

RBC LIFE SCIENCES, INC.
(The “Company”)

Amended and Restated Compensation Committee Charter
(Approved by the Board of Directors May 21, 2010)

1. Purpose

The purpose of the Compensation Committee (the “Committee”) is to serve as an independent arm of the Company’s Board of Directors (the “Board”) as to (1) executive level compensation matters and (2) general employee benefit, compensation and performance evaluation matters.

2. Structure and Membership

- A. Number. The Committee shall consist of at least two (2) members of the Board.
- B. Independence. Each member of the Committee shall meet the definitions of: “independent director” under the Rules of the NASDAQ Stock Market; “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended; and “non-employee director” under Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
- C. Selection, Term of Service and Removal. Members of the Committee shall be appointed by a majority vote of the Board. Each member of the Committee shall serve for such term or terms as the Board determines or until his or her successor is appointed. The Board may remove members of the Committee from the Committee, with or without cause, by a majority vote of the Board.
- D. Chair. The Board, by a majority vote, shall appoint the Chair of the Committee. The Chair of the Committee shall, if present, preside at all meetings of the Committee and exercise and perform such other powers and duties as may be assigned to him or her by the Board of the Committee.
- E. Compensation. The compensation of Committee members shall be determined by the Board.

3. Authority and Responsibilities

- A. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management in accordance with its business judgment and, when it deems it necessary, with the advice of independent legal counsel and other appropriate consultants.
- B. Executive Compensation Matters.
 - (1) CEO Compensation Matters.
 - (a) The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation and in conformance with the employment agreement, if any, between the Company and the CEO. As used herein, the term “compensation” includes salary, bonus, incentives, deferred compensation, executive perquisites, and equity compensation (including awards to induce or to retain employment with the Company, severance arrangements, change in control benefits, and any other forms of executive officer compensation).
 - (b) While it is the responsibility of the Committee to negotiate, on behalf of the Company, any agreements between the Company and the CEO, those

agreements shall be subject to approval by the Board by a majority vote with the CEO being excused from deliberation on those agreements and excluded from voting on them.

(2) Other Executive Officer Compensation.

- (a) The Committee, in consultation with the CEO, shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers other than the CEO (the "Other Executive Officers"), evaluate the performance of each of the Other Executive Officers in light of those goals and objectives, and set the compensation level of each Other Executive Officer based on this evaluation and in conformance with respective employment agreements, if any, between the Company and the Other Executive Officers. As used herein, the term "compensation" includes salary, bonus, incentives, deferred compensation, executive perquisites, and equity compensation (including awards to induce or to retain employment with the Company, severance arrangements, change in control benefits, and any other forms of executive officer compensation.).
- (b) Any employment agreements between the Company and the Other Executive Officers shall be subject to approval by the Board, provided that the only directors of the Company who can vote on those agreements are the CEO and the independent directors serving on the Board.

C. Overall Compensation. The Committee shall annually evaluate the Company's overall compensation structure, policies, programs and related practices in order to (1) ensure that these support the Company's business goals and comply with applicable laws and regulations, and (2) evaluate whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company. This evaluation shall include all employee compensation, not just Director and Executive Officer compensation.

D. General Employee Benefit and Performance Evaluation Matters.

- (1) Employee Benefit Programs. The Committee shall annually review all employee benefit programs and make recommendations to the CEO and to the Board concerning those programs.
- (2) Employee Performance Evaluation Matters. The Committee shall:
 - (a) Assist the CEO in developing and implementing an annual performance evaluation program applicable to all employees of the Company,
 - (b) From time to time, recommend to the CEO special performance evaluation programs for the Company's executive officers.
 - (c) Monitor the implementation of performance evaluation programs to determine if they are advancing the development of employees and providing the Company with a candid assessment of the performance of each employee.

E. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. The Committee shall review and approve (a) all tax-qualified, non-discriminatory employee benefit plans and (b) all parallel nonqualified plans pursuant to which (in the case of plans referred to in each of clauses (a) and (b)) options or stock may be acquired by officers, directors, employees or consultants of the Company.

- F. Incentive Plan Administration. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
- G. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.
- H. Compensation Trends and Markets. The Committee shall periodically review trends in management and director compensation and review the competitiveness of the Company's compensation plans or programs to ensure the Company's ability to attract and retain directors and officers and the motivation of directors and officers to achieve the Company's business objectives.
- I. CD&A Disclosure and Committee Report on Executive Compensation. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by Item 402 of Regulation S-K promulgated under the Exchange Act. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the proxy or information statement of the Company relating to an annual meeting of shareholders at which directors are to be elected (or special meeting or written consents in lieu of such meeting). The Committee shall prepare for inclusion where necessary in the Company's proxy or information statement the report required by applicable rules promulgated under the Exchange Act.

4. Procedures and Administration.

- A. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
- B. Reports to Board. The Committee shall report regularly to the Board about Committee activities, issues and related recommendations.
- C. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval.
- D. Consulting Arrangements. The Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to commission compensation surveys or studies as the need arises. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of those consultants as established by the Committee.
- E. Independent Advisors. The Committee shall have the authority, without further action by the Board, to engage and terminate the engagement of those independent legal, accounting and other advisors as it deems necessary to carry out its responsibilities. Those independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of those advisors as established by the Committee.
- F. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the

authority to request any officer, employee or advisor of the Company to meet privately with the Committee or any advisors engaged by the Committee.

- G. Invitees to Meetings. The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO should not attend any meeting where the CEO's performance or compensation is discussed, unless specifically invited by the Committee.