

MÖDERE™

COMPENSATION PLAN

INTRODUCTION

WELCOME TO MODERE.

MODERE IS CONNECTING DOTS. FROM CUSTOMER INNOVATION, TO PRODUCT EXPERIENCES — OUR MODEL IS BOLD AND OUR COMMUNITY IS STRONG. TOGETHER WE ARE CREATING AN ENTIRELY NEW APPROACH, WHERE EVERY SINGLE PARTICIPANT CAN MAKE A POSITIVE IMPACT, AND DEFINE THEIR UNIQUE LEVEL OF SUCCESS. WE ARE A VIBRANT TEAM OF INDIVIDUALS DEDICATED TO DELIVERING QUALITY EXPERIENCES AND SHAPING HEALTHY LIFESTYLES. OUR PASSION ALIGNS US, OUR BELIEF DRIVES US.

It all starts with the customer. If we provide them with the best experience possible, it creates the greatest opportunity for each of us.

Our compensation model is built to support the behaviors, that define the experience, that create the value.

Our primary focus at Modere is about attracting, retaining and growing customers.

We support that value proposition by providing a plan that rewards those entrepreneurs who have incredible abilities to attract customers and the drive to build strong sales organizations.

Diving into the details of the Modere Compensation Plan may appear complex, but it is all simplified by focusing on three natural behaviors: Acquire Customers. Become a Team Leader. Develop Team Leaders. Focus on these key activities and you will excel with Modere.

MODERE CAREER PATH

Upon joining, an entrepreneur becomes a Social Marketing Consultant. As they begin to meet specific monthly requirements they progress through the Modere Career path. Progression through the Career Path opens new opportunities for recognition and increased earning potential.

Once a Social Marketer is promoted to a new level, the qualification becomes effective immediately, allowing them to be paid at their new title the same month they achieve it.

SOCIAL MARKETER TITLE	SHORT TITLE	ACTIVITY POINTS (AP)	ORG. POINTS 3 LEVELS (OP3)	LIFETIME CUSTOMER COUNT*	LEGS**	ORG. POINTS (OP)	ORG. POINTS (OP) MAX LEG
Consultant	C	150					
Senior Consultant	SC	150	1,500	1	1	1,500	750
Team Leader	TL	150	3,000	3	1	3,000	1,500
Senior Team Leader	STL	150	3,000	3	1 SC	6,000	3,000
Social Marketing Director 1	D1	150	3,000	6	1 TL	12,000	7,000
Social Marketing Director 2	D2	150	3,000	6	2 TL	25,000	15,000
Social Marketing Director 3	D3	150	3,000	6	3 TL	50,000	35,000
Elite Social Marketer 1	E1	150	3,000	6	3 TL	100,000	70,000
Elite Social Marketer 2	E2	150	3,000	6	3 TL	200,000	140,000
Elite Social Marketer 3	E3	150	3,000	6	3 TL	400,000	280,000

*The lifetime customer count will go into effect at a future date. For a limited time this requirement is being waived.

**Legs must be qualified in the current month.

CUSTOMER SALES TITLE	ACTIVITY POINTS (AP)	CUSTOMER POINTS (CP)	ACTIVE CUSTOMER COUNT
Bronze	150	500	5
Silver	150	1,000	5
Gold	150	2,000	10
Platinum	150	3,000	15
Platinum 1	150	5,000	25
Platinum 2	150	7,000	35

The Modere Career Path includes recognition and titles for Social Marketers who reach important milestones in monthly customer sales. This special recognition is added to the Social Marketing title allowing Social Marketers two ways to be recognized for their efforts: promoting product and building teams.

< SALES TITLE BREAK DOWN

For example, a Social Marketer who achieves the Social Marketer Title of Social Marketing Director 1 (D1) and also earns the Customer Sales Title of Silver would be known officially as Social Marketing Director 1—Silver, or Silver D1.

SOCIAL MARKETER LOYALTY PROGRAM

Get a break on Monthly AP Requirement for your Loyalty

There are many incentives for participating in the Modere Social Marketer Loyalty Program. One benefit is the ability to meet the monthly activity point requirement to be eligible for commissions at a reduced rate. Members of the Social Marketer Loyalty Program who have 75 MP SmartShip, automatically meet the 150 AP monthly requirement.

ROLLING QUALIFICATION

Social Marketers that join between the 15th and the end of each month, are able to include their first month qualifying Customer Points (CP), Marketer Points (MP) Organizational Points within 3 levels (OP3), Organizational Points (OP) and Active Customer Counts (ACC) with the points generated in their 2nd bonus month. All points in month 1 are commissioned in month 1, and included as qualifying points in month 2. Rolling qualifications in month 2 are specific to the new Social Marketer; the qualifying points do not carry forward for upline qualifications.

Activity Points (AP) are not rolled forward and must be maintained in month 2 to qualify for all bonuses.

When a Social Marketer that is eligible for rolling qualifications qualifies for a Monthly Selling Bonus in month 1, any Monthly Selling Bonuses paid in month 2 will be reduced by bonuses paid in month 1. For example, if a Social Marketer qualifies for the Silver Monthly Selling Bonus in month 1 and is paid \$100 and with the combination of CP and ACC in month 2 the Social Marketer qualifies for the Gold Monthly Selling Bonus in month 2; the month 2 Monthly Selling Bonus will be \$150 (month 2: \$250 minus month 1: \$100 = \$150.00).

FIRST ORDER BONUS

Earn 20% from the points on a new Social Marketer's first order.

The first order bonus is paid on a new Social Marketer's first order to the enrolling sponsor. To be qualified for the First Order Bonus an Enroller must have 150 AP or be a qualified member of the Social Marketer Loyalty Program.

Qualified Sponsors receive a 20% commission from the points on the new Social Marketer's first order. Points from the new Social Marketer's first order are also commissioned through the Generational Unilevel, but at a 70% value.

For example if a new Social Marketer joins with a Social Marketer Collection worth 300 points, the enroller will earn a \$60 commission. The 300 points will be factored at 70%, for a total of 210 points which are then paid through the Generational Unilevel.

The first order must be placed at the time of enrollment (same day) otherwise all points from the new Social Marketer's first order will be paid through the Generational Unilevel.

60 DAY PLACEMENT

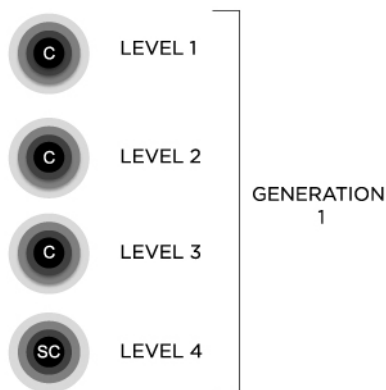
Upon personally enrolling a new Social Marketer the enrolling sponsor has 60 days to decide where to place the personally sponsored Social Marketer within his or her team. This allows the ability to create momentum by strategically linking team members.

GENERATIONAL UNILEVEL

Points from customer and social marketer product purchases made by your team members are paid through the Generational Unilevel. Customer points are first paid through the Sharing Bonus and then factored at 70% of the point value and paid through the Generational Unilevel.

As a Social Marketer progresses further through the career path, they can earn anywhere from 4%-7% on a pay generation.

	SC	TL	STL	D1	D2	D3	E1	E2	E3
Gen 1	4%	7%	7%	7%	7%	7%	7%	7%	7%
Gen 2	4%	7%	7%	7%	7%	7%	7%	7%	7%
Gen3		7%	7%	7%	7%	7%	7%	7%	7%
Gen 4			4%	5%	5%	5%	5%	5%	5%
Gen 5					4%	4%	4%	4%	5%
Gen 6						4%	4%	4%	4%
Gen 7							4%	4%	4%
Gen 8								4%	4%



PAYOUT COMPRESSION

The Generational Unilevel features compression, which allows Social Marketers to earn the highest possible payout. If a Social Marketer in your network does not qualify as SC or higher, his or her points are added to the points of the next Social Marketer below who meets the SC qualification requirements. This group of Social Marketers and their customers are then considered one pay generation.

RANK ADVANCEMENT BONUS

Earn up to \$750 at TL and \$12k at E1 for Rank Advancement

When a Social Marketer is promoted to Social Marketing Team Leader for the first time, they will receive a \$250.00 one-time rank advancement bonus. If the Social Marketer maintains Team Leader, or higher, qualifications in the following two months, they are eligible to receive additional second and third month consistency bonuses of \$250.00 each month for holding rank.

When a Social Marketer is promoted to Elite Social Marketer 1 for the first time, they will receive a \$4,000.00 one-time rank advancement bonus. If the Social Marketer maintains Elite Social Marketer 1 (E1), or higher, qualifications in the following two months, they are eligible to receive additional second and third month consistency bonuses of \$4,000.00 each month for holding rank.

If the Social Marketer does not qualify for the rank advancement consistency bonus in the second month, they are still eligible for the corresponding third month rank advancement consistency bonus, if the corresponding rank is achieved.

TEAM LEADER RANK ADVANCEMENT MATCHING BONUS

Earn \$250 for first level Social Marketers who Rank Advance to Team Leader and Maintain

Another Incentive to achieve Social Marketing Team Leader and develop new Social Marketing Team Leaders is the Team Leader Rank Advancement Matching Bonus.

Social Marketing Team Leaders, or higher, are eligible to earn a \$250.00 Rank Advancement Matching Bonus each time they develop a new Social Marketing Team Leader on their first level that maintains Team Leader in the second, third and fourth consecutive month.

If the direct sponsor (based on placement structure) is not qualified at the TL Rank to earn a Rank Advancement Matching Bonus, the next upline qualified Team Leader is eligible to be paid a \$125.00 Matching Bonus.

RANK ADVANCEMENT BONUS AND MATCHING BONUS

RANK TITLE	RANK ADVANCEMENT BONUS X MONTHS 1, 2, & 3	QUALIFIED UPLINE RANK MATCHING BONUS X MONTHS 2, 3, & 4
TL	\$750.00	UP TO \$750.00
E1	\$12,000.00	-

DYNAMIC TEAM LEADER & DIRECTOR BONUS

Earn 12% to 15% on your largest paid generation within 3 generations of the Unilevel Commissions.*

Achieving and maintaining Social Marketing Team Leader or Director is rewarding for many reasons. One of the advantages is the Dynamic Bonus. The Dynamic Bonus is an extra bonus that is applied to the paid generation within the first three generations with the most points. This allows Team Leaders and Directors to earn more on the generation that has the largest amount of points.

DYNAMIC TEAM LEADER & DIRECTOR BONUS EXAMPLE

In this example the Dynamic Bonus is applied to the generation which contains the most points.

PAID LEVEL	POINTS PER LEVEL	TL DYNAMIC BONUS	DIRECTOR DYNAMIC BONUS
Generation 1	1,000		
Generation 2	1,500	+5%	+8%
Generation 3	500		

**Excludes first order bonus points.*

4 & MORE BUILDER BONUS

Elite Social Marketers earn an additional 4% on the 4th team and beyond within the Generational Unilevel.*

Elite Social Marketers who develop more than three personally sponsored teams are eligible to receive the Four & More Builder Bonus.

The three personally sponsored teams with the most Organizational Points are considered teams one through three. All other personally sponsored teams are considered four & more. For teams four and more, Elites earn an extra 4% commission on all Unilevel pay levels in addition to the standard Unilevel Commissions.

**Excludes first order bonus points.*

SHARING BONUS

CP	PERCENT EARNED
< 300 CP	10%
300+ CP	15%
500+ CP	20%

**Social Marketers must have at least 150 AP to earn 15% or 20% on monthly CP*

Earn up to an additional 20% on your Customer Points (CP)

Sharing Bonuses are just one of three ways a Social Marketer can earn commission from their personal customers' purchases, which are the purchases from all customers within the Social Marketer's Pod. Based upon the amount of CP in their Pod, a Social Marketer can earn anywhere from 10% - 20% of the CP amount. The more CP a Social Marketer has in their Pod, the greater their earning ability.

Social Marketers with less than 150 AP or less than 300 CP can earn a maximum of 10%. Social Marketers must have at least 150 AP to earn 15% or 20% on monthly CP.

MONTHLY & CONSISTENCY SELLING REWARD

Earn up to \$1,000 every month and an additional \$4,000 annually with selling rewards.

Social Marketers who achieve select levels of CP and a minimum Active Customer Count (ACC) in the same month earn the Monthly Selling Reward. This reward can be earned each month a Social Marketer meets the requirements. These generous bonuses range from \$100 to \$1,000 and are in addition to the Sharing Bonus.

When a Social Marketer qualifies for an additional Monthly Selling Reward for three consecutive months they earn a Consistency Selling Reward. The Consistency Selling Reward is based upon the minimum Monthly Selling Reward.

For example, if a Social Marketer qualifies for the \$250.00 Monthly Selling Reward in September, \$100.00 Monthly Selling Reward in October and a \$250.00 Monthly Selling Reward in November, they will qualify for an additional \$100.00 Consistency Selling Reward paid in November. If a Social Marketer qualifies for the \$500.00 Monthly Selling Reward in September, \$500.00 Monthly Selling Reward in October and \$500.00 Monthly Selling Reward in November, they will qualify for an additional \$500.00 Consistency Selling Reward paid in November.

TITLE	AP	CP	ACTIVE CUSTOMER COUNT	MONTHLY SELLER REWARDS BONUS	3 MONTH CONSISTENCY SELLER REWARD
Silver	150	1,000	5	\$100.00	\$100.00
Gold	150	2,000	10	\$250.00	\$250.00
Platinum	150	3,000	15	\$500.00	\$500.00
Platinum 1	150	5,000	25	\$750.00	\$750.00
Platinum 2	150	7,000	35	\$1,000.00	\$1,000.00

LEADERSHIP DEVELOPMENT BONUSES

Earn a match on team member's Generational Unilevel and Sharing Bonus earnings.

The Leadership Development Bonuses are the most attractive and exciting bonuses for Social Marketers. Through a modern and new approach it allows leaders to earn deep into their organization.

Social Marketing Directors and Elite Social Marketers are eligible to earn Leadership Development Bonuses based on Generational Unilevel commissions paid to Team Leaders, Senior Team Leaders, Directors and Elite Social Marketers within the Social Marketers Team. Additionally these Social Marketers are also eligible to earn Leadership Development Bonuses based on Sharing Bonuses paid to Gold, Platinum, Platinum 1 and Platinum 2 Social Marketers.

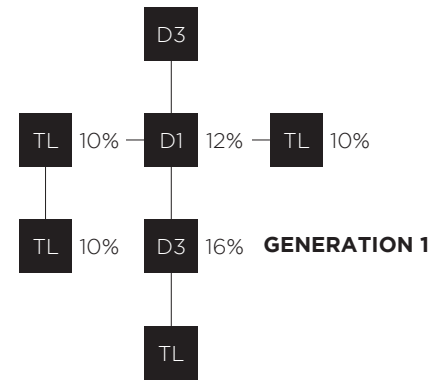
Social Marketing Directors are eligible to earn Leadership Development Bonuses through one dynamic generation and Elite Social Marketers are able to earn through two dynamic generations.

A dynamic generation includes all Gold, Platinums, Team Leaders, Senior Team Leaders, Directors and Elite Social Marketers down to the first similar, or higher, qualified Social Marketer.

Of the total commission payout, Modere reserves the right to cap the total Leadership Development Bonus at 10%.

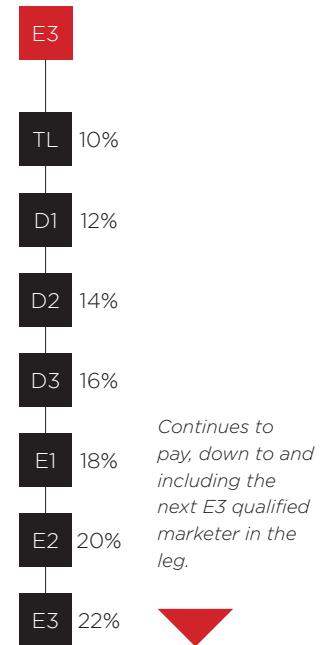
*Excludes first order bonus

For example, a Social Marketing Director 3 will earn a 7% match on selling titles Sharing Bonus, 10% match on TLs, 10% match on STLs, 12% match on D1s, 14% match on D2s and a 16% match on D3, or higher, qualified total unilevel earnings. This generous commission will continue to be paid down to and including the first similarly or higher qualified Social Marketer in each leg, which is considered a generation.




For Social Marketers who qualify as E1 or higher, they have the ability to earn down two dynamic generations of similarly or higher qualified Social Marketers. In this scenario the E3 qualified Social Marketer will earn 7% on selling titles Sharing Bonus, 10% on TLs, 10% match on STLs, 12% on D1s, 14% on D2s, 16% on D3s, 18% on E1s, 20% on E2s and 22% on up to two dynamic generations of E3 qualified Social Marketers.

Leadership Development bonuses are distinctly different than other bonuses because of the rare way they allow a Social Marketer to be rewarded for building leaders within their team. Additionally these bonuses allow the potential for a Social Marketer to be paid on the same points, multiple times.



MATCHING TITLE

YOUR TITLE	SALES TITLE*								
	TL	STL	D1-E3						
D1	5%	10%	10%	12%					
D2	SALES TITLE* TL STL D1 D1-E3								
	6%	10%	10%	12%	14%				
D3	SALES TITLE* TL STL D1 D2 D1-E3								
	7%	10%	10%	12%	14%	16%			
E1	SALES TITLE* TL STL D1 D2 D3 E1-E3								
	7%	10%	10%	12%	14%	16%	18%		
E2	SALES TITLE* TL STL D1 D2 D3 E1 E2-E3								
	7%	10%	10%	12%	14%	16%	18%	20%	
E3	SALES TITLE* TL STL D1 D2 D3 E1 E2 E3								
	7%	10%	10%	12%	14%	16%	18%	20%	22%



Directors earn one **dynamic generation of match.



Elites earn two **dynamic generations of match

*Gold, Platinum, Platinum 1, Platinum 2

**Dynamic Generation includes all leader and sales titles down to and including the first same or higher title.

PROMOTIONAL BONUSES

The following is a list of promotional bonuses currently being offered for a limited time.

GET 3, TEAM 3 BONUS

These rich bonuses reward a Social Marketer for enrolling new Social Marketers with the Social Marketer Collection and for helping their personal enrollments build teams of 3. Get 3, Team 3 Bonuses are paid each Friday for the previous week's activity (Sunday 12:00 AM MST to Saturday 12:00 PM MST).

The Get 3, Team 3 Bonus are effective from July 1, 2015 through September 30, 2015.

GET 3

A Get 3 bonus is paid each time a qualified Social Marketer enrolls a new Social Marketer who joins with the Social Marketer Collection and opts into the Loyalty Program at the time of enrollment. For every third enrollment, the Get 3 Bonus increases. For the thirteenth enrollment and beyond the cycle begins again.

ENROLLMENT BONUS	
1ST	\$100
2ND	\$100
3RD	\$300
4TH	\$100
5TH	\$100
6TH	\$400
7TH	\$100
8TH	\$100
9TH	\$500
10TH	\$100
11TH	\$100
12TH	\$1000
13TH BEYOND	CYCLE AGAIN

To participate in Get 3 a Social Marketer must join with the Modere Social Marketer Collection and opt into the Modere Loyalty Program at the time of enrollment or qualify as a Director One or higher within the Modere Career Path.* The Social Marketer must also qualify with 150 AP or 75 MP Loyalty Order in the current or previous month.

The Get 3 bonus replaces the First Order Bonus in the Modere Career Path. For new Social Marketers who join and do not purchase the Social Marketer Collection and opt into the Loyalty Program at the time of enrollment, the first order will be paid through the First Order Bonus. The points from all first orders will be factored at 50% for payout through the generational unilevel for the duration of the Get 3, Team 3 bonuses.

TEAM 3

The Team 3 Bonus is paid each time a member on a Social Marketer's Team Gets 3. This bonus is paid to the next upline eligible Social Marketer based on the enrollment structure.

TEAM 3 BONUS	
1ST TEAM	\$100
2ND TEAM	\$150
3RD TEAM	\$200
4TH TEAM	\$250
5TH TEAM	\$300
6TH TEAM	\$400
7TH TEAM	\$500
8TH TEAM	\$600
9TH TEAM	\$700
10TH TEAM	\$800
11TH TEAM	\$900
12TH TEAM	\$1000
13TH BEYOND	\$250

To be eligible for a Team 3 Bonus a Social Marketer must first personally "Get 3". The Social Marketer must also have 150 AP or a 75 MP Loyalty Order in the previous or current month.

**Social Marketers who joined prior to 6/22/2015 may participate in the Get 3 bonuses so long as they meet the 150 AP or 75 MP loyalty requirements for the previous or current month*

Gaming and Stacking is strictly prohibited. Gaming includes providing financial assistance to Social Marketers, violating one Social Marketer per Social Marketer account and the enrolling of fictitious accounts. New Social Marketers must have unique addresses and forms of payment to be eligible to count toward Get 3, Team 3 Bonuses. If Modere finds instances of gaming or stacking all commissions paid will be deducted from future payments and the Social Marketer will be subject disciplinary action in conjunction with Modere Policy and Procedures.

ELITE LIFESTYLE BONUSES

Modere is offering phenomenal bonuses, up to \$1,000,000 for Social Marketers who achieve new Elite titles and build Elite teams. Social Marketers can qualify to receive these bonuses from July 1, 2015 through June 30, 2016.

ELITE LIFESTYLE BONUSES FOR PERSONAL ADVANCEMENT*

TITLE	BONUS	ELIGIBLE MONTHS	MONTHLY PAYMENT	GRACE PERIODS
ELITE 1	\$25,000	12	2083.33	2
ELITE 2	\$50,000	18	2777.78	2
ELITE 3	\$100,000	24	4166.67	3
ELITE 3 within first 12 months	\$75,000	24	7291.61	3

For each new Elite rank achieved during the qualification period Modere is offering a generous bonus. Each of these bonuses are stackable and can be combined to pay up to \$250,000 dollars**.

The Elite Lifestyle Bonuses are paid out over a period of eligible months. The first payment is paid in the month the new title is achieved for the first time. To receive future monthly payments the Social Marketer must consecutively maintain the same qualification in the consecutive months. If a Social Marketer fails to maintain the same qualification they will be allotted a grace period to preserve the eligible months. If no grace periods are available the eligible months are decreased by one month for each month the qualification is missed.

**The maximum amount a Social Marketer can earn from personal Elite advancements is \$250,000.

ELITE LIFESTYLE BONUSES FOR BUILDING ELITE TEAMS*

PERSONAL ELITE TEAM LINES	BONUS	ELIGIBLE MONTHS	MONTHLY PAYMENT
4 ELITE LINE	\$250,000	36	\$2083.33
6 ELITE LINES	\$250,000	36	\$2777.78
8 ELITE LINES	\$250,000	36	\$4166.67

Social Marketers who attain the status of Elite 3 and develop new Elite teams are eligible to earn additional bonuses. Each of the Elite Team Bonuses are stackable and can be combined to pay up to \$750,000. To qualify as an Elite line, a Social Marketer account must achieve the status of Elite for the first time during the Elite Lifestyle Bonus qualification period. Elite Lifestyle Bonuses require Elite Teams to be in separate lines. Personal Elite lines are qualified based on the enrollment tree.

**Elite Lifestyle Bonuses are promotional bonuses only. The charts above are examples of bonus potential and not based on actual results. Qualification for these bonuses is available for a limited time only. Each Elite Lifestyle Bonus is paid out over a period of twelve to thirty six commission months from the date the bonus is first achieved.*

GLOSSARY

ACRONYM	TERM	DEFINITION
AP	Activity Points	Combined point value of purchases by a Social Marketer and points from their new customers' purchases in their first calendar month.
ACC	Active Customer Count	Total number of active customers in a Social Marketer's Pod who have purchased products in a given month.
CP	Customer Points	Points from products purchased by customers in a Social Marketer's Pod.
LC	Lifetime Customer	A customer who has purchased product.
LCC	Lifetime Customer Count	Total number of Lifetime Customers in a Social Marketer's Pod.
-	Leg	A Social Marketer on your first level based on placement structure. This Social Marketer and their team constitute a Leg in your network.
	Leadership Development Generation	A generation includes all Gold, Platinums, Team Leaders, Senior Team Leaders, Directors and Elite Social Marketers down to the first similar or higher qualified Social Marketer.
Max Leg	Maximum Leg Amount	Used to determine the maximum amount of points that can count towards OP monthly qualifications from a leg.
MP	Marketer Points	Points from products personally purchased by a Social Marketer.
OP	Organization Points	Includes a Social Marketer's own MP and CP and all MP and CP from the Social Marketer's entire network.
OP3	Organization Points within 3 Actual Levels	Includes a Marketer's own MP and CP and all MP and CP within first three active levels of a Social Marketer's team, based on 150 AP activity or SM Loyalty Membership.
Pod	Personal Customer Pod	A Social Marketer's personally sponsored customers and customers they refer.
-	Unilevel Generation	If a Social Marketer does not qualify as SC or higher, his or her points are added to the points of the next Social Marketer below who meets the SC qualification requirements. This group of Social Marketers and their customers are then considered one Generation.
ES	Enrollment Structure & Enrollment Sponsor	The structure of a Social Marketer's team based on the original enrollment position and sponsor. Enrollment Sponsor is the original sponsor indicated at the time of sign up.
PS	Placement Structure & Placement Sponsor	The structure of a Social Marketer's team based on the placement position as a result of a move within the 60 Day Placement Period. Placement Sponsor is the sponsor assigned by the Enrollment Sponsor within the 60 Day Placement Period.

The Modere Marketing and Compensation Plan, together with Social Marketer Application and Agreement, the Modere Policies and Procedures, and the Business Entity Form (where appropriate), collectively form the agreement between the Social Marketer and Modere.



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