



SuccessPlan
CANADA
as of January 2016



ARBONNE

Contents

Arbonne SuccessPlan | Canada

Benefits	5
Qualification Programs	6
Maintenance Requirements	8
Summary	9
Definitions	10
Amendments	11

On the cover:

Arbonne Independent Consultants

Iain Pritchard

Executive National Vice President

Beth Malcook and daughter

Executive National Vice President

At left:

Arbonne Independent Consultants

Valerie Darien

Executive National Vice President

Sonya Shields

Executive National Vice President

Arbonne SuccessPlan | Canada

A harmonious balance of effort and reward

The Arbonne compensation plan, which Arbonne calls its SuccessPlan, is one of the most dynamic and generous compensation plans in the network marketing industry. From your first great day with an independent Arbonne business, you can begin to earn money. Whether your goal is to use and share the products, develop a retail Client or Preferred Client base, build and train an extensive network organization of Independent Consultants, or a combination of goals, the Arbonne SuccessPlan offers you lucrative rewards. The rewards include retail markup potential, Preferred Client commissions, cash bonuses, sales overrides, generation overrides, the Mercedes-Benz Cash Bonus Program, and travel and life insurance benefits.

Use the SuccessPlan to plan your success

Not only does the Arbonne compensation plan pay you for your success, its very structure helps you plan for your success, hence the name SuccessPlan. The SuccessPlan is designed to provide you with visible, manageable targets of achievement at each step of your Arbonne journey.

Take control of your future

In the corporate world, your pay raises and bonuses are determined by someone else. The Arbonne SuccessPlan is there to pay you for your business-building and product-retailing efforts. Let Arbonne help you get all the raises and bonuses you deserve!

Capitalized terms used throughout the SuccessPlan are defined on p. 10.



Emily Martin
Arbonne Independent Consultant
National Vice President

Shelly Nelson
Arbonne Independent Consultant
Executive National Vice President

Heidi Kniss
Arbonne Independent Consultant
Executive National Vice President

Katie Nelson
Arbonne Independent Consultant
District Managers

THESE POLICIES CONTAIN STATEMENTS REGARDING THE ARBONNE COMPENSATION PLAN. THERE ARE NO GUARANTEES REGARDING INCOME, AND THE SUCCESS OR FAILURE OF EACH ARBONNE INDEPENDENT CONSULTANT, LIKE ANY OTHER INDEPENDENT BUSINESS, DEPENDS UPON EACH ARBONNE INDEPENDENT CONSULTANT'S OWN SKILLS AND PERSONAL EFFORT.

Benefits

Independent Consultant

- Up to 35% retail commission from the resale of Arbonne products purchased from Arbonne at a 35% discount from the Suggested Retail Price (SRP) excluding non-commissionable items such as Business Aids, Sample Packs and Starter Kits.
- 15% Preferred commission on orders placed by personally registered Preferred Clients. This commission is paid on suggested retail price and is not applicable to discounted product promotions.
- Access to ongoing product specials, Arbonne incentives and other monthly promotions.

District Manager

Same benefits as an Independent Consultant, plus:

- 8% override on Central District Override Volume (OV).
- \$240 District Manager Cash Bonus with Central District sales of 5,000 Qualifying Volume (QV) and minimum five new Independent Consultants or Preferred Clients with at least 150 Personal Qualifying Volume (PQV) each in their Start Month.

Executive District Manager

Same benefits as a District Manager, plus:

- 8% override on 1st Generation District Managers' OV.
- 2% override on 2nd Generation District Managers' OV with two 1st Generation Districts.
- 1% override on 3rd Generation District Managers' OV with three 1st Generation Districts.

Area Manager

Same benefits as an Executive District Manager, plus:

- 6% override on Central Area OV.
- Receive the greater of the District Manager Cash Bonus or the \$480 Area Manager Cash Bonus with Central Area sales of 20,000 QV and minimum 10 new Independent Consultants or Preferred Clients with at least 150 PQV each in their Start Month.

Executive Area Manager

Same benefits as an Area Manager, plus:

- 6% override on 1st Generation Area Managers' OV.
- 1% override on 2nd Generation Area Managers' OV with two 1st Generation Areas.
- 1% override on 3rd Generation Area Managers' OV with three 1st Generation Areas.

Regional Vice President

Same benefits as an Executive Area Manager, plus:

- 3% override on Central Region OV.
- Receive the greater of the District Manager Cash Bonus, Area Manager Cash Bonus or the \$720 Vice President Cash Bonus with Central Region sales of 60,000 QV and minimum 30 new Independent Consultants or Preferred Clients with at least 150 PQV in their Start Month.
- \$960 Mercedes-Benz Cash Bonus with Central Region sales of 40,000 QV, a \$720 bonus with 35,000 QV, a bonus of \$480 with QV of 30,000 and a bonus of \$240 with 25,000 QV, including Promotion Credits. For every month Paid-As an RVP or as an RVP in Title Maintenance, an RVP is eligible for the Mercedes-Benz Cash Bonus Program when the RVP provides documentation that he or she has purchased or leased a white Mercedes-Benz automobile and has affixed the Arbonne car emblem to the automobile. The RVP will continue to receive the Mercedes-Benz Cash Bonus for so long as the RVP continues to own or lease a white Mercedes-Benz automobile with an Arbonne emblem affixed to it. If an RVP is reassigned to Independent Consultant rank under Section 3.8 of the Policies & Procedures, the RVP will no longer be eligible for the Mercedes-Benz Cash Bonus Program.

Executive Regional Vice President

Same benefits as a Regional Vice President, plus:

- 3% override on 1st Generation Regional Vice Presidents' OV.
- 2% override on 2nd Generation Regional Vice Presidents' OV with two 1st Generation Regions.
- 2% override on 3rd Generation Regional Vice Presidents' OV with three 1st Generation Regions.
- Arbonne Independent Consultant life insurance plan.

Benefits continued

National Vice President

Same benefits as an Executive Regional Vice President, plus:

- 1% override on Central Nation OV.
- \$1,200 Mercedes-Benz Cash Bonus with Central Nation sales of 160,000 QV, a \$960 bonus with 140,000 QV, a bonus of \$720 with 120,000 QV and a bonus of \$480 with 100,000 QV, including Promotion Credits. For every month Paid-As an NVP or as an NVP in Title Maintenance, the NVP will be eligible for the Mercedes-Benz Cash Bonus Program when the NVP provides documentation that he or she has purchased or leased a white Mercedes-Benz automobile and has affixed the Arbonne car emblem to the automobile. The NVP will continue to receive the Mercedes-Benz Cash Bonus for so long as the NVP continues to own or lease a white Mercedes-Benz automobile with an Arbonne emblem affixed to it. If an NVP is reassigned to Independent Consultant rank under Section 3.8 of the Policies & Procedures, the NVP will no longer be eligible for the Mercedes-Benz Cash Bonus Program.

Executive National Vice President

Same benefits as a National Vice President, plus:

- 1% override on 1st Generation National Vice Presidents' OV.
- 1% override on 2nd Generation National Vice Presidents' OV with two 1st Generation Nations.
- 1% override on 3rd Generation National Vice Presidents' OV with three 1st Generation Nations.
- 1% override on 4th Generation National Vice Presidents' OV with four 1st Generation Nations.
- 1% override on 5th Generation National Vice Presidents' OV with five 1st Generation Nations.
- 1% override on 6th Generation National Vice Presidents' OV with six 1st Generation Nations.

YOUR SUCCESSLINE =

ALL ARBONNE INDEPENDENT CONSULTANTS WHO HAVE BEEN SPONSORED BELOW YOU, NO MATTER HOW DEEP, REGARDLESS OF WHETHER THEY WERE PERSONALLY SPONSORED BY YOU OR SPONSORED BY ARBONNE INDEPENDENT CONSULTANTS BELOW OTHER ARBONNE INDEPENDENT CONSULTANTS

Qualification Programs

Qualified Status

In order to participate in management qualification programs and to receive overrides, bonuses and other incentives, Arbonne Independent Consultants must accumulate a minimum of 150 PQV each month and be in compliance with the Agreement. PQV includes the QV from sales to an Arbonne Independent Consultant's registered Clients and Preferred Clients and sales and purchases under an Arbonne Independent Consultant's own Arbonne ID. If an Arbonne Independent Consultant meets the qualification requirements to advance to the next rank, the process of reassignment takes place automatically at the end of the month of achievement and is effective on the first day of the following month. Levels of achievement are determined solely by the activity of each Arbonne Independent Consultant and his or her group activity.

Independent Consultant

Each Arbonne Independent Consultant qualifies to start an Arbonne business at the Independent Consultant rank by purchasing the Arbonne Independent Consultant Starter Kit and completing the Arbonne Independent Consultant Application & Agreement.

Preferred Clients and Clients may upgrade their registration with Arbonne to Independent Consultant status by purchasing the Arbonne Independent Consultant Starter Kit (available at a special reduced price for Preferred Clients) and completing the Arbonne Independent Consultant Application & Agreement. This will result in a change in the individual's rank from Preferred Client or Client to Independent Consultant as of the date of payment.

In order to maintain the Independent Consultant rank and receive related Independent Consultant benefits, Independent Consultants must meet ongoing activity requirements described on p. 8. Independent Consultants who do not meet these maintenance requirements will be assigned to Preferred Client rank provided they have paid the annual renewal fee within the last 12 months, or to Client rank if they have not renewed. Independent Consultants sponsored on or before January 31, 2009, qualify for and will maintain Independent Consultant rank, provided they renew their Agreement by paying the annual renewal fee.

Qualification Programs continued

District Manager

One-, two- or three-month qualification options

- When you accumulate 1,000 PQV — your personal sales — or 2,500 QV in a month, you will automatically enter into qualification for District Manager.

And to complete qualification:

- 6,000 QV in one month, 6,000 QV over two consecutive months, or 7,500 QV over three consecutive months.
- QV will be accumulated over the entire qualification period.
- Minimum 2,500 QV in the last month of the qualification period.
- Minimum 1,000 PQV accumulated in the qualification period.
- If applicable, Pick-up Credit of 650 QV for one or more personally sponsored, promoted, Paid-As District Manager(s) or above, 1st Generation, each month.

Executive District Manager

A District Manager who promotes a new District from Central District.

Area Manager

Two- or three-month qualification options

- 24,000 QV over two months or 30,000 QV over three months.
- Minimum 10,000 QV in the first and the last month of the qualification period, and
- Minimum 2,500 QV in Central District each month of the qualification period.
- QV will be accumulated over the entire qualification period.
- If applicable, Pick-up Credit of 2,500 QV for one or more promoted, Paid-As Area Manager(s) or above, 1st Generation District, each month.
- Maximum 10,000 QV from each 1st Generation Paid-As District Manager's entire SuccessLine, excluding volume from 1st Generation Districts' promoted-out Area Managers, during the qualification period. If your 1st Generation District Manager promotes to Area Manager during your qualification period, the 2,500 QV Pick-up Credit is included in the maximum 10,000 QV that may be counted over the qualification period.

Executive Area Manager

An Area Manager who promotes an Area from Central Area.

Regional Vice President

Two- or three-month qualification options

- 96,000 QV over two months or 120,000 QV over three months.
- Minimum 40,000 QV in the first and the last month of the qualification period.
- QV will be accumulated over the entire qualification period.
- If applicable, Pick-up Credit of 10,000 QV for one or more promoted, Paid-As Regional Vice President(s), 1st Generation Area, each month.
- Maximum 40,000 QV from each 1st Generation, Paid-As Area Manager's SuccessLine, excluding volume from 1st Generation Areas' promoted-out Regional Vice Presidents, during the qualification period. If your 1st Generation Area Manager promotes to Regional Vice President during your qualification period, the 10,000 QV Pick-up Credit is included in the maximum 40,000 QV that may be counted over the qualification period.

Executive Regional Vice President

A Regional Vice President will qualify for Executive Regional Vice President when he or she promotes a Region from his or her Central Region.

National Vice President

Two- or three-month qualification options

- 384,000 QV over two months or 480,000 QV over three months.
- Minimum 160,000 QV in the first and the last month of the qualification period.
- QV will be accumulated over the entire qualification period.
- If applicable, Pick-up Credit of 40,000 QV for one or more promoted, Paid-As National Vice President(s), 1st Generation Region, each month.
- Maximum 160,000 QV from each 1st Generation, Paid-As Regional Vice President's SuccessLine, excluding volume from 1st Generation Regions' promoted-out National Vice Presidents, during the qualification period. If your 1st Generation Regional Vice President promotes to National Vice President during your qualification period, the 40,000 QV Pick-up Credit is included in the maximum 160,000 QV that may be counted over the qualification period.

Executive National Vice President

A National Vice President who promotes a Nation from his or her Central Nation.

Maintenance Requirements

Independent Consultant

An Independent Consultant will maintain their rank and receive all of the benefits associated with that rank when they achieve 1,200 PQV during each 12-month period with Arbonne. We refer to this as the “12-in-12 Requirement.” Arbonne will measure each Independent Consultant’s PQV annually at the completion of each Anniversary Month to determine if he or she achieved 1,200 PQV during the past 12 full months, including his or her Anniversary Month just completed.

New Independent Consultants will begin accumulating an extra month of PQV to count toward their first 12-in-12 Requirement because the PQV they achieve during the calendar month they first register with Arbonne (which becomes their Anniversary Month each year) will be added to the volume measured during their first full 12-month period ending with their next Anniversary Month.

District Managers re-classified to Independent Consultant status during the year will be reviewed at the end of their next Anniversary Month to determine if they achieved 1,200 PQV during the prior 12 months, which may include months at which they held a different rank than Independent Consultant.

The 12-in-12 Requirement applies to all Independent Consultants sponsored after January 31, 2009. If an Independent Consultant does not meet this requirement as of the end of any such 12-month period, Arbonne will assign the Independent Consultant to the Preferred Client rank, if he or she has paid the annual renewal fee prior to the end of his or her Anniversary Month, or to Client rank, if he or she has not renewed. The only renewal requirement for Independent Consultants sponsored on or before January 31, 2009, is to renew his or her Agreement and pay the annual renewal fee prior to his or her Anniversary Month.

Manager and Vice President Monthly Requirements

Once promoted to Manager or Vice President, Independent Consultant Maintenance Requirements above are replaced with:

District Manager	2,500 QV in Central District
Area Manager	10,000 QV in Central Area
Regional Vice President	40,000 QV in Central Region
National Vice President	160,000 QV in Central Nation

Promotion Credits are made available to Regional and National Vice Presidents who have promoted-out Regions and Nations from their Central Regions and Nations, respectively. These Promotion Credits are automatically added to Central Region and Nation volume on a monthly basis.

- For each RVP promoted-out from your Central Region, 10,000 QV counts toward monthly Region QV maintenance requirements and Mercedes-Benz Cash Bonus Program.
- For each NVP promoted-out from your Central Nation, 40,000 QV counts toward monthly Nation QV maintenance requirements and Mercedes-Benz Cash Bonus Program.

Performance Account (PA) balances are determined based on the following criteria:

1. Upon promotion or reassignment from one rank to the next, your existing PA is set to zero and a two-month building period begins, during which all Central QV is deposited into your PA without any maintenance deduction.
2. When promoting someone from your Central to the same rank, a two-month building period goes into effect.
3. On an ongoing basis, PA balances will be maintained as follows:

Monthly Central QV	–	Monthly QV Requirement	=	Contribution to PA Balance
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Should the monthly QV requirement not be met, and the resulting PA balance is negative, the Manager or Vice President will qualify for all benefits associated with their rank that month; however, reassignment to the next lower rank will take place the first of the following month. Performance Accounts are not available below the District Manager title.

Title Maintenance and Reassignment

In order to participate in the rewards, incentives and other benefits associated with a particular title, an Arbonne Independent Consultant must be paid at that title and be in compliance with the Agreement. This Paid-As title is based on the Arbonne Independent Consultant’s performance in meeting qualification and maintenance requirements and may be different from the recognition title he or she currently holds according to the title maintenance reassignment schedule below.

In case of reassignment from one Paid-As title to the next, the former recognition title will be kept for a period of time according to the schedule below:

- District Manager title for 6 months following reassignment
- Area Manager title for 9 months following reassignment
- Vice President title for 12 months following reassignment

The process of reassignment to a former level takes place automatically at the end of the last month listed above and is effective on the first day of the following month. However, Arbonne Independent Consultants also may be reassigned with immediate effect upon notice by Arbonne to the Arbonne Independent Consultant pursuant to Sections 3.8 and 9.3 of the Policies & Procedures.

Arbonne Independent Consultant Annual Renewal

The term of the Agreement is one year. Each Arbonne Independent Consultant or Preferred Client must renew his or her Agreement with Arbonne every year prior to the end of his or her anniversary month by submitting the Annual Renewal Fee to Arbonne.

Summary

	Independent Consultant	District	Area	Region	Nation
Preferred Client Commission	15%	15%	15%	15%	15%
Central Group Override		8%	6%	3%	1%
1st Generation Override		8%	6%	3%	1%
2nd Generation Override		2%	1%	2%	1%
3rd Generation Override		1%	1%	2%	1%
4th Generation Override					1%
5th Generation Override					1%
6th Generation Override					1%

Think of each of these sections as separate “profit centres” for your business. As an Independent Consultant, you make a 15% commission on orders placed by personally registered Preferred Clients (based on SRP, excluding certain product promotions).

Once you become a District Manager, you now have a central group and overrides are paid on your entire District. Remember, you are part of your District, so the 8% override is now also paid on the OV for your personal sales and purchases through your Arbonne ID, as well as from the sales to your registered retail Clients and Preferred Clients.

Example:

To get paid at the 2nd and/or 3rd Generations (let’s look at District), you need to be as wide as you are deep. To get paid on a 2nd Generation District Manager (that’s two levels deep) in your organization, you need to have two District Managers at the 1st Generation level (two wide). To get paid on a 3rd Generation District Manager (that’s three levels deep), you must have three District Managers at the 1st Generational level (three levels wide).

Definitions

The following defined terms apply throughout the SuccessPlan and are capitalized where used:

Agreement: The contract between Arbonne and each Arbonne Independent Consultant, including the Independent Consultant Application & Agreement (as well as renewals thereof), the Policies & Procedures, the Arbonne SuccessPlan, the Independent Consultant Code of Ethics, Arbonne's online Legal Terms & Conditions (for those who enroll online) and Arbonne's Privacy Policy on Arbonne's website, each as may be amended by Arbonne from time to time as set forth in the Policies & Procedures.

Arbonne Independent Consultant: Any individual who has signed and submitted an Arbonne Independent Consultant Application & Agreement to Arbonne that is accepted by Arbonne. Under this definition, the term Arbonne Independent Consultant refers to and includes all Independent Consultants, Managers and Vice Presidents.

Bonuses, Overrides and Cash Awards: All bonuses, overrides and cash awards will be calculated at the end of the achievement month and paid the following month to all Arbonne Independent Consultants who qualified for such bonuses, overrides and cash awards.

Central Area: Your Central Area comprises your Central District and all the Districts below you that have not yet reached the level of Area. When one of your Arbonne Independent Consultants reaches the level of Area Manager, then that Arbonne Independent Consultant (new AM) and all Arbonne Independent Consultants and Districts beneath him or her promote out from your Central Area to form their own Central Area — they are then considered a promoted 1st Generation Area.

Central District: Your Central District comprises you, your personally sponsored Independent Consultants and all other Independent Consultants sponsored by them and so on. When one of your Independent Consultants reaches the level of District Manager (DM), then that Independent Consultant (new DM) and all Arbonne Independent Consultants beneath him or her promote out from your Central District to form their own Central District — they are then considered a promoted 1st Generation District.

Central Nation: Your Central Nation comprises your Central Region and all the Regions below you that have not yet reached the level of Nation. When one of your Arbonne Independent Consultants reaches the level of National Vice President, then that new National Vice President and all Arbonne Independent Consultants beneath him or her promote out from your Central Nation to form their own Central Nation — they are then considered a promoted 1st Generation Nation.

Central Region: Your Central Region comprises your Central Area and all the Areas below you that have not yet reached the level of Region. When one of your Arbonne Independent Consultants reaches the level of Regional Vice President, then that new Regional Vice President and all Arbonne Independent Consultants beneath him or her promote out from your Central Region to form their own Central Region — they are then considered a promoted 1st Generation Region.

Discount: The percentage deducted from the Suggested Retail Price (SRP) of Arbonne products to give the Arbonne Independent Consultant product cost (Business Aids and any product specials not included).

Generations: Whenever an Arbonne Independent Consultant in your SuccessLine achieves the level of District Manager or above, they promote out to form their own Central Group (District, Area, Region or Nation, depending on the level achieved) and become part of your 1st Generation. At this time, the promoted Arbonne Independent Consultant, their entire SuccessLine and their total Qualifying Volume (QV)/Retail Volume (RV), are no longer considered part of your Central Group. You will no longer be able to include their QV/RV in your Central Group override or Performance Account calculations, but their QV/RV will be available to you as 1st Generation overrides.

Override Volume (OV): Override Volume, on which overrides are calculated, is 65% of RV.

Paid-As: The rank at which you are paid within the Arbonne SuccessPlan with regard to overrides, bonuses and other incentives. This rank is based on your performance and may be different from the recognition title you currently maintain.

Personal Qualifying Volume (PQV): The QV achieved personally by an Arbonne Independent Consultant in a calendar month, including QV from sales to his or her registered Clients and Preferred Clients and sales and purchases under an Arbonne Independent Consultant's own Arbonne ID.

Personal Retail Volume (PRV): The retail value of products achieved by an Arbonne Independent Consultant in a calendar month, including RV from sales to his or her registered Clients and Preferred Clients and sales and purchases under an Arbonne Independent Consultant's own Arbonne ID.

Preferred Client: Preferred Clients register with Arbonne to purchase Arbonne products at a great value and participate in product promotions available to this special client base through the Preferred Client Program. Preferred Clients are not Arbonne Independent Consultants, and are not eligible to receive commissions or overrides, or sponsor others under the Arbonne SuccessPlan. QV generated by sales to a Preferred Client is included in the PQV of the upline registering Arbonne Independent Consultant.

Preferred Client Commission: Commission paid on orders placed by Preferred Clients will be calculated at 15% of the SRP of the orders, excluding product promotions. This commission will be paid monthly, to the first Arbonne Independent Consultant above the purchaser in the lineage at the time of the fully completed order.

Qualified Status: In order to participate in management qualification programs and in the various bonus and override programs, Arbonne Independent Consultants must accumulate a minimum of 150 in PQV each month and be in compliance with the Agreement.

Qualifying Volume (QV): Each Arbonne product carries a designated QV that is used to calculate qualifications, maintenance, product specials and campaign incentives. Starter Kits, Business Aids, Sample Packs and certain product specials have no QV.

Retail Volume (RV): RV is the volume used to calculate overrides. All Arbonne products carry a designated RV value that Arbonne Independent Consultants earn through the purchase and sale of those products. Please note that Starter Kits, Business Aids, sample packs and product specials have no RV.

Definitions continued

Start Month: The calendar month in which an individual first becomes an Arbonne Independent Consultant or Preferred Client.

Suggested Retail Price (SRP): The price suggested by Arbonne for the sale of Arbonne products to Clients. Arbonne catalogues, websites and other product marketing materials state the SRP for each Arbonne product. Sales of products at SRP enable Arbonne Independent Consultants to earn a retail commission.

SuccessLine: All Arbonne Independent Consultants who have been sponsored below an Arbonne Independent Consultant, no matter how deep, regardless of whether they were personally sponsored by such Arbonne Independent Consultant or sponsored by Arbonne Independent Consultants below them.

All currency is represented in Canadian dollars unless otherwise stated.

Amendments

Arbonne reserves the right to periodically amend or modify this SuccessPlan, the Policies & Procedures, Privacy Policy, and the Independent Consultant Application & Agreement (the Agreement). The Arbonne Independent Consultant agrees to abide by the Agreement and all amendments and modifications.

No Arbonne Independent Consultant of any status may alter, amend or waive any provision of the Agreement and any representation or statement to the contrary, or which is inconsistent with the foregoing, should not be relied upon and will not be binding on Arbonne.



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