



Vemma Bod•ē 12-Week Transformation Challenge Official Rules

The Vemma Bod•ē 12-Week Transformation Challenge is open to Brand Partners residing in the United States (excluding the U.S. Territories) who are 18 years of age and older as of their challenge start date. Employees of Vemma Nutrition Company (the “Company”) and their respective parents, subsidiaries, affiliates, and agents, as well as the immediate family (e.g. spouse, parents, siblings and children) and household members of each such person are not eligible. The challenge is subject to all applicable federal, state and local laws and regulations and is void where prohibited by law.

Challenge Periods

There are three (3) challenge periods for the 2012 year: the first challenge period begins at 12:00 a.m. (Arizona Time) on January 3, 2012 and ends at 11:59 p.m. on March 26, 2012 (“Challenge Period 1”); the second challenge period begins at 12:00 a.m. (Arizona Time) on May 2, 2012 and ends at 11:59 p.m. (Arizona Time) on July 24, 2012 (“Challenge Period 2”); and the third challenge period begins at 12:00 a.m. (Arizona Time) on August 27, 2012 and ends at 11:59 p.m. (Arizona Time) on November 18, 2012 (“Challenge Period 3”).

Brand Partners may enter their 12-week challenge at any time, regardless of the official challenge periods.

Brand Partners may choose to enter consecutive challenges.

Eligibility Requirements

To be eligible to participate and win, Brand Partners must be “Active” and in good standing in accordance with applicable Company Policies and Procedures throughout the challenge period and until the prize is awarded. “Active” is defined as having a minimum Vemma Bod•ē Auto-delivery order of 60 QV on file during their 12-Week challenge period.

Brand Partners must use Vemma Bod•ē products only during the challenge period and must not use any competitive products during the challenge period. By submitting their results as a challenge participant, Brand Partners certify that they have complied with this requirement and the terms and conditions of this challenge.

Brand Partners must submit their first and last name, Vemma ID (VID), “before” weight in pounds, “before” waist, hip and thigh body composition measurements in inches and “before” front and side photos.

Brand Partners must also submit their “after” weight in pounds, “after” waist, hip and thigh body composition measurements in inches, “after” front and side photos, and a brief summary of their challenge experience (250 words or less).

How to Take Before & After Photos

For best results, full-length photos should be taken in a well-lit area with the Brand Partner standing upright with arms to their side in front of a blank wall. Photos deemed inappropriate will be discarded and considered not eligible. In this situation, the Brand Partner will not be considered registered until an acceptable photo is

submitted. Photos must be original and may not be altered or re-touched. All photos will become property of Vemma and may be used in marketing materials.

How to Take Body Composition Measurements

Wear the same type of clothing each time you take your body composition measurements and do it around the same time of day. For the most accurate measurements, use the same scale and tape measure.

Weight: Take weight in bare or stocking feet and be sure to remove keys, loose change, phones, etc. from pockets. Record your weight in pounds.

Waist: Place the measuring tape about 1/2 an inch above your bellybutton (at the narrowest part of your waist) to measure around your body. Exhale and measure before you inhale again.

Hips: Place the measuring tape across the widest part of your hips/buttocks and measure all the way around while keeping the tape parallel to the floor.

Thigh: Measure around the largest part of one thigh. Measure the same thigh each time.

Other helpful hints:

- When taking body composition measurements, stand tall with your muscles relaxed and your feet together.
- When measuring, apply constant pressure to the tape (so it doesn't sag) without pinching the skin.
- Use a flexible measuring tape, such as plastic or cloth.
- Measure under the same conditions each time, such as the same clothes, scale or time of day.
- Measure yourself in front of a mirror to make sure the tape is positioned correctly. If possible, have someone else do the measuring for you.
- Taking body composition measurements will vary slightly from person to person. To ensure accuracy, remember to take them in the same place on your body each time.

Submission Periods

For Challenge Period 1, submissions are due by April 2, 2012 at 11:59 p.m. (Arizona Time). For Challenge Period 2, submissions are due by July 31, 2012 at 11:59 p.m. (Arizona Time). For Challenge Period 3, submissions are due by November 25, 2012 at 11:59 p.m. (Arizona Time). If your submission is received after the challenge submission deadline, you will be automatically entered into the next challenge period. For example, if the Company receives your submission on April 15, 2012, you will be automatically entered into Challenge Period 2.

Once a Brand Partner has completed their 12-week challenge, first and last name, Vemma ID (VID), “before” and “after” photos from their 12-week challenge period, current weight in pounds, plus waist, hip and thigh body composition measurements in inches and a brief summary of their challenge experience (250 words or less) must be submitted. Challenge results may be submitted either online, by email to bodechallenge@vemmas.com or by mail to Vemma Nutrition Company, Attention: Vemma Bod•ē 12-Week Transformation Challenge, 8322 East Hartford Drive, Scottsdale, Arizona, 85255. Please clearly indicate Bod•ē Challenge “Before” or Bod•ē Challenge “After.”

Judging Process

Brand Partners must submit their “before and after” results to be eligible to win a challenge. At the time of submission, Brand Partners must submit their 12-week “before and after” photos, “before and after” weight in pounds, “before and after” waist, hip and thigh body composition measurements in inches and a brief summary of their challenge experience (250 words or less). For best results, full-length photos should be taken

in a well-lit area with the Brand Partner standing upright with arms to their side in front of a blank wall. Photos deemed inappropriate will be discarded and considered not eligible. In this situation, the Brand Partner will not be considered registered until an acceptable photo is submitted. Photos must be original and may not be altered or re-touched. All photos will become property of Vemma and may be used in its marketing materials. By submitting an entry, Brand Partners agree to have their photos, name, location and stats posted on the Vemma Facebook® Fan Page. Testimonials may be used for the purpose of marketing Vemma Bod•ē products, the Vemma Bod•ē 12-Week Transformation Plan and the Vemma Bod•ē 12-Week Transformation Challenge.

Once the challenge submission deadline ends, Home Office judging will be subjectively based on a culmination of “before and after” photos, pounds lost, inches lost and/or an overall percentage of body fat loss. This judging process will determine female and male finalists for grand prize, runner-up and Vemma Facebook® Fan Favorite.

Once finalists are selected, they will be randomly placed in a male and female Vemma Facebook Fan Page bracket for fan-based voting. Each of the finalists in the Vemma Facebook Fan Page bracket will have their personal information posted on the Vemma Facebook Fan Page, which could include, but is not limited to: photos, name, location and stats. The Brand Partner in each male and female category with the most votes that day will move onto the next round. This process of elimination will be repeated until one Facebook Fan Favorite remains in each male and female category. In the event of a tie, Facebook voting will remain open for one additional day. In the event of another tie, names will be randomly drawn. While Facebook voting occurs, Home Office will judge the finalists in each category to determine the Grand Prize winners and runner-up winners for each male and female category.

By submitting an entry, Brand Partners agree to have their personal information posted on the Vemma Facebook® Fan Page, which could include, but is not limited to: photos, name, location and stats.

Home Office will apply these rules and judge the challenge in good faith. The Company shall have no liability of any kind whatsoever based on any participant's disagreement with Home Office's application of the rules and judging of the contest. The judging and determination of Home Office shall be final.

Winners will be contacted via phone and/or email and/or written letter. Odds of winning will depend on the amount of people who enter the challenge. Challenge rules are subject to change with no notification to you.

If Vemma discovers that any winning Brand Partner submitted erroneous, falsified, or otherwise altered information, Vemma shall have the right to revoke all prizes issued.

Challenge Prizes

Grand Prize male and female winners each receive:

- Caribbean Cruise for two, including:
 - Round-trip airfare
 - Ground transportation
 - On-board credit
- Makeover retreat and photo shoot, including:
 - Round-trip airfare for two to Scottsdale, Arizona
 - Ground transportation for two
 - Resort accommodations
 - Shopping spree with personal shopper
 - Hair services with a top stylist
 - Professional make up application
 - Professional photography session
 - Vemma Home Office & Manufacturing Facility tour

- \$1,000 USD

Runner-up male and female winners each receive:

- Makeover retreat and photo shoot, including:
 - Round-trip airfare for two to Scottsdale, Arizona
 - Ground transportation for two
 - Resort accommodations
 - Shopping spree with personal shopper
 - Hair services with a top stylist
 - Professional make up application
 - Professional photography session
 - Vemma Home Office & Manufacturing Facility tour
- \$1,000 USD

Vemma's Facebook Fan Favorite male and female winners each receive:

- Vemma Bodē-branded Apple® iPad 2

The approximate retail value for the winners of the Grand Prize is \$22,000 USD. The approximate retail value for the winners of the runner-up prize is \$10,000. The approximate retail value for the winners of the Vemma Facebook Fan Favorite is \$1,000. No substitution, exchange or transfer of prize by winner. Each prize winner is responsible for all federal, state and local taxes and fees associated with prize receipt and/or use. The participation of any individual in this challenge is solely at his/her own risk and responsibility. By participating, you agree that these **RULES ARE SUBJECT TO CHANGE WITHOUT NOTICE TO YOU.**

Prizes may vary depending on what part of the country winners live in. Annual average prize value is at \$100,000 total. Prizes are not transferrable and are not valid for any cash equivalent. Brand Partners may only win the grand prize one time per calendar year.

Participation and acceptance of prize constitutes permission for the Company or any of its related or affiliated entities, to use winners' names/likenesses for purposes of publicity, advertising and promotion without further compensation unless prohibited by law. By participating in this promotion, entrants are bound by the Official Rules. Rules are subject to any requirements/limitations that are, or may be imposed by the Federal Trade Commission or any government agency.

In the event of a dispute under or relating to these Official Rules or this challenge cannot be settled by mutual consultation between the parties, both parties irrevocably consent to the jurisdiction of any state or federal court sitting in Maricopa County, Arizona for the resolution of any such dispute and the courts located in Maricopa County, Arizona shall be the sole jurisdiction and venue for any dispute between the parties. The prevailing party in any litigation filed with any such court, including appeals from such court, shall be entitled to an award of costs and reasonable attorneys' fees.

All issues and questions concerning the construction, validity, interpretation and enforceability of these Official Rules, or the rights and obligations of participants and the Company in connection with this challenge, shall be governed by and construed in accordance with, the substantive laws of the State of Arizona, USA without regard to Arizona choice of law rules.

Any attempt by a participant or any other individual to deliberately circumvent, disrupt or damage the ordinary and normal operation of this challenge, telephone systems or websites, or undermine the legitimate operation of the challenge is a violation of criminal and civil laws and should such an attempt be made, the Company reserves the right to seek damages from any such participant to the fullest extent permitted by law.