

SALES COMPENSATION PLAN BROCHURE



NU SKIN[®]
THE DIFFERENCE. DEMONSTRATED.™



Nu Skin® is THE DIFFERENCE. DEMONSTRATED.™

By partnering with you, we continue to distinguish ourselves as the true leaders in global compensation.

Our vision is perfectly clear

To become the world's leading direct sales company by generating more income for our Distributor than any other company.



Important Notes:

- Please see the Glossary on the inside back cover for an explanation of terms used in this brochure.
- Commissions and sales bonuses are paid only to active Distributors. In order to qualify to receive a monthly bonus from the Company, you must have a minimum of 100 Personal Sales Volume (PSV) per month. In addition, Distributors in their month of Letter of Intent (LOI) and above must also have a minimum 50 PSV Automatic Delivery Rewards (ADR) order after discount included in their PSV. All bonuses and commissions also require retail sales to at least five individuals on a monthly basis.
- You must keep all records of retail sales for at least four years. Compliance with the retail sales requirements of the Company is randomly monitored by the Company. Each product purchased through an ADR order by non-Distributors or customers is automatically counted on a monthly basis towards retail sales requirements. Bonuses are never paid for recruiting. The only way to earn bonuses is through the sale of products.
- 80% of PSV must be sold or consumed prior to your next order.
- All bonuses are calculated on a monthly basis and deposited on or around the 25th of the following month.
- Generating meaningful compensation as a Distributor requires time, effort and commitment. There are no guarantees of financial success, only rewards based upon productivity.

- For information about average global Distributor commission at all levels, contact the Company and request the document entitled "Distributor Compensation Summary".
- The only requirement to become a Distributor is a once-only registration fee or a minimum 50 PSV ADR after discount included in their PSV. All product purchases are optional.
- To convert a sales volume point to commission in local currency, the Company uses an Exchange Rate Multiplier (ERM). The ERM is used to equate sales volume generated by your sales organisation globally into your commission payout, which is paid in your local currency. The ERM is a standard exchange rate set against the US dollar, which is the primary currency of Nu Skin Enterprises (NSE).

For Distributors who have signed up on Automatic Delivery Programme (ADP) prior to the launch of the ADR on 01 September, 2009 and have a grandfathered monthly ADP order of minimum 50 PSV before discount included in their PSV, these Sales Compensation Plan requirements also apply. For further information on grandfathered ADPs, please contact your local Customer Service.

STEP 1 – GETTING STARTED

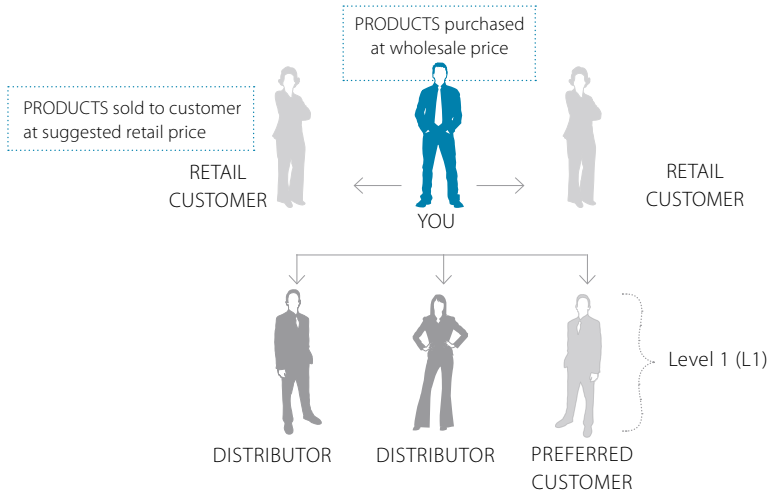
RETAIL PROFITS, VOLUME COMMISSIONS AND FAST-START PAYMENTS

To become a NSE Distributor, you must complete and sign a Distributor Agreement. If you have questions, ask the person who introduced you to the business or contact your local Nu Skin® office for more information.

RETAIL PROFITS

Distributors may purchase products from the Company at a substantial discount and sell them to their customer at a retail price. The Company has suggested a retail price for each product. All Distributors are independent contractors and are free to establish their own retail prices.

Your NSE Dreams website is a great online tool to facilitate customer sales world wide. As you direct customer to your NSE Dreams website you will earn commission from every purchase made from your site as well as up to 30% in retail profit (the Company will keep 15% of the gross retail profit to cover the handling and shipping costs of the customer orders). All retail orders made through a NSE Dreams website are sold at the Company suggested retail price.



VOLUME COMMISSIONS

Personally sponsor Distributors and Preferred Customers to earn 5% commission on your first level sales. This is known as the Level 1 (L1) Bonus*. NSE has assigned each product a value in points. The sum of the point value generated by you, your Distributors and your Preferred Customers is important for your commission. To qualify for the L1 Bonus, you must have a minimum of 100 PSV and at least five retail sales per month.

* L1 Bonus is not paid on the PSV of roll-up Distributors or Preferred Customers on your level 1.

FAST-START PRODUCT PACKAGES – MAXIMISE YOUR EARNINGS

Earn Fast-Start Payments (payment from the sale of Fast-Start Product Packages) when you duplicate your business. When your Distributors and retail customers purchase Fast-Start Product Packages* from the Company you earn the Fast-Start Payments (payment from the sale of Fast-Start Product Packages).

Fast-Start Product Packages are designed to get new Distributors off to a flying start: they contain a selection of the best-selling NSE products in one convenient package and at an attractive price; additionally, they offer extra earning potential. When a Fast-Start Product Package is sold everybody wins.

See the example below:

Your personally sponsored Distributor or Preferred Customer purchases the package directly from the Company

- €250	Product Package price paid by the Distributor
- 200 PSV	Earned by the Distributor
- €50	Fast-Start Payments (payment from the sale of Fast-Start Product Packages).

*The content, price, PSV and Fast-Start Payments (payment from the sale of Fast-Start Product Packages) may vary between countries.

Please contact your local Nu Skin® office for details.

The purchase and retailing of Fast-Start Product Packages is optional.



EARNINGS POTENTIAL

As a Distributor you can earn:

- Up to 30% profit on retail customer sales.
- L1 Bonus of 5% based on the monthly PSV of all personally sponsored Distributors and Preferred Customers.
- Fast-Start Payments (Payment from the sale of Fast-Start Product Packages).

BUSINESS TIP

Sign up customers and Distributors with an ADR to generate recurring sales volume that will help stabilise and maximise your earnings.

STEP 2 – LEADERSHIP DEVELOPMENT

FOUNDATION FOR YOUR FUTURE

Build your sales organisation and become an Executive Leader by completing the three month Executive qualification requirements:

Month 1 requirements Submit a LOI*

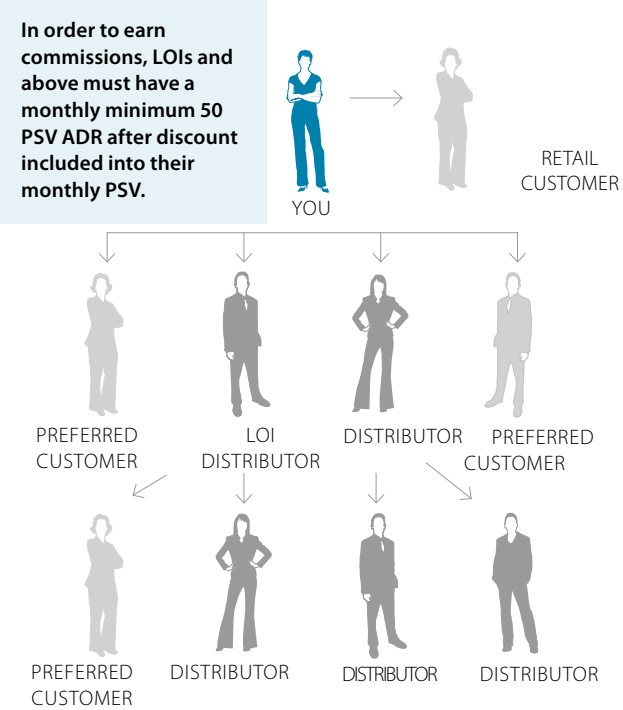
Generate min. 100 PSV and min. 1,000 GSV

Month 2 requirements Qualifying Executive (Q1)

Generate min. 100 PSV and min. 1,500 GSV

Month 3 requirements Qualifying Executive (Q2)

Generate min. 100 PSV and min. 2,000 GSV



*The first time a Distributor achieves 1,000 Group Sales Volume (GSV), a LOI will be automatically submitted. No further paperwork is required. If a Distributor has had a LOI submitted in the past and wishes to enter Executive qualification again, the Distributor must submit a new LOI form to the Company.

NB! See the chart on the opposite page for who counts whom, as Distributors, LOIs and Qualifying Executives do not count volume from a downline who is in their Qualifying Executive months.

EARNINGS POTENTIAL

During Executive qualification you can earn:

- Up to 30% profit on retail customer sales.
- L1 Bonus of 5% based on the monthly PSV of all personally sponsored Distributors and Preferred Customers.
- Fast-Start Payments (Payment from the sale of Fast-Start Product Packages).
- Shares in the region-wide Mega Performance Bonus Pool.
(This is supplementary to the Sales Compensation Plan. See details on page 10.)

Who Counts Whom

The following chart explains who in your downline you may count towards your GSV requirement as you proceed through qualification and for additional bonuses.

		YOUR TITLE					
DOWNLINE TITLE		Distributor	LOI (Month 1)	Q1 (Month 2)	Q2 (Month 3)	Executive	Provisional Executive
	Distributor	*	*	*	*	*	*
	LOI (Month 1)	*	*	*	*	*	*
	Q1 (Month 2)					*	*
	Q2 (Month 3)					*	*
	Executive						
	Provisional Executive						

EARNINGS POTENTIAL

Once you have successfully qualified as an Executive, you can earn:

- The same as during Executive Qualification
- PLUS**
- A monthly Executive Bonus (EB) on your total Group Sales Volume (GSV).

In order to earn commissions, you must have a monthly minimum 50 PSV ADR after discount included into your monthly PSV.

EXECUTIVE BONUS

YOUR GSV =	YOU EARN =
2,000 – 2,999	9%
3,000 – 4,999	10%
5,000 – 9,999	11%
10,000 – 14,999	12%
15,000 – 24,999	13%
25,000 – 49,999	14%
50,000 +	15%

STEP 3 – NU SKIN ENTERPRISES' REVOLUTIONARY WEALTH MAXIMISER

ENSURES THE MAXIMUM PAYOUT FOR YOU

Once you have achieved the level of Executive, you will benefit from the revolutionary NSE Wealth Maximiser. The innovative Wealth Maximiser features two alternative methods of payment and **automatically pays you via the calculation which earns you the most each month.**

As your downline Distributors create their own organisations and successfully complete Executive qualification, they are considered as Breakaway Executives. If there are no other Executives between you and these Breakaway Executives, regardless of the number of Distributor levels between you, they are considered to be your first generation Breakaway Executives (frontline or G1 Executives).

Volume Maximiser

Receive the Extra Executive Bonus (EEB) PLUS a Double Generation 1 Bonus (DBLG1).

EXTRA EXECUTIVE BONUS (EEB)	
YOUR MINIMUM GSV	BONUS
3,000	5% commission on your GSV
+	
DOUBLE G1 BONUS (DBLG1)	
YOUR MINIMUM GSV	BONUS
3,000	10% commission on your G1 sales volume

In order to utilise the Volume Maximiser calculation you must have at least 3,000 GSV. If your volume is between 2,000 and 2,999 you will receive a 2.5% Breakaway Bonus and you will not receive the EEB nor the Double G1 Bonus.

Depth Maximiser

Receive the Breakaway Executive Bonus.

Earn up to 5% commission on the GSV of your Breakaway Executive Groups up to six generations (G1-G6) deep in your organisation.

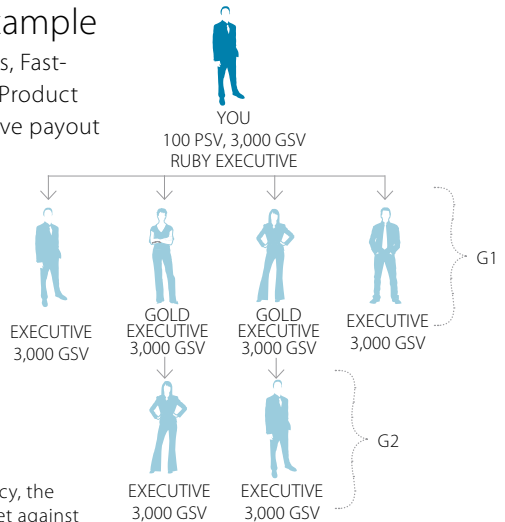
RECOGNITION TITLES

	Gold	Lapis	Ruby	Emerald	Diamond	Blue Diamond
Number of first generation Breakaway Executives						
	1	2 3	4 5	6 7	8 9 10 11	12
G1	5%	5%	5%	5%	5%	5%
G2						
G3						
G4						
G5						
G6						

Wealth Maximiser Bonus Payout Example

In the examples below, you receive your retail profits, Fast-Start Payments (Payment from the sale of Fast-Start Product Packages), L1 and EB in both cases, plus the respective payout from either the Volume or the Depth Maximiser.

VOLUME MAXIMISER		OR	DEPTH MAXIMISER	
EEB at 5%	\$150		G1 at 5%	\$600
DBLG1 at 10%	\$1,200		G2 at 5%	\$300
Total	\$1,350		Total	\$900



To convert a sales volume point to commission in local currency, the Company uses an ERM. The ERM is a standard exchange rate set against the US dollar, which is the primary currency of NSE. Contact your local Nu Skin office for details on the current ERM for your market.

EXECUTIVE MAINTENANCE REQUIREMENTS

An Executive is required to meet monthly Executive Maintenance Requirements of minimum 100 PSV and minimum 2,000 GSV to maintain Executive position and to receive the Executive bonuses. As an Executive, in order to earn commissions, you must have a monthly, minimum 50 PSV ADR order after discount included into your PSV.

The first time GSV falls below 2,000 GSV, a Pin Title Grace Month will be provided. During a Pin Title Grace Month, an Executive receives the L1 Bonus if they have 100 PSV including an ADR with a minimum of 50 PSV after discount, Fast-Start Payments (payment from the sale of Fast-Start Product Packages) and retail profits, but not the Executive bonuses. Each Executive is entitled to one Pin Title Grace Month within a 12-month period. For example, if the Executive takes a Pin Title Grace Month in May, the next time the Executive can take one is May of the following year.

Executives who fail to meet their maintenance requirements and who have already used their Pin Title Grace Month will be titled Provisional Executive. Provisional Executives are considered as Executives for genealogy purposes: they count as Breakaway Executive to their upline, GSV is not included in their upline's GSV and their Breakaway Executives do not roll up to the Executive upline.

Provisional Executive status is available once per Executiveship. A Provisional Executive keeps all of their own Breakaways in addition to counting as a Breakaway Executive to their upline. A Provisional Executive's GSV is not included in their upline's GSV. A Provisional Executive account can be paid the L1 Bonus of 5% for up to three (3) consecutive months as well as Fast-Start Payments and retail profits, but not the Executive Bonuses. If at any time during the three months the Provisional Executive meets their Executive Maintenance Requirements, they will be immediately promoted to and paid as an Executive in that same month.

If a Provisional Executive is promoted back to Executive and fails again to maintain Executive status, and has already used their periodical Pin Title Grace Month, they will be demoted to Distributor (a "Demoted" Executive or "DEXEC").

Those who fall from Executive to Distributor and qualify as an Executive again, at a later date, must wait at least 12 months after the completion of the most recent Provisional Executive cycle before using it again. If a fallen Executive uses the Executive Re-entry option (see Executive Re-entry for details) to retain their previous Executiveship, they are not eligible to reuse Provisional Executive status. The Executive Re-entry option is automatic. In case an Executive or above who has already used their Provisional Executive option, would like to use it again (after the 12 months waiting period is over and they do not want to go through Executive Re-entry), they must let their Account Manager know in writing before the Executive Re-entry period is over so that the request may take effect. With this option, former Breakaways and Qualifying Executives would break from the first eligible upline of the requestor.

Executive Re-entry Programme: Executives will be required to complete the entire Executive qualification process again to regain Executive status. If the Demoted Executive regains their Executive title within six months of having been demoted, they regain their Breakaway Executives. Executive Re-entry is only allowed once per Executiveship.

BLUE DIAMOND BUSINESS BUILDER ACCOUNT



A Blue Diamond Business Builder Position (BBP) will be established for Blue Diamond Executives once they have achieved and subsequently maintained Blue Diamond status (minimum 12 frontline (G1) Executives) for two consecutive months.

This exciting BBP is placed on your first level and allows you to receive additional commission on the sales volume of newly created Executive Breakaway groups. (The BBP will not count as a first generation Breakaway Executive for the purpose of maintaining your pin title.) The BBP account cannot accumulate PSV and sales volume for L1 or other bonuses with the exception of the Breakaway Bonus. All volume of the BBP account will be rolled up to the parent account (your Blue Diamond Executive account).

As new Distributors sign up under this BBP and you train them to become Breakaway Executives, you can earn up to 5% additional Breakaway Bonus on your new generations of Executives.

Your BBP is maintained as long as you meet the Blue Diamond Executive requirements. If these requirements are not met, the BBP position is withdrawn and any Breakaway Executives under the BBP position move into the G1 for commission purposes.

Group Sales Volume produced by Distributors sponsored under your BBP account will be combined with the GSV from your parent Blue Diamond account for Executive Maintenance Requirement purposes and to determine Executive Bonuses.

Contact your Account Manager for more details on how to manage your BBP account when you become a Blue Diamond Executive.



AMERICAS, EUROPE AND SOUTH PACIFIC MEGA PERFORMANCE BONUS POOL

In addition to the Sales Compensation Plan, the Mega Performance Bonus Pool provides all participants with an opportunity to earn a share of the total commissionable revenue from the Americas, Europe and South Pacific markets of NSE. As this incentive is not part of the Sales Compensation Plan it may be modified or discontinued at any time with 30 days notice from the Company.

Qualifying Executives and Executives are eligible to earn shares based on commissionable sales from Canada, Europe, Israel, Russia, South Africa, South Pacific, Latin America and the United States. Participants must meet monthly maintenance volume requirements for their pin title, have a personal minimum 50 PSV ADR order after discount in order to earn shares as outlined below.

Distributors in the LOI month (first month of Executive qualification) cannot earn shares and participate in this pool.



MINIMUM SHARES REQUIRED TO PARTICIPATE		
Shares are earned each month based on the following criteria		
MIN. 4 SHARES FOR QUALIFYING EXECUTIVES	1 SHARE =	<ul style="list-style-type: none"> • 1 Circle Group Distributor completing their LOI Month*
MIN. 6 SHARES FOR EXECUTIVES	1 SHARE =	<ul style="list-style-type: none"> • 1 Circle Group Distributor completing their LOI Month* <p>OR</p> <ul style="list-style-type: none"> • 1 Circle Group Distributor completing their Qualifying Executive month Q1 or Q2

*The GSV of the LOI must be unencumbered, which means that their GSV must be independent from the GSV of any downline LOI in order to count as a share to the upline.

Notes for Mega Performance Bonus Pool

The LOIs and Qualifying Executives must be from one of the above mentioned countries in order to count as a share for the upline.

A Distributor in LOI month must meet the GSV requirement independent of the volume from any other Circle Group LOIs. Volume will count for the uplines according to the Who Counts Whom chart, but shares for the pool will only be allocated based on unencumbered volume. Depending on organisation structure, the LOI may count as a share for both a Qualifying Executive and Executive.

Distributors in the LOI Month and Qualifying Executive Months must meet the qualification volume requirements to count as a share for the upline. Participants may only count shares for a downline LOI one time in six months. For example, if an upline counts a LOI share in November and the Distributor does not complete qualification but submits a LOI again in March, the upline cannot count the LOI share in March.

The value of each bonus pool share fluctuates monthly based upon the number of shares earned, the number of participants and the total commissionable sales of the participating markets. The total percentage of commissionable sales from participating markets is divided by the shares earned to calculate per share value. The sales are divided by the number of shares and are paid based on number of shares earned.



GLOSSARY

Active Requirement: In order to qualify for any bonus under the Sales Compensation Plan, obtain 100 PSV and make five retail sales per month. Qualifying Executives and above also need to have a monthly ADR order with a minimum of 50 PSV after discount included in their PSV to meet the monthly requirements set by the Sales Compensation Plan and earn bonuses.

ADR: Automatic Delivery Rewards: Select a monthly automatic delivery order of NSE products or a monthly donation to Nourish the Children® and receive rewarding benefits for your loyalty.

Breakaway Executive: A Distributor who has completed Executive Qualification and broken away from their upline, meaning that the sales volume of the new Executive and their circle group no longer count toward their upline's GSV. When this event occurs, the upline Executive can qualify to receive the Breakaway Bonus on the GSV of their new Breakaway Executive. To recapture a Breakaway Executive, the upline Executive's qualification date must be on or before the roll-up Breakaway Executive's date.

BEB: Breakaway Executive Bonus is a bonus that offers up to 5% earnings on the sales volume of each generation level based on the total number of G1 Breakaway Executives (see chart on Step 3). To receive a 5% Breakaway Executive Bonus, an Executive must have at least 3,000 GSV. If the GSV falls between 2,000 and 2,999, then the Breakaway Executive Bonus will be paid at 2.5% on the G1 to G6 Breakaway Executive's GSV for that month.

Circle Group: For non-Executives, a Circle Group consists of all retail customers, Preferred Customers and Distributors. For Executives, a Circle Group includes all retail customers, Preferred Customers, Distributors and Qualifying Executives.

Commission: An amount you get paid based on your product sales.

DBLG1: Double G1 Bonus is a bonus that offers 10% earnings on the total GSV of G1 Executives. To receive a 10% Double G1 Bonus, an Executive must have at least 3,000 GSV. This bonus is only paid in accordance with the Volume Maximiser calculation if it contributes to the higher payout of the two alternatives.

DEXEC: Demoted Executive is an Executive who has failed to maintain Executive requirements and is in the process of being demoted back to Distributor. This usually occurs if Provisional Executive status has already been used during the Executiveship.

EB: Executive Bonus is a bonus earned monthly on your total GSV. Executive Bonuses range from 9% to 15% depending on total GSV.

EEB: Extra Executive Bonus is a bonus that offers an additional 5% earnings on your GSV. To receive this extra 5% Extra Executive Bonus, an Executive must have at least 3,000 GSV (see chart on Step 3). This bonus is only paid in accordance with the Volume Maximiser calculation if it contributes to the higher payout of the two alternatives.

Executive Re-entry: The process by which fallen Executives complete the qualification process again and regain Executive status. If an account who was once an Executive goes through qualification and passes to Executive within six months of falling to Distributor, they will recapture their former Breakaway organisation. While an account can go through qualification as many times as they like, the option to recapture one's Breakaway organisation is only available during the first six months after falling to Distributor.

Fast-Start Payment: The Fast-Start Payment is earned by selling corporately approved Fast-Start Product Packages to newly sponsored customers and Distributors.

G1: Generation 1 refers to your first generation of Breakaway Executives.

GSV: Group Sales Volume represents the total PSV in your Circle Group, including your own PSV, for a given month.

LOI: Letter of Intent is a letter showing a Distributor's intention to become an Executive. In the US and Europe, a formal letter is no longer required. A Distributor will automatically be put in to Executive qualification once they meet the requirements for Month 1 (referred to as the LOI Month). During their first month of Executive Qualification, a Distributor is often referred to as a "LOI." A LOI is not the same as a Qualifying Executive (Q1, Q2), although both are in qualification to become an Executive. If a Distributor has been a Qualifying Executive in the past and wishes to enter Executive Qualification again, the Distributor must submit a formal LOI to the Company.

L1: Level 1 includes all accounts that are currently sponsored by a Distributor regardless of title.

Level 1 (L1) Bonus: A 5% bonus paid based on the PSV of all personally sponsored accounts. L1 Bonus is paid only to Distributors that fulfil the Active Requirements.

Mega Performance Bonus Pool: Qualifying Executives

and Executives may earn a share of the Americas, Europe and South Pacific commissionable sales through the Mega Performance Bonus Pool. The Mega Performance Bonus Pool incorporates monthly commissionable volume from the United States, Canada, Europe, Russia, Israel, South Africa, Latin America and the South Pacific.

Pin Title Grace Month: If an Executive fails to meet Executive Maintenance Requirements, they may take a grace month and maintain their Executive status. Each Executive is entitled to one grace month per 12-month rolling calendar period. For example, if you use a grace month in May, the next time you can take one is May of the following year. Executive bonuses will not be paid during a grace month. An Executive may earn the L1 Bonus during a grace month if they meet the minimum activity requirements.

Preferred Customer: A Preferred Customer is a non-Distributor who is entitled to purchase products from the Company at a discounted price.

PSV: Personal Sales Volume is the monthly point value of the products and services you purchase from the Company primarily for retail sale or personal consumption. PSV includes points from purchases made directly from the Company by your personal retail customers.

PEXEC: Provisional Executive is an Executive who has not met Executive Maintenance Requirements and has already used their grace month. A PEXEC keeps all of their own Breakaways in addition to counting as a Breakaway Executive to their upline. A PEXEC's GSV is not included in their upline's GSV. An account may be a PEXEC for up to three consecutive months. If a PEXEC meets Executive Maintenance Requirements, they will be immediately promoted to an Executive in the month that they meet the requirements.

QEXEC: Qualifying Executive (Q1, Q2) is a Distributor who has successfully passed their first month of Executive qualification (called a LOI Month) and is now fully on track to qualifying as an Executive Distributor for NSE (see chart in Step 2 for monthly requirement details).

Retail Customer: A retail customer is a non-Distributor who purchases products at retail price from a Distributor or from the Company. Volume from product purchases made through the Company by retail customers assigned to a Distributor account are counted towards the sponsor's PSV.

Roll-up Breakaway Executive: A Breakaway Executive in your G1-G6 who, because their upline Executive fails to maintain their Executive status, rolls up to the next eligible upline Executive. To recapture a Breakaway Executive, the upline Executive's qualification date must be on or before the roll-up Breakaway Executive's date.

Roll-up GSV: When a first-level (G1) Breakaway Executive falls to Distributor, the GSV of that fallen Breakaway Executive rolls-up in to their upline's GSV. The portion of one's GSV that comes from fallen Breakaway Executives is called "roll-up GSV." This only applies to uplines who have Breakaway Executives in markets that do not participate in the PEXEC programme. The DEXEC's GSV will not roll up until the following month when their title is Distributor.

Sponsor: A Distributor who personally recruits another Distributor or Preferred Customer to sign up in their L1.

Wealth Maximiser: A bonus calculating component of the Sales Compensation Plan that will automatically pay the higher of two alternate bonus calculations: Volume Maximiser (including Extra Executive Bonus + Double G1 Bonus) OR Depth Maximiser (including Breakaway Executive Bonus).

Notes:

- Qualification for all bonuses requires retail sales to at least five individuals on a monthly basis. You must keep all records of retail sales for at least four years.
- Compliance with the retail sales requirements of the Company is randomly monitored.
- Each product purchased through ADR orders by non-Distributors or customers is automatically counted on a monthly basis toward retail sales requirements.
- Bonuses are never paid for recruiting. The only way to earn bonuses is through the sale of products.
- All bonuses are calculated on a monthly basis and mailed or deposited on or about the 25th of the following month.



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