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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2026

OR

☐ **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: 001-34483

NATURE'S SUNSHINE PRODUCTS, INC.

(Exact name of Registrant as specified in its charter)

Utah	**87-0327982**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2901 Bluegrass Boulevard, Suite 100
Lehi, Utah 84048
(Address of principal executive offices and zip code)

(801) 341-7900
(Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	NATR	The Nasdaq Capital Market

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 ý 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 ý 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 an "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer ☒
Non-accelerated filer o	Smaller reporting company ☒
	Emerging growth company ☐

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 is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ý.

The number of shares of Common Stock, no par value, outstanding on October 23, 2026, was 17,328,776 shares.

NATURE'S SUNSHINE PRODUCTS, INC.
FORM 10-Q

For the Quarter Ended September 30, 2026

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included or incorporated herein by reference in this report may be deemed to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to our objectives, plans, strategies and financial results, including expected improvement in gross profit and gross margin. All statements (other than statements of historical fact) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as "believe," "hope," "may," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy" and similar expressions, and are based on assumptions and assessments made in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe to be appropriate. For example, information appearing under "Management's Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are more fully described in this report, including the risks set forth under "Risk Factors" in Item 1A, and in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, but include the following:

- failure to comply with laws and regulations relating to trade restrictions and export controls;
- laws and regulations regarding direct selling that may prohibit or restrict our ability to sell our products in some markets or require us to make changes to our business model in some markets;
- corrective or remedial actions involving independent sales representatives that may disrupt their sales organizations or adversely affect our sales and results of operations;
- current and potential future extensive government regulations to which the Company's products, business practices and manufacturing activities are subject;
- registration of products for sale in foreign markets, or difficulty or increased cost of importing products into foreign markets;
- legal challenges to the Company's direct selling program or to the classification of its independent consultants;
- failure of the Company's independent consultants to comply with advertising laws;
- product liability claims;
- impact of anti-bribery laws, including the U.S. Foreign Corrupt Practices Act;
- the Company's ability to attract and retain independent consultants;
- the loss of one or more key independent consultants who have a significant sales network;
- potential for liability relating to the Company's full ownership of its China business;
- the effect of fluctuating foreign exchange rates;
- liabilities and obligations arising from improper activity by the Company's independent consultants;
- changes to the Company's independent consultant compensation plans;
- geopolitical issues, conflicts or other global events;
- negative consequences resulting from difficult economic conditions, including the availability of liquidity or the willingness of the Company's consumers to purchase products;
- risks associated with the manufacturing of the Company's products;
- supply chain disruptions, manufacturing interruptions or delays or the failure to accurately forecast consumer demand;
- failure to timely and effectively obtain shipments of products from our suppliers and deliver products to our independent consultants and consumers;
- uncertainties relating to the application of transfer pricing, duties, value-added taxes and other tax regulations, and changes thereto;
- failure to maintain an effective system of internal controls over financial reporting;
- cybersecurity threats and exposure to data loss;
- the storage, processing and use of data, some of which contain personal information, are subject to complex and evolving privacy and data protection laws and regulations;
- reliance on information technology infrastructure; and
- the sufficiency of trademarks and other intellectual property rights.

All forward-looking statements speak only as of the date of this report and are expressly qualified in their entirety by the cautionary statements included in or incorporated by reference into this report. Except as is required by law, we expressly disclaim any obligation to publicly release any revisions to forward-looking statements to reflect events after the date of this report. Throughout this report, we refer to Nature's Sunshine Products, Inc., together with our subsidiaries, as "we," "us," "our," "our Company" or "the Company."

PART I FINANCIAL INFORMATION

Item 1. ***FINANCIAL STATEMENTS***

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)
(Unaudited)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 89,377	$ 93,891
Accounts receivable, net of allowance for doubtful accounts of $60 and $69, respectively	18,325	8,602
Inventories	71,289	68,312
Prepaid expenses and other	9,394	8,040
Total current assets	188,385	178,845
Property, plant and equipment, net	29,701	32,915
Operating lease right-of-use assets	19,023	17,600
Restricted investment securities - trading	1,225	1,132
Deferred income tax assets	19,328	20,068
Other assets	10,570	10,586
Total assets	$ 268,232	$ 261,146
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 8,151	$ 8,021
Accrued volume incentives and service fees	25,758	22,624
Accrued liabilities	27,523	34,080
Deferred revenue	5,910	5,840
Income taxes payable	1,577	4,703
Current portion of operating lease liabilities	4,569	3,270
Total current liabilities	73,488	78,538
Liability related to unrecognized tax benefits	1,748	428
Long-term portion of operating lease liabilities	16,459	15,630
Deferred compensation payable	1,225	1,132
Deferred income tax liabilities	1,069	954
Other liabilities	2,561	2,911
Total liabilities	96,550	99,593
Shareholders' equity:		
Common stock, no par value, 50,000 shares authorized, 17,386 and 17,508 shares issued and outstanding, respectively	99,179	102,192
Retained earnings	87,474	76,928
Accumulated other comprehensive loss	(14,971)	(17,567)
Total shareholders' equity	171,682	161,553
Total liabilities and shareholders' equity	$ 268,232	$ 261,146

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except per share information)
(Unaudited)

Three Months Ended September 30,	**2026**	**2025**
Net sales	$ 116,603	$ 128,339
Cost of sales	31,641	34,290
Gross profit	84,962	94,049
Operating expenses:		
Volume incentives	37,365	39,348
Selling, general and administrative	42,315	45,726
Operating income	5,282	8,975
Other income:		
Interest and other income, net	101	51
Interest expense	(30)	(26)
Foreign exchange gains, net	15	672
Total other income	86	697
Income before provision for income taxes	5,368	9,672
Provision for income taxes	3,478	4,137
Net income	1,890	5,535
Net income attributable to noncontrolling interests	—	201
Net income attributable to common shareholders	$ 1,890	$ 5,334
Basic and diluted net income per common share:		
Basic earnings per share attributable to common shareholders	$ 0.11	$ 0.30
Diluted earnings per share attributable to common shareholders	$ 0.11	$ 0.30
Weighted average basic common shares outstanding	17,519	17,638
Weighted average diluted common shares outstanding	17,870	18,034

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except per share information)
(Unaudited)

Nine Months Ended September 30,	2026	2025
Net sales	$ 356,480	$ 356,337
Cost of sales	95,367	98,392
Gross profit	261,113	257,945
Operating expenses:		
Volume incentives	110,075	108,552
Selling, general and administrative	130,730	129,972
Operating income	20,308	19,421
Other income (expense):		
Interest and other income, net	336	524
Interest expense	(118)	(71)
Foreign exchange gains (losses), net	(1,637)	4,451
Total other income (expense)	(1,419)	4,904
Income before provision for income taxes	18,889	24,325
Provision for income taxes	8,343	8,387
Net income	10,546	15,938
Net income attributable to noncontrolling interests	—	524
Net income attributable to common shareholders	$ 10,546	$ 15,414
Basic and diluted net income per common share:		
Basic earnings per share attributable to common shareholders	$ 0.60	$ 0.85
Diluted earnings per share attributable to common shareholders	$ 0.59	$ 0.83
Weighted average basic common shares outstanding	17,553	18,174
Weighted average diluted common shares outstanding	17,906	18,563

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in thousands)
(Unaudited)

Three Months Ended September 30,	**2026**	**2025**
Net income	$ 1,890	$ 5,535
Foreign currency translation gain (loss) (net of tax)	2,084	(1,404)
Total comprehensive income	$ 3,974	$ 4,131

Nine Months Ended September 30,	**2026**	**2025**
Net income	$ 10,546	$ 15,938
Foreign currency translation gain (net of tax)	2,596	799
Total comprehensive income	$ 13,142	$ 16,737

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Amounts in thousands)
(Unaudited)

	Common Stock				
	Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at December 31, 2025	17,508	$ 102,192	$ 76,928	$ (17,567)	$ 161,553
Share-based compensation expense	—	1,639	—	—	1,639
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	76	(1,079)	—	—	(1,079)
Repurchase of common stock	(20)	(500)	—	—	(500)
Net income	—	—	5,118	—	5,118
Other comprehensive income	—	—	—	185	185
Balance at March 31, 2026	17,564	$ 102,252	$ 82,046	$ (17,382)	$ 166,916
Share-based compensation expense	—	1,991	—	—	1,991
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	143	(1,394)	—	—	(1,394)
Repurchase of common stock	(93)	(2,062)	—	—	(2,062)
Net income	—	—	3,538	—	3,538
Other comprehensive income	—	—	—	327	327
Balance at June 30, 2026	17,614	$ 100,787	$ 85,584	$ (17,055)	$ 169,316
Share-based compensation expense	—	1,955	—	—	1,955
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	4	(29)	—	—	(29)
Repurchase of common stock	(232)	(3,534)	—	—	(3,534)
Net income	—	—	1,890	—	1,890
Other comprehensive income	—	—	—	2,084	2,084
Balance at September 30, 2026	17,386	$ 99,179	$ 87,474	$ (14,971)	$ 171,682

	Common Stock					
	Shares	Amount	Retained Earnings	Noncontrolling Interest	Accumulated Other Comprehensive Loss	Total
Balance at December 31, 2024	18,483	$ 114,577	$ 57,407	$ 5,678	$ (16,671)	$ 160,991
Share-based compensation expense	—	1,300	—	—	—	1,300
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	29	(255)	—	—	—	(255)
Repurchase of common stock	(38)	(476)	—	—	—	(476)
Net income	—	—	4,747	137	—	4,884
Other comprehensive income	—	—	—	—	656	656
Balance at March 31, 2025	18,474	$ 115,146	$ 62,154	$ 5,815	$ (16,015)	$ 167,100
Share-based compensation expense	—	1,638	—	—	—	1,638
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	134	(244)	—	—	—	(244)
Repurchase of common stock	(973)	(11,878)	—	—	—	(11,878)
Net income	—	—	5,333	186	—	5,519
Other comprehensive income	—	—	—	—	1,547	1,547
Balance at June 30, 2025	17,635	$ 104,662	$ 67,487	$ 6,001	$ (14,468)	$ 163,682
Share-based compensation expense	—	1,286	—	—	—	1,286
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	43	(373)	—	—	—	(373)
Repurchase of common stock	(118)	(2,022)	—	—	—	(2,022)
Net income	—	—	5,334	201	—	5,535
Other comprehensive loss	—	—	—	—	(1,404)	(1,404)
Balance at September 30, 2025	17,560	$ 103,553	$ 72,821	$ 6,202	$ (15,872)	$ 166,704

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

Nine Months Ended September 30,	**2026**	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 10,546	$ 15,938
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,735	10,538
Non-cash lease expense	3,123	3,792
Share-based compensation expense	5,585	4,223
Deferred income taxes	1,012	(2,104)
Purchase of trading investment securities	(220)	(94)
Proceeds from sale of trading investment securities	287	14
Realized and unrealized gains on investments	(161)	(112)
Foreign exchange (gains) losses	1,637	(4,451)
Changes in assets and liabilities:		
Accounts receivable	(9,507)	(5,254)
Inventories	(2,900)	(6,428)
Prepaid expenses and other current assets	(1,334)	(1,323)
Other assets	398	(465)
Accounts payable	525	(2,401)
Accrued volume incentives and service fees	2,751	4,165
Accrued liabilities	(7,219)	5,412
Deferred revenue	(226)	4,615
Lease liabilities	(2,421)	(3,883)
Income taxes payable	(3,286)	2,814
Liability related to unrecognized tax benefits	1,320	235
Deferred compensation payable	94	192
Net cash provided by operating activities	9,739	25,423
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(6,793)	(4,143)
Net cash used in investing activities	(6,793)	(4,143)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from revolving credit facility	30,935	1,823
Principal payments of revolving credit facility	(30,935)	(1,823)
Payments related to tax withholding for net-share settled equity awards	(2,502)	(872)
Repurchase of common stock	(6,096)	(14,376)
Net cash used in financing activities	(8,598)	(15,248)
Effect of exchange rates on cash and cash equivalents	1,138	4,822
Net increase (decrease) in cash and cash equivalents	(4,514)	10,854
Cash and cash equivalents at the beginning of the period	93,891	84,700
Cash and cash equivalents at the end of the period	$ 89,377	$ 95,554
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for income taxes, net of refunds	$ 9,457	$ 7,699
Cash paid for interest	118	71

See accompanying notes to condensed consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Basis of Presentation

We are a natural health and wellness company primarily engaged in the manufacture and sale of nutritional and personal care products. We are a Utah corporation with our principal place of business in Lehi, Utah, and sell our products directly to consumers and to a sales force of independent consultants who use the products themselves or resell them to consumers.

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions are eliminated in consolidation. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of our financial information as of September 30, 2026, and for the three- and nine-month periods ended September 30, 2026 and 2025. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the year ending December 31, 2026.

These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2025.

Use of Estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities in these financial statements and accompanying notes. Actual results could differ from these estimates and those differences could have a material effect on our financial position and results of operations.

The significant accounting estimates inherent in the preparation of our financial statements include estimates associated with our determination of liabilities related to independent consultant incentives, the determination of income tax assets and liabilities, certain other non-income tax and value-added tax contingencies and legal contingencies. In addition, significant estimates form the basis for allowances with respect to inventory valuations. Various assumptions and other factors enter into the determination of these significant estimates. The process of determining significant estimates takes into account historical experience and current and expected economic conditions.

Noncontrolling Interests

On December 17, 2025, the Company completed the purchase of Fosun Industrial's interests in Nature's Sunshine Hong Kong Limited and Shanghai Nature's Sunshine Health Products Co., Ltd., the Company's two joint ventures. Following the completion of the repurchases, the Company owned 100% of both joint ventures, and no noncontrolling interests remained outstanding as of September 30, 2026 and December 31, 2025.

Net income attributable to the noncontrolling interests was $0.2 million and $0.5 million for the three and nine months ended September 30, 2025, respectively.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This standard requires disclosure, in the notes to financial statements, of specific information about certain costs and expenses. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The adoption of this ASU is not expected to have a significant impact on our consolidated financial statements.

(2) Inventories

The composition of inventories is as follows (dollar amounts in thousands):

	September 30, 2026	December 31, 2025
Raw materials	$ 23,029	$ 22,893
Work in process	1,416	1,251
Finished goods	46,844	44,168
Total inventories	$ 71,289	$ 68,312

(3) Restricted Investment Securities - Trading

Our trading securities portfolio totaled $1.2 million at September 30, 2026, and $1.1 million at December 31, 2025, and generated losses of $1,000 and gains of $0.1 million for the three months ended September 30, 2026 and 2025, respectively, and gains of $0.2 million and $0.1 million for the nine months ended September 30, 2026 and 2025, respectively.

(4) Revolving Credit Facility and Other Obligations

On July 11, 2017, we entered into a revolving credit agreement with Bank of America, N.A., with a borrowing limit of $25.0 million (the "Credit Agreement"). On June 23, 2022, the Credit Agreement was amended to extend the term to mature on July 1, 2027. On September 11, 2024, the Credit Agreement was amended to modify the calculation of interest. Interest as defined under the amended Credit Agreement is the greater of SOFR Daily Floating Rate or the Index Floor, plus 1.50 percent (5.50 percent as of September 30, 2026), and an annual commitment fee of 0.25 percent on the unused portion of the commitment. At September 30, 2026 and December 31, 2025, there was no outstanding balance under the Credit Agreement.

The Credit Agreement contains customary financial covenants, including financial covenants relating to our solvency and leverage. In addition, the Credit Agreement restricts certain capital expenditures, lease expenditures, other indebtedness, liens on assets, guarantees, loans and advances, dividends, mergers, consolidations and transfers of assets except as permitted in the Credit Agreement. The Credit Agreement is collateralized by our manufacturing facility, accounts receivable, inventories and other assets. As of September 30, 2026, we were in compliance with the debt covenants set forth in the Credit Agreement.

(5) Net Income Per Share

Basic net income per common share ("Basic EPS") is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share ("Diluted EPS") reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income per common share.

The following is a reconciliation of the numerator and denominator of Basic EPS to the numerator and denominator of Diluted EPS for the three and nine months ended September 30, 2026 and 2025 (dollar and share amounts in thousands, except for per share information):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net income attributable to common shareholders	$ 1,890	$ 5,334	$ 10,546	$ 15,414
Basic weighted average shares outstanding	17,519	17,638	17,553	18,174
Basic earnings per share attributable to common shareholders	$ 0.11	$ 0.30	$ 0.60	$ 0.85
Diluted shares outstanding:				
Basic weighted-average shares outstanding	17,519	17,638	17,553	18,174
Stock-based awards	351	396	353	389
Diluted weighted-average shares outstanding	17,870	18,034	17,906	18,563
Diluted earnings per share attributable to common shareholders	$ 0.11	$ 0.30	$ 0.59	$ 0.83
Dilutive shares excluded from diluted-per-share amounts:				
Share-based awards	632	710	632	710
Anti-dilutive shares excluded from diluted-per-share amounts:				
Share-based awards	—	—	—	—

Potentially dilutive shares excluded from diluted-per-share amounts include performance-based restricted stock units, for which certain metrics have not been achieved. Potentially anti-dilutive shares excluded from diluted-per-share amounts include both non-qualified stock options and unearned performance-based options to purchase shares of common stock with exercise prices greater than the weighted-average share price during the period and shares that would be anti-dilutive to the computation of diluted net income per share for each of the periods presented.

(6) Capital Transactions

Dividends

The declaration of future dividends is subject to the discretion of our Board of Directors and will depend upon numerous factors, including earnings, financial condition, restrictions imposed by any indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by our Board of Directors. No dividends were declared for the nine months ended September 30, 2026 and 2025.

Share Repurchase Program

On March 10, 2021, we announced a $15.0 million common share repurchase program. On March 8, 2022, we announced an amendment to the share repurchase program allowing the repurchase of an additional $30.0 million in common shares. On May 6, 2025, we announced an amendment to the share repurchase program allowing the repurchase of an additional $25.0 million in common shares. The repurchases may be made from time to time as market conditions warrant and are subject to regulatory considerations. For the nine months ended September 30, 2026 and 2025, we repurchased 345,000 and 1,129,000 shares of our common stock for $6.1 million and $14.4 million, respectively, including excise taxes. At September 30, 2026, the remaining balance available for repurchases under the program was $11.3 million.

Share-Based Compensation

On May 6, 2026, the shareholders of the Company approved the adoption of the 2026 Stock Incentive Plan ("2026 Incentive Plan") that provides for the grant of incentive stock options, stock appreciation rights, restricted stock and restricted stock units, performance awards, dividend equivalents, stock awards, and other stock-based awards. The Compensation Committee of the Board of Directors has authority and discretion to determine the type of award, as well as the amount, terms and conditions of each award under the 2026 Incentive Plan, subject to the limitations of the 2026 Incentive Plan. A total of 1,500,000 shares of common stock have been reserved for issuance under the 2026 Incentive Plan. The number of shares available for awards, as well as the terms of outstanding awards, are subject to adjustment as provided in the 2026 Incentive Plan for stock splits, stock dividends, recapitalizations and other similar events.

Our Amended and Restated 2012 Stock Incentive Plan ("2012 Incentive Plan") expired on March 3, 2026. Upon expiration, no further equity awards may be granted under the 2012 Incentive Plan. However, any outstanding equity awards that were granted prior to expiration of the 2012 Incentive Plan will continue to remain in effect in accordance with their respective terms.

Stock Options

Our outstanding stock options include time-based stock options, which vest over differing periods of time ranging from the date of issuance to up to 48 months from the option grant date, and performance-based stock options, which have already vested upon achieving operating income margins of six, eight and ten percent as reported in four of five consecutive quarters over the term of the options.

Stock option activity for the nine-month period ended September 30, 2026, is as follows (amounts in thousands, except per share information):

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Grant Date Fair Value
Options outstanding at December 31, 2025	25	$ 13.50	$ 4.94
Granted	—	—	—
Forfeited or canceled	—	—	—
Exercised	—	—	—
Options outstanding at September 30, 2026	25	$ 13.50	$ 4.94

There was no share-based compensation expense for the three- and nine-month periods ended September 30, 2026 and 2025. As of September 30, 2026 and December 31, 2025, there was no unrecognized share-based compensation expense related to the grants described above.

At September 30, 2026, the aggregate intrinsic value of outstanding and exercisable stock options to purchase 25,000 shares of common stock was $0. At December 31, 2025, the aggregate intrinsic value of outstanding and exercisable options to purchase 25,000 shares of common stock was $0.2 million.

For the nine months ended September 30, 2026, no shares of common stock were issued upon the exercise of stock options.

For the nine months ended September 30, 2025, we issued 25,000 shares of common stock upon the exercise of stock options at an average exercise price of $9.05 per share. The aggregate intrinsic value of options exercised during the nine months ended September 30, 2025, was $0.1 million. For the nine months ended September 30, 2025, we recognized $0.1 million of tax benefits from the exercise of stock options.

As of September 30, 2026 and December 31, 2025, we did not have any unvested stock options outstanding.

Restricted Stock Units

Our outstanding restricted stock units ("RSUs") include time-based RSUs, which vest over differing periods of time ranging from 12 months to up to 36 months from the RSU grant date, as well as performance-based RSUs, which vest upon achieving targets relating to adjusted EBITDA growth, stock price levels and/or total shareholder return ("TSR"). RSUs granted to members of the Board of Directors contain a restriction period in which the shares are not issued until two years after vesting. At September 30, 2026 and December 31, 2025, there were 87,000 and 78,000 vested RSUs outstanding, respectively, held by members of our Board of Directors with an accompanying restriction period.

Restricted stock unit activity for the nine-month period ended September 30, 2026, is as follows (amounts in thousands, except per share information):

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted Stock Units outstanding at December 31, 2025	1,442	$ 14.02
Granted	602	20.01
Forfeited	(134)	16.59
Issued	(323)	13.10
Restricted Stock Units outstanding at September 30, 2026	1,587	16.26

During the nine-month period ended September 30, 2026, we granted 602,000 RSUs under the 2026 Incentive Plan to the Board of Directors, executive officers and other employees, which were comprised of time-based RSUs, adjusted EBITDA and TSR performance-based RSUs. The time-based RSUs were issued with a weighted-average grant date fair value of $19.59 per share and vest in annual installments from the grant date over a one- to three-year period from the grant date. The adjusted EBITDA performance-based RSUs were issued with a weighted-average grant date fair value of $19.68 per share and vest upon achieving adjusted EBITDA targets and maintaining those targets over a four-quarter period from the grant date. The TSR performance-based RSUs were issued with a weighted-average grant date fair value of $21.55 per share and vest upon achieving TSR targets at both a two- and three-year measurement date from the grant date.

Share-based compensation expense related to time-based RSUs for the three-month periods ended September 30, 2026 and 2025, was approximately $1.2 million and $0.9 million, respectively. Share-based compensation expense related to time-based RSUs for the nine-month periods ended September 30, 2026 and 2025, was approximately $3.1 million and $2.9 million, respectively. As of September 30, 2026 and December 31, 2025, the unrecognized share-based compensation expense related to the grants described above, excluding incentive awards discussed below, was $6.4 million and $3.6 million, respectively. The remaining compensation expense is expected to be recognized over the weighted average period of approximately 0.9 years.

Share-based compensation expense related to performance-based RSUs for the three-month periods ended September 30, 2026 and 2025, was $0.7 million and $0.4 million, respectively. Share-based compensation expense related to performance-based RSUs for the nine-month periods ended September 30, 2026 and 2025, was $2.5 million and $1.3 million, respectively. Should we attain all the metrics related to performance-based RSU grants, we would recognize up to $6.3 million of potential share-based compensation expense. We currently expect to recognize an additional $4.8 million of that potential share-based compensation expense. The remaining compensation expense is expected to be recognized over the weighted average period of approximately 2.3 years.

The number of shares issued upon vesting of RSUs granted pursuant to our share-based compensation plans is net of the minimum statutory withholding requirements that we pay on behalf of our employees, which was 99,000 and 70,000 shares for the nine-month periods ended September 30, 2026 and 2025, respectively. Although shares withheld are not issued, they are treated as common share repurchases for accounting purposes, as they reduce the number of shares that would have been issued upon vesting. These shares do not count against the authorized capacity under the repurchase program described above.

(7) Segment Information

We have four reportable business segments (Asia, Europe, North America and Latin America and Other) based primarily upon the geographic region where each segment operates, as well as the internal organization of our officers and their responsibilities. Each of the geographic segments operates under the Nature’s Sunshine Products and Synergy WorldWide® brands and sells similar products grouped into six principal categories: general health, immune, cardiovascular, digestive, personal care and weight management. The Latin America and Other segment includes our wholesale business in which we sell

products to various locally-managed entities, independent of the Company, that we have granted distribution rights for the relevant market.

The Company's chief operating decision maker ("CODM") is our chief executive officer. The CODM assesses the performance of each segment using operating income. The CODM reviews the performance of each segment using monthly internal reports which provide variance analysis of actual results by segment compared to budget, forecast and prior year. The CODM uses this information when making decisions about the allocation of operating resources to each segment. The CODM does not evaluate reportable segments using asset or liability information.

Reportable business segment information for the three and nine months ended September 30, 2026 and 2025, is as follows (dollar amounts in thousands):

Three Months Ended September 30, 2026	Asia	Europe	North America	Latin America and Other	Total
Net sales	$ 55,056	$ 22,076	$ 34,009	$ 5,462	$ 116,603
Cost of sales	12,678	5,754	11,258	1,951	
Volume incentives	19,624	9,016	7,065	1,660	
Selling, general and administrative (1)	13,307	4,955	10,434	1,319	
Segment operating income	$ 9,447	$ 2,351	$ 5,252	$ 532	$ 17,582
Unallocated corporate selling, general and administrative expense					(12,300)
Operating income					5,282
Interest and other income, net					101
Interest expense					(30)
Foreign exchange gains, net					15
Income from operations before provision for income taxes					$ 5,368

Three Months Ended September 30, 2025	Asia	Europe	North America	Latin America and Other	Total
Net sales	$ 64,725	$ 22,107	$ 36,224	$ 5,283	$ 128,339
Cost of sales	13,906	6,464	12,043	1,877	
Volume incentives	21,524	8,726	7,383	1,715	
Selling, general and administrative (1)	16,177	4,599	9,009	1,416	
Segment operating income	$ 13,118	$ 2,318	$ 7,789	$ 275	$ 23,500
Unallocated corporate selling, general and administrative expense					(14,525)
Operating income					8,975
Interest and other income, net					51
Interest expense					(26)
Foreign exchange gains, net					672
Income from operations before provision for income taxes					$ 9,672

Nine Months Ended September 30, 2026	Asia	Europe	North America	Latin America and Other	Total
Net sales	$ 160,236	$ 71,165	$ 108,283	$ 16,796	$ 356,480
Cost of sales	35,481	19,414	34,599	5,873	
Volume incentives	54,089	28,856	22,051	5,079	
Selling, general and administrative (1)	42,395	15,678	29,345	4,186	
Segment operating income	$ 28,271	$ 7,217	$ 22,288	$ 1,658	$ 59,434
Unallocated corporate selling, general and administrative expense					(39,126)
Operating income					20,308
Interest and other income, net					336
Interest expense					(118)
Foreign exchange losses, net					(1,637)
Income from operations before provision for income taxes					$ 18,889

Nine Months Ended September 30, 2025	Asia	Europe	North America	Latin America and Other	Total
Net sales	$ 166,042	$ 67,962	$ 106,219	$ 16,114	$ 356,337
Cost of sales	36,538	20,000	35,817	6,037	
Volume incentives	54,666	27,238	21,853	4,795	
Selling, general and administrative (1)	43,085	14,498	26,627	4,259	
Segment operating income	$ 31,753	$ 6,226	$ 21,922	$ 1,023	$ 60,924
Unallocated corporate selling, general and administrative expense					(41,503)
Operating income					19,421
Interest and other income, net					524
Interest expense					(71)
Foreign exchange gains, net					4,451
Income from operations before provision for income taxes					$ 24,325

(1) Service fees in China totaled $2.2 million and $9.6 million for the three- and nine-month periods ended September 30, 2026, respectively, compared to $4.6 million and $10.9 million for the three- and nine-month periods ended September 30, 2025. These service fees are included in selling, general and administrative expenses.

The table below reflects sales based upon the sales location where they occurred. From an individual country/region perspective, the United States, Japan, Taiwan and South Korea comprise 10 percent or more of consolidated net sales for the three- and nine-month periods ended September 30, 2026 and 2025, as follows (dollar amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net sales:				
United States	$ 31,713	$ 33,721	$ 100,920	$ 98,687
Japan	17,270	17,704	47,940	41,911
Taiwan	16,062	18,854	44,778	53,446
South Korea	14,474	15,199	38,725	38,516
Other	37,084	42,861	124,117	123,777
Total net sales	$ 116,603	$ 128,339	$ 356,480	$ 356,337

Net sales generated by each product line for the three and nine months ended September 30, 2026 and 2025, are as follows (dollar amounts in thousands):

Three Months Ended September 30, 2026	Asia	Europe	North America	Latin America and Other	Total
General health	$ 21,427	$ 9,806	$ 15,056	$ 1,608	$ 47,897
Immune	4,239	1,844	3,024	412	9,519
Cardiovascular	13,086	2,727	3,675	408	19,896
Digestive	7,490	5,821	9,673	2,664	25,648
Personal care	5,907	1,238	1,854	197	9,196
Weight management	2,907	640	727	173	4,447
Total net sales by segment	$ 55,056	$ 22,076	$ 34,009	$ 5,462	$ 116,603

Three Months Ended September 30, 2025	Asia	Europe	North America	Latin America and Other	Total
General health	$ 24,817	$ 9,267	$ 16,231	$ 1,571	$ 51,886
Immune	4,456	2,046	3,778	455	10,735
Cardiovascular	15,935	2,600	4,036	394	22,965
Digestive	13,657	5,788	9,411	2,514	31,370
Personal care	2,365	1,481	1,795	206	5,847
Weight management	3,495	925	973	143	5,536
Total net sales by segment	$ 64,725	$ 22,107	$ 36,224	$ 5,283	$ 128,339

Nine Months Ended September 30, 2026	Asia	Europe	North America	Latin America and Other	Total
General health	$ 61,322	$ 31,040	$ 48,484	$ 5,020	$ 145,866
Immune	10,513	6,207	10,299	1,375	28,394
Cardiovascular	38,674	8,845	11,288	1,261	60,068
Digestive	29,179	19,199	30,497	7,980	86,855
Personal care	12,876	3,789	5,615	649	22,929
Weight management	7,672	2,085	2,100	511	12,368
Total net sales by segment	$ 160,236	$ 71,165	$ 108,283	$ 16,796	$ 356,480

Nine Months Ended September 30, 2025	Asia	Europe	North America	Latin America and Other	Total
General health	$ 63,470	$ 29,370	$ 47,535	$ 4,811	$ 145,186
Immune	11,311	6,474	11,887	1,424	31,096
Cardiovascular	42,468	7,804	11,449	1,217	62,938
Digestive	33,825	17,790	27,596	7,599	86,810
Personal care	5,671	4,427	4,907	695	15,700
Weight management	9,297	2,097	2,845	368	14,607
Total net sales by segment	$ 166,042	$ 67,962	$ 106,219	$ 16,114	$ 356,337

Depreciation and amortization by reportable business segment for the three and nine months ended September 30, 2026 and 2025, are as follows (dollar amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Depreciation and amortization:				
Asia	$ 494	$ 466	$ 1,331	$ 1,445
Europe	9	25	38	81
North America	2,697	3,036	8,333	8,977
Latin America and Other	11	12	33	35
Total depreciation and amortization	$ 3,211	$ 3,539	$ 9,735	$ 10,538

From an individual country perspective, only the United States has material balances of consolidated property, plant and equipment as follows (dollar amounts in thousands):

	September 30, 2026	December 31, 2025
Property, plant and equipment		
United States	$ 24,597	$ 29,061
Other	5,104	3,854
Total property, plant and equipment	$ 29,701	$ 32,915

(8) Income Taxes

For the three months ended September 30, 2026 and 2025, our provision for income taxes, as a percentage of income before income taxes, was 64.8 percent and 42.8 percent, respectively, compared with a U.S. federal statutory rate of 21.0 percent. For the nine months ended September 30, 2026 and 2025, our provision for income taxes, as a percentage of income before income taxes, was 44.2 percent and 34.5 percent, respectively, compared with a U.S. federal statutory rate of 21.0 percent.

The difference between the effective tax rate and the U.S. federal statutory tax rate for the three and nine months ended September 30, 2026, was primarily attributed to recording a valuation allowance on foreign tax credits which are not expected to be utilized before expiration, recording a reserve for uncertain tax positions, and non-deductible executive compensation, partially offset by the deduction allowed for foreign-derived eligible income and favorable deductions for share-based compensation.

The difference between the effective tax rate and the U.S. federal statutory tax rate for the three and nine months ended September 30, 2025, was primarily attributed to operations in foreign countries which are treated as a branch for U.S. tax purposes, partially offset by the foreign-derived intangible income deduction.

The difference between the effective tax rate for the three and nine months ended September 30, 2026, compared to September 30, 2025, was primarily caused by recording a reserve in the current period for uncertain tax positions and favorable adjustments to deferred tax assets in the prior period which do not repeat in the current period.

Our U.S. federal income tax returns for 2022 through 2025 are open to examination for federal tax purposes. We have several foreign tax jurisdictions with open tax years from 2020 through 2025.

As of September 30, 2026 and December 31, 2025, we had accrued $1.7 million and $0.4 million, respectively, related to unrecognized tax positions net of offsetting tax attributes.

Interim income taxes are based on an estimated annualized effective tax rate applied to the respective quarterly periods, adjusted for discrete tax items in the period in which they occur. Although we believe our tax estimates are reasonable, we can make no assurance that the final tax outcome of these matters will not be different from that which we have reflected in our historical income tax provisions and accruals. Such differences could have a material impact on our income tax provision and operating results in the period in which we make such a determination.

(9) Commitments and Contingencies

Legal Proceedings

We are a party to various legal proceedings and disputes in the United States and foreign jurisdictions. As of September 30, 2026 and December 31, 2025, accrued liabilities were $0.8 million and $1.0 million, respectively, related to the estimated outcome of these proceedings. In addition, we are a party to other litigation where there is a reasonable possibility that a loss may be incurred, but either the losses are not considered to be probable or we cannot at this time estimate the loss, if any; therefore, no provision for losses has been provided. We believe future payments related to these matters could range from $0 to approximately $2.9 million.

In November 2024, we began an internal investigation regarding our past compliance with relevant U.S. trade controls and made an initial voluntary self-disclosure of apparent trade controls violations to the U.S. Department of Commerce's Bureau of Industry and Security ("BIS"). In addition, in April 2025 we filed an initial voluntary self-disclosure with the Office of Foreign Assets Control ("OFAC") relating to the same internal investigation. Following our internal investigation, we filed final voluntary self-disclosures with BIS and OFAC on September 5, 2025. We received a response from BIS closing the matter without further action. The voluntary self-disclosure with OFAC remains pending. We estimate that such potential violations represented less than one percent of our net revenue in each of our last three fiscal years. An unfavorable outcome of this investigation may include fines or penalties imposed in response to our voluntary disclosures. While we believe the amount of any fines or penalties would not be material to our financial condition and results of operations, we are unable to predict the outcome or the timing of resolution of these matters.

Management cannot predict the ultimate outcome of these matters, individually or in the aggregate, or their resulting effect on our business, financial position, results of operations or cash flows as litigation and related matters are subject to inherent uncertainties, and unfavorable rulings could occur. Were an unfavorable outcome to occur, there exists the possibility of a material adverse impact on our business, financial position, results of operations, or cash flows for the period in which the ruling occurs and/or future periods. We maintain product liability, general liability and excess liability insurance coverage. However, insurance may not continue to be available at an acceptable cost to us, such coverage may not be sufficient to cover one or more large claims, or the insurers may successfully disclaim coverage as to a pending or future claim.

Non-Income Tax Contingencies

We have reserved for certain state sales and use tax and foreign non-income tax contingencies based on the likelihood of an obligation in accordance with accounting guidance for probable loss contingencies. Loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount is recorded. We provide provisions for potential payments of tax to various tax authorities for contingencies related to non-income tax matters, including value-added taxes and sales tax. We provide provisions for U.S. state sales taxes in each of the states where we have nexus. As of September 30, 2026 and December 31, 2025, accrued liabilities were $0.1 million and $0.2 million, respectively, related to non-income tax contingencies. While we believe that the assumptions and estimates used to determine contingent liabilities are reasonable, the ultimate outcome of these matters cannot presently be determined. We believe future payments related to these matters could range from $0 to approximately $3.8 million.

(10) Fair Value Measurements

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values of each financial instrument. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table presents our hierarchy for our assets, measured at fair value on a recurring basis, as of September 30, 2026 (dollar amounts in thousands):

	Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total
Restricted investment securities - trading	$ 1,225	$ —	$ —	$ 1,225
Total assets measured at fair value on a recurring basis	$ 1,225	$ —	$ —	$ 1,225

The following table presents our hierarchy for our assets, measured at fair value on a recurring basis, as of December 31, 2025 (dollar amounts in thousands):

	Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total
Restricted investment securities - trading	$ 1,132	$ —	$ —	$ 1,132
Total assets measured at fair value on a recurring basis	$ 1,132	$ —	$ —	$ 1,132

Restricted investment securities - trading — Our trading portfolio consists of various marketable securities that are valued using quoted prices in active markets.

For the nine months ended September 30, 2026 and for the year ended December 31, 2025, there were no fair value measurements using significant other observable inputs (Level 2) or significant unobservable inputs (Level 3).

The carrying amounts reflected on the condensed consolidated balance sheets for cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to their short-term nature. The carrying value of our debt approximates fair value due to its recent acquisition and short maturity. During the nine months ended September 30, 2026 and 2025, we did not have any re-measurements of non-financial assets at fair value on a nonrecurring basis subsequent to their initial recognition.

(11) Revenue Recognition

Revenue Recognition

Net sales include sales of products and shipping and handling charges, net of estimates for product returns and any related sales incentives or rebates based upon historical information and current trends. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring products. All revenue is recognized when we satisfy our performance obligations under the contract. We recognize revenue by transferring the promised products to the consumer, with revenue recognized at shipping point, the point in time the consumer obtains control of the products. The majority of our contracts have a single performance obligation and are short-term in nature. Contracts with multiple performance obligations are insignificant. Sales taxes and value-added taxes in the United States and foreign jurisdictions that are collected from consumers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from net sales. Amounts received for unshipped merchandise are recorded as deferred revenue. Amounts for membership fees are deferred and amortized as revenue over the life of the membership, primarily one year.

A reserve for product returns is recorded based upon historical experience and current trends. We allow independent consultants to return the unused portion of products within ninety days of purchase if they are not satisfied with the product. In some of our markets, the requirements to return products are more restrictive.

Volume incentives and other sales incentives or rebates are a significant part of our direct sales marketing program and represent commission payments made to independent consultants. These payments are designed to provide incentives for reaching higher sales levels. The amount of volume incentive expense recognized is determined based upon the amount of qualifying purchases in a given month and recorded as volume incentive expense. Payments to independent consultants for sales incentives or rebates related to their own purchases are recorded as a reduction of revenue. Some payments for sales incentives are processed daily, while others, including rebates, are calculated monthly based upon qualifying sales.

Disaggregation of Revenue

Our products are grouped into six principal categories: general health, immune, cardiovascular, digestive, personal care and weight management. We have four reportable business segments that are based primarily upon the geographic region where each segment operates. Each of the geographic segments operates under the Nature's Sunshine Products and Synergy WorldWide® brands. See Note 7, Segment Information, for further information on our reportable segments and presentation of disaggregated revenue by reportable segment and product category.

Practical Expedients and Exemptions

We have made the accounting policy election to treat shipping and handling as a fulfillment activity rather than a promised service under Topic 606.

Item 2. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

The following Management's Discussion and Analysis should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included in this report, as well as the consolidated financial statements, the notes thereto and management's discussion and analysis included in our Annual Report on Form 10-K for the year ended December 31, 2025, and our other reports filed since the date of such Form 10-K.

OVERVIEW

We are a global leader in manufacturing and marketing high-quality herbal and nutritional supplements. We are a Utah corporation with our principal place of business in Lehi, Utah, and sell our products directly to consumers and to a sales force of independent consultants who resell our products to consumers.

Our independent consultants market and sell our products to consumers and sponsor other independent consultants who also market our products to consumers. Because a significant amount of revenue is generated through the sales of our independent consultants, our revenue can be impacted by the number and productivity of our independent consultants. We seek to motivate and provide incentives to our independent consultants by offering high-quality products, product support, training seminars and financial incentives, among other considerations.

Third Quarter Performance

In the third quarter of 2026, we experienced a decrease in our consolidated net sales of 9.1 percent (or 7.2 percent in local currencies) compared to the same period in 2025. Asia net sales decreased approximately 14.9 percent (or 11.2 percent in local currencies) compared to the same period in 2025. Europe net sales decreased approximately 0.1 percent (or increased 0.9 percent in local currencies) compared to the same period in 2025. North America net sales decreased approximately 6.1 percent (or 6.0 percent in local currencies) compared to the same period in 2025. Latin America and Other net sales increased approximately 3.4 percent (or decreased 0.1 percent in local currencies) compared to the same period in 2025. The weakening of the local currencies versus the U.S. dollar, primarily in our Asian markets, resulted in an approximate 1.9 percent, or $2.5 million, decrease of our net sales during the quarter.

Cost of sales decreased $2.6 million during the three months ended September 30, 2026, compared to the same period in 2025, and as a percentage of net sales were 27.1 percent and 26.7 percent for the three months ended September 30, 2026 and 2025, respectively. The increase in cost of sales percentage is primarily due to unfavorable foreign currency translation.

In absolute terms, selling, general and administrative expenses decreased $3.4 million during the three months ended September 30, 2026, compared to the same period in 2025, and as a percentage of net sales were 36.3 percent and 35.6 percent for the three months ended September 30, 2026 and 2025, respectively. The dollar decrease was primarily related to a reduction in variable selling expenses and cost management.

As an international business, we have significant sales and costs denominated in currencies other than the U.S. dollar. We expect foreign markets with functional currencies other than the U.S. dollar will continue to represent a substantial portion of our overall sales and related operating expenses. Accordingly, changes in foreign currency exchange rates could materially affect sales and costs or the comparability of sales and costs from period to period as a result of translating foreign markets' financial statements into our reporting currency.

Eastern Europe

On February 24, 2022, Russian forces launched significant military action against Ukraine. There continues to be sustained conflict and disruption in the region, which is expected to endure for the foreseeable future. Our consultants in the impacted regions continue to operate their independent businesses, albeit at a reduced level than prior to the start of the conflict. We expect that this will continue to impact our business for the foreseeable future. We will continue monitoring the social, political, regulatory and economic environment in Ukraine and Russia and will consider further actions as appropriate.

More broadly, there could be additional negative impacts to our net sales, earnings and cash flows should the situation escalate beyond its current scope, including, among other potential impacts, economic recessions in certain neighboring countries.

Despite the war in Ukraine, net sales related to Eastern Europe for the three and nine months ended September 30, 2026, were $14.8 million and $47.6 million, respectively, compared to $13.9 million and $43.2 million for the same periods in 2025. Operating income related to Eastern Europe for the three and nine months ended September 30, 2026, was $1.8 million and $5.4 million, respectively, compared to $1.3 million and $3.7 million for the same periods in 2025. As of September 30, 2026, Eastern Europe had assets of $7.3 million, net of working capital reserves related to inventories.

In November 2024, we began an internal investigation regarding our past compliance with relevant U.S. trade controls and made an initial voluntary self-disclosure of apparent trade controls violations to the U.S. Department of Commerce's Bureau of Industry and Security (“BIS”). In addition, in April 2025 we filed an initial voluntary self-disclosure with the Office of Foreign Assets Control (“OFAC”) relating to the same internal investigation. Following our internal investigation, we filed final voluntary self-disclosures with BIS and OFAC on September 5, 2025. We received a response from BIS closing the matter without further action. The voluntary self-disclosure with OFAC remains pending. We estimate that such potential violations represented less than one percent of our net revenue in each of our last three fiscal years. An unfavorable outcome of this investigation may include fines or penalties imposed in response to our voluntary disclosures. While we believe the amount of any fines or penalties would not be material to our financial condition and results of operations, we are unable to predict the outcome or the timing of resolution of these matters.

China Joint Ventures

On December 17, 2025, we completed the purchase of Fosun Industrial’s interests in Nature’s Sunshine Hong Kong Limited and Shanghai Nature’s Sunshine Health Products Co., Ltd., the Company's two joint ventures. Following the completion of the repurchases, the Company owned 100% of both joint ventures.

Tariffs

While we did not experience material impacts as a result of tariffs for the nine months ended September 30, 2026 and 2025, we continue to monitor the additional pressure that tariff-related price increases may have on our business, including the price, availability and quality of raw materials and other ingredients. We expect that tariffs may adversely affect our costs in the remainder of 2026.

RESULTS OF OPERATIONS

The following table summarizes our unaudited consolidated operating results from continuing operations in U.S. dollars and as a percentage of net sales for the three months ended September 30, 2026 and 2025 (dollar amounts in thousands):

Three Months Ended September 30,	2026		2025		Change	
	Total dollars	Percent of net sales	Total dollars	Percent of net sales	Total dollars	Percentage
Net sales	$ 116,603	100.0 %	$ 128,339	100.0 %	$ (11,736)	(9.1)%
Cost of sales	31,641	27.1	34,290	26.7	(2,649)	(7.7)
Gross profit	84,962	72.9	94,049	73.3	(9,087)	(9.7)
Volume incentives	37,365	32.0	39,348	30.7	(1,983)	(5.0)
SG&A expenses	42,315	36.3	45,726	35.6	(3,411)	(7.5)
Operating income	5,282	4.5	8,975	7.0	(3,693)	(41.1)
Other income, net	86	0.1	697	0.5	(611)	(87.7)
Income before income taxes	5,368	4.6	9,672	7.5	(4,304)	(44.5)
Provision for income taxes	3,478	3.0	4,137	3.2	(659)	(15.9)
Net income	$ 1,890	1.6 %	$ 5,535	4.3 %	$ (3,645)	(65.9)%

The following table summarizes our unaudited consolidated operating results from continuing operations in U.S. dollars and as a percentage of net sales for the nine months ended September 30, 2026 and 2025 (dollar amounts in thousands):

Nine Months Ended September 30,	2026		2025		Change	
	Total dollars	Percent of net sales	Total dollars	Percent of net sales	Total dollars	Percentage
Net sales	$ 356,480	100.0 %	$ 356,337	100.0 %	$ 143	— %
Cost of sales	95,367	26.8	98,392	27.6	(3,025)	(3.1)
Gross profit	261,113	73.2	257,945	72.4	3,168	1.2
Volume incentives	110,075	30.9	108,552	30.5	1,523	1.4
SG&A expenses	130,730	36.7	129,972	36.5	758	0.6
Operating income	20,308	5.7	19,421	5.5	887	4.6
Other income (expense), net	(1,419)	(0.4)	4,904	1.4	(6,323)	(128.9)
Income before income taxes	18,889	5.3	24,325	6.8	(5,436)	(22.3)
Provision for income taxes	8,343	2.3	8,387	2.4	(44)	(0.5)
Net income	$ 10,546	3.0 %	$ 15,938	4.5 %	$ (5,392)	(33.8)%

Net Sales

International operations have provided, and are expected to continue to provide, a significant portion of our total net sales. As a result, total net sales will continue to be affected by fluctuations in the U.S. dollar against foreign currencies. In order to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency fluctuations, in addition to comparing the percent change in net sales from one period to another in U.S. dollars, we present net sales excluding the impact of foreign exchange fluctuations. We compare the percentage change in net sales from one period to another period by excluding the effects of foreign currency exchange as shown below. Net sales excluding the impact of foreign exchange fluctuations is not a U.S. GAAP financial measure and removes from net sales in U.S. dollars the impact of changes in exchange rates between the U.S. dollar and the functional currencies of our foreign subsidiaries, by translating the current period net sales into U.S. dollars using the same foreign currency exchange rates that were used to translate the net sales for the previous comparable period. We believe presenting the impact of foreign currency fluctuations is useful to investors because it allows a more meaningful comparison of net sales of our foreign operations from period to period. However, net sales excluding the impact of foreign currency fluctuations should not be considered in isolation or as an alternative to net sales in U.S. dollar measures that reflect current period exchange rates, or to other financial measures calculated and presented in accordance with U.S. GAAP. Throughout the last five years, foreign currency exchange rates have fluctuated significantly. See Item 3. *Quantitative and Qualitative Disclosures about Market Risk*.

The following table summarizes the changes in net sales by operating segment with a reconciliation to net sales excluding the impact of currency fluctuations for the three months ended September 30, 2026 and 2025 (dollar amounts in thousands):

Three Months Ended September 30,	2026	2025	Percent Change	Impact of Currency Exchange	Percent Change Excluding Impact of Currency
Asia	$ 55,056	$ 64,725	(14.9)%	$ (2,437)	(11.2)%
Europe	22,076	22,107	(0.1)	(227)	0.9
North America	34,009	36,224	(6.1)	(42)	(6.0)
Latin America and Other	5,462	5,283	3.4	182	(0.1)
	$ 116,603	$ 128,339	(9.1)%	$ (2,524)	(7.2)%

The following table summarizes the changes in net sales by operating segment with a reconciliation to net sales excluding the impact of currency fluctuations for the nine months ended September 30, 2026 and 2025 (dollar amounts in thousands):

Nine Months Ended September 30,	2026	2025	Percent Change	Impact of Currency Exchange	Percent Change Excluding Impact of Currency
Asia	$ 160,236	$ 166,042	(3.5)%	$ (4,240)	(0.9)%
Europe	71,165	67,962	4.7	768	3.6
North America	108,283	106,219	1.9	72	1.9
Latin America and Other	16,796	16,114	4.2	580	0.6
	$ 356,480	$ 356,337	— %	$ (2,820)	0.8 %

Consolidated net sales for the three months ended September 30, 2026 and 2025, were $116.6 million and $128.3 million, which represents a decrease of 9.1 percent. Consolidated net sales for the nine months ended September 30, 2026 and 2025, remained flat at $356.5 million and $356.3 million, respectively. The decrease for the three months ended September 30, 2026 was primarily related to product sales decreases in our Asia, Europe and North America operating segments. Excluding the impact of foreign currency exchange rate fluctuations, consolidated net sales for the three and nine months ended September 30, 2026 decreased 7.2 percent and increased 0.8 percent, respectively, from the same periods in 2025.

Asia

Net sales related to Asia for the three and nine months ended September 30, 2026, were $55.1 million and $160.2 million, respectively, compared to $64.7 million and $166.0 million for the same periods in 2025, or decreases of 14.9 percent and 3.5 percent, respectively. In local currencies, net sales for the three and nine months ended September 30, 2026, decreased 11.2 percent and 0.9 percent, respectively, compared to the same periods in 2025.
Notable activity in the following markets contributed to the results of Asia:

In our Japan market, net sales decreased $0.4 million and increased $6.0 million, or decreased 2.5 percent and increased 14.4 percent, for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. In local currency, net sales for the three and nine months ended September 30, 2026 increased 5.2 percent and 22.4 percent, respectively, compared to the same periods in 2025. The increase in local currency was primarily the result of strong momentum that drove greater consultant activity and an increase in total orders and average order value.

In our Taiwan market, net sales decreased $2.8 million and $8.7 million, or 14.8 percent and 16.2 percent, for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. In local currency, net sales for the three and nine months ended September 30, 2026 decreased 9.5 percent and 14.7 percent, respectively, compared to the same periods in 2025. The decrease was primarily the result of slower consumer acquisition and a reduction in total orders, slightly offset by increases in average order values.

In our South Korea market, net sales decreased $0.7 million and increased $0.2 million, or decreased 4.8 percent and increased 0.5 percent, for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. In local currency, net sales for the three and nine months ended September 30, 2026 decreased 2.5 percent and increased 3.9 percent, respectively, compared to the same periods in 2025. The decrease for the three months ended September 30, 2026 was primarily due to a reduction in average order values. The increase for the nine months ended September 30, 2026 was primarily the result of increases in total orders, subscription sales and active consultants.

In our China market, net sales decreased $5.5 million and $3.4 million, or 48.8 percent and 12.1 percent, for the three and nine months ended September 30, 2026, compared to the same periods in 2025. In local currency, net sales for the three and nine months ended September 30, 2026 decreased 51.6 percent and 16.4 percent, respectively, compared to the same periods in 2025. The decrease in net sales was primarily the result of the passing of two key leaders and sales disruptions resulting in part from corrective actions involving independent consultants whose activities we deemed inconsistent with our policies.

Europe

Net sales related to Europe for the three and nine months ended September 30, 2026, were $22.1 million and $71.2 million, respectively, compared to $22.1 million and $68.0 million for the same periods in 2025, or a decrease of 0.1 percent and an increase of 4.7 percent, respectively. In local currencies, net sales for the three and nine months ended September 30, 2026, increased 0.9 percent and 3.6 percent, respectively, compared to the same periods in 2025. The functional currency for many of these markets is the U.S. dollar which reduces the effect from foreign currency fluctuations. Fluctuations in foreign currency exchange rates had unfavorable impacts on net sales of $0.2 million and favorable impacts of $0.8 million for the three and nine months ended September 30, 2026, respectively. Net sales in local currencies increased for the three and nine months ended September 30, 2026, primarily as a result of growth in average order size and active consultants.

North America

Net sales related to North America for the three and nine months ended September 30, 2026, were $34.0 million and $108.3 million, respectively, compared to $36.2 million and $106.2 million for the same periods in 2025, or a decrease of 6.1 percent and an increase of 1.9 percent, respectively. In local currencies, net sales for the three and nine months ended September 30, 2026, decreased 6.0 percent and increased 1.9 percent, respectively, compared to the same periods in 2025.

In the United States, net sales for the three and nine months ended September 30, 2026 decreased $2.0 million and increased $2.2 million, or decreased 6.0 percent and increased 2.3 percent, respectively, compared to the same periods in 2025. The decrease for the three months ended September 30, 2026 was primarily due to reduced consultant engagement. The increase for the nine months ended September 30, 2026 was primarily due to improved consumer acquisition through our digital channels.

Latin America and Other

Net sales related to Latin America and Other markets for the three and nine months ended September 30, 2026, were $5.5 million and $16.8 million, respectively, compared to $5.3 million and $16.1 million for the same periods in 2025, or increases of 3.4 percent and 4.2 percent, respectively. In local currencies, net sales for the three and nine months ended September 30, 2026, decreased 0.1 percent and increased 0.6 percent, respectively, compared to the same periods in 2025. Fluctuations in foreign currency had favorable impacts on net sales of $0.2 million and $0.6 million for the three and nine months ended September 30, 2026, respectively.

Further information related to our Asia, Europe, North America and Latin America and Other business segments is set forth in Note 7 to the unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this report.

Cost of Sales

Cost of sales as a percent of net sales was 27.1 percent and 26.8 percent for the three and nine months ended September 30, 2026, compared to 26.7 percent and 27.6 percent for the same periods in 2025. The increase in cost of sales percentage for the three months ended September 30, 2026, is primarily due to unfavorable foreign exchange. The decrease in cost of sales percentage for the nine months ended September 30, 2026, is primarily the result of offering fewer discounts.

Volume Incentives

Volume incentives expense as a percent of net sales was 32.0 percent and 30.9 percent for the three and nine months ended September 30, 2026, respectively, compared to 30.7 percent and 30.5 percent for the same periods in 2025. The increases were primarily due to timing of promotional incentives and market mix. These payments are designed to provide incentives for reaching certain sales levels. Volume incentives vary slightly, on a percentage basis, by product due to pricing policies and commission plans in place in our various geographies. Instead of volume incentives, in China, we pay independent service providers for their sales and marketing services, which are included in selling, general and administrative expenses.

Selling, General and Administrative

Selling, general and administrative expenses represent operating expenses, components of which include labor and benefits, sales events, professional fees, travel and entertainment, marketing, occupancy costs, communications costs, bank fees, depreciation and amortization, independent services fees paid in China and other miscellaneous operating expenses.

Selling, general and administrative expenses decreased $3.4 million and increased $0.8 million, respectively, to $42.3 million and $130.7 million for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. Selling, general and administrative expenses were 36.3 percent and 36.7 percent of net sales for the three and nine months ended September 30, 2026, compared to 35.6 percent and 36.5 percent for the same periods in 2025. The dollar decrease was primarily related to a reduction in variable selling expenses and cost management.

Other Income (Expense), Net

Other income (expense), net, for the three and nine months ended September 30, 2026, was income of $0.1 million and expense of $1.4 million, respectively, compared to income of $0.7 million and $4.9 million during the same periods in 2025, respectively. Other income (expense), net for the three and nine months ended September 30, 2026 primarily consisted of foreign exchange gains and losses, respectively, in Asia that resulted from net changes in foreign currencies.

Income Taxes

For the three months ended September 30, 2026 and 2025, our provision for income taxes, as a percentage of income before income taxes, was 64.8 percent and 42.8 percent, respectively, compared with a U.S. federal statutory rate of 21.0 percent. For the nine months ended September 30, 2026 and 2025, our provision for income taxes, as a percentage of income before income taxes, was 44.2 percent and 34.5 percent, respectively, compared with a U.S. federal statutory rate of 21.0 percent.

The difference between the effective tax rate and the U.S. federal statutory tax rate for the three and nine months ended September 30, 2026, was primarily attributed to recording a valuation allowance on foreign tax credits which are not expected to be utilized before expiration, recording a reserve for uncertain tax positions, and non-deductible executive compensation, partially offset by the deduction allowed for foreign-derived eligible income and favorable deductions for share-based compensation.

The difference between the effective tax rate and the U.S. federal statutory tax rate for the three and nine months ended September 30, 2025, was primarily attributed to operations in foreign countries which are treated as a branch for U.S. tax purposes, partially offset by foreign derived intangible income deduction.

The difference between the effective tax rate for the three and nine months ended September 30, 2026, compared to September 30, 2025, was primarily caused by recording a reserve in the current period for uncertain tax positions and favorable adjustments to deferred tax assets in the prior period which do not repeat in the current period.

Our U.S. federal income tax returns for 2022 through 2025 are open to examination for federal tax purposes. We have several foreign tax jurisdictions that have open tax years from 2020 through 2025.

As of September 30, 2026 and December 31, 2025, we had accrued $1.7 million and $0.4 million, respectively, related to unrecognized tax positions net of offsetting tax attributes.

Product Categories

Our line of over 800 products includes several different product classifications, such as immune, cardiovascular, digestive, personal care, weight management and other general health products. We purchase herbs and other raw materials in bulk, and after quality control testing, we formulate, encapsulate, tablet or concentrate them, label and package them for shipment. Most of our products are manufactured at our facility in Spanish Fork, Utah. Contract manufacturers produce some of our products in accordance with our specifications and standards. We have implemented quality control procedures to verify that our contract manufacturers have complied with our specifications and standards.

See Note 7, Segment Information, for a summary of the U.S. dollar amounts from the sale of general health, immune, cardiovascular, digestive, personal care and weight management products for the three and nine months ended September 30, 2026 and 2025, by business segment.

Distribution and Marketing

We market our products primarily through our network of independent consultants, who market our products to consumers through direct selling techniques. We seek to motivate and provide incentives to our independent consultants by offering high-quality products and providing independent consultants with product support, training seminars, sales conventions, travel programs and financial incentives.

Our products sold in the United States are shipped directly from our manufacturing and warehouse facilities located in Spanish Fork, Utah, as well as from our regional warehouses located in Georgia, Ohio and Texas. Many of our international operations maintain warehouse facilities and inventory to supply their independent consultants. However, in foreign markets where we do not maintain warehouse facilities, we have contracted with third parties to distribute our products and provide support services to our force of independent consultants.

In the United States, we generally sell our products on a cash or credit card basis. From time to time, our U.S. operations extend short-term credit associated with product promotions. For certain of our international operations, we use independent distribution centers and offer credit terms that are generally consistent with industry standards within each respective country.

We pay sales commissions, or "volume incentives," to our independent consultants based upon their own product sales and the product sales of their sales organization. As an exception, in China, we pay independent service providers for their sales and marketing services, which are included in selling, general and administrative expenses. These volume incentives and independent service fees are recorded as an expense in the year earned. The amounts of volume incentives that we expensed during the quarters ended September 30, 2026 and 2025, are set forth in the unaudited Condensed Consolidated Financial Statements in Item 1 of this report. In addition to the opportunity to receive volume incentives, independent consultants who attain certain levels of monthly product sales are eligible for additional incentive programs including automobile allowances, sales convention privileges and travel awards.

LIQUIDITY AND CAPITAL RESOURCES

Our principal use of cash is to pay for operating expenses, including volume incentives, inventory and raw material purchases, capital assets, digital investments and funding of international expansion. As of September 30, 2026, working capital was $114.9 million, compared to $100.3 million as of December 31, 2025. At September 30, 2026, we had $89.4 million in cash, of which $13.3 million was held in the U.S. and $76.1 million was held in foreign markets and may be subject to various withholding taxes and other restrictions related to repatriation before becoming available to be used along with the normal cash flows from operations to fund any unanticipated shortfalls in future cash flows.

Our net consolidated cash inflows (outflows) are as follows (in thousands):

Nine Months Ended September 30,	2026	2025
Operating activities	$ 9,739	$ 25,423
Investing activities	(6,793)	(4,143)
Financing activities	(8,598)	(15,248)

Operating Activities

For the nine months ended September 30, 2026, operating activities provided cash of $9.7 million, compared to $25.4 million in the same period in 2025. Operating cash flows decreased primarily due to reduced net income and the timing of payments and receipts for accrued liabilities, deferred revenue, income taxes payable, and accounts receivable, partially offset by a decrease in inventories and lease liabilities.

Investing Activities

For the nine months ended September 30, 2026, investing activities used $6.8 million, compared to $4.1 million for the same period in 2025, which consisted of capital expenditures related to the purchase of equipment, computer systems and software.

Financing Activities

For the nine months ended September 30, 2026, financing activities used $8.6 million, compared to $15.2 million for the same period in 2025.

During the nine months ended September 30, 2026, we used cash to repurchase 345,000 shares of our common stock under the share repurchase program for $6.1 million. At September 30, 2026, the remaining balance available for repurchases under the program was $11.3 million.

We maintain a revolving credit agreement with Bank of America, N.A. (the “Credit Agreement”), as well as a credit agreement with Banc of America Leasing and Capital, LLC (the "Capital Credit Agreement"). At September 30, 2026, there were no outstanding balances under the Credit Agreement or the Capital Credit Agreement. Our debt obligations are discussed in greater detail in Note 4, “Revolving Credit Facility and Other Obligations,” to our unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this report.

We believe that cash generated from operations, along with available cash and cash equivalents, will be sufficient to fund our normal operating needs, including capital expenditures, on both a short- and long-term basis.

In addition, other factors such as a prolonged economic downturn, a decrease in demand for our products, an unfavorable settlement of our unrecognized tax positions or non-income tax contingencies could adversely affect our long-term liquidity.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

There were no significant changes in our critical accounting policies or estimates for the nine months ended September 30, 2026. A summary of our significant accounting policies is provided in Note 1 of the Notes to Consolidated Financial Statements in Item 8 of the Annual Report on Form 10-K for the year ended December 31, 2025.

Item 3. ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We conduct business in several countries and intend to grow our international operations. Net sales, operating income and net income are affected by fluctuations in currency exchange rates, interest rates and other uncertainties inherent in doing business and selling products in more than one currency. In addition, our operations are exposed to risks associated with changes in social, political and economic conditions inherent in international operations, including changes in the laws and policies that govern international investment in 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. Furthermore, we are subject to risks from shifting tariff regimes and trade policies between countries where we operate, which could increase our costs of materials and finished goods, or disrupt our supply chain operations. For further information, see Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 4. ***CONTROLS AND PROCEDURES***

Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are designed to provide reasonable assurance that the information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in rules and forms adopted by the SEC and that

such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

Our management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2026. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2026.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended September 30, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. *LEGAL PROCEEDINGS*

The information set forth under the heading 'Legal Proceedings' in Note 9, Commitments and Contingencies, to our unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. *RISK FACTORS*

In addition to the information set forth in this report, you should carefully consider the risks discussed under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025, which could have a material adverse effect on our business or consolidated financial statements, results of operations and cash flows. Additional risks not currently known, or risks that are currently believed to be not material, may also impair business operations. There have been no material changes to our risk factors since the filing of our Annual Report on Form 10-K for the year ended December 31, 2025, except as follows:

Our global operations are subject to numerous laws and regulations relating to trade restrictions and export controls and failure to comply with such rules could adversely affect our business.

Our global operations are subject to numerous trade and economic sanctions and other restrictions imposed by the U.S., the EU and other governments and organizations. The U.S. Departments of Justice, Commerce, State and Treasury and other federal agencies and authorities have a broad range of civil and criminal penalties they may seek to impose against corporations and individuals for violations of economic sanctions laws, export control laws and other federal statutes and regulations, including those established by the Office of Foreign Assets Control (“OFAC”). Under these laws and regulations, as well as other anti-corruption laws, anti-money-laundering laws, export control laws, customs laws, sanctions laws and other laws governing our operations, various government agencies may require export licenses, may seek to impose modifications to business practices, including cessation of business activities in sanctioned countries or with sanctioned persons or entities and modifications to compliance programs, which may increase compliance costs and may subject us to fines, penalties and other sanctions. A violation of these laws, regulations, policies or procedures could adversely impact our business, results of operations and financial condition.

For example, in November 2024 we began an internal investigation regarding our past compliance with relevant U.S. trade controls and made an initial voluntary self-disclosure of apparent trade controls violations to the U.S. Department of Commerce's Bureau of Industry and Security (“BIS”). In addition, in April 2025 we filed an initial voluntary self-disclosure with OFAC relating to the same internal investigation. Following our internal investigation, we filed final voluntary self-disclosures with BIS and OFAC on September 5, 2025. We received a response from BIS closing the matter without further action. The voluntary self-disclosure with OFAC remains pending. We estimate that such potential violations represented less than one percent of our net revenue in each of our last three fiscal years. An unfavorable outcome of this matter may include fines or penalties imposed in response to our voluntary self-disclosures. While we believe the amount of any fines or penalties would not be material to our financial condition and results of operations, we are unable to predict the outcome or to reasonably estimate the time it may take to resolve these matters.

Although we have implemented policies and procedures in these areas, we cannot assure you that our policies and procedures are sufficient or that directors, officers, employees, representatives, manufacturers, suppliers and agents have not engaged and will not engage in conduct in violation of such policies and procedures.

We depend on our independent consultants and other independent sales representatives, and the loss of key individuals, or corrective or remedial actions we take involving them, has adversely affected and could continue to adversely affect our sales.

Our success depends on our ability to attract, retain and motivate independent consultants and other independent sales representatives. A relatively small number of these individuals and their extensive sales organizations account for a significant portion of our revenue in certain markets. The loss or inactivity of any of these individuals could reduce activity in, or cause disruption to, their sales organizations.

We may also take corrective or remedial action when we identify activities by independent consultants that are inconsistent with our policies. Such actions, including restricting or terminating their activities, may disrupt the activities of the affected sales organization and could adversely affect our sales and results of operations.

We have experienced sales disruption resulting in part from corrective or remedial actions involving independent consultants. For example, net sales in China decreased 48.8 percent, for the three months ended September 30, 2026, compared to the same period in 2025. The decrease reflected several factors, including the passing of two key sales representatives, and restrictions we imposed on another sales representative whose activities we deemed inconsistent with our policies. We cannot assure you that the affected sales organizations will recover or that net sales in China will return to prior levels. Similar corrective or remedial actions could adversely affect our sales and results of operations in the future.

Item 2. ***UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES***

The following table summarizes the purchases of our common stock during the fiscal quarter ended September 30, 2026:

Periods	Total Number of Shares Purchased (in thousands)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (in thousands)	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs[1] (in thousands)
July 1, 2026 to July 31, 2026	26	$ 20.91	26	
August 1, 2026 to August 31, 2026	131	15.26	131	
September 1, 2026 to September 30, 2026	75	$ 13.35	75	
Total	232		232	$ 11,254

(1) On March 10, 2021, we announced a $15.0 million common share repurchase program. On March 8, 2022, we announced an amendment to the share repurchase program allowing the repurchase of an additional $30.0 million in shares. On May 6, 2025, we announced an amendment to the share repurchase program allowing the repurchase of an additional $25.0 million in common shares. The repurchases may be made from time to time as market conditions warrant and are subject to regulatory considerations. We purchased 232,000 shares of our common stock during the quarter ended September 30, 2026, under the terms of this Board-approved plan.

The actual timing, number and value of common shares repurchased under our board-approved plan will be determined at our discretion and will depend on a number of factors, including, among others, general market and business conditions, the trading price of common shares and applicable legal requirements. We have no obligation to repurchase any common shares under the authorization, and the repurchase plan may be suspended, discontinued, or modified at any time for any reason.

Item 3. ***DEFAULTS UPON SENIOR SECURITIES***

None.

Item 4. ***MINE SAFETY DISCLOSURES***

Not applicable.

Item 5. ***OTHER INFORMATION***

During the three months ended September 30, 2026, none of our directors or officers adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K.

Item 6. ***EXHIBITS***

a) Index to Exhibits

Item No.	Exhibit
10.1(1)	Nature's Sunshine Products, Inc. 2026 Stock Incentive Plan
10.3	Employment Agreement between the Company and Ruth Perkins
31.1(3)	Certification of Chief Executive Officer under SEC Rule 13a-14(a)/15d-14(a) promulgated under the Securities Exchange Act of 1934
31.2(3)	Certification of Chief Financial Officer under SEC Rule 13a-14(a)/15d-14(a) promulgated under the Securities Exchange Act of 1934
31.3(3)	Certification of Chief Accounting Officer under SEC Rule 13a-14(a)/15d-14(a) promulgated under the Securities Exchange Act of 1934
32.1(4)	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2(4)	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350
32.3(4)	Certification of Chief Accounting Officer pursuant to 18 U.S.C. Section 1350
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover page Interactive Data File (the cover page XBRL tags are embedded within iXBRL (Inline Extensible Business Reporting Language) document)

(1) Previously filed as Exhibit 10.1 to the Current Report on Form 8-K filed on May 7, 2026, and is incorporated herein by reference.
(2) Previously filed as Exhibit 10.2 to the Current Report on Form 8-K filed on May 11, 2026, and is incorporated herein by reference.
(3) Filed currently herewith.
(4) Furnished currently herewith.
* Management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements 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.

Nature's Sunshine Products, Inc.

Date: November 4, 2026

/s/ Kenneth G. Romanzi

Kenneth G. Romanzi,
Chief Executive Officer
(Principal Executive Officer)

Date: November 4, 2026

/s/ Ruth A. Perkins

Ruth A. Perkins,
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: November 4, 2026

/s/ Jonathan D. Lanoy

Jonathan D. Lanoy,
Senior Vice President, Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATIONS

I, Kenneth G. Romanzi, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nature's Sunshine Products, 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: November 4, 2026

/s/ Kenneth G. Romanzi

Kenneth G. Romanzi

Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Ruth A. Perkins, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nature's Sunshine Products, 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: November 4, 2026

/s/ Ruth A. Perkins

Ruth A. Perkins

Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 31.3

CERTIFICATIONS

I, Jonathan D. Lanoy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nature's Sunshine Products, 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: November 4, 2026

/s/ Jonathan D. Lanoy

Jonathan D. Lanoy

Senior Vice President, Chief Accounting Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Nature's Sunshine Products, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenneth G. Romanzi, Chief Executive Officer of the Company, certify, pursuant to 18.U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2026

/s/ Kenneth G. Romanzi
Kenneth G. Romanzi
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Nature's Sunshine Products, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ruth A. Perkins, Executive Vice President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18.U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2026

/s/ Ruth A. Perkins

Ruth A. Perkins

Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 32.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Nature's Sunshine Products, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan D. Lanoy, Senior Vice President, Chief Accounting Officer of the Company, certify, pursuant to 18.U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2026

/s/ Jonathan D. Lanoy

Jonathan D. Lanoy
Senior Vice President, Chief Accounting Officer