



INVESTOR PRESENTATION

June 2022

Forward-Looking Statements. This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management, including for future operations, capital expenditures, or share repurchases; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; any statements of belief or expectation; and any statements of assumptions underlying any of the foregoing or other future events. Forward-looking statements may include, among others, the words "may," "will," "estimate," "intend," "continue," "believe," "expect," "anticipate," or any other similar words.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results or outcomes could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, many of which are beyond our control. Additionally, many of these risks and uncertainties are, and may continue to be, amplified by the COVID-19 pandemic. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in or implied by our forward-looking statements include the following: the potential impacts of the COVID-19 pandemic on us; our Members, customers, and supply chain; and the world economy; our ability to attract and retain Members; our relationship with, and our ability to influence the actions of, our Members; our noncompliance with, or improper action by our employees or Members in violation of, applicable U.S. and foreign laws, rules, and regulations; adverse publicity associated with our Company or the direct-selling industry, including our ability to comfort the marketplace and regulators regarding our compliance with applicable laws; changing consumer preferences and demands and evolving industry standards, including with respect to climate change, sustainability, and other environmental, social, and governance, or ESG, matters; the competitive nature of our business and industry; legal and regulatory matters, including regulatory actions concerning, or legal challenges to, our products or network marketing program and product liability claims; the Consent Order entered into with the FTC, the effects thereof and any failure to comply therewith; risks associated with operating internationally and in China; our ability to execute our growth and other strategic initiatives, including implementation of our transformation program and increased penetration of our existing markets; any material disruption to our business caused by natural disasters, other catastrophic events, acts of war or terrorism, including the war in Ukraine, cybersecurity incidents, pandemics, and/or other acts by third parties; our ability to adequately source ingredients, packaging materials, and other raw materials and manufacture and distribute our products; our reliance on our information technology infrastructure; noncompliance by us or our Members with any privacy laws, rules, or regulations or any security breach involving the misappropriation, loss, or other unauthorized use or disclosure of confidential information; contractual limitations on our ability to expand or change our direct-selling business model; the sufficiency of our trademarks and other intellectual property; product concentration; our reliance upon, or the loss or departure of any member of, our senior management team; restrictions imposed by covenants in the agreements governing our indebtedness; risks related to our convertible notes; changes in, and uncertainties relating to, the application of transfer pricing, income tax, customs duties, value added taxes, and other tax laws, treaties, and regulations, or their interpretation; our incorporation under the laws of the Cayman Islands; and share price volatility related to, among other things, speculative trading and certain traders shorting our common shares.

Additional factors and uncertainties that could cause actual results or outcomes to differ materially from our forward-looking statements are set forth in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022 filed with the Securities and Exchange Commission on May 3, 2022, including under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in our Condensed Consolidated Financial Statements and the related notes included therein and in Part I, Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission on February 23, 2022. In addition, historical, current, and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future.

Forward-looking statements made in this presentation speak only as of the date thereof. We do not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events, except as required by law.

Non-GAAP Measures. This presentation includes non-GAAP financial measures, including Adjusted EBITDA, Adjusted Diluted EPS and Adjusted Operating Cash Flow, as well as financial information presented on a non-GAAP last twelve-month basis, which reflects unaudited trailing four quarter financial information. We believe that these non-GAAP measures and presentation, which are defined and discussed in greater detail and reconciled for historical periods elsewhere in this presentation, provide additional useful information to management and investors for assessing our financial performance and liquidity as well as other business trends. These non-GAAP measures and presentation do, however, have certain limitations and should not be considered as an alternative to or in isolation from information calculated in accordance with GAAP.

- Premier global nutrition company founded in 1980
- Operations in 95 markets
- Approximately 10,800 employees worldwide
- Approximately 130 product types and ~6.3 million members
- Five manufacturing facilities and ten labs
- FY 2021 Net Sales of \$5.8 billion
- FY 2021 Adj. EBITDA of \$873 million
- #1 brand in the world in active and lifestyle nutrition as well as meal replacements*



**Growth Company
Aligned With Global Trends**



**Science-Based, High-Quality,
Nutrient Dense Products**



**Competitive Advantage
Through Distribution
Channel**



**Enormous Market
Opportunity**

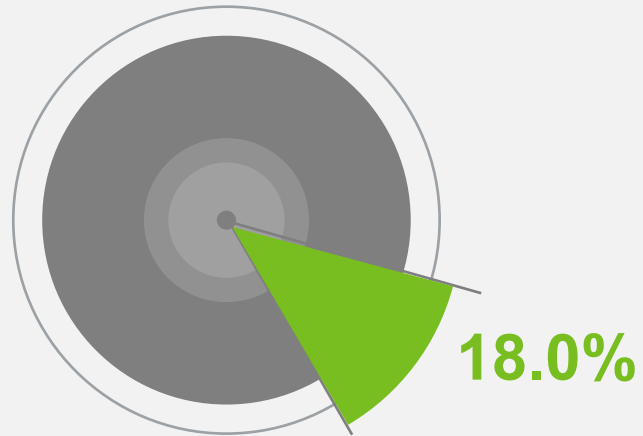


**Geographic
Diversity**

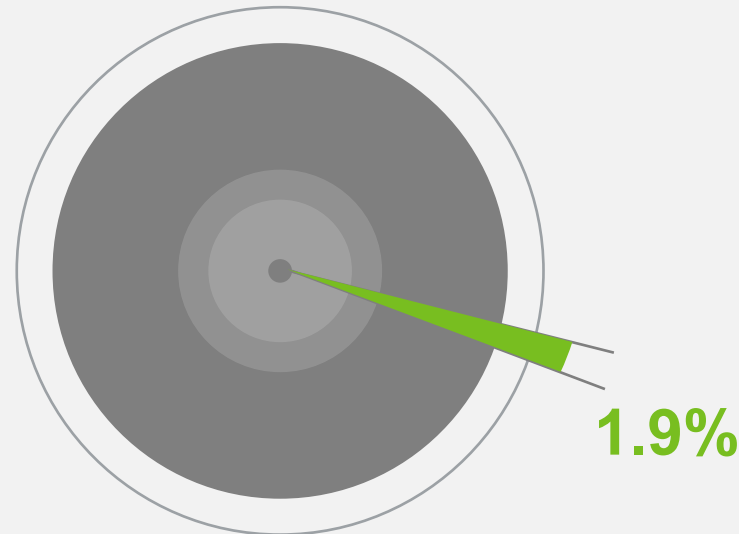


**Strong
Cash Flow**

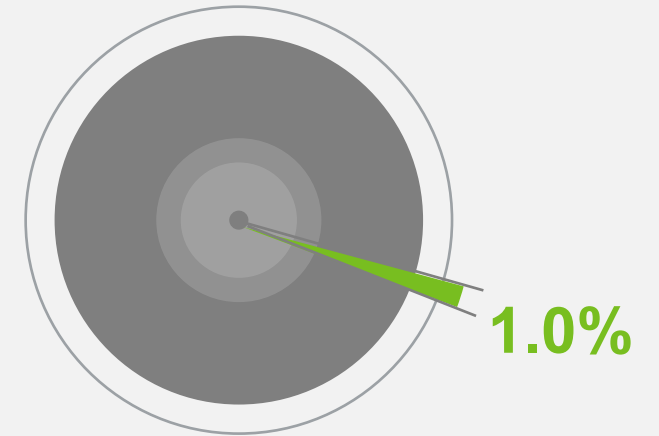
2021 MARKET SIZE/OPPORTUNITY AND COMPANY SHARE



\$20.2B
5-Yr. Fwd. CAGR¹: 5.0%
Weight Management²



\$125.7B
5-Yr. Fwd. CAGR¹: 4.7%
Targeted Nutrition³



\$23.5B
5-Yr. Fwd. CAGR¹: 8.3%
Sports Nutrition⁴

Source: Euromonitor 2021

¹CAGR Projections 2021 - 2026

²Weight Management includes: Meal Replacement, Slimming Teas, Supplemental Nutrition Drinks and Weight Loss Supplements

³Targeted Nutrition includes: Vitamins and Dietary Supplements

⁴Sports Nutrition includes: Sports Nutrition

VALUE OF DISTRIBUTION CHANNEL

- **Frequent Interactions**
- **Results**
- **Personal Connection with Customer**
- **Hyper-Localization**
- **Brick and Mortar Fosters Community**



HOW IS HERBALIFE NUTRITION DIFFERENTIATED?



Segmentation



Product Quality



Category-Focus with Purpose



Frequent Interaction



Younger Demographic

STRATEGIC PLAN



**Digital
Transformation**



**Product
Innovation**

GROWTH STRATEGIES

Distributor-Enabling Technology

Significant investment in
front-end technology

Increase
Distributor-
to-Customer
Connectivity



GROWTH STRATEGIES

**Product Innovation
Strategy**



**Localize Product
Development**



**Enhance
Speed-to-Market**

Focus Categories:

Clean-Label / Vegan



Sports Nutrition



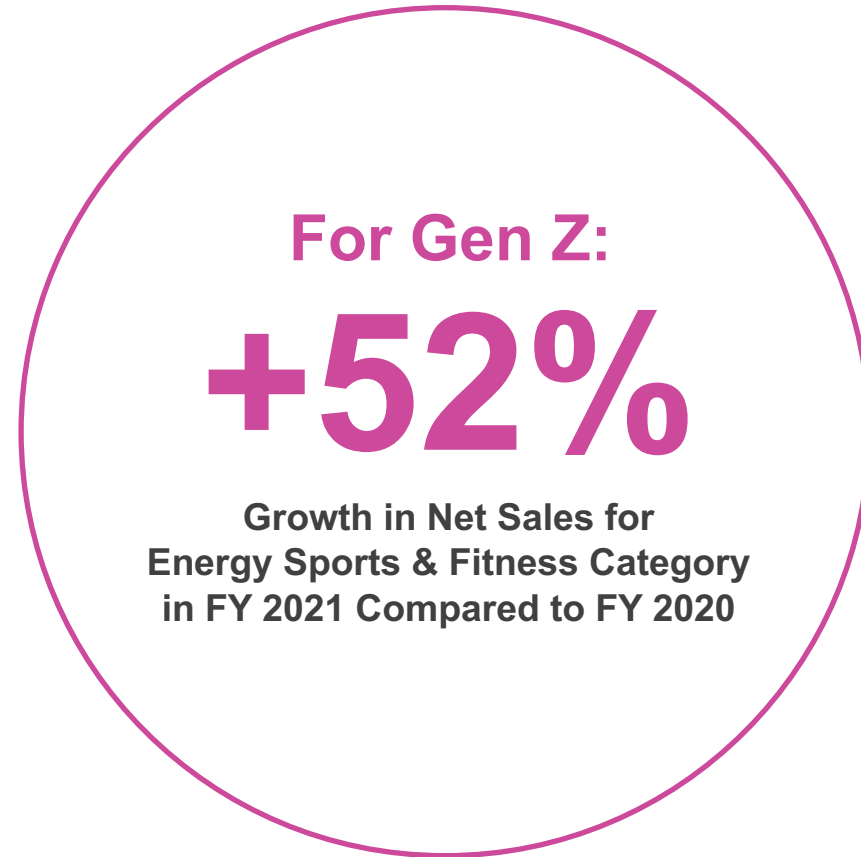
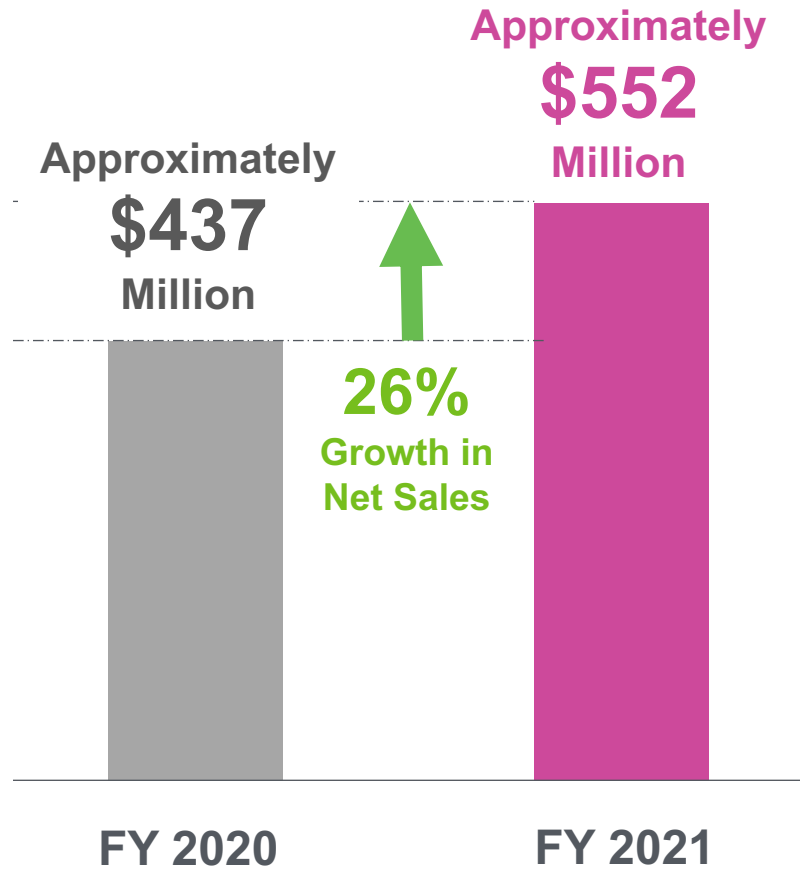
Dayparts



Gen-Z Focus



ENERGY, SPORTS AND FITNESS CATEGORY

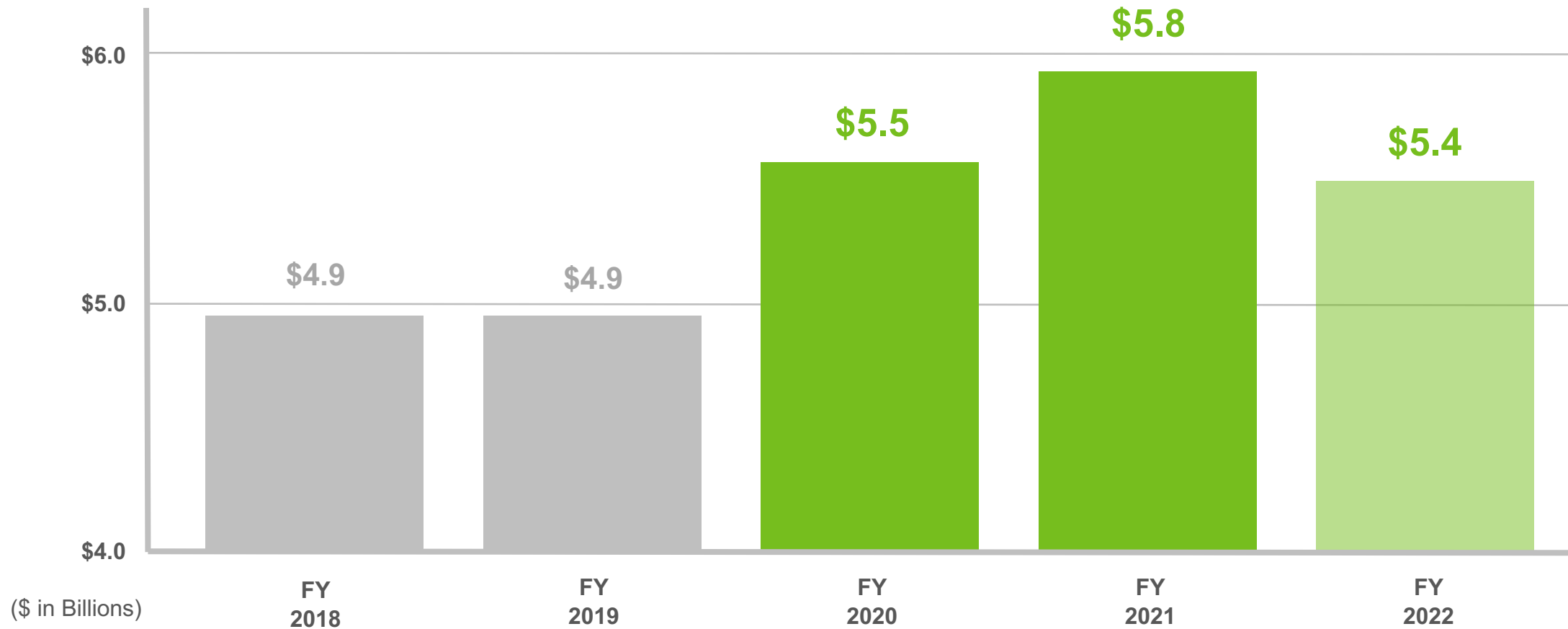




**HERBALIFE
NUTRITION** **OUR FINANCIAL
PERFORMANCE**

ALEX AMEZQUITA
CHIEF FINANCIAL OFFICER

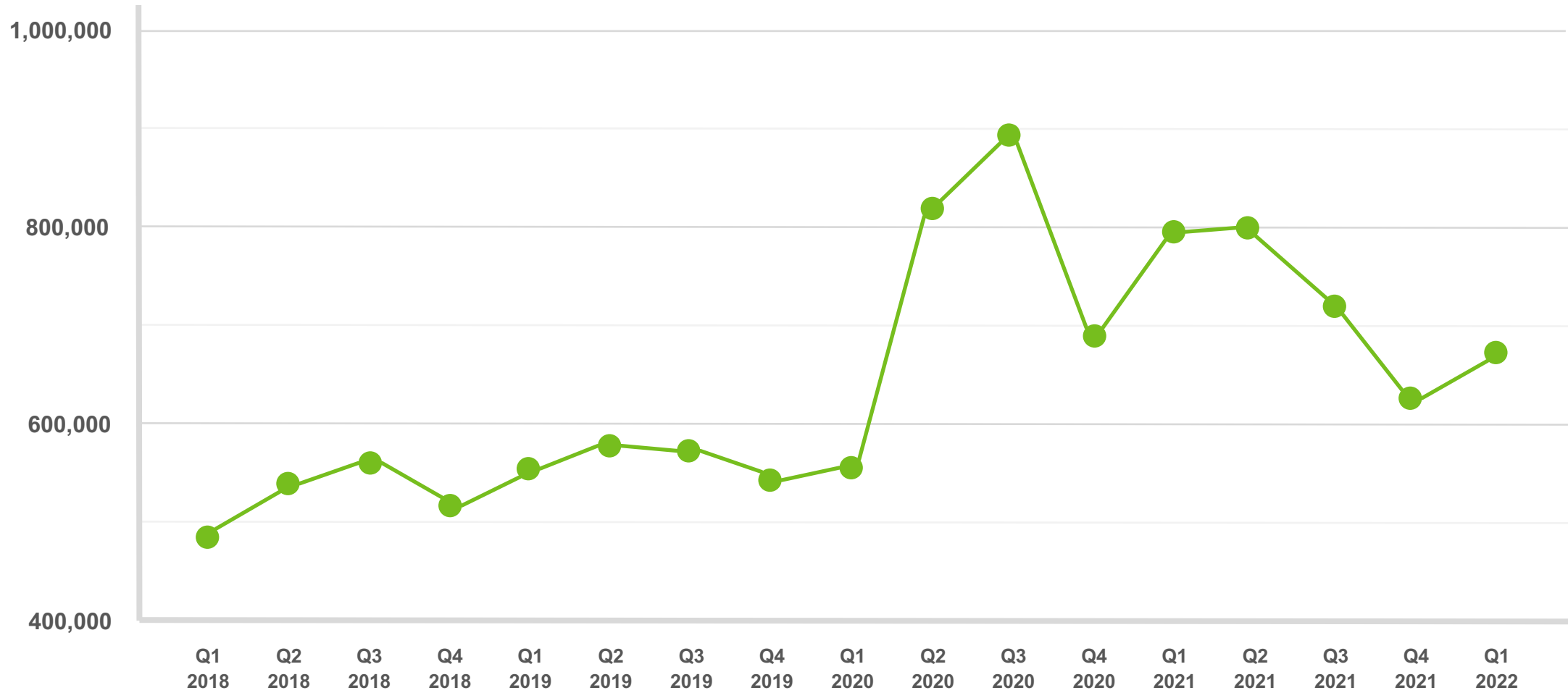
RECENT TRENDS – ANNUAL NET SALES



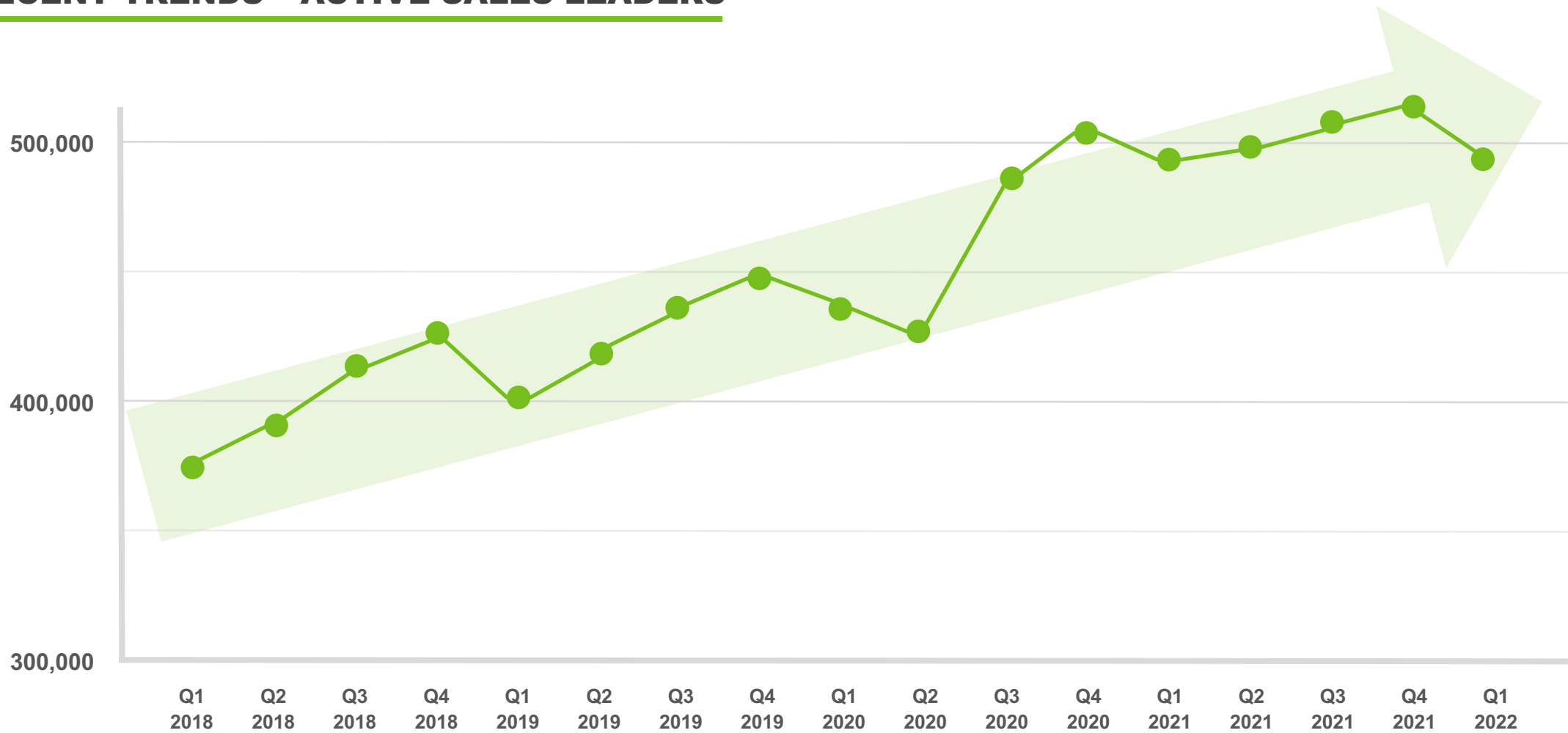
*Figure based on guidance provided May 3, 2022 which is not being updated at this time.

Guidance Midpoint

RECENT TRENDS – NEW DISTRIBUTORS AND PREFERRED MEMBERS

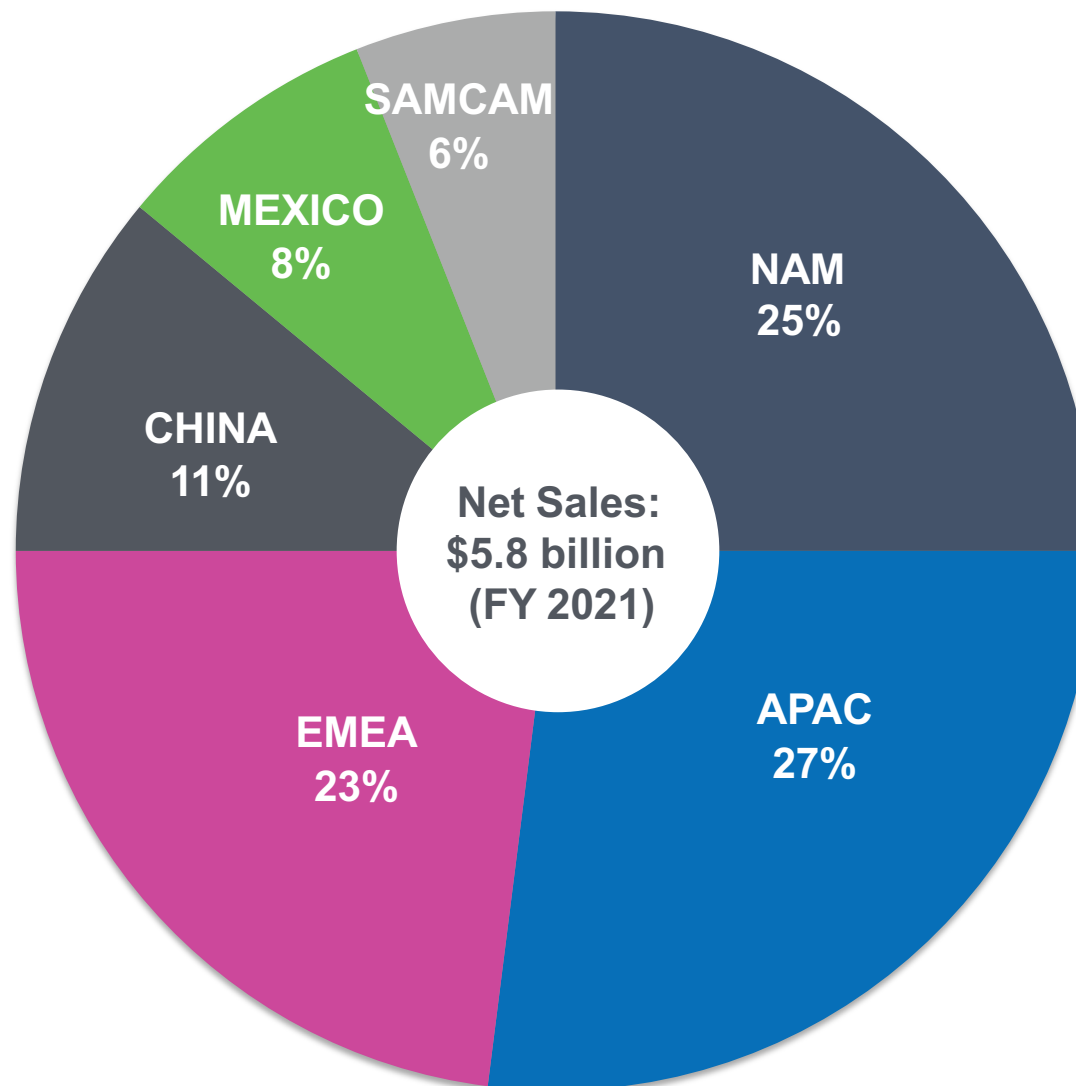


RECENT TRENDS – ACTIVE SALES LEADERS

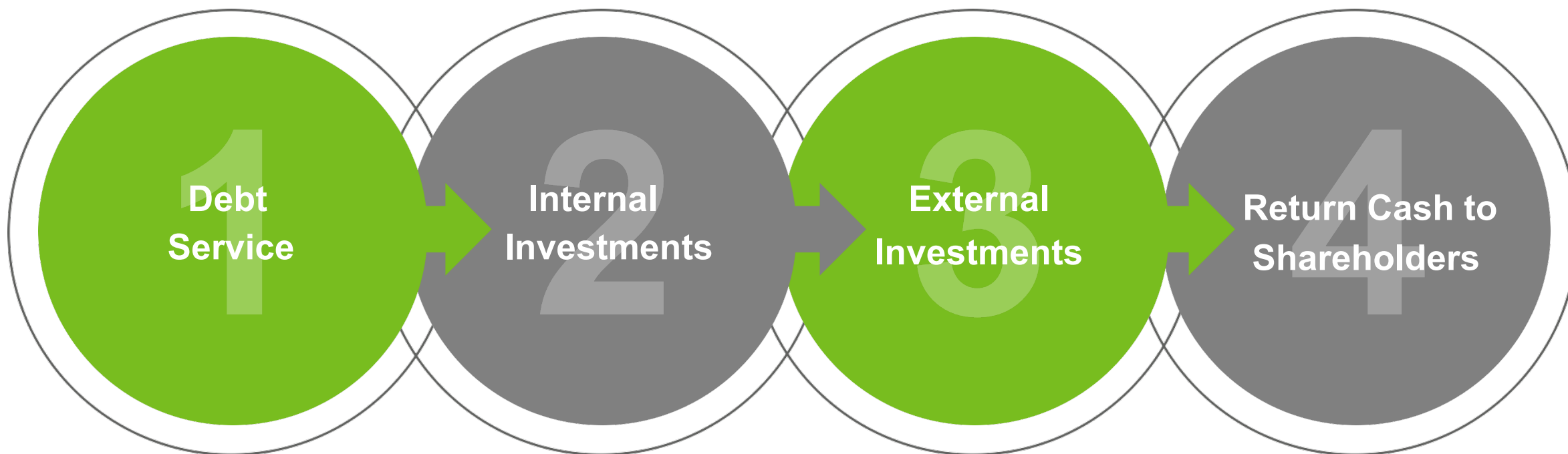


GEOGRAPHIC DIVERSITY

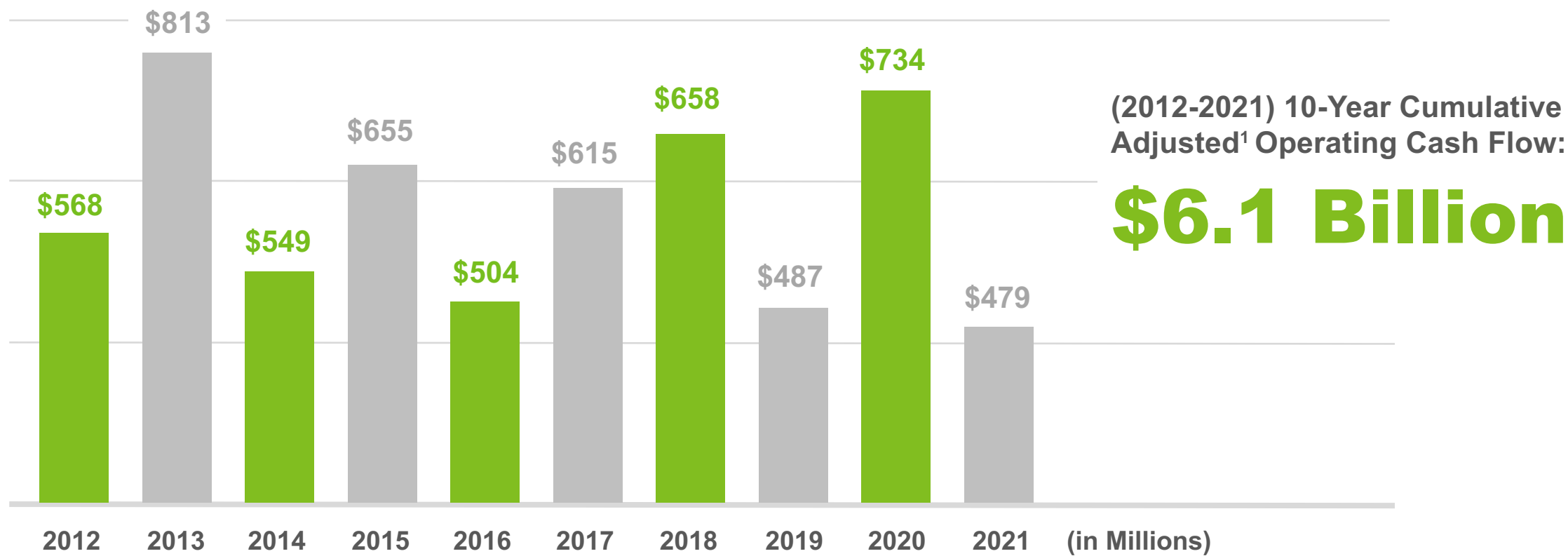
**Net Sales by region
as percentage
of 2021 Net Sales**



CAPITAL ALLOCATION POLICY DISCIPLINE APPROACH



POWERFUL CASH FLOW GENERATION



¹Non-GAAP Financial Measure. See the appendix of this presentation for a definition thereof and a reconciliation thereof to the most comparable GAAP measure.
Source: Internal Herbalife Nutrition Data

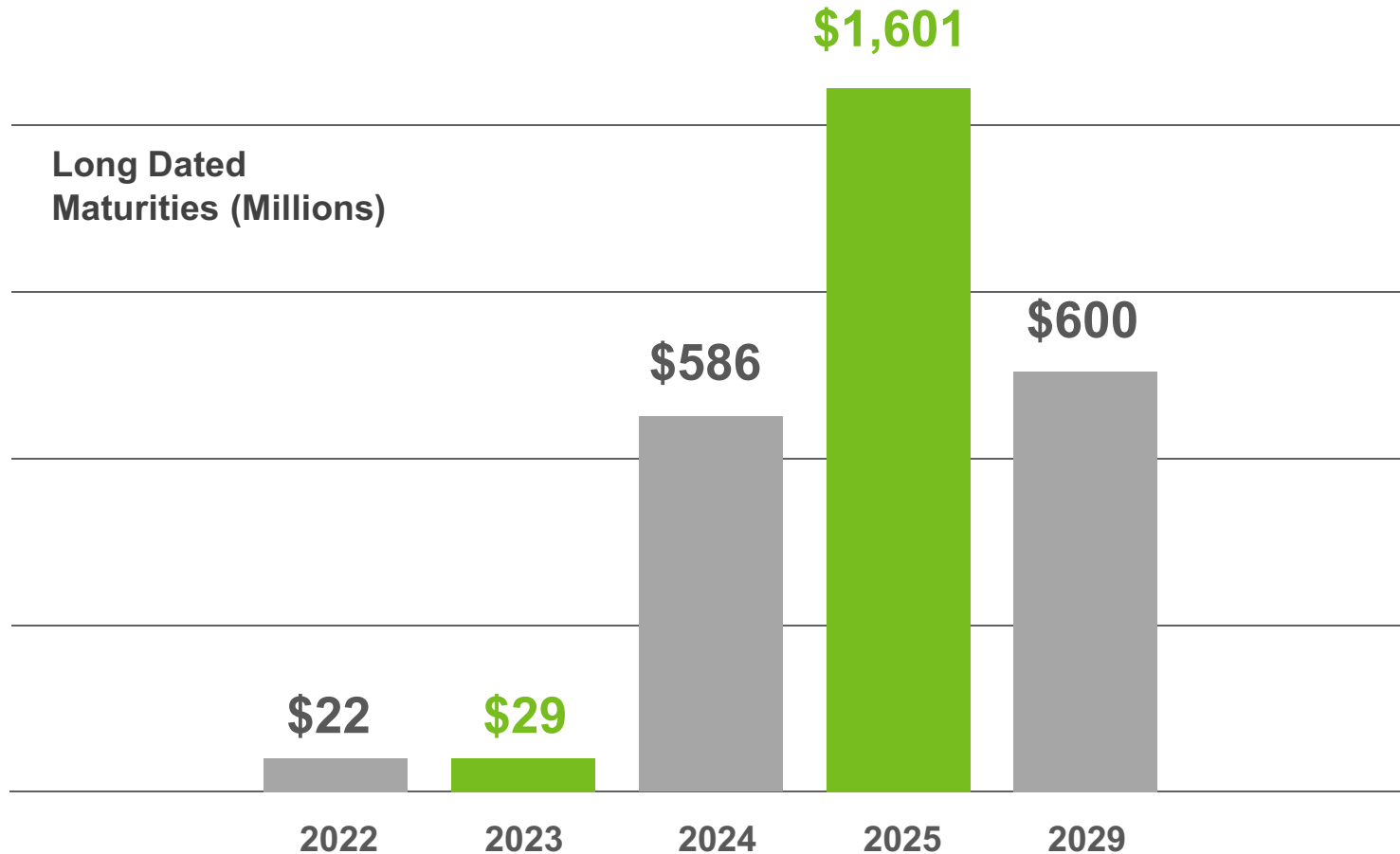
EFFICIENT CAPITAL STRUCTURE

Leverage Profile as of Q1 2022

- Cash: \$570MM
- Debt: \$2,838MM
- Net Debt¹: \$2,268MM
- Q1 2022 TTM EBITDA (Rep.): 751MM
- Q1 2022 TTM Bank Adj.² EBITDA: \$911MM
- Net Debt / Bank Adj.² EBITDA: 2.5x
- Gross Debt / Bank Adj.² EBITDA: 3.1x

Target leverage ratio of approximately

3x Gross Debt / Adj. EBITDA



¹Net debt is a non-GAAP measure, defined as debt (the most comparable GAAP measure, calculated as long-term obligations plus short-term borrowings) minus cash and equivalents.

²Adjusted EBITDA is a non-GAAP measure, defined as adjusted earnings before interest, taxes, depreciation, and amortization, and excludes the impact of certain unusual or non-recurring items such as expenses related to regulatory inquiries and legal accruals, debt issuance costs and losses on extinguishment of debt, as further detailed in the reconciliations in the appendix attached.



INVESTOR PRESENTATION

APPENDIX

Herbalife Nutrition Ltd.
 Credit Agreement Reconciliation of Presentation Amounts to Reported Amount per US GAAP
 (Dollars in Millions)

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	TTM Dec 2021
EBITDA					
Net Income	\$ 147.4	\$ 144.2	\$ 117.4	\$ 38.2	\$ 447.2
Interest expense, net	37.5	36.8	37.7	36.7	148.7
Taxes	37.6	32.3	34.3	9.4	113.6
Depreciation & Amortization	26.4	27.1	26.6	27.5	107.6
EBITDA	\$ 248.9	\$ 240.4	\$ 216.0	\$ 111.8	\$ 817.1
Interest income	1.4	1.0	1.1	0.9	4.4
EBITDA, including interest income	\$ 250.3	\$ 241.4	\$ 217.1	\$ 112.7	\$ 821.5
Loss on extinguishment of debt	-	24.6	-	-	24.6
Inventory write-down	9.5	3.7	3.7	11.9	28.8
Share-based compensation	13.3	14.6	14.4	11.8	54.1
COVID-19 expenses	4.8	4.5	2.5	2.0	13.8
Non-income tax items, net	-	(7.4)	-	-	(7.4)
Expenses related to transformation initiatives	-	3.7	3.9	5.3	12.9
Legal accrual related to lawsuit	-	-	-	12.5	12.5
Other expenses ¹	1.4	10.8	1.6	4.5	18.3
Credit Agreement Adjusted EBITDA	\$ 279.3	\$ 295.9	\$ 243.2	\$ 160.7	\$ 979.1

EBITDA represents net income plus net interest expense, income taxes and depreciation and amortization. Credit Agreement Adjusted EBITDA represents EBITDA plus certain items permitted under our Senior Credit Facility.

¹ Other expenses include certain non-cash items such as bad debt expense, unrealized foreign currency gains and losses, and other gains and losses; and certain non-recurring charges such as severance costs, donations, and vendor charges for impaired inventory.

Non-GAAP Reconciliation: Reported Net Income to Adjusted Operating Cash Flow

	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Reported Net Income (\$ millions)	\$ 447.2	\$ 372.6	\$ 311.0	\$ 296.6	\$ 213.9	\$ 260.0	\$ 339.1	\$ 308.7	\$ 527.5	\$ 464.0
Expenses related to regulatory inquiries ⁽¹⁾		85.4	34.1	9.4	9.0	10.8	14.2	9.4	-	-
FTC Consent Order implementation			-	-	11.7	-	-	-	-	-
Expenses incurred responding to attacks on the Company's business model			-	-	3.8	9.1	13.8	16.6	24.5	-
Income related to finalization of insurance recoveries			(5.9)							
Regulatory Settlements				-	-	133.0	-	-	-	-
Net expenses related to COVID-19 pandemic	11.2	19.2								
Debt issuance costs related to the senior secured credit facility amendment	1.3	0.4	0.9							
Expenses incurred for the recovery of re-audit expenses				-	-	2.6	1.3	0.4	15.6	-
Arbitration award related to the re-audit				-	-	(25.8)	-	-	-	-
Manufacturing Equipment Recovery				-	-	-	(2.0)	-	-	-
Legal Settlement Reserve ⁽²⁾				-	-	-	(1.2)	10.9	-	-
Expenses related to transformation initiatives	11.5									
Non-income tax items, net	(5.6)									
Adjusted Net Income (Cash Impact)	\$ 465.6	\$ 477.6	\$ 340.1	\$ 306.0	\$ 238.4	\$ 396.8	\$ 365.2	\$ 346.0	\$ 567.6	\$ 464.0
Adjustments to reconcile net income to net cash provided by operating activities:										
Depreciation and amortization	107.6	100.3	97.7	100.4	99.8	98.3	98.0	93.2	84.7	74.4
Excess tax benefits from share-based payment arrangements			-	-	-	-	-	(10.4)	(15.6)	(29.7)
Share-based compensation expenses	54.1	51.0	38.6	35.5	42.1	40.2	44.9	45.7	29.5	27.9
Non-cash interest expense	30.1	26.7	43.7	63.8	60.2	55.7	56.2	43.5	2.6	1.8
Deferred income taxes	(33.3)	2.0	15.4	(8.1)	97.8	(36.4)	(38.2)	(84.8)	(24.9)	(7.8)
Inventory write-downs	28.8	20.6	19.1	17.4	20.7	15.8	25.3	24.5	29.8	11.4
Foreign exchange transaction loss	14.3	9.9	2.1	8.0	2.4	3.7	26.6	(6.2)	5.8	2.1
Foreign exchange loss and other changes relating to Venezuela			-	-	-	-	-	227.8	15.1	-
Loss on extinguishment of debt	24.6		-	48.5	-	-	-	-	-	-
Other	5.2	5.3	(7.9)	7.1	1.9	(11.7)	10.8	6.1	0.6	0.7
Changes in operating assets and liabilities:										
Receivables	9.6	(5.8)	(14.4)	2.8	(22.2)	-	(6.2)	6.0	9.2	(28.2)
Inventories	(129.1)	(76.6)	(68.6)	(83.3)	37.9	(71.6)	(30.5)	(99.4)	(54.8)	(93.6)
Prepaid expenses and other current assets	(49.3)	(11.9)	28.3	(5.1)	38.3	0.8	19.8	(34.9)	(9.4)	0.2
Accounts payable	6.9	5.5	0.1	21.7	(5.0)	(1.3)	6.0	(5.2)	10.8	17.0
Royalty overrides	17.8	61.2	11.5	22.8	6.0	20.9	21.6	6.7	28.8	41.9
Other current liabilities	(68.8)	77.6	(5.5)	106.8	(17.1)	12.4	73.5	21.1	134.8	85.2
Other	(5.4)	(9.8)	(13.6)	13.5	14.1	(19.5)	(18.2)	(31.0)	(1.6)	0.5
Adjusted Net Cash Provided by Operating Activities	\$ 478.7	\$ 733.6	\$ 486.6	\$ 657.8	\$ 615.3	\$ 504.1	\$ 654.8	\$ 548.7	\$ 813.0	\$ 567.8

⁽¹⁾ \$40.0m of legal accrual relating to the SEC and DOJ investigations is not included in the adjustments to net income for year 2019 as the amount is not paid as of December 31, 2019

⁽²⁾ \$12.5m of legal accrual relating to a class action lawsuit is not included in the adjustments to net income for year 2021 as the amount is not paid as of December 31, 2021