

**CHARTER FOR THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF SCHIFF NUTRITION INTERNATIONAL, INC.**

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Schiff Nutrition International, Inc. (the “Company”) is to review the forms of compensation to be provided to the executive officers, employees and directors of the Company and its subsidiaries, including salaries, stock compensation, loans and bonus compensation.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. Any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The policy of the Committee is to create a competitive compensation structure that will help attract and retain key management talent and align management incentives with the interests of the shareholders.

II. MEMBERSHIP

The Committee shall consist of such number of members as is determined from time to time by the Board. The Board intends that all members of the Committee shall meet the applicable (i) requirements of the Securities and Exchange Commission (“SEC”) rules and regulations and the listing standards of the New York Stock Exchange (“NYSE”); and (ii) definitions of “outside director” under Treasury Regulation 1.162(e)(3), for purposes of Internal Revenue Code Section 162(m) and “non-employee director” under Rule 16b-3(b)(3) under the Securities Exchange Act of 1934 (the “Exchange Act”).

Notwithstanding the foregoing, at any time the Company qualifies for the “Controlled Company” exemption from certain of the Committee member independence requirements pursuant to Section 303A of the NYSE listing standards, the Board may determine to take advantage of such exemption.

The members of the Committee, including the Chair, are appointed by and serve at the discretion of the Board until their successors are appointed and qualified, or until their earlier resignation and removal. The Board may provide for alternate Committee members who shall be entitled to attend Committee meetings in the absence of the members of the Committee.

III. MEETINGS AND PROCEDURES

The Committee may establish its own schedule and may meet in person, telephonically or by video conference. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee.

The Committee shall fix its own rules of procedure for notice, attendance and conduct of its meetings, which shall be consistent with the bylaws of the Company. The Committee may delegate its authority under this Charter to subcommittees or to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall have the sole authority to retain consultants and other third-party advisors of its selection to provide it with advice and counsel about the Company's compensation and benefit programs. The Committee shall have sole authority to approve the consultants' or advisors' fees and other retention terms. The Company shall provide appropriate funding for the Committee to retain such advisors without requiring the Committee to seek Board approval.

IV. RESPONSIBILITIES

The responsibilities of the Committee include:

- A. Reviewing and approving corporate goals and objectives relevant to chief executive officer ("CEO") compensation, evaluating the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determining and approving the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years;
- B. Reviewing and determining, or making recommendations to the Board with respect to, the compensation, incentive-compensation plans or programs and equity-based plans for executive officers and directors of the Company, and such other officers of the Company as directed by the Board;
- C. Reviewing forms of compensation (including all "plan" compensation and "incentive plan" compensation, as such terms are defined in Item 402(a)(6) of Regulation S-K promulgated by the SEC, and all non-plan compensation) to be provided to the executive officers of the Company, including consideration of "equity incentive plans," and "non-equity incentive plans," as such terms are defined in Item 402(a)(6) of Regulation S-K promulgated by the SEC, performance goals and incentive awards, and the overall coverage and composition of the compensation package on an annual basis;
- D. Reviewing general compensation goals and guidelines for the Company's employees and the criteria by which bonuses to the Company's employees are determined;
- E. Acting as administrator within the authority delegated by the Board of the Company's 1997 Equity Participation Plan and 2004 Incentive Award Plan, each as

amended from time to time, and such other stock option, equity participation plans, stock purchase plans and compensation plans, as may be adopted by the Board from time to time (the “Plans”). In its administration of the Plans, the Committee may (1) grant equity awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder, so long as the Committee is comprised entirely of “non-employee directors”, as such term is defined in Rule 16b-3(b)(3)(i) promulgated under the Exchange Act), and (2) amend such awards as permitted under the Plans. The Committee shall also account for the awards and the number of shares available under the respective Plans and make recommendations to the Board with respect to amendments to the Plans resulting in changes in the number of shares reserved for issuance thereunder. The Committee shall have the authority to make such other amendments to the Plans as it deems necessary or appropriate and as permitted under the Plans;

- F. To the extent required by rules of the SEC or otherwise deemed prudent by the Committee: (i) reviewing, discussing with management and overseeing, with advice of legal counsel, the drafting of the Compensation Discussion & Analysis or other compensation overview to be included in the Company’s annual proxy statement or annual report on Form 10-K; and (ii) preparing a **compensation** committee report to be included in the Company’s annual proxy statement or annual report on Form 10-K;
- G. Establishing and periodically reviewing policies concerning perquisite benefits for executive officers;
- H. Authorizing the repurchase of shares from terminated employees pursuant to applicable law;
- I. Establishing and reviewing the policies regarding compensation paid to executive officers in excess of limits deductible under Section 162(m) of the Code;
- J. Establishing and reviewing policies regarding change of control and severance payments and benefits;
- K. Reviewing and approving offers of employment and other elements of compensation provided to executive officers, and employment agreements with executive officers;
- L. Making regular reports to the Board, providing an overview of its activities, summarizing Committee actions;
- M. Performing at least annually an evaluation of the performance of the Committee and its members, including a review of the Committee’s compliance with this Charter; and
- N. Reviewing and reassessing at least annually this Charter and submitting any recommended changes to the Board for its consideration.