

VELOCITY

BY NU SKIN™

Amendment to the Sales Compensation Plan

The Sales Compensation Plan (“Plan”) is hereby amended to add the following provisions, effective January 15, 2018. This amendment will be incorporated into the Plan and all other terms and conditions of the Plan will remain unchanged and in full force and effect.

Section 1. Velocity Title Determination Transition Details

Through June 30, 2018, your title and associated number of paid Generations as a Sales Leader will continue to be based on the current provisions of the Plan, except as set forth in this Section 1. Please refer to the Plan for full details regarding current Plan title determination. With the launch of Velocity by Nu Skin™ (“Velocity”), we will also begin using new titles and terms. Until Velocity is fully implemented in all of Nu Skin’s Global Sales Compensation Plan markets, previous titles and terms and the new titles and terms will be used interchangeably and with equivalent meaning in Nu Skin documents, which is described more fully in Section 3 below.

As recently announced at Nu Skin Live, we are in the process of rolling out Velocity globally. Even though the full Velocity plan will not be introduced in your market until sometime in the future, Nu Skin is providing you with the option to voluntarily elect to have your title and associated number of paid Generations as a Sales Leader determined based on the new Velocity requirements. Please refer to Section 2 below for full details regarding Velocity title determination.

Beginning January 1, 2018, you may opt into the Velocity title requirements through your Volumes & Genealogy account. **ELECTION TO OPT INTO THE TITLE REQUIREMENTS OF VELOCITY IS PERMANENT AND MAY NOT BE CHANGED. ONCE YOU OPT INTO THE VELOCITY TITLE REQUIREMENTS, YOU MAY NOT REVERT BACK TO THE CURRENT PLAN TITLE REQUIREMENTS.**

Beginning July 1, 2018, title determination for all Brand Affiliates (Distributors) will be based on the Velocity requirements and the current Plan title requirements will no longer apply except as follows: Any Distributor (Brand Affiliate) who achieves a paid title of Ruby (Executive Brand Partner) or higher in April, May or June 2018, will continue to have their title determined by the title requirements of the current Plan through June 2020, unless they previously opted into Velocity title determination.

Brand Affiliates (Distributors) who achieve a paid title of Executive Brand Director (Blue Diamond) or higher in April, May or June 2018, may continue to participate in the current Plan title determination and count all G1 Sales Leaders, even if the G1 Sales Leaders are not Certified Lines, unless they permanently opt into the benefits of the Velocity title determination. Please see Section 2 for the definition of defined terms.

Section 2. Velocity Title Determination

Under Velocity title determination, your title will be determined in accordance with the following chart, which illustrates the new Velocity titles with references to current Plan titles, Velocity title requirements and corresponding paid Generations.

TITLE	CERTIFIED LINES*	LEADERSHIP TEAM(S)	PAID GENERATIONS
GOLD PARTNER <i>(BRAND PARTNER)</i>	1	0	1
LAPIS PARTNER <i>(SENIOR BRAND PARTNER)</i>	2	0	2
RUBY PARTNER <i>(EXECUTIVE BRAND PARTNER)</i>	4	0	3**
EMERALD DIRECTOR <i>(BRAND DIRECTOR)</i>	4	1	4**
DIAMOND DIRECTOR <i>(SENIOR BRAND DIRECTOR)</i>	5	2	5**
BLUE DIAMOND DIRECTOR <i>(EXECUTIVE BRAND DIRECTOR)</i>	6	3	6**
TEAM ELITE <i>(PRESIDENTIAL DIRECTOR)</i>	6	4	6**

*Through June 30, 2018, you may count all G1 Sales Leaders in lieu of Certified Lines, even if the G1 Sales Leaders are using a Grace Month, are a Provisional Executive or are using a Flex Block in the prior month (in markets that have launched the full Velocity plan).

**To be eligible to receive a Leading Bonus on Generations 3-6, you must not be involved in any sales or other activities that promote or benefit another direct sales company.

Definitions (All capitalized terms not defined below are defined in the Plan)

Certified Line: A Certified Line is any G1 Sales Leader (Breakaway Executive) who is a Certified Sales Leader or who has a Certified Sales Leader on any of their Generations.

Certified Sales Leader: For purposes of this amended Plan, a Certified Sales Leader is a Sales Leader (Executive or above) who satisfies applicable market Sales Leader (Executive or above) maintenance requirements by (i) achieving at least 2,000 points of Group Sales Volume per month and (ii) fulfilling any other Sales Leader (Executive or above) maintenance requirements for their market. A Sales Leader is not a Certified Sales Leader in any month that they used a Grace Month, are a Provisional Executive or used a Flex Block in the prior month (in markets that have launched the full Velocity plan).

Generations: Every Sales Leader you directly mentor is part of your 1st Generation (G1). Every Sales Leader your G1 Sales Leaders (Breakaway Executives) directly mentor is part of your 2nd Generation (G2) and so forth.

Leadership Team: A Leadership Team is a G1 Sales Leader (Breakaway Executive) that has a minimum of 30,000 Leadership Team Sales Volume in a calendar month. Leadership Team Sales Volume is the sum of all Sales Volume in such G1 Sales Leader's (Breakaway Executive's) Group, plus the aggregate Sales Volume on such G1 Sales Leader's (Breakaway Executive's) G1-G5.

Sales Leader: For purpose of this amended Plan, the term Sales Leader refers to a Brand Representative or above (Executive or above), including those who are using a Grace Month, are a Provisional Executive or are using a Flex Block in the prior month (in markets that have launched the full Velocity plan).

Sales Volume: Sales Volume is a point value system that we use to compare the relative value of Products across various currencies and markets.

Section 3. *New Terminology*

Velocity by Nu Skin, which is part of Nu Skin's Global Sales Compensation Plan, is being launched in Nu Skin's markets over time. As Velocity is launched, Nu Skin will begin using new terms and titles.

The following charts provide a comparison of the previous titles and terms, and new titles and terms. Until Velocity is fully implemented in all of Nu Skin's Global Sales Compensation Plan markets, the previous titles and terms, and the new titles and terms will be used interchangeably and with equivalent meaning in Nu Skin documents, including, but not limited to, the Distributor Agreement, Policies & Procedures and guidelines.

PREVIOUS TITLE	NEW TITLE
PREFERRED CUSTOMER	MEMBER
DISTRIBUTOR	BRAND AFFILIATE
QUALIFYING EXECUTIVE	QUALIFYING SALES LEADER
EXECUTIVE +	SALES LEADERS
EXECUTIVE (TITLE)	BRAND REPRESENTATIVE
GOLD	GOLD PARTNER (BRAND PARTNER)
LAPIS	LAPIS PARTNER (SENIOR BRAND PARTNER)
RUBY	RUBY PARTNER (EXECUTIVE BRAND PARTNER)
EMERALD	EMERALD DIRECTOR (BRAND DIRECTOR)
DIAMOND	DIAMOND DIRECTOR (SENIOR BRAND DIRECTOR)
BLUE DIAMOND	BLUE DIAMOND DIRECTOR (EXECUTIVE BRAND DIRECTOR)
TEAM ELITE	TEAM ELITE (PRESIDENTIAL DIRECTOR)
CIRCLE GROUP	GROUP
DISTRIBUTOR AGREEMENT	SELLER AGREEMENT