

ARBONNE®



SuccessPlan | Australia

as of January 2010

pure, safe, beneficial.™ 



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Arbonne SuccessPlan | Australia



A harmonious balance of effort and reward

The Arbonne SuccessPlan is one of the most dynamic and generous compensation plans in the network marketing industry. From your first day in the Arbonne business, you can begin to earn money. Whether your goal is to develop a retail Client base, build and train an extensive network organisation or a combination of both, the Arbonne SuccessPlan offers you lucrative rewards. The rewards include: Retail profit potential, cash bonuses, sales overrides, generation overrides, Mercedes-Benz Cash Bonus Program, incentive travel benefits and recognition for your achievement.

Use the SuccessPlan to plan your success

Not only does the plan reward 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 reward raises and bonuses are determined by someone else. The Arbonne SuccessPlan is there to pay you for your product-retailing efforts. Let Arbonne help you get all the raises and bonuses you deserve! Capitalized terms used throughout the SuccessPlan are defined on page 11.

SuccessPlan Benefits

Preferred Client

- 20% discount from the Recommended Retail Price (RRP) on all Arbonne products.
- 4% override on the Override Volume (OV) of all personally sponsored Preferred Clients/Consultants. Available at the Preferred Client and Consultant level only.
- Access to ongoing Product Specials and other monthly promotions.

Consultant

- 35% discount from the RRP on all Arbonne products.
- 15% Preferred Client Commission on Retail Volume (RV) orders, excluding RV on product promotions, placed by your personally sponsored Preferred Clients. Potential for additional Preferred Client Commissions on qualifying RV of Preferred Clients who are not serviced by another Consultant.
- 4% override on the Override Volume (OV) of all personally sponsored Preferred Clients/Consultants. Available at the Preferred Client and Consultant level only.
- Access to ongoing Product Specials, Arbonne Select Awards Program (ASAP) and other monthly promotions, and participation in the Arbonne Awards program.

District Manager

Same benefits as the Consultant level, plus:

- 8% override on Central District Override Volume and replaces the 4% personally sponsored Consultant override.
- \$250 District Manager Cash Bonus with Central District QV of 5,000 and minimum five new Independent Consultants with at least 150 PQV in their Start Month.

Executive District Manager

Same benefits as a District Manager, plus:

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

Area Manager

Same benefits as the Executive District Manager level, plus:

- 6% override on Central Area Override Volume.
- \$500 Area Manager Cash Bonus with Central Area QV of 20,000 and minimum 10 new Independent Consultants with at least 150 PQV in their Start Month, receive the greater of the District or Area Cash Bonus.

QUALIFIED STATUS

IN ORDER TO PARTICIPATE IN MANAGEMENT QUALIFICATION PROGRAMS AND IN THE VARIOUS BONUS AND OVERRIDE PROGRAMS, INDEPENDENT CONSULTANTS, MANAGERS AND VICE PRESIDENTS MUST ACCUMULATE A MINIMUM OF 100 PERSONAL QUALIFYING VOLUME (PQV) EACH MONTH AND BE IN COMPLIANCE WITH THE AGREEMENT (AS DEFINED ON PAGE 11).

Executive Area Manager

Same benefits as an Area Manager, plus:

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

Regional Vice President

Same benefits as the Executive Area Manager level, plus:

- 3% override on Central Region Override Volume.
- \$750 Vice President Cash Bonus with Central Region QV of 60,000 and minimum 30 new Independent Consultants with at least 150 PQV in their Start Month, receive the greater of the Region, Area or District Cash Bonus.
- \$1,100 Mercedes-Benz Cash Bonus with Central Region QV of 40,000, an \$800 cash bonus with QV of 35,000, a bonus of \$550 with QV of 30,000 and a bonus of \$300 with QV of 25,000, including Promotion Credits. For every month paid-as a Regional Vice President or as a Regional Vice President 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 for so long as the RVP continues to own or lease a white Mercedes-Benz.

Executive Regional Vice President

Same benefits as a Regional Vice President, plus:

- 3% override on 1st Generation Regional Vice Presidents' Override Volume.
- 2% override on 2nd Generation Regional Vice Presidents' Override Volume with two 1st Generation Regions.
- 2% override on 3rd Generation Regional Vice Presidents' Override Volume with three 1st Generation Regions.

National Vice President

Same benefits as the Executive Regional Vice President level, plus:

- 1% override on Central Nation Override Volume.
- \$1,400 Mercedes-Benz Cash Bonus with Central Nation QV 160,000, a \$1,100 bonus with QV of 140,000, a bonus of \$800 with QV of 120,000, and a bonus of \$550 with QV of 100,000, including Promotion Credits. For every month paid-as a National Vice President or as a National Vice President in Title Maintenance, an NVP is 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 for so long as the NVP continues to own or lease a white Mercedes-Benz.
- National Vice Presidents (NVPs) who qualify for the NVP retreat and/or NVP challenge are eligible to invite a family member or non-Arbonne Independent Consultant guest to attend.

Executive National Vice President

Same benefits as a National Vice President, plus:

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

SuccessPlan Qualification Programs

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 100 PQV each month. If a Preferred Client meets the qualification requirements to advance to Consultant rank, the process of reassignment to Consultant rank will occur at the time of achievement. If an Arbonne Independent Consultant with the rank of Consultant or above 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 their group activity.

Preferred Client

- Register for \$45, complete the Independent Consultant Application & Agreement Form and receive the Arbonne Preferred Client Starter Kit. Individuals who initially register as a Preferred Client and later earn Consultant rank by meeting the business building activity requirements below do not receive the Arbonne Independent Consultant Starter Kit upon promotion.

Consultant*

There are three separate ways to qualify for Consultant rank: (1) register for it at the time of initial sign-up, (2) earn it through business building activity, or (3) upgrade to it (one-time limit), each as described further below.

Register

- For \$160, complete the Independent Consultant Application & Agreement Form and receive the Arbonne Independent Consultant Starter Kit.

Earn

- Demonstrate BOTH of the following business building behaviors in two of three consecutive months:
 1. Accumulate at least 150 PQV, AND
 2. Sponsor two or more new Preferred Clients or Consultants who also accumulate 150 PQV in their Start Month.

Upgrade

- Purchase the Arbonne Independent Consultant Starter Kit for \$115 and receive a status upgrade. This will result in a change in the individual's status from Preferred Client to Consultant as of the date of payment.
- Preferred Clients may only purchase a Consultant upgrade once under their Arbonne ID.
- Individuals who initially register as a Consultant have automatically used this one-time upgrade. If they do not meet Consultant status maintenance requirements and are reassigned to Preferred Client status, they are not eligible to purchase the Consultant Starter Kit again to receive another upgrade to Consultant rank.

**In order to maintain the Consultant rank and receive related Consultant benefits, Consultants must meet ongoing activity requirements described further on page 8. Consultants who do not meet these maintenance requirements will be reassigned to Preferred Client rank. Consultants sponsored on or before 31 January 2009 qualify for and will maintain Consultant rank, provided they renew their Agreement by paying the renewal fee.*

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.
- 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 or above, 1st Generation, each month.

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 CONSULTANTS BELOW OTHER CONSULTANTS.

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.
- 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.
- If applicable, Pick-up Credit of 2,500 QV for one or more promoted, paid-as Area Managers, 1st Generation District, each month.

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.
- 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.

- If applicable, Pick-up Credit of 10,000 QV for one or more promoted, paid-as Regional Vice Presidents, 1st Generation Area, each month.

Executive Regional Vice President

A Regional Vice President who promotes a Region from 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.
- 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.
- Permanent Pick-up Credit of 40,000 QV for one or more promoted, paid-as National Vice Presidents, 1st Generation Region, each month.

Executive National Vice President

A National Vice President who promotes a Nation from Central Nation.



SuccessPlan Maintenance Requirements

Consultant

A Consultant will be considered active and maintain his or her consultant rank by accumulating at least 150 PQV in two of the prior three calendar months.

Maintenance requirements for the Consultant rank begin the calendar month after an Arbonne Independent Consultant achieves this rank, whether by initial registration, qualification through business building activity requirements or the one-time upgrade. Consultants sponsored on or before 31 January 2009 will maintain Consultant rank and are not required to meet the above activity requirements necessary to maintain Consultant rank, provided they renew their Agreement and pay the annual renewal fee.

Manager and Vice President Monthly Requirements

Once promoted to Manager or Vice President, Consultant 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 (PC) are made available to Regional and National Vice Presidents who have promoted-out Regions and Nations from their Central Regions and Nations, respectively. These PCs are automatically added to Central Region and Nation volume on a monthly basis.

- For each Regional Vice President promoted-out from your Central Region, 10,000 QV counts toward monthly Region QV maintenance requirement and Mercedes-Benz Cash Bonus.
- For each National Vice President promoted-out from your Central Nation, 40,000 QV counts toward monthly Nation QV maintenance requirement and Mercedes-Benz Cash Bonus.

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

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

Monthly Central QV – Monthly QV Requirement = PA Balance

Should the monthly QV requirement not be met, and the resulting PA balance is negative, the qualified Manager or Vice President will qualify for all benefits associated with their title that month; however, reassignment to the next lower level will take place the first of the following month.

A Consultant that promotes to District Manager and then does not meet the District Manager Maintenance Requirements will be re-assigned to Consultant status. The then Consultant will not need to meet maintenance requirements in that first month after reassignment and will continue to receive the 35% discount in that month. However, if the Consultant originally registered with Arbonne after 31 January 2009, maintenance requirements as a Consultant will start the following month.

For example: If a District Manager’s performance account is exhausted and he/she does not meet the maintenance requirements in June, District Manager demotes to Consultant status in July. Maintenance requirements for the rolling two out of three months will not begin until August.

Title Maintenance and Reassignment

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

- District Manager levels—6 months following reassignment
- Area Manager levels—9 months following reassignment
- Vice President levels—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.

Arbonne Independent Consultant Annual Renewal

The term of the Agreement is one year. In order to remain a registered Arbonne Independent Consultant, each Arbonne Independent Consultant will be asked to renew his or her Arbonne affiliation every year during his or her anniversary month, by submitting a \$25 annual renewal fee to Arbonne. All Arbonne Independent Consultants will continue to receive full benefits as outlined in this manual, including an additional product (at least \$25 retail value) when they renew and accumulate at least 150 PQV before the end of their renewal month. Consultants sponsored on or before 31 January 2009 must renew their Agreement and pay the annual renewal fee in order to maintain Consultant rank without the maintenance activity requirements set forth above.

SuccessPlan Summary

	PREFERRED CLIENT/CONSULTANT	DISTRICT	AREA	REGION	NATION
CENTRAL	4%	8%	6%	3%	1%
1 st Generation		8%	6%	3%	1%
2 nd Generation	Preferred Client and Consultant are the only levels with no depth. Once you become District, the 4% is replaced by the 8%.	2%	1%	2%	1%
3 rd Generation		1%	1%	2%	1%
4 th Generation					1%
5 th Generation					1%
6 th Generation					1%

Think of each of these sections as separate “profit centers” for your consultancy. As a Preferred Client or Consultant, you make 4% override on Preferred Clients/Consultants you personally sponsor.

Once you become a District Manager, that 4% sales override is “erased”...it is replaced by the 8% sales override, which is paid on your entire District. Remember, you are part of your District so the 8% override is also paid on your personal sales!

Example:

To earn incentive sales override at the 2nd and/or 3rd Generations (let’s look at District), you need to be as “wide” as you are “deep.” So if you have a 2nd Generation District Manager (that’s two levels deep), you need to have two District Managers at the 1st Generation level. To get paid on a 3rd Generation, you must be three levels wide.

THE SUCCESSPLAN CONTAINS 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. ARBONNE IS A PRODUCT-DRIVEN COMPANY THAT STRONGLY ENCOURAGES THE USE OF ITS PRODUCTS BEFORE BECOMING AN INDEPENDENT CONSULTANT.

Definitions

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

Agreement: The legally binding agreement between the Company and each Arbonne Independent Consultant, comprising the completed and signed Independent Consultant Application and Independent Consultant Terms and Conditions.

Arbonne Independent Consultant: Any person who signs the Arbonne Independent Consultant Application and Agreement regardless of level of achievement is considered an Independent Consultant and read and understands the Terms and Conditions. Under this definition, the term Arbonne Independent Consultant refers to and includes Preferred Clients, Consultants, Managers and Vice President.

Bonuses, Overrides and Cash Awards: All bonuses, overrides and cash awards will be calculated, exclusive of GST, 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 is comprised of your Central District and all the Districts below you that have not yet reached the level of Area. When one of your personally sponsored Arbonne Independent Consultants reaches the level of Independent Area Manager, then that Consultant (new Area Manager) and all 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 is comprised of you, your personally sponsored Independent Consultants and all other Consultants sponsored by them and so on. When one of your Consultants reaches the level of District Manager, then that Consultant (new DM) and all 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 is comprised of your Central Region and all the Regions below you that have not yet reached the level of Nation. When one of your personally sponsored 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 is comprised of your Central Area and all the Areas below you that have not yet reached the level of Region. When one of your personally sponsored 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 Recommended Retail Price (RRP) 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 Independent Consultant, their entire SuccessLine and their total Group Qualifying Volume (GQV), are no longer considered part of your Central Group or your GQV. You will no longer be able to include their GQV in your Central Group override or Performance Account calculations, but their GQV will be available to you as 1st Generation overrides.

Override Volume (OV): Override sales volume, on which product sales overrides are calculated, is 65% of RRP (Recommended Retail Price), exclusive of GST.

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

Preferred Client: An Arbonne Independent Consultant whose primary goal in their relationship with Arbonne is to SAVE money by buying products at a discount.

Preferred Client Commission: Commission will be paid on orders placed by Preferred Clients. The commission will be calculated at 15% of the Retail Value of the orders (not including PwPs, RSVPs, Business Aids, etc.). This commission will be paid monthly, to the first active 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 100 in Personal Qualifying Volume (PQV) each month and be in compliance with the Agreement.

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

Recommended Retail Price (RRP): The suggested price at which a product is sold to the Client. RRP is GST inclusive, if applicable.

Start Month: The calendar month in which an individual becomes an Arbonne Independent Consultant and is bound to the Agreement with Arbonne.

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.

