

THE OSOLEAN™ CHALLENGE CONTEST RULES

Contest Rules

This is the complete and official document containing the rules, terms and conditions and qualification criteria (the "Rules") for Mannatech's OsoLean Challenge and will be provided to each participant.

Mannatech's OsoLean Challenge is open to all active U.S., Canada^Δ, and South Africa Mannatech Independent Associates in Good Standing who meet the eligibility requirements outlined in these Rules from March 21, 2009 through September 30, 2009 and when prizes are awarded.[‡] The Mannatech OsoLean Challenge is void where prohibited by law. All federal, state and local laws/regulations apply to Mannatech's OsoLean Challenge.

Incentive Overview

Take the OsoLean Challenge between March 21, 2009 and September 30, 2009.

New and existing Associates will track waist circumference in inches and weight by pounds while using OsoLean whey protein supplement between March 21, 2009 and September 30, 2009.[‡]

Awards will be determined and awarded by percentage of inches lost, between the "Start" waist circumference measurement and the "Week 8" waist circumference measurement.

In the event of any ties, the tie will be broken by using the following criteria in the following order:

1. First entry received
2. Total inches lost

How to Qualify

Associates who meet the following criteria may qualify for the OsoLean Challenge. Associates must qualify between March 21, 2009 and September 30, 2009, and adhere to all rules contained herein.

I. Associates are NOT eligible to participate in the OsoLean Challenge if they have or meet any of the following excluding factors:

- Known contraindication or hypersensitivity to any of the ingredients of OsoLean powder, including, without limitation, milk and soy allergies
- Pregnant, planning to be pregnant or breastfeeding
- Body Mass Index lower than 18.5 at the beginning of the OsoLean Challenge or at any time during the OsoLean Challenge
- Previously/currently diagnosed with an eating disorder
- Weight loss programs contraindicated as advised by physician

If you are not sure about your health status and/or participation in the OsoLean Challenge, please consult your physician.

We highly recommend that women maintain a diet of at least 1,200 calories/5,040 kilojoules per day and that men maintain a diet of at least 1,500 calories/6,300 kilojoules per day. Before starting any reduced-calorie/kilojoule or exercise program, consult your healthcare professional. While participating in the OsoLean Challenge you MUST NOT restrict your daily caloric/kilojoule intake to less than 400 calories/1,680 kilojoules per day without medical supervision.

[†] An Associate in Good Standing is defined as one who (1) has renewed his or her position as required and (2) is not the subject of a final Compliance Committee disposition, which precludes participation (i.e. the appeal period has expired and/or a final compliance appeal disposition has occurred).

[‡] The OsoLean powder should be used in conjunction with a reduced-calorie/kilojoule diet and increased physical activity. Do not use OsoLean powder in diets supplying less than 400 calories per day without medical supervision.

^Δ Residents of Quebec are not eligible for participation in the OsoLean Challenge.

II. Eligible Associates may enter as follows:

A. Associates complete the OsoLean Challenge RELEASE & WAIVER, ENTRY FORM A and BEFORE PICTURES* (pictures may be mailed with forms or emailed to OsoLeanChallenge@mannatech.com). These forms must be dated no later than July 31, 2009. Mail completed forms to:

Attn: OsoLean Challenge
Mannatech, Incorporated
600 S Royal Lane, Suite 200
Coppell, TX 75019 USA

The RELEASE & WAIVER and ENTRY FORM A and BEFORE PICTURES* must be postmarked no later than July 31, 2009.

B. Associates track their progress on the OsoLean Challenge ENTRY FORM B. This form must be postmarked no later than October 16, 2009. Mail completed forms and AFTER PICTURES (pictures may be mailed with forms or emailed to OsoLeanChallenge@mannatech.com) to:

Attn: OsoLean Challenge
Mannatech, Incorporated
600 S Royal Lane, Suite 200
Coppell, TX 75019 USA

ENTRY FORM B and AFTER PICTURES* must be postmarked no later than October 16, 2009.

III. We recommend (but do not require) that Associates keep a copy of the RELEASE & WAIVER, ENTRY FORM A and ENTRY FORM B. Should there be any discrepancy in completion dates or percentage of inches lost, you will have a record of your dates and results.

* Before and After pictures should consist of one full-body profile and one full-body front view in standing position. Clothes that show your body's figure are ideal. No swimwear please. Hard copies of pictures can be submitted via mail with Entry Form A and Entry Form B; however, digital photos are preferred and can be mailed on a CD with each entry form or emailed to OsoLeanChallenge@mannatech.com. Include "OsoLean Challenge Before/After Pictures" as the subject.

General Rules

1. Only (1) OsoLean Challenge prize may be earned per entrant.
2. Prizes are not transferable and cannot be given away or sold to anyone else. No substitutions are allowed except by Mannatech, which may, at its discretion, substitute a prize for one of equal or greater value. This incentive is void where prohibited by law.
3. If the Associate chooses not to accept an OsoLean Challenge prize, no cash will be awarded and the prize will be forfeited.
4. Mannatech, in its sole discretion, reserves the right to substitute the OsoLean Challenge prizes for any entrant.

Additional Rules

1. Participants must meet all eligibility requirements. Mannatech's determinations and decisions, including without limitation those with regard to winners of the Challenge, are made at Mannatech's sole discretion and are final on all matters related to the OsoLean Challenge.
2. All participants must be 18 years of age or older to enter. Participants must be 19 or older in states or provinces where the age of the majority is 19.
3. Awards will be determined and awarded by percentage of inches lost, between the "Start" waist circumference measurement and the "Week 8" waist circumference measurement.
4. Only active Independent Associates in Good Standing between March 21, 2009 and September 30, 2009 and at the time the prizes are awarded are eligible to participate or receive a prize.
5. All applicable taxes are the responsibility of the winners. U.S. winners will have the value of the OsoLean Challenge prize included in their 1099 in 2010. South African Associates will be subject to Capital Gains Tax on any prize awarded. (Approximate value will vary according to prize earned.)
6. By entering, participants consent to the use of their name and likeness for publicity and promotional purposes by Mannatech without additional compensation, unless prohibited by law.
7. Proof of eligibility, affidavit of eligibility and release from liability will be required and must be accepted at the time of acceptance or the prize will be forfeited.
8. Registration for the Challenge will open March 11, 2009 at MannaFest. Challenge forms will also be available online. Release via the RELEASE & WAIVER and registration via ENTRY FORM A must be completed in hard copy and mailed to Mannatech, postmarked no later than July 31, 2009. If these forms are not postmarked by July 31, 2009, no prizes will be awarded to these entrants.

9. Mannatech shall not be responsible or liable for damages, losses or injury resulting from entering the program or from acceptance or use of any prize. Mannatech's aggregate liability in connection with the OsoLean Challenge shall in no event exceed the total cash prizes as estimated by these Rules. By entering this OsoLean Challenge, participants expressly agree to these Rules and the decisions of Mannatech, Incorporated.
10. Qualifiers will be notified via UPS or FedEx, signature required, at the address provided on ENTRY FORM A. If notification is returned as non-deliverable, the award will be forfeited.
11. Mannatech reserves the right to cancel or modify this Challenge or disqualify an Associate if fraud or technical failures compromise the integrity of the Challenge, as determined by Mannatech at its sole discretion.
12. The winners will be announced on or before November 30, 2009. For a complete list of OsoLean Challenge winners, after November 30, 2009, mail a self-addressed, stamped envelope to:

Attn: OsoLean Challenge
Mannatech, Incorporated
600 S. Royal Lane, Suite 200
Coppell, TX 75019 USA

13. Associates must be a resident of the U.S., Canada or South Africa in order to participate. All other entries will be disqualified. Residents of Quebec are not eligible to participate in the OsoLean Challenge.
14. Mannatech will award the appropriate OsoLean Challenge prize to each winner based on the country of origin of their control number. Transfer of qualification to another country or Associate is prohibited

Challenge Prizes

The entrant with the greatest percentage of inches lost between all three participating countries will receive the Grand Prize:

GRAND PRIZE (1 Winner)

Vacation Getaway!

Four-night stay at your choice of luxury resorts. Two roundtrip coach airline tickets plus \$250 in hotel credits. Potential destinations include Acapulco, Aruba, Cabo San Lucas, Vancouver, Walt Disney World®, Cancun, Jamaica or Hawaii.

OR

Five-day/four night cruise for two on Carnival or Royal Caribbean plus two roundtrip coach airline tickets from your home to your port of departure. (Some cities may require an airfare supplement of \$100 per guest.) Cruise includes an outside ocean view stateroom with picture windows overlooking the sea.

See additional conditions regarding the Grand Prize Getaway under Special Notes.

AND

MannaFest 2010

Roundtrip coach airfare for one, hotel accommodations and event registration, recognition from stage, cover of *Health & Living* magazine and featured in magazine article(s).

AND

Stay Fit Gift Pack

Nintendo® game console and products to provide fun, creative and entertaining ways to reduce your calories/kilojoules and increase your physical activity. The Stay Fit Gift Pack includes:

- Nintendo Wii™
- Nintendo Wii Fit with Balance Board and Accessory Bundle
- Nintendo DS™ with Personal Trainer™: Cooking
(Personal Trainer: Cooking will provide you with over a hundred international recipes with the capability to sort by number of calories. Hands-free voice controlled cooking demonstrations and instructions.)

The three (3) entrants with the greatest percentage of inches lost within their country of residence (but not the greatest percentage of inches lost overall. One per each country):

SECOND PLACE (3 Winners)

MannaFest 2010

Roundtrip coach airfare for one, hotel accommodations and event registration, recognition from stage, cover of *Health & Living* magazine and featured in magazine article.

Nintendo DS™ with Personal Trainer™: Cooking

(Personal Trainer: Cooking will provide you with over a hundred international recipes with the capability to sort by number of calories. Hands-free voice controlled cooking demonstrations and instructions.)

The three (3) entrants with the second greatest percentage of inches lost within their country of residence (one per each country):

THIRD PLACE (3 Winners)

MannaFest 2010

Hotel accommodations and event registration, recognition from stage and featured in *Health & Living* magazine.

Nintendo DS™ with Personal Trainer™: Cooking

(Personal Trainer: Cooking will provide you with over a hundred international recipes with the capability to sort by number of calories. Hands-free voice controlled cooking demonstrations and instructions.)

Special Notes

- All earned airfare for MannaFest 2010 must be redeemed through Mannatech's contracted travel agency.
- No reimbursement will be given to those who earn airfare and book outside of Mannatech's contracted travel agency.
- Vacation Getaway Prize winner will receive a letter of congratulations, a program folder including a listing of the hotels and resorts participating in the program, a choice mailing form and a Planning Details sheet that explains the rules of the hotels, cruise lines and airlines from Journey Masters. The winner completes the choice form and returns to Journey Masters by mail, fax or online at www.journeymasters.com/redeem. The choice form will be mailed to the winner within five days after Mannatech notifies Journey Masters of the winner. Travel must be arranged through Journey Masters, and must be booked within one calendar year of the issue date on the vacation certificate. See below for additional terms and conditions.

Redemption of the Get Lean Getaway and all travel arrangements will be coordinated by Journey Masters. Vacation destination options will vary based on the country of origin by control number of the winning Associate. Journey Masters and Mannatech reserves the right to substitute the two roundtrip airfare for an \$800 travel certificate. Air travel is with American Airlines or United Airlines. United Airlines requires travel over a Saturday night. American Airlines requires minimum three-night stay or a Friday or Saturday night. Blackout dates apply. Change and cancellation fees will be the responsibility of the recipient (detailed terms and conditions including all fees and restrictions will be included in the award documents delivered to the recipient via UPS 2nd Day Air after the winner is announced).

Definition of hotel credit included in the awards: Marriott, Renaissance, Hyatt and Fairmont hotel credits will be certificates from these hotels that can be spent like cash in the hotel the winner is staying at. Any certificates remaining in the winner's possession can be spent in any hotel in that chain at a later date prior to expiration. No cash will be refunded for change by the hotel. If the hotel is not Marriott, Renaissance, Hyatt or Fairmont, a check will be issued to the winner in the hotel credit amount.

Certain Marriott, Renaissance, Hyatt and Fairmont hotels require a supplement during the high season.

Bookings within 30 days of travel will incur a \$25 late booking fee. Airline reservations made within 30 days of travel may be subject to higher fares at the expense of the recipient.

All airfare for MannaFest 2010 must be arranged through Mannatech's contracted travel agency.

Neither Nintendo® nor any of its affiliates are sponsors of the OsoLean Challenge nor have they endorsed Mannatech, Incorporated or its products.

Grand Prize excludes some taxes, fuel/currency surcharges, ground transportation, meals, beverages, room service, gratuities, merchandise, telephone calls, insurance together with any required travel documentation and immunizations, and all personal expenses of any kind or nature, together with any applicable overnight layover unless otherwise specified or within the definition of the hotel credit. Grand Prize winner and his/her travelling companion are also solely responsible for all costs incurred to and from the Departure Point as the Grand Prize originates and terminates there. It is the sole responsibility of the Grand Prize winner and his/her travelling companion to obtain all necessary travel documentation including passports and visas, as applicable and to comply with any customs and immigration requirements. Grand Prize winner and his/her travelling companion must be able to travel at the times and dates as determined by Mannatech in its sole discretion and authority failing which the Grand Prize will be forfeited.