of human health, digestive health, nutritional medicine, lifestyle medicine and other medical fields that are important to USANA.

Amarevita performs research and development of novel product formulations for future development and production by USANA, and they also perform research and development of improvements in existing USANA product formulations. In addition to providing contract research services, Amarevita provides physicians and other medical staff to speak at USANA Associate events. Finally, Amarevita performs health assessments and physical examinations for the Company's Executives. In consideration for these services, USANA paid Amarevita an immaterial amount in 2022 and 2021, and $175 in 2020. The Company's agreements with Amarevita were approved by the Audit Committee in advance of the Company's entry into the agreements. USANA's collaboration with Amarevita is terminable at will by USANA at any time, without any continuing commitment by USANA.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

Description	Description	Balance at beginning of period	Charged to costs and expenses	Deductions	Balance at end of period	Description	Balance at beginning of period	Charged to costs and expenses	Deductions	Balance at end of period
December 30, 2023										
Allowance for sales returns										
Allowance for sales returns										
Allowance for sales returns										
Allowance for credit losses										
Valuation allowance - deferred tax assets										
December 31, 2022	**December 31, 2022**									
December 31, 2022										
Allowance for sales returns	Allowance for sales returns	$ 547	$ 6,562	$ 6,537	$ 572					
Allowance for doubtful accounts		$ 504	$ 6	$ 147	$ 363					
Allowance for sales returns										
Allowance for sales returns										
Allowance for credit losses										

Valuation allowance - deferred tax assets	Valuation allowance - deferred tax assets	$ 99,958	$ 18,178	$ —	$118,136
January 1, 2022	**January 1, 2022**				
January 1, 2022					
January 1, 2022					
Allowance for sales returns	Allowance for sales returns	$ 819	$ 7,213	$ 7,485	$ 547
Allowance for doubtful accounts		$ 372	$ 148	$ 16	$ 504
Allowance for sales returns					
Allowance for sales returns					
Allowance for credit losses					
Valuation allowance - deferred tax assets	Valuation allowance - deferred tax assets	$ 81,401	$ 18,557	$ —	$ 99,958
January 2, 2021					
Allowance for sales returns		$ 772	$ 115	$ 68	$ 819
Allowance for doubtful accounts		$ 261	$ 131	$ 20	$ 372
Valuation allowance - deferred tax assets		$ 64,285	$ 17,116	$ —	$ 81,401

EXHIBIT 21

SUBSIDIARIES

Set forth below is a list of all active subsidiaries of the Registrant, the state or other jurisdiction of incorporation or organization of each, and the names under which subsidiaries do business as of February 24, 2023 February 23, 2024.

Name	Jurisdiction of Incorporation
USANA Canada Holding, Inc.	Delaware
USANA Health Sciences, China, Inc.	Delaware
USANA Health Sciences, New Zealand, Inc.	Delaware
International Holdings, Inc.	Delaware
FMG Productions, Inc. (dba USANA Studios)	Utah
UHS Essential Health Philippines, Inc.	Utah
USANA Sense Company, Inc.	Utah
Pet Lane Inc.	Delaware
USANA Acquisition Corporation	Utah
USANA Canada Co.	Canada
USANA Australia Pty, Ltd.	Australia
USANA Health Sciences (NZ) Corporation	New Zealand
USANA Hong Kong Limited	Hong Kong
USANA Health Sciences Japan, LLC.	Japan
USANA Health Sciences Korea Ltd.	South Korea
USANA Health Sciences Singapore Pte, Ltd.	Singapore
USANA Mexico S.A. de C.V.	Mexico
Mercadotecnia Nutricional S de R.L. de C.V.	Mexico
UHS Essential Health Malaysia SND BHD	Malaysia
BabyCare Holdings Ltd.	Utah / Cayman Islands
BabyCare Ltd.	People's Republic of China
Tianjin BabyCare Biological Science and Technology Ltd	People's Republic of China
Tianjin Health Resources Sales Co., Ltd	People's Republic of China
USANA Health Sciences (Thailand) Ltd	Thailand
USANA Health Sciences (France) SAS	France
USANA Asia Holding Ltd.	Singapore
USANA Health Sciences (Colombia) SAS	Colombia
PT. USANA Health Sciences Indonesia	Indonesia
PT. USANA International Indonesia	Indonesia
USANA Air LLC	Utah
USANA Europe GmbH	Germany
OOLA Life, Inc.	Utah
Rise Bar Wellness, Inc.	Utah
USANA Health Sciences India Private Limited	India

Except as noted above, each subsidiary listed above is doing business under its corporate name.

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (Nos. 333-96645, 333-128103, 333-133385, 333-174695, and 333-206070) on Form S-8 and (No. 333-169946) on Form S-3 of our reports dated February 28, 2023 February 27, 2024, with respect to the consolidated financial statements and financial statement schedule II of USANA Health Sciences, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Salt Lake City, Utah
February 28, 2023 27, 2024

EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Kevin G. Guest, Jim H. Brown, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 28, 2023 February 27, 2024

/s/ Kevin G. Guest Jim H. Brown

Kevin G. Guest Jim H. Brown

Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, G. Douglas Hekking, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 28, 2023 February 27, 2024

/s/ G. Douglas Hekking

G. Douglas Hekking

Chief Financial Officer
(Principal Accounting and Financial Officer)

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the period ended December 31, 2022 December 30, 2023 as filed February 28, 2023 February 27, 2024 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: February 28, 2023 February 27, 2024

/s/ Kevin G. Guest Jim H. Brown

Kevin G. Guest Jim H. Brown

Chief Executive Officer
(Principal Executive Officer)

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the period ended December 31, 2022 December 30, 2023 as filed February 28, 2023 February 27, 2024 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: February 28, 2023 February 27, 2024

/s/ G. Douglas Hekking

G. Douglas Hekking

Chief Financial Officer
(Principal Accounting and Financial Officer)

EXHIBIT 97

CLAWBACK POLICY

1. Introduction. The Board of Directors (the "Board") of USANA Health Sciences, Inc. (the "Company") believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy (the "Policy") to provide for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws. This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act").

2. Administration. This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

3. Covered Executives. This Policy applies to the Company's current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed ("Covered Executives").

4. Recoupment; Accounting Restatement. If the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, the Board will require reimbursement or forfeiture of any excess Incentive Compensation (as defined below) received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement.

5. Incentive Compensation. For purposes of this Policy, "Incentive Compensation" means compensation that is granted, earned, or vested based wholly or in part on the attainment of a Financial Reporting Measure (as defined below), including, without limitation, the following: (a) annual bonuses and other short- and long-term cash incentives; (b) stock options; (c) stock appreciation rights; (d) restricted stock; (e) restricted stock units; (f) performance shares; or (g) performance units. For purposes of this Policy, "Financial Reporting Measures" include: (a) company stock price; (b) total shareholder return; (c) revenues; (d) net income; (e) earnings before interest, taxes, depreciation, and amortization (EBITDA); (f) funds from operations; (g) liquidity measures such as working capital or operating cash flow; (h) return measures such as return on invested capital or return on assets; and (i) earnings measures such as earnings per share.

6. Excess Incentive Compensation: Amount Subject to Recovery. The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Board. If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement. For the avoidance of doubt, any Incentive Compensation awarded to a Covered Executive before such person became a Covered Executive is not subject to this Policy.

7. Method of Recoupment. The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder, which may include, without limitation:

   a. requiring reimbursement of cash Incentive Compensation previously paid;

   b. seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;

c. offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;

EXHIBIT 97

d. cancelling outstanding vested or unvested equity awards; and/or

e. taking any other remedial and recovery action permitted by law, as determined by the Board.

8. No Indemnification. The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation.

9. Interpretation. The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

10. Effective Date. This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date") and shall apply to Incentive Compensation that is approved, awarded or granted to Covered Executives on or after that date.

11. Amendment; Termination. The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect any regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

12. Other Recoupment Rights. The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

13. Impracticability. The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed.

14. Successors. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Adopted: October 23, 2023

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