

FOUNDERS' EQUITY INCENTIVE PLAN

Own Your Legacy

About the Founders' Equity Incentive Plan

The Vi Founders often say that equity is one of the most valuable assets you can own. Starting in 2015, the year in which we celebrate 10 years in business, Promoters who lead the way in growing and maintaining their businesses will have the chance to earn from a special Founders Equity Incentive Plan and share in the future success of Vi.

This is a once in a lifetime opportunity to “own your legacy” and create something truly great, not only for today, but for your future. By personally reaching and maintaining leadership ranks of National Director and above, and helping your personally enrolled team do the same, you'll earn equity in the Plan.

EARN FROM 6% IN 4 EQUITY GROUPS

The *Founders Equity Incentive Plan* provides Promoters with an ownership opportunity equivalent to 6% of the entire company worldwide.

The 6% will be available to be awarded over 2 years, with 3% available to be earned in each of 2015 and 2016.

Eligible Promoters can earn in any one of the 4 Equity Groups below based on your Paid Rank each month of the Plan period:

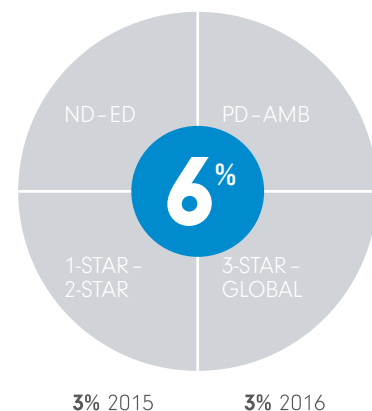
Equity Groups

1. National Director & Executive Director (open line National Director)
2. Presidential Director & Ambassador (open line Presidential Director)
3. 1-Star Ambassador to 2-Star Ambassador (open line 1-Star Ambassador)
4. 3-Star Ambassador to Global Ambassador (open line 3-Star Ambassador)

Important Notes:

- Your Equity Group is determined by your Paid Rank at the end of each production month
- You are eligible to earn Shares in the Plan each month based on your open line Paid Rank enroller tree
- If you fail to qualify in any production month, you will not lose any Shares you earned in previous months.

PROMOTER EQUITY GROUPS



3 DIFFERENT WAYS TO EARN SHARES IN THE PLAN

There are 3 ways to for you to earn Shares in the Plan each month during the promotion period.

<h4>1. PRODUCTION</h4> <p>Personal Rank Advancement</p> <ul style="list-style-type: none"> • Earn Shares by personally achieving new rank promotions of ND or above. • The higher ranks you achieve, the more Shares you can earn. • For existing Promoters, your starting rank is based on your November Paid Rank. 	<h4>2. REPRODUCTION</h4> <p>Team Rank Advancements</p> <ul style="list-style-type: none"> • Earn Shares by helping Promoters in your enroller tree team achieve new rank promotions of ND or above. • The higher the ranks you help them achieve, the more Shares you can earn. • For existing Promoters, their starting rank is based on their November Paid Rank. • Shares are earned in the month your personally enrolled Promoter achieves the new rank. • You can only earn Reproduction Shares up to your Paid Rank. <p><i>Example: If you are a Paid Rank Ambassador who breaks a personally enrolled 2-Star Ambassador, you will earn Reproduction Shares up to the Ambassador level.</i></p>	<h4>3. RETENTION</h4> <p>Maintaining Rank Qualifications</p> <ul style="list-style-type: none"> • Earn Shares by making sure you and your team maintain paid ranks of ND or above. • Begin earning Retention Shares in the 3rd month after you and your team achieve a new rank of ND or above (i.e. after 60 Day Grace Period). You can earn Retention Shares for up to 10 months after you achieve a new rank of National Director or above. The 10 months restart each time you attain a new rank. • You can only earn Retention Shares up to your Paid Rank.
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Important Note:

- For existing Promoters, the starting point for Production and Reproduction rank advancement shares is based on final November 2014 Paid Rank.

If you earned shares in 2015 for Production and Reproduction, the shares in 2016 will be based on the ranks achieved in 2015 for those personally enrolled Promoters.

Example: *If your personally enrolled Promoter is a High Rank Ambassador, but their November 2014 Paid Rank is National Director, you would qualify to earn Shares in the Plan when that Promoter achieves a Paid Rank of Presidential Director or above starting January 2015.*

SHARES SCALE

The scale below shows how Shares in the Plan are earned each month based on the Production, wReproduction, & Retention qualification criteria.

	ND	ED	PD	AMB	1-Star	2-Star	3-Star	4-Star	5-Star	Diamond	Royal	Crown	Global
Production	12	25	50	70	100	150	220	250	280	480	670	850	1150
Reproduction	12	25	50	70	100	150	220	250	280	480	670	850	1150
Retention	6	12.5	25	35	50	75	110	125	140	240	335	425	575



Vi6 Values

MINIMUM QUALIFICATIONS TO EARN

In order to be eligible to earn monthly Shares listed above, you must also meet Vi's Personal Qualification Criteria and Vi's Culture Standards below.

Personal Qualification Criteria

1. Maintain paid rank ND or above to earn points for the production month.
2. Enroll at least 1 Executive Promoter System (EPS) for the production month.

Culture Standards

1. Be a community example of the Vi Values
2. Support company promotions & priorities
3. Demonstrate leadership in Vi training, calls, and events
4. Support company expansion
5. Abide by the Policies & Procedures

Vi Culture Standards Committee

- Vi is a values-driven company which believes in leading with our core values at every level of our community. We have created a Discretionary Share Bonus opportunity to ensure that our leaders and equity holders are held to those same standards, and live as community examples of the Vi Values. The Vi Culture Standards Committee will govern this Discretionary Share Bonus opportunity.
- The Vi Culture Standards Committee is a group of ViSalus Founders and/or Executives who determine the final number of Shares that will be converted into Units at the end of each Plan year. This decision will be based on the number of Shares accumulated during the year plus or minus any Shares awarded or forfeited at the discretion of the Committee, based on the participant's compliance with the Vi Culture Standards.

Important Notes:

- Shares are earned per month based on rank qualifications of you and your personally enrolled team during that month.
- If the minimum qualifications outlined above are not met, you will not earn Shares in the Plan for that month. If you fail to qualify in a given production month, you will not lose Shares that you have earned in previous months. However, the more months in which you qualify, the more Shares you can earn.
- Your accumulated Shares at the end of each year plus or minus any Shares as determined by the Vi Culture Standards Committee shall determine your Units and equity percentage in the Founders Equity Incentive Plan.
- Shares are not transferrable.
- These rules apply for 2016 Only.

Be inspired.
Be inspiring.

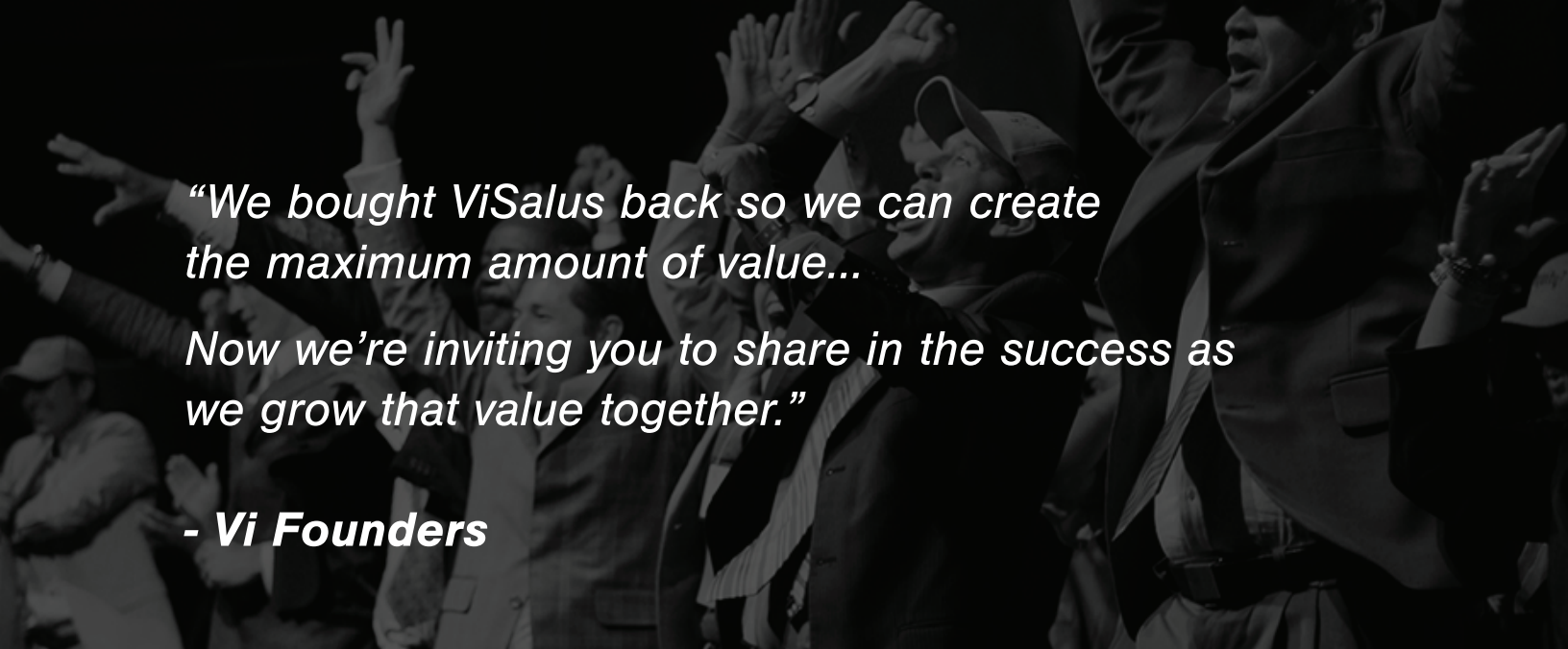
Build trust through
collaboration.

Be a good teacher
and a better student.

Think like an entrepreneur;
be resourceful.

Seek simplicity.

Challenge yourself.
Challenge others.



“We bought ViSalus back so we can create the maximum amount of value...

Now we’re inviting you to share in the success as we grow that value together.”

- Vi Founders

SHARE AND UNIT AWARDS; VESTING OF UNITS; CASH DISTRIBUTIONS

At the end of each Plan year, the Shares you have accumulated during the year, plus or minus any additional Shares awarded or forfeited by Vi’s Culture Standards Committee, will be converted into Units that will track and reflect the changing value of equity in ViSalus. The value of ViSalus’s equity will be determined by an independent valuation.

Your earned Units will vest 1/3 (one-third) per year over the three years following their issuance, provided that you enter into a Participation Agreement and remain an Active Promoter of ViSalus. For example, Units received at the end of 2015 will vest 1/3 each in 2016, 2017, and 2018, subject to the requirements of the Plan.

Once your Units are vested, you may be eligible to receive Cash Payouts at the same time that ViSalus stockholders receive any cash distributions. In order to be eligible to receive any Cash Payout, you must be an Active Promoter in good standing, and there will be a minimum paid rank requirement at the time of the distribution.

A participant’s percentage in the Plan is subject to adjustment for stock splits, dividends, recapitalizations, and other events that would affect a common stockholder’s percentage interest in ViSalus.

While ViSalus is very excited and optimistic about the growth of its business, it can make no guarantees of its future financial performance, the amount of payments under the Plan, or that any payments will be made under the Plan.

Legal terms and further details of the Plan will be outlined in the Participation Agreement that will be provided to all qualifying participants when Units are awarded at the end of 2015 and 2016.