

V e M M A<sup>®</sup>  
COMPENSATION PLAN





# GLOSSARY OF TERMS

- This Compensation Plan shall apply to all currently enrolled Affiliates as well as any Affiliate who enrolls after the adoption of this Compensation Plan.
- The Compensation Plan shall apply to all Vemma operations, both in the United States as well in other countries, if and when foreign markets are opened.
- This Compensation Plan will not impact the pricing of product to either Affiliates or Customers, and there will not be any differential pricing between Affiliates or Customers.
- For purposes of this Compensation Plan, an “Affiliate” is someone who intends to participate in and earn rewards under Vemma’s Marketing Plan, and a “Customer” is someone who is only interested in purchasing and using our products.

## CV/QV — POINTS

Equal in the Vemma Compensation Plan, both Commissionable Volume (CV) and Qualifying Volume (QV) are also known as “points.” This is the value associated with the specific product that allows you to build cycles and earn income.

## ENROLLER

When you introduce a new person to Vemma and sign them up, you are their personal Enroller. Your Enroller is the person who introduced you to Vemma.

## SPONSOR

The term Sponsor refers to the person immediately above you in the Vemma structure. You are the Sponsor of the two (2) Customers or Affiliates immediately below you, one (1) on your left team and one (1) on your right team.

## QUALIFY

Each sales organization must be qualified to earn commissions and bonuses. You will not be able to qualify for commissions based on your own purchases. You qualify your sales organization by being active with 50 QV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases) every month, along with one (1) personally enrolled Customer/Affiliate on your left team and one (1) personally enrolled Customer/Affiliate on your right team.

## ACTIVE

In order to be considered active, you must have 25 QV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchase) every month. Affiliates with the rank of Platinum or higher are considered active if they have 50 PV. Either amount of QV (25 or 50) will activate your account for four (4) volume periods, including the volume week in which the volume is placed, plus one (1) volume week grace period.

## ENROLLMENT LINE

Those who are connected by being personally enrolled. For example, your personally enrolled Customers/Affiliates and their personally enrolled Customers/Affiliates are part of an enrollment line.

## ENROLLERSHIP VOLUME

This refers to all volume that originates from your activity of enrolling a Customer or Affiliate.

## PERSONAL VOLUME

Volume that is associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases.

## AUTO-DELIVERY

Auto-delivery is a recurring monthly order that you can choose to have delivered to you each month, saving you the trouble of having to call in or go online.



# THE VEMMA COMPENSATION PLAN

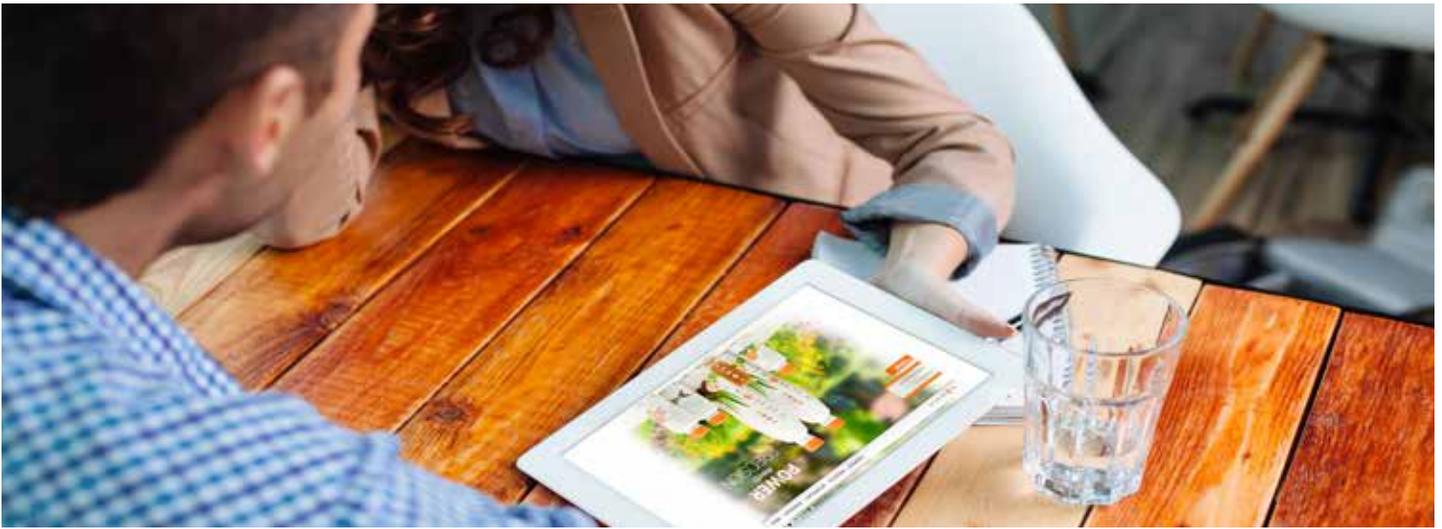


Our business model is designed to reward those people that promote the Vemma brand products. This is accomplished by devoting almost our entire marketing budget to fund the Vemma Compensation Plan. This plan is based on the simple two team-building concept — a left team and a right team. Since there are just two teams to build, this creates excitement as Customers join, one after the other, down team lines, helping more people benefit from the products and the volume and creating greater leverage within the plan.

When you sign up to become an Affiliate and activate your account, you will receive full access to the Vemma back office information and a free marketing website. When you encounter someone who wants to become a Customer or Affiliate, you can enroll them through this marketing website.

As soon as you qualify your sales organization by enrolling at least one (1) active Customer on each of your left and right team (active is defined as having an active 25 QV every month), you are then eligible to earn income.

Best yet, the Vemma Compensation Plan pays out fifty percent (50%) of the Commissionable Volume (CV) weekly, so you have the opportunity to get paid every week, if you qualify under the Compensation Plan. You will not be able to qualify for commissions based on your own purchases. But each purchase by a personally enrolled Customer or Affiliate will activate your account for four (4) weeks, including the volume week in which the volume is placed, plus a one (1) week grace period.



## 51% RULE

You will only be paid on the volume in your organization if your organization's sales to Customers are at least 51% of the total sales for your entire organization. You will be paid on all volume that meets this requirement.

In other words, if 51% of your volume is Customer volume, and 49% of your volume is Affiliate volume, you will receive commissions on the entire 100% of your organization's total volume.

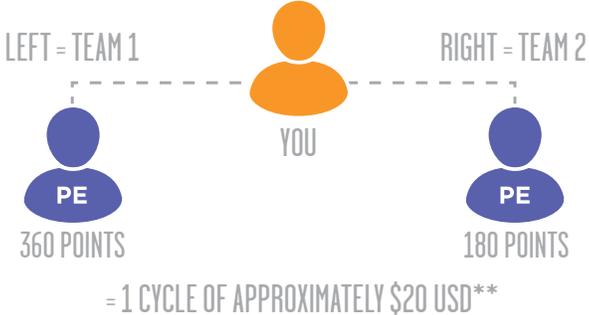
For example, if you had \$100 in organizational volume of which \$51 came from Customers and \$49 came from Affiliates, you would be paid on the entire \$100. However, if only \$40 of your organizational volume came from Customers and \$60 came from Affiliates, you would not be paid any amount on your organizational volume.

TO QUALIFY FOR ANY OF THE COMMISSIONS AND/OR BONUSES DESCRIBED IN THIS COMPENSATION PLAN, AT LEAST 51% OF THE TOTAL SALES FOR YOUR ENTIRE ORGANIZATION MUST COME FROM CUSTOMER SALES. Any questions regarding qualification and payment of commissions under the terms of this Compensation Plan should be directed to Vemma's Compliance Department.

## CYCLE COMMISSION

**Qualifications:** Active Affiliates with 50 QV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchase) every month, along with two (2) personally enrolled active Customers/Affiliates, one (1) on each team.

At the end of each volume period (week), Vemma's computers search down Affiliates' left and right teams, and whenever 180 points on one team and 360 points on the opposite team occur (teams can switch back and forth), Affiliates are eligible to earn a Cycle Commission of approximately \$20 USD.\*\* The weekly cycle value will be determined each week based upon total sales divided by the amount of qualified cycles.



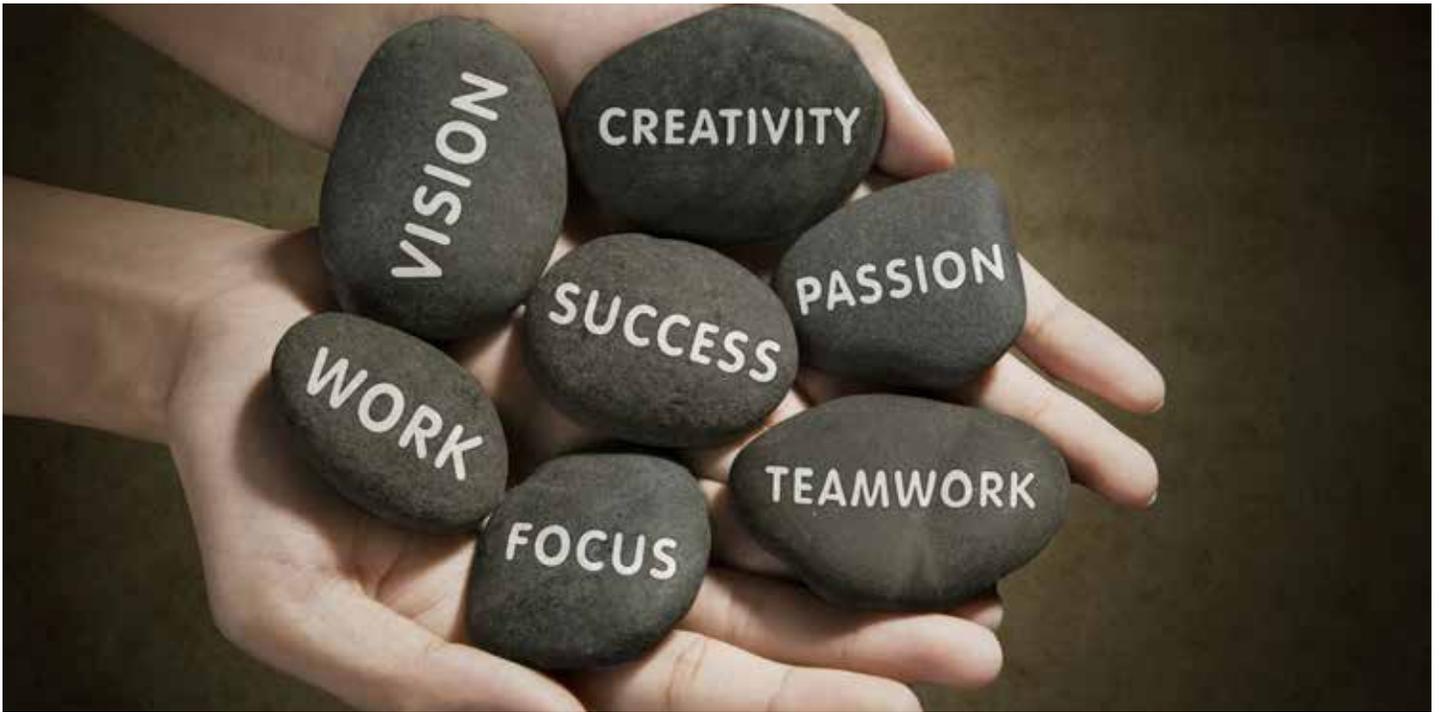
\*\*All Vemma bonuses will be calculated in USD and paid in local currency. Vemma will evaluate and modify when necessary the exchange rates on a monthly basis.



# CYCLE CREDIT CHART

Vemma® Product Purchase	Order Points	Vemma® Product Purchase	Order Points
Vemma® 1-Pack	25	Verve Bold 1-Pack	25
Vemma 2-Pack	50	Verve Bold 2-Pack	50
Vemma 4-Pack	100	Verve Bold 10-Pack	200
Vemma 10-Pack	200	Verve Zero Sugar ½-Pack	12.5
Vemma Nutri-Pack	50	Verve Combo ½-Pack	12.5
Vemma Co Q10	12.5	Verve Zero Sugar 1-Pack	25
Vemma Coral Calcium	12.5	Verve Zero Sugar 2-Pack	50
Vemma EPA 1000 Omega-3	12.5	Verve Zero Sugar 10-Pack	200
Vemma Variety Pack	12.5	Verve Combo 10-Pack	200
Vemma Renew™ ½-Pack	12.5	Bod•ē® Shake 1 Bag	12.5
Vemma Renew 1-Pack	25	Bod•ē Shake 2 Bags	25
Vemma Renew 2-Pack	50	Bod•ē Shake 4 Bags	50
Vemma Renew 10-Pack	200	Bod•ē Shake 10 Bags	200
V2 Fridge Brick®	25	Bod•ē Transformation Pack	35
V2 Fridge Brick 2-Pack	50	Bod•ē Extreme Transformation Pack	50
V2 Fridge Brick 4-Pack	100	Bod•ē Turbo 10-Pack	50
V2 Fridge Brick 10-Pack	200	Bod•ē Build 1-Pack	25
Verve® Energy Drink ½-Pack	12.5	Bod•ē Build 2-Pack	50
Verve Energy Drink 1-Pack	25	Bod•ē Build 10-Pack	200
Verve Energy Drink 2-Pack	50	Bod•ē Pro™ 24/7 Pack	75
Verve Energy Drink 10-Pack	200	Bod•ē Pro Trial Pack	12.5
Verve Energy Shot 1-Pack	25	Bod•ē Pro Fit Pack	50
Verve Energy Shot 2-Pack	50	Bod•ē Burn 1-Pack	25
Verve Energy Shot 4-Pack	100	Bod•ē Burn 2-Pack	50
Verve Energy Shot 10-Pack	200	Bod•ē Burn 10-Pack	200
Verve Energy Pack	50	Bod•ē Cleanse 1-Pack	10
Verve ReMIX™ ½-Pack	12.5	Bod•ē Cleanse 2-Pack	20
Verve ReMIX 1-Pack	25	Bod•ē Burn 3 oz 8-Pack	10
Verve ReMIX 2-Pack	50	Bod•ē Burn 3 oz 24-Pack	30
Verve ReMIX 10-Pack	200	Bod•ē Burn zero caffeine 3 oz 8-Pack	10
Verve ParTea® ½-Pack	12.5	Bod•ē Burn zero caffeine 3 oz 24-Pack	30
Verve ParTea 1-Pack	25	Bod•ē Rest zero caffeine 3 oz 8-Pack	10
Verve ParTea 2-Pack	50	Bod•ē Rest zero caffeine 3 oz 24-Pack	30
Verve ParTea 10-Pack	200	Vemma NEXT® 1-Pack	25
Verve Bold® ½-Pack	12.5	Vemma NEXT 2-Pack	50

\*Your success is dependent on your efforts and leadership abilities. The company has generally expected results which can be obtained by visiting vemma.com.



## CYCLE EARNINGS LEVELS

The cycle earnings levels only apply to the Cycle Commission and do not affect any other areas of income in the Vemma Compensation Plan. Once the Affiliate reaches the maximum cycle level earnings on that position for four (4) consecutive weeks, the Affiliate will be given one (1) new position above his or her maxed position. That position will have the same earning level limit, unless the Affiliate rank advances to the higher rank, as specified below. Up to two (2) positions maximum are allowed per Affiliate, four (4) individual positions per married couple.

EARNINGS LEVEL UP TO:	AFFILIATE RANK:
\$25,000 per week/\$1,300,000 USD per year	Affiliate — Royal Ambassador
\$30,000 per week/\$1,560,000 USD per year	Star Royal Ambassador and Above

Affiliates will not be eligible to receive some bonuses until they have qualified their sales organization by having 50 PV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases) every month, one (1) active Vemma Customer/Affiliate on their left team and one (1) active Vemma Customer/Affiliate on their right team whom they personally enrolled.

Affiliates below the rank of Platinum are considered active if they have 25 QV every month. Platinum and above Affiliates are considered active if they have a 50 QV every month.

After twenty-four (24) consecutive weeks without activity, the account will be terminated.\*

\*Volume period is defined as a Vemma business period beginning on Friday at 12:00 a.m. and ending at 11:59 p.m. on Thursday night.

## MATCHING COMMISSION

**Qualifications:** Active and qualified with 50 QV (volume associated 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases) every month in addition to four (4) personally enrolled active Customers/Affiliates, one (1) on the Affiliate's left team and one (1) on the right team, two (2) anywhere else on their team.

The Matching Commission pays the Enroller up to ten percent (10%) on all of their personally enrolled Affiliates' Cycle Commission paid amounts. If an Affiliate does not meet the eligibility requirements to earn it, the Matching Commission will compress to the first eligible upline Enroller.

An Affiliate cannot earn both Matching Commission and the Second Tier Matching Commission on the same downline Affiliate. In the case of compression of the Matching Commission due to the direct Enroller's ineligibility, the Second Tier Matching Commission will compress as well.

## SECOND TIER MATCHING COMMISSION

**Qualifications:** Active and qualified with 50 QV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases) every month in addition to six (6) personally enrolled active Customers/Affiliates, one (1) on the Affiliate's left team and one (1) on the right team, four (4) anywhere else on their team.

Affiliates earn on the people that they personally enrolled, plus they are eligible to earn up to ten percent (10%) Matching Commission on all of their personal enrollees' personally enrolled Affiliates' Cycle Commission earned amounts. If an Affiliate does not meet the eligibility requirements to earn it, the Second Tier Matching Commission will compress to the first eligible upline Enroller.

In the case of compression of the Matching Commission due to the direct Enroller's ineligibility, the Second Tier Matching Commission will compress as well.

## TIER MATCHING COMMISSION CAP

Earnings of the Matching Commission and Second Tier Matching Commission up to \$5,000 USD in a four (4) week rank advancement period will not require specific structure or rank qualifications. To be eligible to earn the Matching Commission and Second Tier Matching Commission in excess of \$5,000 USD in a four (4) week rank advancement period, an Affiliate must earn and maintain the "Paid As" rank of Platinum or higher.

"Word-of-mouth messages stand out in a person's mind...Quite simply, we find messages more believable and compelling when we hear them directly from other people, particularly people we know and respect."

— REGIS McKENNA,  
*Founder of the McKenna Group*

## BALANCED TEAM BONUS

**Qualifications:** Active and qualified with 50 QV (volume associated with 100% of the QV from your personally enrolled Customer(s) or Affiliate(s) purchases) every month along with two (2) personally enrolled active Customers/Affiliates, one (1) on each team. Additional requirements are shown in the table below.

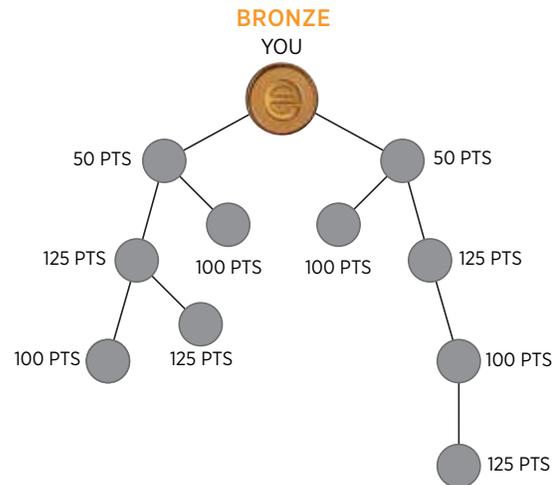
This bonus pays out at the end of each four (4) week rank advancement period based upon the paid ranks achieved during the current or previous rank advancement period. Balanced Team Bonus is prorated amongst all qualified participants based upon "Paid As" rank. The Balanced Team Bonus Pool encompasses approximately three percent (3%) of the sales generated from countries that participate in the Balanced Team Bonus. Balanced Team Volume accumulated in a four (4) week rank advancement period does not roll over to the next four (4) week period. The payout at each level may vary from period to period. Affiliates can participate in the pools at Bronze through Gold Balanced Team level for a period of no longer than twelve (12) months from the date they first achieve that Balanced Team level. At the diamond level Affiliates can participate in that pool for a period of no longer than Twenty-Four (24) months from the date they first achieve the Diamond Balance Team Level. Affiliates who do not meet the requirements for their current paid level may participate in a lower pool for which they meet the requirements.^

### BALANCED TEAM BONUS

#### "PAID AS" RANK: BRONZE

500 points consisting of Customer and Affiliate orders from enrollership volume on their left team and their right team.

Max Payout Per Share: Up to \$100



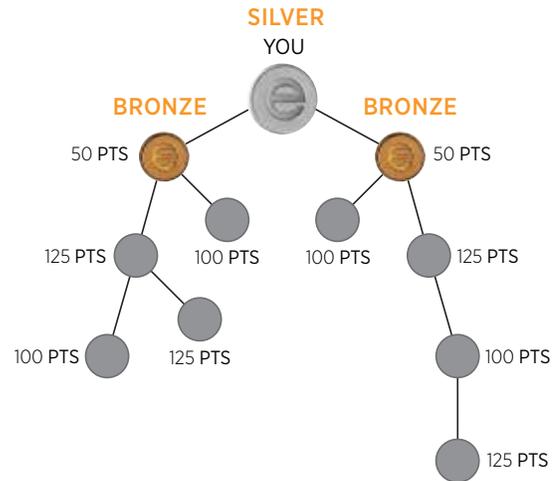
\*Affiliates with a "Paid As" rank of Bronze through Star Platinum are eligible to earn the Balanced Team Bonus at the Bronze through Diamond levels. Affiliates who reach the rank of Executive or above are no longer eligible to earn the Balanced Team Bonus.

## BALANCED TEAM BONUS

### “PAID AS” RANK: SILVER

Bronze\* on each team in the enrollment line and 500 points consisting of Customer and Affiliate orders from enrollership volume on their left team and their right team.

Max Payout Per Share: Up to \$200

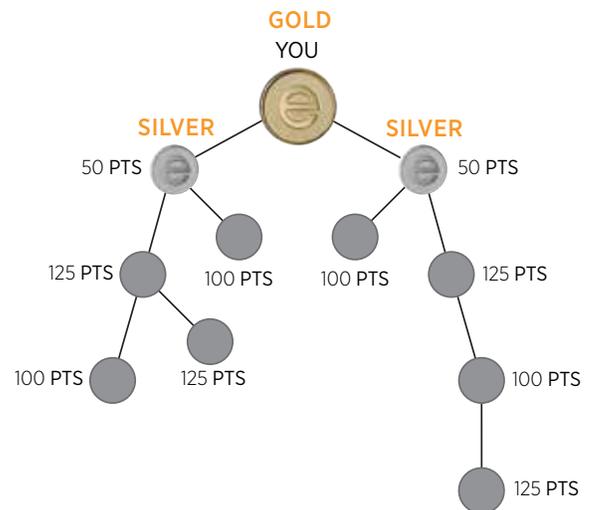


## BALANCED TEAM BONUS

### “PAID AS” RANK: GOLD

Silver\* on each team in the enrollment line and 500 points consisting of Customer and Affiliate orders from enrollership volume on their left team and their right team.

Max Payout Per Share: Up to \$300

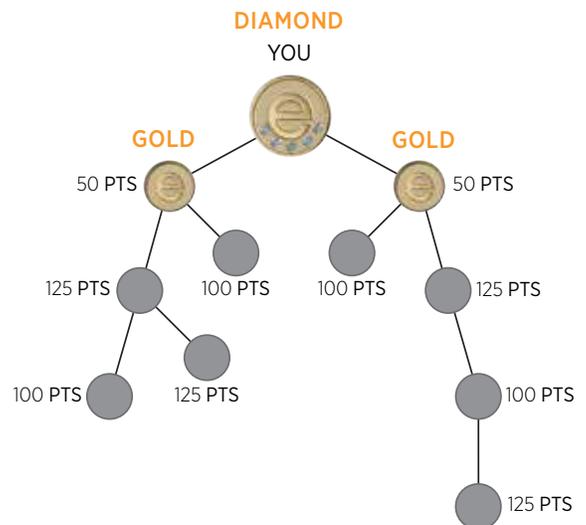


## BALANCED TEAM BONUS

### “PAID AS” RANK: DIAMOND

Gold\* on each team in the enrollment line and 500 points consisting of Customer and Affiliate orders from enrollership volume on their left team and their right team.

Max Payout Per Share: Up to \$400



\*The downline Affiliate's "Paid As" rank must be achieved and maintained by earning a certain number of cycles in a four (4) week rank advancement period as defined in the Rank Advancement section of the Vemma Compensation Plan.



## ▶ VEMMA LOYALTY PROGRAM

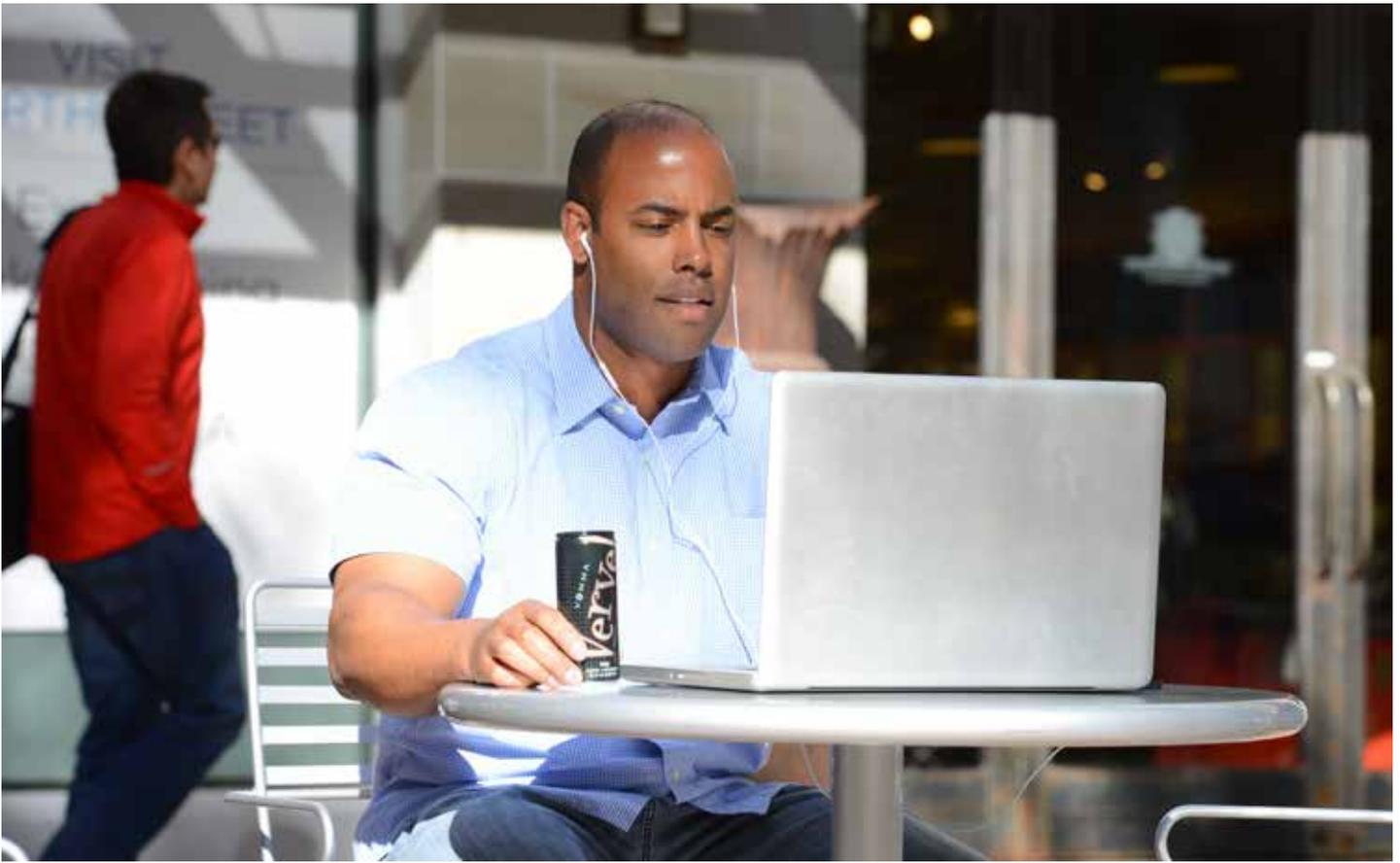
Eligibility is based on having an order of at least 25 QV per month for six (6) consecutive months or by placing a minimum 25 QV product order for six (6) consecutive months. Once a Customer or Affiliate has purchased their sixth consecutive monthly order, the Customer or Affiliate will receive a case of free product in the seventh month.\* Customer or Affiliate can continue to receive free product every six (6) consecutive months from the last redeemed free product order.

Customers or Affiliates currently qualified for the Customer Referral Program will be allowed to continue to receive the benefits of the Customer Referral Program until December 31, 2015 as long as they continue to meet the qualifications to earn free product through this program. Once a Customer or Affiliate does not qualify for the Customer Referral Program, the Customer or Affiliate will be transitioned into the Vemma Loyalty Program.\*\*



\*Free order will be the equivalent of the lowest order placed over the six-month qualifying period. Free product must be redeemed within two (2) months of the qualifying six-month period or it will be null and void. The free product amount will be either 25QV or 50QV after meeting the six-month qualification time frame. Free product does not carry qualifying volume (QV) or commissionable volume (CV).

\*\*The free products sent to Customers and Affiliates are subject to reporting on Form 1099-MISC. For Affiliates, the free product is considered taxable compensation for services. For the Customer, the free product is a taxable prize or award. In both cases, the amount of taxable income to the recipient is the fair market value of the merchandise.



## ONE-TIME RANK ADVANCEMENT REWARDS

After qualifying at a new rank (Silver through Star Executive) for two (2) consecutive four (4) week rank advancement periods, a one-time bonus will pay out.

### Two Four (4) Week Periods

Silver	\$100 USD
Gold	\$250 USD
Diamond	\$500 USD
Star Diamond	\$625 USD
Platinum	\$750 USD
Star Platinum	\$1,000 USD
Executive	\$1,500 USD
Star Executive	\$2,000 USD

After qualifying at a new rank (Presidential through Royal Ambassador) for four (4) consecutive four (4) week rank advancement periods, a one-time bonus will pay out. For Presidential through Royal Ambassador ranks, the Affiliate will need to maintain a minimum of one "Paid As" Star Platinum in their personally enrolled downline on each team of their business.

### Four Consecutive Four (4) Week Periods

Presidential	\$3,000 USD
Star Presidential	\$5,000 USD
Ambassador	\$10,000 USD
Star Ambassador	\$15,000 USD
Royal Ambassador	\$25,000 USD



# RANK ADVANCEMENT AWARD LEVELS

Rank Advancement and other recognition will be based on four (4) week periods and calculated when bonuses are run for the last week of the four (4) week period. This recognition will be posted in your Vemma Back Office approximately two (2) weeks after the bonus run. By earning a certain number of cycles in a four (4) week period, Affiliates can achieve various ranks and be recognized as a Leader!

Affiliates within their first four (4) week rank advancement period have the ability to accumulate cycles up to two (2), four (4) week rank advancement periods for Rank Advancement purposes.

LEADER RANK	QUALIFICATIONS	NUMBER OF CYCLES IN A FOUR (4) WEEK PERIOD
	Bronze	1
	Silver	5
	Gold	10
	Diamond	20
	Star Diamond	35
	Platinum	50
	Star Platinum	75
	Executive	100
	Star Executive	175



# RANK ADVANCEMENT AWARD LEVELS

## ELITE RANKINGS

LEADER RANK	QUALIFICATIONS	NUMBER OF CYCLES IN A FOUR (4) WEEK PERIOD
	Presidential	250
	Star Presidential	375
	Ambassador	500
	Star Ambassador	1,000
	Royal Ambassador	2,000
	*Star Royal Ambassador	4,000
	*Pinnacle Leader	6,000
	*Star Pinnacle	10,000
	*Royal Pinnacle	15,000
	*Legend	20,000

Vemma values recognition. Affiliates are eligible to earn special awards at each level. Achieve each rank two (2) consecutive four (4) week periods to qualify for Silver through Star Ambassador awards, and six (6) consecutive four (4) week periods to qualify for Royal Ambassador and above awards.

\*In addition to earning the required cycles in the four (4) week Rank Advancement period, you will need to meet the required structure to receive the Paid As rank. Star Royal Ambassadors must have two (2) Presidential enroller teams on the left team and the right team; Pinnacle Leaders must have three (3) Presidentials, enroller teams on the left team and the right team; Star Pinnacles must have three (3) Star Presidential enroller teams on the left team and the right team; Royal Pinnacles must have three (3) Ambassador enroller teams on the left team and the right teams; Legends must have three (3) Star Ambassador enroller teams on the left team and the right team.

