



Executive Committee Amended (and Restated) Charter

Purpose

The Executive Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medifast, Inc. (the “**Company**”) is responsible for acting on behalf of the Board in intervals between meetings of the Whole Board, as defined in section 2.10 of the Bylaws of the Company (the “**Whole Board**”), to determine matters, except those set forth under “Duties and Responsibilities” below, which do not warrant convening a special meeting of the Board, but should not be postponed until the next meeting of the Board.

Composition and Qualifications

The Executive Committee shall be comprised of two members (1) the Chairman of the Board and (2) the Lead Director. However, in the absence of a Lead Director, then any such person as may be designated by the Whole Board may serve as a Committee member(s). The Chairman of the Board shall serve as Chair of the Committee.

The members of the Committee shall be appointed for one-year terms by a majority of the Whole Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. By a majority of the Whole Board, a member of the Committee may be removed.

The Committee shall have the authority to appoint consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings. When considering such consultants and advisers, the Committee shall take into consideration whether they are independent as defined in 803(A)(2) of the NYSE Listing Rules, but shall not be obligated to select only independent consultants or advisers.

Structure and Operation

1. Two members of the Committee shall constitute a quorum, and the unanimous vote of the two members shall constitute the act of the Committee.
2. In the disqualification of any member of the Committee and/or any alternate member designated by the Whole Board, the member present at any meeting and not disqualified from voting, may unanimously appoint another member of the Board to act at the meeting in place of any such disqualified member.
3. The Corporate Secretary of the Company, or in the absence of the Corporate Secretary such person as may be designated by the Chairman of the Committee, shall act as secretary and keep the minutes of all meetings of the Committee.
4. The Chairman of the Committee, or such person as may be designated by the Chairman

of the Committee, shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.

5. The Committee may adopt titles governing the method of calling and time and place of holding its meetings.
6. The Committee may authorize the seal of the Company be affixed to all papers which may require it, all subject to the exceptions set forth in the DGCL.

Duties and Responsibilities

To the extent permitted by law, and subject to the limitations set forth below, the Committee shall exercise all the powers of the Board during the interval periods between regular Board meetings when the Board is not meeting.

The Committee shall have no authority as to the following matters:

1. the filling of vacancies in the Board or in any committee thereof;
2. the fixing of compensation for the Chief Executive Officer of the corporation;
3. the amendment or repeal of the bylaws or the adoption of new bylaws;
4. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
5. declare a dividend;
6. authorize the issuance of any stock of the Company;
7. matters which are under active review by the Whole Board; and
8. matters assigned or delegated to one of the other regular committees (Audit, Compensation, Nominating/Corporate Governance).

Performance Evaluation

The Committee shall annually conduct an evaluation of its own performance and, in light of this, consider changes in its charter or procedures. The Committee shall report to the Board the results of its evaluation.