

**HERBALIFE LTD.  
COMPENSATION COMMITTEE CHARTER**

**Purpose.** The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Herbalife Ltd. (the “Company”) shall assist the Board in the discharge of its responsibilities related to: (1) the compensation of the Company’s Chief Executive Officer (the “CEO”) and other “Executive Officers”, which term includes all officers of the Company subject to Section 16 of the Securities Exchange Act of 1934, as amended, and each direct report to the CEO, excluding any administrative staff; (2) the compensation of members of the Board; (3) the evaluation and approval of the Company’s compensation policies, plans and goals and objectives for Executive Officers and directors; and (4) the Company’s management development and succession planning processes.

**Members.** The Committee shall be comprised of at least three directors appointed by the Board, based on recommendations from the Board’s nominating and corporate governance committee. The Board shall designate one of the members of the Committee to act as its chairperson. Each Committee member must meet the requirements of the New York Stock Exchange listing standards and the Company’s Principles of Corporate Governance. Additionally, at least two members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and at least two members of the Committee must qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. In the event the approval by the Committee of any incentive compensation or equity plan, or grants made thereunder, would not satisfy the relevant requirements for an exemption from potential short-swing trading profits liability under Section 16(b) of the Exchange Act pursuant to Rule 16b-3, and the Committee determines that such compliance is desirable, then a properly constituted subcommittee shall approve and authorize such plans and grants. Any Committee member may be removed at any time upon the vote of a majority of the Board. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

**Meetings.** The Committee shall hold meetings as often as may be deemed necessary or appropriate, in its judgment, but shall not meet less than four times a year, at such times and places as the Committee shall determine. A majority of the members of the Committee shall constitute a quorum. When appropriate, the Committee shall meet in separate executive sessions with or without management and other employees (or such other individuals deemed appropriate) to discuss matters that warrant Committee attention. The Committee shall meet in executive session on compensation matters pertaining to the Executive Officers. The Committee will report regularly to the full Board with respect to its activities.

**Duties and Responsibilities.** The duties and responsibilities of the Committee include:

1. General Compensation Plans

- (a) Establish the Company's general compensation philosophy and oversee and approve the development, adoption and implementation of compensation policies and programs that function to attract, motivate, and retain the Company's executive talent and its leadership pipeline, and assess whether such policies and programs establish appropriate incentives.
- (b) Oversee and periodically review (including conducting a risk assessment, if deemed appropriate by the Committee) the material risks arising from or related to the Company's compensation policies and practices including, without limitation, those applicable to the Executive Officers, and evaluate whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
- (c) Review, approve, amend, modify or terminate the terms of any compensation programs, plans, perquisites or benefits generally applicable to Executive Officers and other employees of the Company, including, without limitation, any annual incentive plan or other corporate bonus plan, any plan relating to the grant of stock or equity, defined benefit pension plan(s), any non-customary compensation arrangements, severance arrangements, change-in-control provisions, relocation payments, or any perquisite or other benefit which is different for Executive Officers than for other employees, except as may be delegated by the Board to another Board committee or as limited by provisions of a shareholder-approved plan (collectively, the "Incentive Plans").
- (d) Discharge any responsibilities imposed on the Committee by existing incentive compensation plans and equity-based plans, and review and make recommendations to the Board with respect to the Incentive Plans.

2. Executive Officer Compensation

- (a) Review and approve annually the corporate goals and objectives for the Executive Officers, including the performance goals and objectives for purpose of payments and awards under the compensation plans.
- (b) Determine and recommend for approval by the independent members of the Board the compensation of the CEO, based on the performance evaluation conducted by the Committee and other members of the Board. In determining the CEO's compensation, the Committee will consider the Company's performance and relative shareholder return, the compensation

of the chairman of the board and the chief executive officers at comparable companies, the awards given to the Chairman of the Board and the CEO in past years, and such other factors as the Committee deems relevant.

- (c) Review and approve the compensation of each non-CEO Executive Officer at appropriate time periods. The Committee shall take into account the CEO's recommendation and evaluation of each individual's performance in light of their corporate goals and objectives and comparable compensation paid to similarly situated executives in comparable companies.
- (d) Review, approve and make recommendations to the Board for approval, the following as they affect the Executive Officers: any employment agreements, severance arrangements or plans, including any change-in-control provisions, plans or agreements, or clawback policy for current and prospective Executive Officers, and any amendments, supplements or policy modifications thereto.
- (e) Administer and periodically review the Company's Clawback Policy.

3. Director Compensation

- (a) On an annual basis, review the compensation of directors for service on the Board and its committees and as applicable, any other form of compensation payable to members of the Board, and recommend any changes to the Board for approval as necessary.

4. Share Ownership Guidelines

- (a) Review and recommend to the Board amendments, as needed, to the Company's share ownership guidelines for the CEO, Named Executive Officers (as defined in Item 402(a)(3) of Regulation S-K) and directors. Periodically assess progress toward, and compliance with, the Company's share ownership guidelines.

5. Succession Planning

- (a) Review plans for the development and retention of the CEO and other Executive Officers, and periodically review executive education plans.
- (b) Review and assess the sufficiency of the succession planning of the CEO and other Executive Officers, and report to the Board periodically on succession planning and management development and provide the Board recommendations and evaluations of potential successors.

6. Human Capital Management

- (a) The Committee shall assist the Board in its oversight of the Company's policies and strategies relating to culture and human capital management, including diversity and inclusion.

7. Other Responsibilities

- (a) Review and discuss with management the Company's Compensation Discussion and Analysis disclosure ("CD&A") to be included in the Company's annual general meeting of shareholders proxy statement (the "Proxy Statement") or Form 10-K, as applicable, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
- (b) The Committee shall produce the Compensation Committee Report for inclusion in the Company's proxy statement or Form 10-K, as applicable, that complies with the rules and regulations of the Securities and Exchange Commission ("SEC").
- (c) Oversee the Company's response to regulatory developments affecting executive compensation and review and, in coordination with the Board's nominating and corporate governance committee, make recommendations to the Board regarding (i) the Company's responses to shareholder proposals related to executive compensation matters, (ii) the Company's proposals regarding advisory votes on executive compensation, including as to the frequency of shareholder advisory votes on executive compensation ("Say on Pay"), and (iii) any other proposal relating to executive compensation intended for inclusion in the Proxy Statement. In connection therewith, review and consider the results of the Company's most recent Say on Pay vote, if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay outcomes and shareholder feedback.
- (d) Establish and maintain the appropriate set of peer group companies used for compensation benchmarking.
- (e) Prior to the retention of any compensation consultant or any other external advisor, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's

independence including factors specified in NYSE listing standards, and shall re-assess such independence at least annually for each advisor.

- (f) Annually evaluate the performance of the Committee.
- (g) Annually assess the adequacy of the Committee's charter.

**Resources and Outside Advisors.** The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of such outside counsel, compensation consultants or other experts, consultants or advisors (collectively, the "Compensation Advisors"), as it deems necessary to fulfill its duties and responsibilities, without the necessity for approval by the Board or management, including with respect to Compensation Advisors retained to assist in the evaluation of directors, CEO or other Executive Officers' compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any such Compensation Advisors retained by the Committee and shall receive appropriate funding from the Company for the payment of compensation to the Compensation Advisors.

**Delegation of Authority to Subcommittees.** The Committee shall have the authority to delegate certain of its duties and responsibilities to a subcommittee, including management subcommittees, as appropriate.