

HERBALIFE LTD.
Form PRE 14A
February 27, 2015

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
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- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HERBALIFE LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

Herbalife Ltd.

2015 Proxy Statement

Annual General Meeting of Shareholders

Our 2015 Annual General Meeting of Shareholders

will be held on Thursday, April 23, 2015 at 9:00 a.m., Pacific Daylight Time, at:

800 W. Olympic Blvd., Suite 406

Los Angeles, CA 90015

Admission requirements

See Part 1 Information concerning solicitation and voting for details on admission requirements to attend the Annual Meeting.

Proxy voting options

Your vote is important!

All shareholders are cordially invited to attend the Annual Meeting in person. However, in order to assure your representation at the Annual Meeting, you are urged to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet or by completing, signing and mailing a proxy card or voting instruction form. Please follow the instructions on the proxy card or voting instruction form.

Proxies submitted by mail, the Internet or telephone must be received by 11:59 p.m., Eastern Time, on April 22, 2015.

Vote by Internet

www.envisionreports.com/HLF

24 hours a day / 7 days a week

Instructions:

1. Go to: www.envisionreports.com/HLF
2. Or scan the QR code with your smartphone
3. Follow the steps outlined on the secure website

Vote by telephone

1.800.652.VOTE (8683) via touch tone phone

toll-free 24 hours a day / 7 days a week

Instructions:

1. Call toll-free 1.800.652.VOTE (8683).
2. Follow the instructions provided by the recorded message.

Herbalife Ltd.

Notice of Annual General Meeting of Shareholders

Date: Thursday, April 23, 2015
Time: 9:00 a.m., Pacific Daylight Time
Place: 800 W. Olympic Blvd., Suite 406

Los Angeles, CA 90015

Record date: February 27, 2015

Proxy voting: All shareholders are cordially invited to attend the Annual Meeting in person. See Part 1 Information concerning solicitation and voting for details on admission requirements to attend the Annual Meeting.

However, to assure your representation at the Annual Meeting, you are urged to vote promptly. You may vote your shares via a toll-free telephone number, over the Internet or by completing, signing and mailing a proxy card or voting instruction form provided to you. Please follow the instructions on the proxy card or voting instruction form provided to you.

Items of business:

1. Elect the four directors named in the Proxy Statement;
2. Approve, on an advisory basis, the Company's executive compensation;
3. Ratify the appointment of the Company's independent registered public accountants for fiscal 2015;
4. Approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to provide for majority voting in uncontested director elections; and
5. Consider a shareholder proposal to provide for majority voting in uncontested director elections, if properly presented at the Annual Meeting.

Shareholders will also act upon such other matters as may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Only shareholders of record at the close of business on February 27, 2015 are entitled to notice of and to attend and vote at the Annual Meeting and any subsequent adjournment(s) or postponement(s) thereof.

Availability of Materials:

The Proxy Statement and Annual Report to Shareholders are available at

<http://www.edocumentview/HLF>.

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NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of Shareholders, or the Meeting, of Herbalife Ltd., a Cayman Islands exempted limited liability company, or the Company, will be held on Thursday, April 23, 2015 at 9:00 a.m., Pacific Daylight Time, at 800 W. Olympic Blvd., Suite 406, Los Angeles, California 90015.

Sincerely,

MARK J. FRIEDMAN

General Counsel and Corporate Secretary

Los Angeles, California

March , 2015

Proxy summary

This summary highlights information contained elsewhere in this Proxy Statement. You should carefully read this Proxy Statement in its entirety prior to voting on the proposals listed below and outlined herein. This Proxy Statement is dated March 10, 2015, and is first being made available to shareholders of the Company on or about March 10, 2015. A Notice Regarding Internet Availability of Proxy Materials for the Annual General Meeting was mailed to shareholders of the Company on or about March 10, 2015.

Annual General Meeting of Shareholders

Date: Thursday, April 23, 2015
Time: 9:00 a.m., Pacific Daylight Time
Place: 800 W. Olympic Blvd., Suite 406

Los Angeles, CA 90015

Record date: February 27, 2015

Voting: Shareholders as of the record date are entitled to vote.

Admission to meeting: Proof of share ownership will be required to enter the Herbalife Ltd. Annual Meeting – see Part 1 – Information concerning solicitation and voting – for details.

Meeting agenda

1. Elect the four directors named in the Proxy Statement;
2. Approve, on an advisory basis, the Company's executive compensation;
3. Ratify the appointment of the Company's independent registered public accountants for fiscal 2015;
4. Approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to provide for majority voting in uncontested director elections; and
5. Consider a shareholder proposal to provide for majority voting in uncontested director elections, if properly presented at the Meeting. Shareholders will also act upon such other matters as may properly come before the Meeting.

Proposal 4 above will be proposed as a Special Resolution in accordance with the Companies Law (2013 Revision) of the Cayman Islands.

Voting matters and vote recommendation

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Matter	Board vote recommendation
Election of directors	For each director nominee
Advisory vote to approve executive compensation	For
Ratification of the Company's independent registered public accountants for fiscal 2015	For
Approval of an amendment to the Company's Amended and Restated Memorandum and Articles of Association to provide for majority voting in uncontested director elections	For
Shareholder proposal to provide for majority voting in uncontested director elections	For

Our Board of Directors unanimously recommends that you vote for each of the director nominees named herein, and for the approval of proposals 2, 3, 4 and 5. **YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the Meeting, please take the time to vote. You may vote your shares via a toll-free telephone number or over the Internet or by completing, signing and mailing the proxy card or voting instruction form provided to you. Please follow the instructions on the proxy card or voting instruction form.

Proxy summary

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Part 1

Our annual general meeting of shareholders

Information concerning solicitation and voting

Place, time and date of meeting. This Proxy Statement is being furnished to the Company's shareholders in connection with the solicitation of proxies on behalf of our Board of Directors for use at the Meeting to be held on Thursday, April 23, 2015 at 9:00 a.m., Pacific Daylight Time, and at any subsequent adjournment(s) or postponement(s) thereof, for the purposes set forth herein and in the accompanying Notice of Annual General Meeting of Shareholders. The Meeting will be held at 800 W. Olympic Blvd., Suite 406, Los Angeles, California, 90015. Our telephone number is (213) 745-0500.

Record date and voting securities. Only shareholders of record at the close of business on February 27, 2015 or the Record Date, or duly authorized proxy holders of such shareholders of record, are entitled to notice of and to vote at the Meeting. The Company has one series of Common Shares outstanding. As of the Record Date _____ Common Shares were issued and outstanding and held of record by _____ registered holders.

Voting. Each shareholder is entitled to one vote for each Common Share held on the Record Date on all matters submitted for consideration at the Meeting. A quorum, representing the holders of not less than a majority of the issued and outstanding Common Shares entitled to vote at the Meeting, must be present in person or by proxy at the Meeting for the transaction of business. Common Shares that reflect abstentions are treated as Common Shares that are present and entitled to vote for the purposes of establishing a quorum and for purposes of determining the outcome of any matter submitted to the shareholders for a vote. However, abstentions do not constitute a vote for or against any matter and thus will be disregarded in the calculation of a plurality.

Broker non-votes are Common Shares held in street name through a broker or other nominee over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions. Thus, if you do not give your broker or nominee specific instructions, your Common Shares may not be voted on certain matters. Common Shares that reflect broker non-votes are treated as Common Shares that are present and entitled to vote for the purposes of

establishing a quorum. However, for the purposes of determining the outcome of any matter as to which the broker or nominee has indicated on the proxy that it does not have discretionary authority to vote, those Common Shares will be treated as not present and not entitled to vote with respect to that matter, even though those Common Shares are considered present and entitled to vote for the purposes of establishing a quorum and may be entitled to vote on other matters.

If you are a beneficial shareholder and your broker or nominee holds your Common Shares in its name, the broker or nominee is permitted to vote your Common Shares on the ratification of the appointment of independent registered public accountants, even if the broker or nominee does not receive voting instructions from you.

Directors are elected by a plurality, and the four nominees who receive the most votes will be elected. Abstentions and broker non-votes will not affect the outcome of the election. In respect of proposals 2, 3 and 5, to be approved, any such proposal must receive the affirmative vote of a majority of the Common Shares present or represented by proxy and entitled to vote on such matter. In respect of the fourth proposal, which involves changes to the Company's Amended and Restated Memorandum and Articles of Association and is therefore required, under the Companies Law (2013 Revision) of the Cayman Islands, to be passed as a special resolution, such proposal must receive the affirmative vote of not less than 66.67% of the Common Shares present or represented by proxy and entitled to vote in order to be approved. In respect of determining the outcome of the proposals other than the election of directors, abstentions have the effect of a negative vote. Broker non-votes will not affect the outcome of any such proposals.

The results of the advisory vote on the Company's executive compensation are not binding on the Board of Directors.

Majority vote policy. Pursuant to the majority voting policy set forth in our Principles of Corporate Governance, any current member of our Board of Directors that is a nominee in an uncontested election who does not receive

a majority of votes cast for his or her election is required to tender his or her resignation promptly following the failure to receive the required vote. The nominating and corporate governance committee of the Board is then required to make a recommendation to the Board as to whether the Board should accept the resignation, and the Board is required to decide whether to accept the resignation and to disclose its decision-making process. As discussed in greater detail under Part 3 Proposal 4: Approval of an amendment the company's amended and restated memorandum and articles of association to provide for majority voting in uncontested director elections, in the event that Proposal 4 is approved by our shareholders, this majority voting policy will be removed from our Principles of Corporate Governance.

Revocability of proxies. Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by either (a) delivering to the Corporate Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date, (b) granting a subsequent proxy through the Internet or telephone or (c) by attending the Meeting and voting in person. However, please note that if you would like to vote at the Meeting and you are not the shareholder of record, you must request, complete and deliver a proxy from your broker or other nominee.

Proxy solicitation. The Company bears the expense of printing and mailing proxy materials. Proxies may be solicited by certain of our directors, officers, and regular employees, without additional compensation, in person, by telephone, facsimile, or electronic mail. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of Common Shares.

Meeting attendance. Only shareholders of record as of February 27, 2015, authorized proxy holders of such shareholders, and invited guests of the Board may attend the Meeting.

If you are a shareholder of record, in order to be admitted to the Meeting, you will need to produce picture identification (such as a valid driver's license or passport) as well as copy of a form of proxy card or voting instruction form or a Notice showing your name and address. If you are an authorized proxy holder of a shareholder of record, in order to attend the Meeting, you will need both an admission ticket and picture identification (such as a valid driver's license or passport). To obtain an admission ticket to the Meeting, please send

your written request to Assistant Corporate Secretary, Herbalife International of America, Inc., 800 W. Olympic Boulevard, Suite 406, Los Angeles, California 90015. Your request must be received on or before April 13, 2015 and include a copy of a form of proxy card or voting instruction form confirming your appointment as a proxy holder. In your request, please include the address where your admission ticket should be mailed, and any special assistance needs. The Board requests that persons attending the Meeting observe a professional business dress code.

Meaning of shareholder of record. You are a shareholder of record only if your name is recorded on the Company's register of members. If your name is not recorded on the Company's register of members, any shares you hold in the Company are held beneficially. In this case you may still be entitled to direct the holder of your shares as to who should be appointed as proxy in respect of those shares and/or as to how to vote those shares on your behalf. If your shares are held beneficially and you wish to attend and vote at the Meeting in person, you will need to attend as a proxy holder of the shareholder of record.

Shareholders who have purchased their shares on an exchange may hold those shares through a depository, in which case they will be beneficial shareholders and will not be shareholders of record. If you hold your shares in street name you will not be a shareholder of record.

If you wish to enquire as to whether or not you are a shareholder of record, please contact our Assistant Corporate Secretary at c/o Herbalife International of America, Inc., 800 W. Olympic Boulevard, Suite 406, Los Angeles, California 90015.

Additional information. This Proxy Statement contains summaries of certain documents, but you are urged to read the documents themselves for the complete information. The summaries are qualified in their entirety by reference to the complete text of the document. In the event that any of the terms, conditions or other provisions of any such document is inconsistent with or contrary to the description or terms in this Proxy Statement, such document will control. Each of these documents, as well as those documents referenced in this Proxy Statement as being available in print upon request, are available upon request to the Company by following the procedures described under Part 7 Annual report, financial and additional information.

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders to be Held on April 23, 2015. The Proxy Statement and Annual Report to Shareholders are available at <http://www.edocumentview/HLF>

Part 2 The board of directors

Director independence

Our Board of Directors has affirmatively determined that each of Messrs. Barnes, Bermingham, Carmona, Christodoro, Cozza, Dunn, Gary, Lynn and Nelson and Mme. Otero is or was independent under section 303A.02 of the New York Stock Exchange, or the NYSE, Listed Company Manual and the Company's Categorical Standards of Independence, which are included as part of our Principles of Corporate Governance that are available on our website at www.herbalife.com by following the links through Investor Relations to Corporate Governance. The NYSE's independence guidelines and the Company's Categorical Standards include a series of objective tests, such as the person is not an employee of the Company and has not engaged in various types of business dealings involving the Company that would prevent the person from being an independent director.

The Board of Directors has affirmatively determined that none of the foregoing directors had any relationship with the Company that would compromise his or her independence. Mr. Carmona received \$100,000 in speaking fees in 2014 as disclosed in the Director Compensation Table below. Additionally, Messrs. Christodoro, Cozza, Gary, Lynn and Nelson are affiliated with the Icahn Parties (as defined in Part 3 Proposal 1: the election of directors), which beneficially own approximately 17,000,000 Common Shares. However, the Board of Directors affirmatively determined that such relationships did not compromise the independent judgment or the ability to act independent of the Company's management of any of Messrs. Carmona, Christodoro, Cozza, Gary, Lynn or Nelson.

Board meetings

The Board of Directors met 18 times during 2014. Each director is expected to dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties, including attending meetings of the shareholders of the Company, the Board of Directors and committees of which he or she is a member.

It is the policy of the Board of Directors to hold four regularly scheduled meetings, each of which includes an

executive session of non-management directors without the presence of management as well as a session of only the independent directors. Additional meetings of the Board of Directors, executive sessions of non-management directors and sessions of independent directors may be held from time to time as required or determined to be necessary.

Board leadership

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Currently Mr. Johnson serves as our Chairman and CEO. The Board has determined that a board leadership structure featuring a single leader as Chairman and CEO combined with a Lead Director best serves the interests of the Company and its shareholders. Combining the roles of Chairman and CEO makes clear that the individual serving in these roles has primary responsibility for managing the Company's business, under the oversight and review of the Board. Under this structure, the Chairman and CEO chairs Board meetings, where the Board discusses strategic and business issues. The Board believes that this approach is appropriate because the CEO is the individual with primary responsibility for implementing the

Company's strategy, directing the work of other executive officers and leading implementation of the Company's strategic plans as approved by the Board. This structure results in a single leader being directly accountable to the Board and, through the Board, to shareholders, and enables the CEO to act as the key link between the Board and other members of management.

In addition, the Board believes this structure is appropriate for the Company as the CEO is the person most knowledgeable about the Company and its business and is therefore the individual best able to provide guidance for productive Board meetings. The unique

nature of the Company's direct selling business model requires that the Chairman and CEO forge a close relationship with, and obtain and maintain the trust of, the Company's independent members.

Because the Board also believes that strong, independent Board leadership is a critical aspect of effective corporate governance, the Board has established the position of Lead Director. The Lead Director is an independent director elected for a two year term by the independent directors. The Lead Director chairs the Board meetings during all executive sessions and when the Chairman and CEO is unable to participate in Board meetings, and is a contact point for major shareholders and third parties who may desire to contact the Board independently of the Chairman and CEO. Mr. Levitt served as Lead Director from February 24, 2013 until the end of his Board service at the Company's 2014 annual general meeting of shareholders. Mr. Dunn was elected as Lead Director by the independent directors effective April 24, 2014. The responsibilities of the Lead Director include:

setting the agenda for and leading the regularly-held non-management and independent director sessions, and briefing the Chairman and CEO on any issues arising from those sessions;

coordinating the activities of the independent directors;
presiding at meetings of the Board at which the Chairman and CEO is not present, including executive sessions of the independent directors;

acting as the principal liaison to the Chairman and CEO for the views and any concerns and issues of the independent directors;

reviewing the development of, revisions to and implementation of strategic plans and initiatives and facilitating explanation and communication in these areas between the Board and management;

advising on the flow of information sent to the Board, and reviewing the agenda, materials and schedule for Board meetings;

being available for consultation and communication with major shareholders, as appropriate;

maintaining close contact with the chairperson of each standing committee; and

performing other duties that the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities. The Board periodically reviews the structure of Board and Company leadership as part of the succession planning process.

The board's role in risk oversight

The full Board of Directors has the ultimate responsibility for risk oversight regarding the Company. The Board oversees a Company-wide approach to risk management, designed to enhance shareholder value and to support the achievement of strategic objectives and to improve long-term organizational performance. The first aspect of the Board's approach to risk management is to determine the appropriate level of risk for the Company generally, followed by an assessment of the specific risks the Company faces and the steps management is taking to manage those risks. The full Board's involvement in setting the Company's business strategy facilitates those assessments, culminating in the development

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of a strategic plan that reflects the Board's and management's consensus as to appropriate levels of risk as to specific aspects of the Company's business and the appropriate measures to manage those risks. Additionally, the full Board of Directors participates in a periodic enterprise risk management assessment during its quarterly meetings. In this process, risk is assessed throughout the business, focusing on risks arising out of various aspects of the Company's strategic plan and its implementation, including financial, legal/compliance, operational/strategic and compensation risks. The Board also assesses its role in

risk oversight throughout our business. In addition to the discussion of risk with the full Board at least once a year, the independent directors discuss risk management during executive sessions without management present with the Lead Director presiding.

While the full Board of Directors has the ultimate oversight responsibility for the risk management process, various Board committees also have responsibility for risk management in certain areas. In particular, the audit committee focuses on financial risk, including internal controls, and assesses the Company's risk profile with the Company's internal auditors. The internal controls risk profile drives the internal audit plan for the coming year. The audit committee also handles violations of the Company's Code of Ethics and related corporate policies. Finally, the compensation committee periodically reviews compensation practices and policies to confirm that they do not encourage excessive risk taking. Management regularly reports on each such risk to the relevant committee or the full Board, as appropriate, and additional review or reporting on enterprise risks is conducted as needed or as requested by the Board or the relevant committee.

The board of directors

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2014 Director compensation

The table below summarizes the compensation paid by the Company to non-management directors for the fiscal year ended December 31, 2014.

Name	Fees earned or paid in cash (\$)	Equity awards ⁽¹⁾ (\$)	All other compensation	Total (\$)
Leroy T. Barnes, Jr.	164,876	119,960		284,836
Richard P. Bermingham	159,070	119,960		279,030
Carole Black ⁽⁵⁾	36,000			36,000
Pedro Cardoso	100,292	119,960	1,447,419 ⁽²⁾	1,667,671
Dr. Richard Carmona	106,795	119,960	100,000 ⁽³⁾	326,755
Jonathan Christodoro	132,556	119,960		252,516
Keith Cozza	108,625	119,960		228,585
Jeffrey T. Dunn	136,299	369,957		506,256
Hunter C. Gary	68,858	119,960		188,818
Michael J. Levitt ⁽⁶⁾	58,486			58,486
Jesse A. Lynn	70,858	119,960		190,818
James L. Nelson	82,000	119,960		201,960
Colombe M. Nicholas ⁽⁷⁾	40,000			40,000
Maria Otero	111,482	119,960		231,442
John Tartol	100,292	119,960	2,994,714 ⁽⁴⁾	3,214,966

(1) Amounts represent the aggregate grant date fair value of the relevant award(s) presented in accordance with ASC Topic 718, Compensation Stock Compensation. See note 9 of the notes to consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 regarding assumptions underlying the valuation of equity awards.

(2) Amount includes \$8,900 in gifts and \$1,438,519 in compensation under the Company's Marketing Plan resulting from Mr. Cardoso's activities as an Herbalife Member.

(3) Amount represents fees for speaking at Herbalife events.

(4) Amount includes \$51,000 in fees for speaking at Herbalife events, \$8900 in gifts and \$2,934,814 in compensation under the Company's Marketing Plan resulting from Mr. Tartol's activities as an Herbalife Member.

(5) Ms. Black did not stand for re-election at the end of her term and her Board service ended on April 29, 2014 at the Company's 2014 annual general meeting of shareholders.

(6) Mr. Levitt did not stand for re-election at the end of his term and his Board service ended on April 29, 2014 at the Company's 2014 annual general meeting of shareholders.

(7) Ms. Nicholas resigned from the Board effective April 29, 2014.

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Effective April 24, 2014, each non-management director receives (i) \$85,000 per year for services as a director (an increase from \$70,000 received from January 1, 2014, through April 23, 2014) and \$5,000 for each Board committee on which the director served, an additional \$20,000 per year for the Lead Director, an additional \$15,000 per year for the chair of the audit committee, an additional \$10,000 per year for the chair of the compensation committee and an additional \$10,000 per year for the chair of the nominating and corporate governance committee, (ii) \$1,500 for each Board meeting

attended by the director in person or \$1,000 per Board meeting attended telephonically, (iii) \$3,000 for each audit committee meeting attended either in person or telephonically (an increase from \$2,500 received from January 1, 2014 through April 23, 2014), and (iv) \$2,000 for each compensation committee and for each nominating and corporate governance committee meeting attended either in person or telephonically (an increase from \$1,500 received from January 1, 2014 through April 23, 2014). Cash fees with respect to Board or committee membership or service as the Lead Director or a

committee chair are paid ratably assuming twelve consecutive months of service from the date the particular membership or service commences. Cash fees for attending Board or committee meetings are paid in the month following the meeting date. Non-management directors also receive an annual equity grant pursuant to the Company's Amended and Restated Non-Management Directors Compensation Plan, which is part of the Herbalife Ltd. 2014 Stock Incentive Plan, in the form of restricted stock units, or RSUs, with a grant date fair value (as determined for financial reporting purposes) of \$120,000 (rounded down to the nearest whole unit that

vest on April 15, 2015). The Lead Director also receives an Equity grant in the form of restricted stock units RSUs with a grant date fair value (as determined for financial reporting purposes) of \$250,000 (rounded down to the nearest whole unit) in respect of his or her two-year term as Lead Director. The RSU award granted to the Lead Director vests on continuation of service as Lead Director in ratable amounts over each quarter over the life of the award. Our Lead Director typically serves for a two-year term and the appointment is reconsidered biannually concurrently with our annual general meeting of shareholders.

The board of directors

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The table below summarizes the equity-based awards held by the Company's non-management directors as of December 31, 2014.

Name	Options/ Stock appreciation rights		Stock unit awards			
	Number of securities underlying unexercised options/SARs (#) exercisable	Number of securities underlying unexercised options/SARs (#) un-exercisable	Number of Shares or units of stock that have not vested (#)	Market value of Shares or units of stock that have not vested ⁽¹⁾ (\$)	Exercise price (\$)	Expiration date
Leroy T. Barnes, Jr.	5,452				53.29	05/18/2018
Leroy T. Barnes, Jr.	4,526				79.58	12/19/2020
Leroy T. Barnes, Jr. ⁽¹⁾			2,000	\$75,400		04/30/2015
Richard P. Bermingham	7,503				44.79	05/31/2019
Richard P. Bermingham	4,526				79.58	12/19/2020
Richard P. Bermingham			2,000	\$75,400		04/30/2015
Pedro Cardoso	13,064				22.94	05/07/2017
Pedro Cardoso	5,452				53.29	05/18/2018
Pedro Cardoso	7,503				44.79	05/31/2019
Pedro Cardoso	4,526				79.58	12/19/2020
Pedro Cardoso			2,000	\$75,400		04/30/2015
Richard Carmona	4,526				79.58	12/19/2020
Richard Carmona			2,000	\$75,400		04/30/2015
Jonathan Christodoro	4,526				79.58	12/19/2020
Jonathan Christodoro			2,000	\$75,400		04/30/2015
Keith Cozza	4,526				79.58	12/19/2020
Keith Cozza			2,000	\$75,400		04/30/2015
Jeffrey T. Dunn	4,170				20.90	11/11/2016
Jeffrey T. Dunn	13,064				22.94	05/07/2017
Jeffrey T. Dunn	5,452				53.29	05/18/2018
Jeffrey T. Dunn	7,503				44.79	05/31/2019
Jeffrey T. Dunn	4,526				79.58	12/19/2020
Jeffrey T. Dunn			2,000	\$75,400		04/30/2015
Jeffrey T. Dunn			3,126	\$117,850		04/30/2015
Hunter, Gary			2,000	\$75,400		04/30/2015
Jesse Lynn			2,000	\$75,400		04/30/2015
James Nelson			2,000	\$75,400		04/30/2015
Maria Otero	4,526				79.58	12/19/2020
Maria Otero			2,000	\$75,400		04/30/2015
John Tartol	13,064				22.94	05/07/2017
John Tartol	5,452				53.29	05/18/2018
John Tartol	7,503				44.79	05/31/2019
John Tartol	4,526				79.58	12/19/2020
John Tartol			2,000	\$75,400		04/30/2015

(1) Market value based on the closing price of a Common Share on the NYSE on December 31, 2014 of \$37.70

Shareholder communications with the board of directors

Shareholders and other parties interested in communicating directly with the Board of Directors, non-management directors as a group or individual directors, including Jeffrey T. Dunn in his capacity as the Lead Director, may do so by writing to Herbalife Ltd., c/o Assistant Corporate Secretary, 800 W. Olympic Blvd, Suite 406, Los Angeles, CA 90015, or by email at corpsec@herbalife.com, indicating to whose attention the communication should be directed. Under a process approved by the Board of Directors for handling communications received by the Company and addressed to non-management directors, the Corporate Secretary of the Company reviews all such correspondence and forwards to members of the audit committee a summary

and/or copies of any such correspondence that, in the opinion of the Corporate Secretary, deal with the functions of the Board of Directors or committees thereof, or that he otherwise determines requires their attention. Directors may at any time review a log of all communications received by the Company and addressed to members of the Board of Directors and request copies of any such correspondence. Concern relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company's internal audit department and handled in accordance with procedures established by the audit committee with respect to such matters.

Committees of the board

Our Board of Directors has a standing audit committee, nominating and corporate governance committee, and compensation committee.

Audit committee

From January 1, 2014 until April 29, 2014, the audit committee consisted of Messrs. Barnes, Birmingham and Levitt. From April 29, 2014 until June 30, 2014, the audit committee consisted of Messrs. Barnes, Birmingham, Carmona and Nelson. From June 30, 2014 until July 24, 2014, the audit committee consisted of Messrs. Barnes, Birmingham, and Nelson. From July 24, 2014 the audit committee consisted of Messrs. Barnes, Birmingham, Dunn and Nelson. Since February 26, 2015, the audit committee has consisted of Messrs. Birmingham, Dunn and Nelson. Each director who served on the audit committee in 2014 is or was independent as discussed above under Director Independence. As required by Rule 303A.07 of the NYSE Listed Company Manual, the Board of Directors has affirmatively determined that each of Messrs. Barnes, Birmingham, Dunn and Nelson is or was financially literate, and that Mr. Birmingham is an audit committee financial expert, as defined in Item 407(d)(5) of Regulation S-K. Mr. Barnes served on the audit committee of four public companies while serving as a member of the Company's audit committee. As required by Rule 303A.07 of the NYSE Listed Company Manual, the Board of Directors affirmatively determined that Mr. Barnes's simultaneous services on the audit committees of more than three public companies would not impair his ability to effectively serve on the Company's audit committee.

The principal duties of the audit committee are as follows:

to monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and reporting;

to monitor the independence and performance of the Company's independent auditors and internal auditing department; and

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to provide an avenue of communication among the independent auditors, management, the internal auditing department and the Board of Directors.

Our Board of Directors has adopted a written charter for the audit committee which is available on the Company's website at www.herbalife.com by following the links through Investor Relations to Corporate Governance, and in print to any shareholder who requests it as set forth under Part 7 Annual report, financial and additional information. In 2014, the audit committee met 10 times.

Nominating and corporate governance committee

From January 1, 2014 until April 29, 2014, the nominating and corporate governance committee consisted of Mme. Nicholas and Messrs. Barnes and Dunn. From April 29, 2014 until July 24, 2014, the nominating and corporate governance committee consisted of Messrs. Barnes, Christodoro and Dunn. From July 24, 2014 the nominating and corporate governance committee consisted of Messrs. Barnes, Carmona, Christodoro and Lynn. Since February 26, 2015, the nominating and corporate governance committee has consisted of Messrs. Carmona, Christodoro and Lynn.

The board of directors

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Each director who served on the nominating and corporate governance committee in 2014 is or was independent as discussed above under Director Independence. The principal duties of the nominating and corporate governance committee are as follows:

to recommend to the Board of Directors proposed nominees for election to the Board of Directors both at annual general meetings and to fill vacancies that occur between annual general meetings; and

to review and make recommendations to the Board of Directors regarding the Company's corporate governance matters and practices. In identifying candidates to serve on the Board, the nominating and corporate governance committee first determines the evolving needs of the Board taking into account such factors as it deems appropriate, including, among others, the current composition of the Board of Directors, the range of talents, experiences and skills that would best complement those already represented on the Board of Directors, the balance of management and independent directors and the need for financial or other specialized expertise, as discussed in greater detail below under Part 3 Proposal 1: The Election of Directors Director Qualifications. Applying these criteria, the nominating and corporate governance committee considers candidates for director suggested by its members and other directors, as well as by management and shareholders. The nominating and corporate governance committee also retains a third-party executive search firm on an ad-hoc basis to identify and review candidates upon request of the committee from time to time.

If the nominating and corporate governance committee decides, on the basis of its preliminary review, to proceed with further consideration, the committee members, as well as other directors as appropriate, interview the nominee. After completing this evaluation and interview, the nominating and corporate governance committee makes a recommendation to the full Board of Directors, which makes the final determination whether to nominate the candidate after considering the nominating and corporate governance committee's report.

A shareholder who wishes to recommend a prospective nominee for the Board of Directors pursuant to the provisions of the Company's Amended and Restated Memorandum and Articles of Association, or the Memorandum and Articles of Association, should notify the Corporate Secretary in writing with the appropriate supporting materials, as more fully described under Part 7 Shareholder nominations.

The Board of Directors has adopted a written charter for the nominating and corporate governance committee, which is available on the Company's website at

www.herbalife.com by following the links through Investor Relations to Corporate Governance or in print to any shareholder who requests it as set forth under Part 7 Annual report, financial and additional information. In 2014, the nominating and corporate governance committee met five times.

Compensation committee

From January 1, 2014 through April 29, 2014, the compensation committee consisted of Mme. Black and Messrs. Bermingham and Dunn. From April 29, 2014 to July 24, 2014, the compensation committee consisted of Messrs. Bermingham, Christodoro and Mme. Otero. Since July 24, 2014, the compensation committee has consisted of Messrs. Bermingham, Christodoro and Gary and Mme. Otero. Each director who served on the compensation committee in 2014 is independent as discussed above under Director Independence. The principal duties of the compensation committee are as follows:

to oversee and approve compensation policies and programs;

to review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and other executive officers;

to evaluate the performance of the CEO and recommend the compensation level of the CEO for approval by the independent members of the Board of Directors;

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to evaluate the performance of certain executive officers and, considering the CEO's recommendations, set the compensation level for such executive officers;

to administer existing incentive compensation plans and equity-based plans;

to oversee regulatory compliance with respect to executive compensation matters; and

to review the compensation of directors.

Among other duties, the compensation committee is responsible for making the initial risk assessment of the Company's compensation programs and determining whether those programs require modification to remain consistent with the Board's determinations as to the levels of risk that are appropriate for the Company. In its assessment, the compensation committee reviewed the Company's compensation structure and noted numerous ways in which risk is potentially mitigated by practices and policies that include: the balanced mix between short- and long-term incentives; the use of multiple performance measures for the CEO's annual incentive awards; strong internal controls; the use of stock ownership guidelines; and the existence of an anti-hedging policy. In light of its analysis, the committee believes that the architecture of the Company's compensation programs prov