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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**HERBALIFE NUTRITION LTD.**

(Name of Subject Company (Issuer))

**Herbalife Nutrition Ltd.**

(Name of Filing Persons (Offeror))

**Common Shares, par value \$0.0005 per share**  
(Title of Class of Securities)

**G4412G101**

(CUSIP Number of Class of Securities)

**Henry C. Wang**

**General Counsel and Corporate Secretary**

**Herbalife Nutrition Ltd.**

**P.O. Box 309GT**

**Ugland House, South Church Street**

**Grand Cayman, Cayman Islands**

**(213) 745-0500**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Jonathan K. Layne**

**James J. Moloney**

**Gibson, Dunn & Crutcher LLP**

**2029 Century Park East**

**Los Angeles, CA 90067**

**(310) 552-8500**

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**Calculation of Filing Fee**

<b>Transaction valuation*</b>	<b>Amount of filing fee**</b>
\$750,000,000	\$97,350

\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of common shares, par value \$0.0005 per share, of the Issuer for a maximum aggregate tender offer price of \$750 million.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) and Rule 1-11(d) of the Securities Exchange Act of 1934, as amended and Fee Rate Advisory #1 for Fiscal Year 2020 equals \$129.80 per \$1,000,000 of the aggregate value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this "Schedule TO") is being filed by Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company"). This Schedule TO relates to the offer by the Company to purchase common shares, par value \$0.0005 per share in the capital of the Company (the "common shares"), for an aggregate cash purchase price of up to \$750 million and at a price per share not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash, less any applicable tax withholding and without interest upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 13, 2020 (the "Offer to Purchase"), and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Upon the terms and subject to the conditions of the Offer, the Company will purchase common shares properly tendered and not properly withdrawn for an aggregate cash purchase price of up to \$750 million. Unless the context otherwise requires, all references to "shares" shall refer to the common shares and all references to "shares properly tendered" shall refer to "common shares properly tendered and not properly withdrawn in the Offer." All the information set forth in the Offer to Purchase is incorporated herein by reference in response to Items 1 through 9 and Item 11 in this Schedule TO and is supplemented by the information specifically provided in this Schedule TO. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time (as defined in the Offer to Purchase), the Company will determine a single per share price, which will not be greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash, less any applicable tax withholding and without interest (the "Cash Purchase Price"), that will allow the Company to purchase the shares properly tendered, for an aggregate Cash Purchase Price of up to \$750 million. The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25), at which shares have been properly tendered in the Offer, that will enable the Company to purchase common shares for an aggregate Cash Purchase Price up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the Company will select the lowest price that will allow the Company to purchase all the shares that are properly tendered. All shares the Company purchases in the Offer will be purchased at the same Cash Purchase Price regardless of whether the shareholder tendered at a lower price, or was deemed to have tendered, at a lower price. If the Company's purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares at the Expiration Time), which the Company will purchase on a priority basis, and except for each conditional tender whose condition was not met, which the Company will not purchase. Shares tendered but not purchased pursuant to the Offer will be returned to the tendering shareholders at the Company's expense promptly following the Expiration Time.

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**Items 1 and 2; Items 4 through 9; Item 11.**

- (a) The information set forth in the Offer to Purchase is incorporated herein by reference and the accompanying Letter of Transmittal, including all schedules thereto, is hereby incorporated by reference in response to Items 1 and 2, Items 4 through 9 and Item 11 in this Schedule TO.

**Item 3. Identity and Background of Filing Persons.**

- (a)-(c) This Schedule TO is filed by the Company. The Company is both a filing person and the subject company. The Company's business address and telephone number are set forth in Item 2(a) above. The information set forth in Section 10—"Information About the Company" to the Offer to Purchase is incorporated herein by reference.

**Item 10. Financial Statements.**

- (a)-(b) Not material.

**Item 12. Exhibits.**

The information set forth on the Exhibit Index is incorporated herein by reference.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**HERBALIFE NUTRITION LTD.**

By: /s/ Bosco Chiu  
Name: Bosco Chiu  
Title: Executive Vice President & Chief Financial  
Officer

Dated: July 13, 2020

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(A) *	Offer to Purchase, dated July 13, 2020.
(a)(1)(B) *	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute FormW-9).
(a)(1)(C) *	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(D) *	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Press release issued by the Company, dated July 13, 2020 (incorporated by reference to the Company's Form 8-K filed on the date hereof).
(a)(1)(F) *	Notice to Participants in the Company's Employee Stock Purchase Plan
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Filed herewith

**Offer to Purchase for Cash**  
by  
**Herbalife Nutrition Ltd.**  
of  
**Common Shares**  
of  
**Herbalife Nutrition Ltd.**  
for  
**an Aggregate Cash Purchase Price of Up to \$750 million**  
at  
**a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share**

**THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 11, 2020 UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE "EXPIRATION TIME").**

This offer is being made by Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company," "we," or "us"). We are offering to purchase common shares, par value \$0.0005 per share in the capital of the Company (the "common shares" or "shares"), for an aggregate cash purchase price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, and as adjusted for any stock split, upon the terms and subject to the conditions described in this Offer to Purchase (which may be amended and supplemented from time to time, the "Offer to Purchase") and the related Letter of Transmittal (the "Letter of Transmittal") (which together, as they may be amended and supplemented from time to time, constitute the "Offer").

Upon the terms and subject to the conditions of the Offer, the Company will purchase common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price (as such term is defined below) of up to \$750 million, constituting approximately 11.4% of the total number of common shares as of the close of trading on July 9, 2020 (assuming the Company acquires common shares pursuant to this Offer at the lowest possible Cash Purchase Price of \$44.75 per share). Unless the context otherwise requires, all references to "shares" shall refer to the common shares and all references to "shares properly tendered" shall refer to "common shares properly tendered and not properly withdrawn in the Offer."

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, we will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash (the "Cash Purchase Price"), less any applicable tax withholding and without interest that we will pay for those shares properly tendered for an aggregate Cash Purchase Price of up to \$750 million. The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable us to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to purchase all the shares that are properly tendered. We reserve the right, in our sole discretion, to change the per share purchase price range and to increase or decrease the value of shares sought in the Offer, subject to applicable law. In accordance with the rules of the Securities and Exchange Commission (the "SEC"), we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1.

All shares we purchase in the Offer will be purchased at the same Cash Purchase Price, regardless of whether the shareholder tendered, or was deemed to have tendered, at a lower cash price. We will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time. If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares at the Expiration Time), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase. Tendering shareholders will receive a cash payment only if their tendered shares are purchased. Shares properly tendered but not purchased pursuant to the Offer will be returned to the tendering shareholders at our expense promptly after the Offer expires. See Section 3.

**The Offer is not conditioned upon the receipt of financing. The Offer is, however, subject to certain other conditions. See Section 7.**

As of July 9, 2020, there were 147,512,771 common shares outstanding. The shares are quoted on the New York Stock Exchange (the "NYSE") under the symbol "HLF." On July 10, 2020, the last full trading day before we commenced the Offer, the reported closing price of the shares on the NYSE was \$45.64 per share, which is greater than the low end of the price range for the Cash Purchase Price component of the Offer of \$44.75 per share. **Shareholders are urged to obtain current market quotations for the shares. See Section 8.**

**The Board of Directors of the Company (the "Board") has unanimously approved the Offer pursuant to the recommendation of a committee of the Board, which is comprised solely of individuals, each of whom the Board has determined to be an independent director under Section 303A.02 of the NYSE Listed Company Manual (the "Committee"). However, none of the Board, the Committee, the Company, Computershare Trust Company, N.A., the depositary and paying agent for the Offer (the "Depositary and Paying Agent"), or Georgeson LLC, the information agent for the Offer (the "Information Agent"), is making any recommendation to you as to whether to tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the related Letter of Transmittal, including our reasons for making the Offer. All of our directors and executive officers have indicated they have no intention of tendering their shares in the Offer, except for three executive officers who have indicated they are undecided on whether to tender some of their shares in the Offer. See Sections 2 and 11.**

Questions and requests for assistance may be directed to Information Agent at its address and telephone number set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase or the related Letter of Transmittal may be directed to the Information Agent.

**Neither the SEC nor any state securities commission has approved or disapproved of this transaction or passed upon the merits or fairness of such transaction or passed upon the adequacy or accuracy of the information contained in this Offer to Purchase. Any representation to the contrary is a criminal offense.**

July 13, 2020

**IMPORTANT**

If you desire to tender all or any portion of your shares, you should either:

(1) (a) if you hold certificates in your own name, complete and sign the Letter of Transmittal in accordance with the instructions to the Letter of Transmittal, have your signature on the Letter of Transmittal guaranteed if Instruction 1 to the Letter of Transmittal so requires, and mail or deliver the Letter of Transmittal, together with any other required documents, including the share certificates, to the Depository and Paying Agent, at one of its addresses shown on the Letter of Transmittal, or

(b) if you are an institution participating in The Depository Trust Company, tender the shares in accordance with the procedure for book-entry transfer set forth in Section 3; or

(2) if you have shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you must contact the nominee if you desire to tender those shares and request that your broker, dealer, commercial bank, trust company or other nominee effect the transaction for you.

To properly tender shares, you must validly complete the Letter of Transmittal, including the section relating to the price at which you are tendering shares.

If you wish to maximize the chance that your shares will be purchased at the Cash Purchase Price, you should check the box in the section of the Letter of Transmittal captioned "Shares Tendered at Cash Price Determined Under the Offer." If you agree to accept the Cash Purchase Price determined in the Offer, your shares will be deemed to be tendered at the minimum price of \$44.75 per share. Checking the box captioned "Shares Tendered at Cash Price Determined Under the Offer" will increase the possibility that the Cash Purchase Price will be set at \$44.75 per share.

Questions and requests for assistance may be directed to the Information Agent at its address and telephone number set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase or the related Letter of Transmittal may be directed to the Information Agent.

This Offer to Purchase and accompanying Letter of Transmittal do not constitute an offer to purchase securities in any state in which such offer is not permitted or would not be permitted pursuant to the laws of such state(s). If we become aware of any state where the making of the Offer or the acceptance of shares pursuant thereto is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law where practicable. If, after such good faith effort, we cannot comply with the applicable law, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of shares in such state(s).

**We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares in the Offer. You should rely only on the information contained in this Offer to Purchase or to which we have referred you in this Offer to Purchase. We have not authorized anyone to provide you with information or to make any representation in connection with the Offer other than those contained in this Offer to Purchase or in the related Letter of Transmittal. If anyone makes any recommendation or gives any information or representation, you must not rely upon that recommendation, information or representation as having been authorized by us, the Depository and Paying Agent or the Information Agent.**

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## SUMMARY TERM SHEET

We are providing this summary term sheet for your convenience. This summary term sheet highlights certain material information in this Offer to Purchase, but you should realize that it does not describe all of the details of the Offer to the same extent described in this Offer to Purchase. We urge you to read the entire Offer to Purchase and the related Letter of Transmittal because they contain the full details of the Offer. We have included references to the sections of this Offer to Purchase where you will find a more complete discussion where helpful.

### **Who is offering to purchase my shares?**

This Offer is being made by Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the “Company”).

### **What is the Company offering to purchase?**

We are offering to purchase common shares, par value \$0.0005 per share in the capital of the Company (the “common shares”), for an aggregate Cash Purchase Price of up to \$750 million. See Section 1. Under the terms of the Offer, the Company, subject to the satisfaction or waiver of the terms and conditions of the Offer, will purchase common shares that were properly tendered (and not properly withdrawn) pursuant to this Offer for an aggregate Cash Purchase Price of up to \$750 million.

### **Why is the Company conducting a tender offer?**

The Company believes that the repurchase of shares pursuant to the tender offer is consistent with its long-term goal of maximizing shareholder value and that current market conditions are causing the Company’s shares to be under-valued. The Board evaluated the Company’s operations, financial condition, capital needs, regulatory requirements, strategy and expectations for the future and believes that the tender offer is a prudent use of the Company’s financial resources and determined that a tender offer is an appropriate mechanism to return capital to shareholders who seek liquidity under current market conditions, while allowing shareholders who do not participate in the tender offer to share in a higher portion of the Company’s future potential.

### **What will the purchase price for the shares be and what will be the form of payment?**

We are conducting the Offer through a procedure commonly called a “modified Dutch auction.” This procedure allows you to select the cash purchase price (in multiples of \$0.25) within a price range specified by us at which you are willing to sell your shares. The price range for the Offer is \$44.75 to \$50.00 per share. Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, we will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash (the “Cash Purchase Price”), less any applicable tax withholding and without interest that we will pay for shares properly tendered, for an aggregate Cash Purchase Price of up to \$750 million.

The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable us to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to buy all the shares that are properly tendered. All shares we purchase will be purchased at the same Cash Purchase Price, even if you have tendered at a lower cash price (or are deemed to have tendered at a lower cash price), but we will not purchase any shares tendered above the Cash Purchase Price. The Company will make a cash payment to tendering shareholders only if we have purchased their tendered shares. We will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time.

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If you wish to maximize the chance that your shares will be purchased, you should check the box of the section of the Letter of Transmittal captioned “Shares Tendered at Price Determined under the Offer” indicating that you will accept the Cash Purchase Price. If you agree to accept the Cash Purchase Price determined in the Offer, your shares will be deemed to be tendered at the minimum price of \$44.75 per share. Checking the box captioned “Shares Tendered at Cash Price Determined Under the Offer” will increase the possibility that the Cash Purchase Price will be set at \$44.75 per share.

If your shares are purchased in the Offer, for each such share, we will pay you the Cash Purchase Price in cash, less any applicable tax withholding and without interest promptly after the Offer expires. See Sections 1 and 5. Under no circumstances will we pay interest on the Cash Purchase Price, even if there is a delay in making payment.

### **What is the recent market price of my shares?**

On July 10, 2020, the last full trading day before we commenced the Offer, the reported closing price of the shares quoted on the NYSE was \$45.64 per share, which is greater than the low end of the price range for the Offer of \$44.75 per share. You are urged to obtain current market quotations for the shares before deciding whether and at what purchase price or purchase prices to tender your shares. See Section 8.

### **How many shares will the Company purchase in the Offer?**

This Offer is being made by the Company. Upon the terms and subject to the conditions of the Offer, the Company will purchase common shares properly tendered and not properly withdrawn pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will purchase all shares that are properly tendered. If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for “odd lots” (lots held by owners of less than 100 shares at the Expiration Time), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase (except as described in Section 6). The Offer is subject to certain conditions described below. See Section 7.

We expressly reserve the right, in our sole discretion, to change the per share purchase price range and to increase or decrease the value of shares sought in the Offer, subject to applicable law. In accordance with the rules of the SEC, we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1.

### **How will the Company pay for the shares?**

The maximum aggregate Cash Purchase Price the Company will pay to purchase common shares pursuant to the Offer is \$750 million. The Company anticipates that it will pay for such shares tendered from existing cash on hand, including all, or a portion, of the proceeds from the \$600 million aggregate principal amount of 7.875% Senior Notes due 2025 issued by the Company on May 29, 2020 (the “2020 Notes”).

Consummation of the Offer is not subject to any financing condition, but is subject to certain other conditions. See Section 7.

### **How long do I have to tender my shares?**

You may tender your shares until the Offer expires. The Offer will expire on August 11, 2020, at 5:00 p.m., New York City time, unless we extend it. See Section 1. If a broker, dealer, commercial bank, trust company or

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other nominee holds your shares, it is likely the nominee has established an earlier deadline for you to act to instruct the nominee to accept the Offer on your behalf. We urge you to contact the broker, dealer, commercial bank, trust company or other nominee to find out the nominee's deadline.

### **Can the Offer be extended, amended or terminated?**

We may choose to extend the Offer at any time and for any reason, subject to applicable laws. See Section 16. We cannot assure you that we will extend the Offer or indicate the length of any extension that we may provide. If we extend the Offer, we will delay the acceptance of any shares that have been tendered. We can amend the Offer in our sole discretion at any time prior to the Expiration Time. We can also terminate the Offer at any time prior to the Expiration Time if the conditions set forth in Section 7 are not met. See Sections 7 and 16.

### **How will I be notified if you extend the Offer or amend the terms of the Offer?**

If we extend the Offer, we will issue a press release announcing the extension and the new Expiration Time by 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Time. We will announce any amendment to the Offer by making a public announcement of the amendment. See Section 16.

### **What is the purpose of the Offer?**

We believe that the repurchase of shares pursuant to the Offer is consistent with our long-term goal of maximizing shareholder value. On July 10, 2020, the Board unanimously approved this Offer pursuant to the recommendation of the Committee. In determining to proceed with the Offer, the Board evaluated the Company's operations, financial condition, capital needs, regulatory requirements, strategy and expectations for the future and believes that the Offer is a prudent use of the Company's financial resources. The Board determined that a tender offer is an appropriate mechanism to return capital to shareholders who seek liquidity under current market conditions and to allow shareholders who do not participate in the Offer to share in a greater portion of the Company's future potential.

We believe that purchasing the shares in the Offer represents an attractive use of capital. We also believe that the "modified Dutch auction" tender offer set forth in this Offer represents a mechanism to provide all of the shareholders of the Company with the opportunity to tender all or a portion of their shares and, thereby, receive a return of their investment if they so elect. The Offer provides such shareholders (particularly those who, because of the size of their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares without potential disruption to the share price or incurring broker's fees or commissions and other transaction costs associated with open market sales. In addition, if we complete the Offer, shareholders who do not participate in the Offer will automatically increase their relative percentage ownership interest in the Company and its future operations at no additional cost to them. Following the completion or termination of the Offer, we may, from time to time, make additional repurchases of shares, either in the open market, through public or privately negotiated transactions, in additional tender offers, or otherwise, in accordance with applicable law.

Furthermore, odd lot holders who hold shares registered in their names and tender their shares directly to the Depositary and Paying Agent and whose shares are purchased pursuant to the Offer will avoid any applicable odd lot discounts that might be payable on sales of their shares. See Section 1.

### **Following the Offer, will the Company continue as a public company?**

Yes. The completion of the Offer in accordance with its terms and conditions will not cause the Company to stop being quoted on the NYSE or to stop being subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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The consummation of the Offer will decrease the Company's "public float" (the number of shares owned by non-affiliate shareholders and available for trading in the securities markets), which may result in less liquidity and trading volume of the shares and could potentially result in an increase in price volatility. Shareholders may not be able to sell non-tendered shares in the future on the NYSE or otherwise at a net price higher than the value of the Cash Purchase Price in the Offer. We can give no assurance as to the price at which a shareholder may be able to sell his or her shares in the future.

### **What are the significant conditions to the Offer?**

Our obligations to accept and pay for your tendered shares depends upon a number of conditions that must be satisfied or waived by us prior to the Expiration Time, including, but not limited to:

- The reported market price of the common shares at the close of trading on the Expiration Time shall not be greater than \$52.50 (which amount is 5% greater than the highest Cash Purchase Price possible under the Offer) or less than \$42.51 (which amount is 5% less than the lowest Cash Purchase Price possible under the Offer).
- No legal action shall have been instituted, threatened, or pending that challenges the Offer or seeks to impose limitations on our ability (or any affiliate of ours) to acquire or hold or exercise full rights of ownership of the shares.
- No material adverse change in the business, condition (financial or otherwise), assets, income, operations, prospects or share ownership of the Company shall have occurred.
- No one shall have proposed, announced or made a tender or exchange offer (other than this Offer), merger, business combination or other similar transaction involving the Company or any subsidiary of the Company.
- No one shall have filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or made a public announcement reflecting an intent to acquire the Company or any of its subsidiaries.
- No commencement or escalation of war, armed hostilities, terrorism or other similar national or international calamity, directly or indirectly involving the United States, shall have occurred.
- No general suspension of, or general limitation on prices for, or trading in, securities on any national securities exchange in the United States or in the over-the-counter market shall have occurred.
- Any approval, permit, authorization, favorable review or consent of any governmental entity required to be obtained in connection with the Offer has not been obtained on terms satisfactory to us in our reasonable discretion.

The Offer is subject to a number of other conditions described in greater detail in Section 7. Each of these conditions is for our sole benefit and may be asserted or waived by us, in whole or in part, at any time and from time to time in our discretion prior to the Expiration Time.

### **How do I tender my shares?**

If you want to tender all or part of your shares, you must do one of the following before the Expiration Time:

- If your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you must contact the nominee and request that the nominee tender your shares for you.
- If you hold certificates in your own name, you must complete and sign a Letter of Transmittal according to its instructions, and deliver it, together with any required signature guarantees, the certificates for your shares and any other documents required by the Letter of Transmittal, to the Depositary and Paying Agent.

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- If you are an institution participating in the book-entry transfer facility (as defined herein), you must tender your shares according to the procedure for book-entry transfer described in Section 3.

You may contact the Information Agent for assistance. The contact information for the Information Agent appears on the back cover of this Offer to Purchase. See Section 3 and the Instructions to the Letter of Transmittal.

If you are a participant in the Company's Employee Stock Purchase Plan ("ESPP"), you may tender shares that you have purchased through the ESPP. If you have purchased shares through the ESPP and hold such shares at Computershare Plan Managers, the administrator of our ESPP (the "Plan Admin"), contact the Plan Admin and request that the Plan Admin tender your shares. You must follow the procedures described in the separate instructions that you will receive and accept the Offer by 5:00 P.M., New York City Time, on August 6, 2020, unless the offer is extended. See Section 3.

Shareholders who hold shares through the Company's ESPP should be aware that they have an earlier deadline for participation in the Offer. Accordingly, such shareholders should refer to the separate instructions that they have received or contact the Plan Admin as soon as possible for details with respect to the deadline such shareholder must take action in order to participate in the Offer. See Section 3.

### **What happens if the Company's purchase of all shares tendered in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million?**

If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn prior to the Expiration Time in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase shares:

- *first*, from all holders of "odd lots" of less than 100 shares at the Expiration Time who properly tender all of their shares at or below the Cash Purchase Price;
- *second*, from all other shareholders who properly tender shares at or below the Cash Purchase Price, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and
- *third*, only if necessary to permit us to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, from holders who have properly tendered shares at or below the Cash Purchase Price conditionally (for which the condition was not initially satisfied), by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have properly tendered all of their shares.

Because of the "odd lot" priority, proration and conditional tender provisions described above, we may not purchase all of the shares that you properly tender even if you tender them at or below the Cash Purchase Price. See Section 1.

### **If I own fewer than 100 shares at the Expiration Time and I tender all of my shares, will I be subject to proration?**

If you own beneficially or of record fewer than 100 shares in the aggregate at the Expiration Time, you properly tender all of these shares at or below the Cash Purchase Price and you complete the section entitled "Odd Lots" in the Letter of Transmittal, we will purchase all of your shares without subjecting them to the proration procedure, unless the aggregate amount of "Odd Lot" tenders at or below the Cash Purchase Price exceeds an aggregate Cash Purchase Price of \$750 million. See Section 1.

### **Once I have tendered shares in the Offer, can I withdraw my tender?**

Yes. You may withdraw any shares you have tendered at any time before 5:00 p.m., New York City time, on August 11, 2020, unless we extend the Offer, in which case you can withdraw your shares until the expiration of

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the Offer as extended. If we have not accepted for payment the shares you have tendered to us, you may also withdraw your shares at any time after 12:00 midnight, New York City time, on September 8, 2020. See Section 4.

### **How do I properly withdraw shares I previously tendered?**

To properly withdraw shares, you must deliver a written notice of withdrawal with the required information to the Depository and Paying Agent while you still have the right to withdraw the shares. Your notice of withdrawal must specify your name, the number of shares to be withdrawn and the name of the registered holder of these shares. Some additional requirements apply if the share certificates to be withdrawn have been delivered to the Depository and Paying Agent or if your shares have been tendered under the procedure for book-entry transfer set forth in Section 3. See Section 4. If you have tendered your shares by giving instructions to a broker, dealer, commercial bank, trust company or other nominee, you must instruct the nominee to arrange for the withdrawal of your shares.

### **Has the Company or the Board adopted a position on the Offer?**

The Board has unanimously approved the Offer. However, none of Board, the Company, the Depository and Paying Agent or the Information Agent is making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to tender your shares and, if so, how many shares to tender and the purchase price or purchase prices at which your shares should be tendered. In so doing, you should read carefully the information in this Offer to Purchase and in the related Letter of Transmittal, including our reasons for making the Offer.

### **Do the directors or executive officers of the Company intend to tender their shares in the Offer?**

All of our directors and executive officers have indicated they have no intention of tendering their shares in the Offer, except for three executive officers who have indicated they are undecided on whether to tender some of their shares in the Offer.

### **If I decide not to tender, how will the Offer affect my shares?**

Shareholders who choose not to tender their shares will own a greater percentage interest in the outstanding common shares following the consummation of the Offer. See Section 2.

### **When will the Company pay for the shares I tender?**

We will pay the Cash Purchase Price, net to the seller in cash, less any applicable tax withholding and without interest for the shares we accept for purchase promptly after the Expiration Time. We do not expect, however, to announce the results of proration and begin paying for tendered shares until up to ten business days after the Expiration Time. See Section 5.

### **Will I have to pay brokerage commissions if I tender my shares?**

If you are the record owner of your shares and you tender your shares directly to the Depository and Paying Agent, you will not have to pay brokerage fees or similar expenses. If you own your shares through a broker, dealer, commercial bank, trust company or other nominee and the nominee tenders your shares on your behalf, the nominee may charge you a fee for doing so. You should consult with your broker, dealer, commercial bank, trust company or other nominee to determine whether any charges will apply. See Section 3.

**What are the U.S. federal income tax consequences if I tender my shares?**

Generally, if you are a U.S. Holder (as defined in Section 14), the receipt of the Cash Purchase Price for your shares pursuant to the Offer will be a taxable transaction for U.S. federal income tax purposes. The specific U.S. federal income tax consequences of the transaction will depend in part on whether the transaction is treated as sale or exchange of shares or a distribution in respect of your shares for U.S. federal income tax purposes. You should consult your tax advisor regarding the tax consequences to you of participating in the Offer in light of your circumstances. See Sections 3 and 14 for a more detailed discussion of certain material U.S. federal income tax consequences of the Offer.

**All shareholders should review the discussion in Sections 3 and 14 regarding tax issues and consult their tax advisor with respect to the tax consequences of a tender of shares in their particular circumstances.**

**Will I have to pay stock transfer tax if I tender my shares?**

We will pay all stock transfer taxes unless payment is made to, or if shares not tendered or accepted for payment are to be registered in the name of, someone other than the registered holder, or tendered certificates are registered in the name of someone other than the person signing the Letter of Transmittal. See Section 5.

**Does the Company intend to repurchase any shares other than pursuant to the Offer during or after the Offer?**

Rule 13e-4(f) under the Exchange Act prohibits the Company and its affiliates from purchasing any shares, other than in the Offer, until at least 10 business days after the Expiration Time. Accordingly, any repurchases outside of the Offer may not be consummated until at least 10 business days after the Expiration Time. See Section 11.

All of our directors and executive officers have indicated they have no intention of tendering their shares in the Offer, except for three executive officers who have indicated they are undecided on whether to tender some of their shares in the Offer. In addition, the directors and executive officers of the Company and Mr. Carl C. Icahn and all of his controlled affiliates holding shares (together, the "Icahn Entities") are prohibited from purchasing or otherwise acquiring any common shares until the expiration of ten business days after the date of termination of the Offer, as required by Rules 13e-4(f)(6) and 14e-5 under the Exchange Act.

**How many shares has the Board authorized to be repurchased and how many shares have been repurchased thus far?**

On October 30, 2018, our Board authorized a new five-year \$1.5 billion share repurchase program that will expire on October 30, 2023, which replaced our prior share repurchase authorization that was set to expire on February 21, 2020 and had approximately \$113.3 million of remaining authorized capacity when it was replaced. This share repurchase program allows us (or an indirect wholly-owned subsidiary of the Company) to repurchase our common shares at such times and prices as determined by management, as market conditions warrant, and to the extent the Company's distributable reserves are available under Cayman Islands law. The \$1.25 billion senior secured credit facility we entered into on August 16, 2018, as amended from time to time (the "2018 Credit Facility"), permits us to repurchase our common shares as long as no default or event of default exists and other conditions, such as specified consolidated leverage ratios, are met. Additionally, each of the Indenture dated August 16, 2018 with respect to our 7.250% senior notes due 2026 and the Indenture dated May 29, 2020 with respect to the 2020 Notes (together, the "Indentures") permits us to repurchase our common shares as long as certain conditions, such as specified leverage ratios, are met.

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During the year ended December 31, 2018, an indirect wholly-owned subsidiary of ours purchased 8,400 of the Company's common shares through open-market purchases at an aggregate cost of approximately \$0.3 million, or an average cost of \$33.90 per share. In May 2018, we completed our modified Dutch auction tender offer and then subsequently paid cash to repurchase and cancel a total of approximately 11.4 million of our common shares at an aggregate cost of approximately \$600.0 million, or \$52.50 per share. In total, during the year ended December 31, 2018, we repurchased 11.4 million of our common shares at an aggregate cost of approximately \$600.3 million, or an average cost of \$52.49 per share.

During the year ended December 31, 2019, we did not repurchase any of our common shares through open-market purchases.

During the three (3) months ended March 31, 2020, we did not repurchase any of our common shares through open-market purchases. During the three (3) months ended June 30, 2020, we repurchased and canceled approximately 0.4 million shares through open-market purchases at an aggregate cost of approximately \$17.1 million, or \$39.27 per share. As of June 30, 2020, the remaining authorized capacity under our \$1.5 billion share repurchase program was approximately \$1.48 billion, subject to being in compliance with the 2018 Credit Facility and the Indentures.

The shares purchased by the Company in this Offer will be purchased as a part of the Company's ongoing share repurchase program.

### **Is the Company offering any guaranteed delivery procedures in connection with the Offer?**

No, the Company is not offering any guaranteed delivery procedures to shareholders seeking to tender common shares in the Offer.

### **To whom should I direct any questions?**

If you have any questions regarding the Offer, please contact Information Agent for the Offer, at (877)278-4774. Additional contact information for the Information Agent is set forth on the back cover of this Offer to Purchase.



## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This Offer to Purchase, including any documents incorporated by reference or deemed to be incorporated by reference, contains forward-looking statements. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements include, but are not limited to, statements regarding the anticipated effects of the consummation of the Offer, our expectations, hopes or intentions regarding the future, including but not limited to statements regarding the Company’s operating or other strategic plans, including the Company’s competition, financing, revenues, or tax benefits; our beliefs regarding the sufficiency of the Company’s existing cash and credit sources, including the Company’s 2018 Credit Facility and cash flows from operating activities to meet our projected expenditures (including operating and maintenance capital expenditures) and costs associated with certain of the Company’s projects over the next twelve months; the Company’s required capital expenditures pursuant to agreements it is party to, and the Company’s anticipated capital expenditures, estimated asset and liability values; risk of counterparty nonperformance; the Company’s legal strategies and the potential effect of pending legal claims on the Company’s business and financial condition; and any financial or other information included herein based upon or otherwise incorporating judgments or estimates based upon future performance or events. Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the SEC. Additionally, many of these risks and uncertainties are, and may continue to be, amplified by the COVID-19 pandemic.

Forward-looking statements may include the words “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect” or “anticipate” and any other similar words. Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the SEC. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date of this Offer to Purchase. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, after the date of this Offer to Purchase, in order to reflect changes in circumstances or expectations or the occurrence of unanticipated events, except to the extent required by applicable securities laws. All forward-looking statements are qualified in their entirety by reference to the factors discussed above and under “Risk Factors” set forth in Part I Item 1A and elsewhere of the Company’s Annual Report on Form 10-K, filed with the SEC on February 18, 2020, as well as the risks and uncertainties discussed in the Company’s other filings with the SEC, including risks resulting from a decrease in the public float of the shares which may result in less liquidity and trading volume of the shares after the consummation of the Offer and could result in an increase in price volatility. We qualify all of our forward-looking statements by these cautionary statements. We caution you that these risks are not exhaustive. We operate in a continually changing business environment and new risks emerge from time to time.

## INTRODUCTION

To the holders of common shares of the Company:

We invite the shareholders of the Company to tender their common shares of the Company. Upon the terms and subject to the conditions of this Offer to Purchase and the related Letter of Transmittal, the Company is offering to purchase common shares for an aggregate Cash Purchase Price of up to \$750 million and at a per share price of not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less applicable tax withholding and without interest, and as adjusted for any stock split. Upon the terms and subject to the conditions of the Offer, the Company will purchase common shares properly tendered and not properly withdrawn in the Offer for an aggregate Cash Purchase Price of up to \$750 million.

The Offer will expire at 5:00 p.m., New York City time, on August 11, 2020, unless extended.

Upon the terms and subject to the conditions of the Offer, promptly after the Expiration Time we will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash (the "Cash Purchase Price"), less any applicable tax withholding and without interest that we will pay for shares properly tendered, for an aggregate Cash Purchase Price of up to 750 million. The Cash Purchase Price will be the lowest price per share of not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered that will enable us to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to buy all the shares that are properly tendered.

All shares we purchase in the Offer will be purchased at the same Cash Purchase Price regardless of whether the shareholder tendered, or is deemed to have tendered, at a lower cash price. We will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time.

If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares at the Expiration Time), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase. Tendering shareholders will receive a cash payment only if their tendered shares are purchased. Shares tendered but not purchased pursuant to the Offer will be returned to the tendering shareholders at our expense promptly following the Expiration Time. See Section 1.

Tendering shareholders whose shares are registered in their own names and who tender directly to the Depositary and Paying Agent will not be obligated to pay brokerage fees or commissions or, except as set forth in Instruction 7 to the Letter of Transmittal, stock transfer taxes on the purchase of shares by us under the Offer. If you own your shares through a broker, dealer, commercial bank, trust company or other nominee and the nominee tenders your shares on your behalf, the nominee may charge you a fee for doing so. You should consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any charges will apply.

**Our obligation to accept, and pay for, shares properly tendered pursuant to the Offer is conditioned upon satisfaction or waiver of the conditions set forth in Section 7 of this Offer to Purchase.**

Section 14 describes certain material United States federal income tax consequences to a U.S. Holder (as defined in Section 14) of an exchange of shares pursuant to the Offer.

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We will pay the fees and expenses incurred in connection with the Offer by the Depositary and Paying Agent and the Information Agent for this Offer. See Section 18.

**The Board has unanimously approved the Offer pursuant to the recommendation of the Committee. However, none of the Board, the Committee, the Company, the Depositary and Paying Agent, or the Information Agent is making any recommendation to you as to whether to tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the related Letter of Transmittal, including our reasons for making the Offer. See Section 2.**

As of July 9, 2020, there were 147,512,771 common shares outstanding. The shares are quoted on the NYSE under the symbol “HLF.” On July 10, 2020, the last full trading day before we commenced the Offer, the closing price of the shares as quoted on the NYSE was \$45.64 per share, which is greater than the low end of the price range for the Offer of \$44.75 per share. **Shareholders are urged to obtain current market quotations for the shares before deciding whether and at what purchase price or purchase prices to tender their shares. See Section 8.**

## THE TENDER OFFER

### 1. Terms of the Offer

*General.* Upon the terms and subject to the conditions of this Offer, the Company is offering to purchase common shares for an aggregate Cash Purchase Price of up to \$750 million and at a per share price of not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less applicable tax withholding and without interest upon the terms and subject to the conditions described in this Offer. Upon the terms and subject to the conditions of the Offer, the Company will purchase common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price of \$750 million.

The term “Expiration Time” means 5:00 p.m., New York City time, on August 11, 2020. We may, in our sole discretion, choose to extend the period of time during which the Offer will remain open, subject to applicable laws. In the event of an extension of the Offer, the term “Expiration Time” shall refer to the latest time and date at which the Offer, as so extended by us, shall expire. See Section 16 for a description of our right to extend, delay, terminate or amend the Offer.

The proration period and, except as described herein, withdrawal rights, will expire at the Expiration Time.

**The Offer is subject to certain conditions. See Section 7.**

We are conducting the Offer through a procedure commonly called a “modified Dutch auction.” This procedure allows shareholders to select the price (in multiples of \$0.25) within a price range specified by us at which they are willing to sell their shares. The price range for the Offer is \$44.75 to \$50.00 per share. If you would like to tender your shares, you must specify the price or prices, not in excess of \$50.00 nor less than \$44.75 (in multiples of \$0.25) per share, at which you are willing to sell your shares to us under the Offer. Alternatively, if you would like to tender your shares, you may choose not to specify a price and, instead, elect to tender your shares at the Cash Purchase Price (as defined herein) ultimately paid for shares properly tendered in the Offer. If you agree to accept the Cash Purchase Price, your shares will be deemed to be tendered at the minimum cash price of \$44.75 per share. See Section 8 for recent market prices for the shares.

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, we will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash (the “Cash Purchase Price”), less any applicable tax withholding and without interest that we will pay for shares properly tendered, for an aggregate Cash Purchase Price of up to \$750 million. Once the Cash Purchase Price has been determined, we intend to promptly disclose such price in a manner calculated to inform shareholders of this information, which will include a press release.

The Cash Purchase Price will be the lowest price per share of not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer, that will enable us to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to buy all the shares that are properly tendered.

If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for “odd lots” (lots held by owners of less than 100 shares at the Expiration Time), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase. All shares we acquire in the Offer will be acquired at the same Cash Purchase Price regardless of whether you tendered your shares, or are deemed to have tendered your shares, at a lower cash price. We will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior

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to the Expiration Time. Tendering shareholders will receive a cash payment only if their tendered shares are purchased. Shares tendered but not purchased pursuant to the Offer will be returned to the tendering shareholders at our expense promptly after the Offer expires.

We expressly reserve the right, in our sole discretion, to change the per share purchase price range and to increase or decrease the value of shares sought in the Offer. We may increase the value of shares sought in the Offer to an amount greater than \$750 million, subject to applicable law. In accordance with the rules of the SEC, we may increase the value of shares sought in the Offer and thereby increase the number of shares purchasable in the Offer by no more than 2% of the outstanding shares without amending or extending the Offer. However, if we purchase an additional number of shares in excess of 2% of the outstanding shares, we will amend and extend the Offer in compliance with applicable law. See Section 16.

You may specify one cash price for a specified portion of your shares and a different cash price for other specified shares, but you must submit a separate Letter of Transmittal for shares tendered at each cash price. See Instruction 5 to the Letter of Transmittal.

You may also specify the order in which we will purchase the specified portions of your shares in the event that, as a result of the proration provisions or otherwise, we purchase some but not all of the tendered shares pursuant to the Offer. In the event you do not designate the order in which we should purchase specified portions of your shares, and fewer than all shares are purchased due to proration, the Depository and Paying Agent will select the order of shares purchased.

*Priority of Purchases.* Upon the terms and subject to the conditions of the Offer, if our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn prior to the Expiration Time in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, we will purchase properly tendered shares on the basis set forth below:

- *First*, upon the terms and subject to the conditions of the Offer, we will purchase all shares properly tendered and not properly withdrawn by any Odd Lot Holder (as defined herein) who:
  - properly tenders and does not properly withdraw all shares owned beneficially of record by the Odd Lot Holder at a price at or below the Cash Purchase Price (tenders of less than all of the shares owned by the Odd Lot Holder will not qualify for this preference); and
  - completes the section entitled “Odd Lots” in the Letter of Transmittal.
- *Second*, subject to the conditional tender provisions described in Section 6, we will purchase all other shares properly tendered at prices at or below the Cash Purchase Price on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares, as described below.
- *Third*, if necessary to permit us to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, shares conditionally tendered (for which the condition was not initially satisfied) at or below the Cash Purchase Price, will, to the extent feasible, be selected for purchase by random lot. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have properly tendered all of their shares.

As a result of the foregoing priorities applicable to the purchase of shares tendered, it is possible that all of the shares that a shareholder properly tenders in the Offer may not be purchased even if they are tendered at prices at or below the Cash Purchase Price. In addition, if a tender is conditioned upon the purchase of a specified number of shares, it is possible that none of those shares will be purchased even though those shares were tendered at prices at or below the Cash Purchase Price.

*Odd Lots.* The term “odd lots” means all shares properly tendered prior to the Expiration Time at prices at or below the Cash Purchase Price by any person (an “Odd Lot Holder”) who owned beneficially or of record a total of fewer than 100 shares at the Expiration Time and so certified in the appropriate place on the Letter of Transmittal.

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To qualify for this preference, an Odd Lot Holder must properly tender all shares owned by the Odd Lot Holder in accordance with the procedures described in Section 3. Odd Lots will be accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more shares, even if these holders have separate accounts or certificates representing fewer than 100 shares at the Expiration Time. By tendering in the Offer, an Odd Lot Holder who holds shares in its name and tenders its shares directly to the Depository and Paying Agent would not only avoid the payment of brokerage commissions, but also would avoid any applicable odd lot discounts in a sale of the holder's shares. Any Odd Lot Holder wishing to tender all of its shares pursuant to the Offer should complete the section entitled "Odd Lots" in the Letter of Transmittal.

*Proration.* If proration of properly tendered shares is required, we will determine the proration factor promptly following the Expiration Time. Subject to adjustment to avoid the purchase of fractional shares and subject to the provisions governing conditional tenders described in Section 6, proration for each shareholder tendering shares, other than Odd Lot Holders, will be based on the ratio of the number of shares properly tendered by the shareholder to the total number of shares properly tendered by all shareholders, other than Odd Lot Holders, at or below the Cash Purchase Price. Because of the difficulty in determining the number of shares properly tendered and not properly withdrawn, and because of the odd lot procedure described above and the conditional tender procedure described in Section 6, we expect that we will not be able to announce the final proration factor or commence payment for any shares purchased pursuant to the Offer until up to ten business days after the Expiration Time. The preliminary results of any proration will be announced by press release promptly after the Expiration Time. After the Expiration Time, shareholders may obtain preliminary proration information from the Information Agent and also may be able to obtain the information from their brokers.

As described in Section 14, the number of shares that we will purchase from a shareholder under the Offer may affect the U.S. federal income tax consequences to that shareholder and, therefore, may be relevant to a shareholder's decision whether or not to tender shares and whether to condition any tender upon our purchase of a stated number of shares held by such shareholder.

This Offer to Purchase and the related Letter of Transmittal will be mailed to record holders of shares and will be furnished to brokers, dealers, commercial banks and trust companies whose names, or the names of whose nominees, appear on the Company's shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of shares.

### 2. Purpose of the Tender Offer: Certain Effects of the Tender Offer

#### *Purpose of the Tender Offer.*

We believe that the repurchase of shares pursuant to the Offer is consistent with our long-term goal of maximizing shareholder value. On July 10, 2020, the Board unanimously approved this Offer pursuant to the recommendation of the Committee. In determining to proceed with the Offer, the Board evaluated the Company's operations, financial condition, capital needs, regulatory requirements, strategy and expectations for the future and believes that the Offer is a prudent use of the Company's financial resources. The Board determined that a tender offer is an appropriate mechanism to return capital to shareholders who seek liquidity under current market conditions and to allow shareholders who do not participate in the Offer to share in a greater portion of the Company's future potential. The Board believes that the Offer provides a mechanism to give the Company's shareholders the opportunity to tender all or a portion of their shares and, thereby, receive a return of capital if they so elect. In addition, shareholders who do not participate in the Offer will automatically increase their relative percentage interest in the Company and its future operations at no additional cost to them if the Offer is consummated. As a result, the Board believes that investing in the Company's own shares at this time and in this manner is an attractive use of capital and an efficient means to provide value to the Company's shareholders.

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The shares to be purchased by the Company in this Offer will be purchased pursuant to the aggregate authorization of the Company's share repurchase program authorized by the Board on October 30, 2018. The Offer will allow the Company to repurchase a large number of shares at one time. As of July 9, 2020, the Company held approximately 10.0 million of treasury shares for GAAP purposes as a result of the share repurchase program. The remaining authorized capacity under the Company's \$1.5 billion share repurchase program as of June, 30, 2020 was approximately \$1.48 billion. The maximum aggregate Cash Purchase Price the Company would spend to purchase shares properly tendered in the Offer is \$750 million. See Section 8.

If you properly tender all of your shares pursuant to the Offer, and your shares are purchased in the Offer by the Company, you will cease to have any interest in the Company and will not have the opportunity to participate in the future earnings or growth, if any, of the Company or bear the burden and risks of any decrease in value of the Company.

We believe that buying shares in the Offer represents an attractive use of capital. We also believe that the "modified Dutch auction" tender offer set forth in this Offer to Purchase represents a mechanism to provide all of the shareholders of the Company with the opportunity to tender all or a portion of their shares and, thereby, receive a return of their investment if they so elect. The Offer provides such shareholders (particularly those who, because of the size of their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares, without potential disruption to the share price or incurring broker's fees, commissions or other usual transaction costs associated with open market sales.

Furthermore, odd lot holders who hold shares registered in their names and tender their shares directly to the Depository and Paying Agent and whose shares are purchased pursuant to the Offer will avoid any applicable odd lot discounts that might be payable on sales of their shares. See Section 1.

**The Board has unanimously approved the Offer pursuant to the recommendation of the Committee. However, none of the Board, the Committee, the Company, the Depository and Paying Agent or the Information Agent is making any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the purchase price or purchase prices at which shareholders may choose to tender their shares. We have not authorized any person to make any such recommendation. Shareholders should carefully evaluate all information in the Offer. Shareholders are also urged to consult with their tax advisors to determine the consequences to them of participating or not participating in the Offer, and should make their own decisions about whether to tender shares and, if so, how many shares to tender and the cash purchase price or cash purchase prices at which to tender. In doing so, shareholders should read carefully the information in this Offer to Purchase and in the related Letter of Transmittal.**

*Certain Effects of the Offer.* Shareholders who do not tender their shares pursuant to the Offer and shareholders who otherwise retain an equity interest in the Company as a result of a partial tender of shares or proration will continue to be owners of the Company. As a result, those shareholders will realize a proportionate increase in their relative equity interest in the Company and, thus, in the Company's future earnings and assets, if any, and will bear the attendant risks associated with owning the Company's equity securities. These risks include risks resulting from a decrease in the public float of the shares which may result in less liquidity and trading volume of the shares after the consummation of the Offer and could potentially result in an increase in price volatility. Shareholders may not be able to sell non-tendered shares in the future on the NYSE or otherwise at a net price higher than the Cash Purchase Price in the Offer. We can give no assurance as to the price at which a shareholder may be able to sell his, her, or its shares in the future.

Shares that the Company purchases pursuant to the Offer will be cancelled. There can be no assurance that the Company will issue additional shares or equity interests in the future. Please note that the foregoing description of the treatment of shares following their repurchase differs from the treatment of the shares repurchased and held by one of the Company's indirect, wholly-owned subsidiaries, which shares have not been cancelled. See Section 8.

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The Offer will reduce the Company's public float and is likely to reduce the number of the Company's shareholders. These reductions may result in lower share prices and less liquidity in the trading market for the Company's common shares following completion of the Offer.

The anti-dilution adjustment provisions of the Company's existing outstanding 2.625% convertible notes due 2024 may require an increase in the conversion rate applicable to the convertible notes based on a formula in which the aggregate consideration paid in the tender offer plus the aggregate value of the outstanding common shares immediately following the tender offer is divided by the aggregate value of the outstanding common shares prior to the tender offer, with each such aggregate value to be determined based on the price of the common shares after the Expiration Time. However, the value of several of the variables needed to calculate this formula will not be known until the Expiration Time.

The variables in the formula consist of (i) the number of common shares outstanding immediately *after* the Expiration Time (the determination of which depends on how many shareholders tender their common shares in the Offer), (ii) the number of common shares outstanding immediately *prior to* the Expiration Time (which number may fluctuate between the launch of the Offer and the Expiration Time) and (iii) the average of the last reported sale prices of the common shares over the 10 consecutive trading date period commencing on, and including, the trading day following the day on which the Expiration Time occurs. See Section 4.04(e) of the indenture for the 2.625% convertible notes due 2024. No adjustment will be made, however, if it would result in the conversion rate being decreased. In addition, the Company may defer any increase of less than 1% in the conversion rate as described in the indenture.

### 3. Procedures for Tendering Shares

*Proper Tender.* For a shareholder to make a proper tender of shares under the Offer, the Depositary and Paying Agent must receive at one of its addresses set forth on the back cover of this Offer to Purchase and prior to the Expiration Time:

- a Letter of Transmittal, properly completed and duly executed, together with any required signature guarantees, or, in the case of a book-entry transfer, an "agent's message" (see "—Book-Entry Transfer" below), and any other required documents; and
- either certificates representing the tendered shares or, in the case of tendered shares delivered in accordance with the procedures for book-entry transfer we describe below, a book-entry confirmation of that delivery (see "—Book-Entry Transfer" below).
- if you are a participant in the Company's Employee Stock Purchase Plan ("ESPP"), you may tender shares that you have purchased through the ESPP. If you have purchased shares through the ESPP and hold such shares at Computershare Plan Managers, the administrator of our ESPP (the "Plan Admin"), contact the Plan Admin and request that the Plan Admin tender your shares. You must follow the procedures described in the separate instructions that you will receive and accept the Offer by 5:00 P.M., New York City Time, on August 6, 2020, unless the offer is extended.

If a broker, dealer, commercial bank, trust company or other nominee holds your shares, it is likely the nominee has established an earlier deadline for you to act to instruct the nominee to accept the Offer on your behalf. We urge you to contact your broker, dealer, commercial bank, trust company or other nominee to find out the nominee's applicable deadline.

The valid tender of shares by you by one of the procedures described in this Section 3 will constitute a binding agreement between you and us on the terms of, and subject to the conditions to, the Offer.



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**In accordance with Instruction 5 of the Letter of Transmittal, each shareholder desiring to tender shares pursuant to the Offer must either (1) check the box in the section of the Letter of Transmittal captioned “Shares Tendered at Cash Price Determined Under the Offer,” in which case you will be deemed to have tendered your shares at the minimum price of \$44.75 per share or (2) check one, and only one, of the boxes corresponding to the cash price at which shares are being tendered in the section of the Letter of Transmittal captioned “Cash Price (in Dollars) Per Share at Which Shares Are Being Tendered.” A tender of shares will be proper only if one, and only one, of these boxes is checked on the Letter of Transmittal.**

If tendering shareholders wish to maximize the chance that their shares will be purchased, they should check the box in the section of the Letter of Transmittal captioned “Shares Tendered at Cash Price Determined Under the Offer.” For purposes of determining the cash purchase price, those shares that are tendered by shareholders agreeing to accept the purchase price determined in the Offer will be deemed to be tendered at the minimum price of \$44.75 per share. See Section 8 for recent market prices for the shares. Checking the box captioned “Shares Tendered at Cash Price Determined Under the Offer” will increase the possibility that the Cash Purchase Price will be set at \$44.75 per share.

If tendering shareholders wish to indicate a specific price (in multiples of \$0.25) at which their shares are being tendered, they must check the applicable price box in the section of the Letter of Transmittal captioned “Cash Price (in Dollars) per Share at Which Shares Are Being Tendered.” Tendering shareholders should be aware that this election could mean that none of their shares will be purchased if the cash price selected by the shareholder is higher than the cash purchase price we eventually select after the Expiration Time.

A shareholder who wishes to tender shares at more than one cash price must complete a separate Letter of Transmittal for each cash price at which shares are being tendered. The same shares cannot be tendered (unless previously properly withdrawn in accordance with the terms of the Offer) at more than one price. In case of withdrawal, shareholders who tendered multiple prices pursuant to multiple Letters of Transmittal must comply with the procedures set forth in Section 4.

**We urge shareholders who hold shares through brokers or banks to consult the brokers or banks to determine whether transaction costs are applicable if they tender shares through the brokers or banks and not directly to the Depository and Paying Agent.**

**Shareholders who hold shares through the Company’s ESPP should be aware that they have an earlier deadline for participation in the Offer. Accordingly, such shareholders should refer to the separate instructions that they have received or contact the Plan Admin as soon as possible for details with respect to the deadline such shareholder must take action in order to participate in the Offer.**

Odd Lot Holders who tender all their shares must also complete the section captioned “Odd Lots” in the Letter of Transmittal to qualify for the preferential treatment available to Odd Lot Holders as set forth in Section 1.

*Book-Entry Transfer.* For purposes of the Offer, the Depository and Paying Agent will establish an account for the shares at The Depository Trust Company (the “book-entry transfer facility”) within two business days after the date of this Offer to Purchase. Any financial institution that is a participant in the book-entry transfer facility’s system may make book-entry delivery of shares by causing the book-entry transfer facility to transfer those shares into the Depository and Paying Agent’s account in accordance with the book-entry transfer facility’s procedures for that transfer. Although delivery of shares may be effected through book-entry transfer into the Depository and Paying Agent’s account at the book-entry transfer facility, the Letter of Transmittal, properly completed and duly executed, with any required signature guarantees, or an agent’s message, and any other required documents must, in any case, be transmitted to, and received by, the Depository and Paying Agent at one of its addresses set forth on the back cover of this Offer to Purchase prior to the Expiration Time.

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The confirmation of a book-entry transfer of shares into the Depository and Paying Agent's account at the book-entry transfer facility as we describe above is referred to herein as a "book-entry confirmation." **Delivery of documents to the book-entry transfer facility in accordance with the book-entry transfer facility's procedures will not constitute delivery to the Depository and Paying Agent.**

The term "agent's message" means a message transmitted by the book-entry transfer facility to, and received by, the Depository and Paying Agent and forming a part of a book-entry confirmation, stating that the book-entry transfer facility has received an express acknowledgment from the participant tendering shares through the book-entry transfer facility that the participant has received and agrees to be bound by the terms of the Letter of Transmittal and that we may enforce that agreement against that participant.

***Method of Delivery.* The method of delivery of shares, the Letter of Transmittal and all other required documents, including delivery through the book-entry transfer facility, is at the election and risk of the tendering shareholder. Shares will be deemed delivered only when actually received by the Depository and Paying Agent (including, in the case of a book-entry transfer, by book-entry confirmation). If you plan to make delivery by mail, we recommend that you deliver by registered mail with return receipt requested and obtain proper insurance. In all cases, sufficient time should be allowed to ensure timely delivery.**

*Signature Guarantees.* No signature guarantee will be required on a Letter of Transmittal for shares tendered thereby if:

- the "registered holder(s)" of those shares signs the Letter of Transmittal and has not completed the box entitled "Special Payment Instructions" in the Letter of Transmittal; or
- those shares are tendered for the account of an "eligible institution."

For purposes hereof, a "registered holder" of tendered shares will include any participant in the book-entry transfer facility's system whose name appears on a security position listing as the owner of those shares, and an "eligible institution" is a "financial institution," which term includes most commercial banks, savings and loan associations and brokerage houses, that is a participant in any of the following: (i) the Securities Transfer Agents Medallion Program; (ii) the New York Stock Exchange, Inc. Medallion Signature Program; or (iii) the Stock Exchange Medallion Program.

Except as we describe above, all signatures on any Letter of Transmittal for shares tendered thereby must be guaranteed by an eligible institution. See Instructions 1 and 6 to the Letter of Transmittal. If the certificates for shares are registered in the name of a person other than the signer of the Letter of Transmittal, or if payment is to be made or certificates for shares not tendered or not accepted for payment are to be returned to a person other than the registered holder of the certificates surrendered, then the tendered certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name or names of the registered holders or owners appear on the certificates, with the signatures on the certificates or stock powers guaranteed as aforesaid. See Instructions 1 and 6 to the Letter of Transmittal.

Shareholders may contact the Information Agent or their broker for assistance. The contact information for the Information Agent is on the back cover page of this Offer to Purchase.

*Return of Unpurchased Shares.* The Depository and Paying Agent will return certificates for unpurchased shares promptly after the expiration or termination of the Offer or the proper withdrawal of the shares, as applicable, or, in the case of shares tendered by book-entry transfer at the book-entry transfer facility, the Depository and Paying Agent will credit the shares to the appropriate account maintained by the tendering shareholder at the book-entry transfer facility, in each case without expense to the shareholder.

*Tendering Shareholders' Representation and Warranty; Our Acceptance Constitutes an Agreement.* It is a violation of Rule 14e-4 promulgated under the Exchange Act for a person acting alone or in concert with others,

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directly or indirectly, to tender shares for such person's own account unless at the time of tender and at the Expiration Time such person has a "net long position" in (a) the shares that is equal to or greater than the amount tendered and will deliver or cause to be delivered such shares for the purpose of tendering to us within the period specified in the Offer or (b) other securities immediately convertible into, exercisable for or exchangeable into shares ("Equivalent Securities") that is equal to or greater than the amount tendered and, upon the acceptance of such tender, will acquire such shares by conversion, exchange or exercise of such Equivalent Securities to the extent required by the terms of the Offer and will deliver or cause to be delivered such shares so acquired for the purpose of tender to us within the period specified in the Offer. Rule 14e-4 also provides a similar restriction applicable to the tender on behalf of another person. A tender of shares made pursuant to any method of delivery set forth herein will constitute the tendering shareholder's acceptance of the terms and conditions of the Offer, as well as the tendering shareholder's representation and warranty to us that (a) such shareholder has a "net long position" in shares or Equivalent Securities at least equal to the shares being tendered within the meaning of Rule 14e-4, and (b) such tender of shares complies with Rule 14e-4. Our acceptance for payment of shares tendered pursuant to the Offer will constitute a binding agreement between the tendering shareholder and us upon the terms and subject to the conditions of the Offer.

A tender of shares made pursuant to any method of delivery set forth herein will also constitute a representation and warranty to us that the tendering shareholder has full power and authority to tender, sell, assign and transfer the shares tendered, and that, when the same are accepted for payment by us, we will acquire good, marketable and unencumbered title thereto, free and clear of all security interests, liens, restrictions, claims, encumbrances, conditional sales agreements and other obligations relating to the sale or transfer of the shares, and the same will not be subject to any adverse claim or right. Any such tendering shareholder will, on request by the Depositary and Paying Agent or us, execute and deliver any additional documents deemed by the Depositary and Paying Agent or us to be necessary or desirable to complete the sale, assignment and transfer of the shares tendered, all in accordance with the terms of the Offer.

A properly completed Letter of Transmittal, and any other documents required by the Letter of Transmittal, must be delivered to the Depositary and Paying Agent and not to us or the Information Agent. All authority conferred or agreed to be conferred by delivery of the Letter of Transmittal shall be binding on the successors, assigns, heirs, personal representatives, executors, administrators and other legal representatives of the tendering shareholder and shall not be affected by, and shall survive, the death or incapacity of such tendering shareholder.

*Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to Give Notice of Defects.* All questions as to the number of shares to be accepted, the price to be paid for shares to be accepted and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of shares will be determined by us, in our sole discretion, and our determination will be final and binding on all persons participating in the Offer, subject to such Offer participant's disputing such determination in a court of competent jurisdiction. We reserve the absolute right prior to the expiration of the Offer to reject any or all tenders we determine not to be in proper form or the acceptance for payment of or payment for which may, in the opinion of our counsel, be unlawful. We also reserve the absolute right to waive any conditions of the Offer with respect to all shareholders prior to the Expiration Time or any defect or irregularity in any tender with respect to any particular shares or any particular shareholder whether or not we waive similar defects or irregularities in the case of other shareholders. No tender of shares will be deemed to have been validly made until all defects or irregularities relating thereto have been cured or waived. None of us, the Depositary and Paying Agent, the Information Agent or any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification. Our reasonable interpretation of the terms of and conditions to the Offer, including the Letter of Transmittal and the instructions thereto, will be final and binding on all persons participating in the Offer, subject to such Offer participant's disputing such determination in a court of competent jurisdiction. By tendering shares to us, you agree to accept all decisions we make concerning these matters and waive any right you might otherwise have to challenge those decisions. We strongly encourage shareholders to submit completed tender materials as early as possible after you have

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properly considered the information in this Offer to Purchase, so that you will have as much time as possible prior the Expiration Time to correct any defects or irregularities in the materials you provide to us.

*Backup Withholding.* Under the U.S. backup withholding rules, the applicable withholding agent may be required to withhold the applicable statutory percentage (currently 24%) of certain reportable payments payable to a shareholder or other payee pursuant to the Offer, unless the shareholder or other payee provides its taxpayer identification number (employer identification number or social security number) to the Depository and Paying Agent and certifies that such number is correct and that it is not subject to backup withholding or an exemption otherwise applies under applicable Treasury regulations and the shareholder appropriately certifies that it qualifies for such exemption. Therefore, except as provided below, each tendering shareholder that is a U.S. Holder (as defined in Section 14) should complete and sign the IRS Form W-9 included as part of the Letter of Transmittal and available on the IRS website so as to provide the information and certification necessary to avoid backup withholding. Backup withholding is not an additional tax. Rather, the amount of backup withholding can be refunded by the IRS or credited against the U.S. federal income tax liability of the person subject to backup withholding, provided the required information is timely furnished to the IRS. Certain payments made to holder pursuant to the Offer may also be subject to information reporting to the Internal Revenue Service (the "IRS").

Certain shareholders (including, among others, certain corporations and certain foreign individuals and entities) are not subject to backup withholding. In order for an exempt Non-U.S. Holder to qualify as a recipient exempt from backup withholding, that shareholder must submit a statement (generally, an IRS Form W-8BEN, IRS Form W-8BEN-E or other applicable IRS Form W-8 available on the IRS website), signed under penalties of perjury, attesting to that shareholder's exempt status. Such statements can be obtained from the Depository and Paying Agent or from the IRS at [www.irs.gov](http://www.irs.gov). In order for an exempt U.S. Holder to qualify as a recipient exempt from backup withholding, that shareholder must submit an IRS Form W-9, signed under penalties of perjury, attesting to that shareholder's exempt status.

Any taxes withheld pursuant to these backup withholding rules or otherwise will be treated for all purposes as having been paid to the persons with respect to whom such amounts were withheld.

Holders are urged to consult their own tax advisors to determine whether they are exempt from these backup withholding and reporting requirements.

ANY TENDERING SHAREHOLDER OR OTHER PAYEE THAT FAILS TO COMPLETE FULLY AND SIGN THE IRS FORM W-9 INCLUDED IN THE LETTER OF TRANSMITTAL OR APPLICABLE IRS FORM W-8 MAY BE SUBJECT TO REQUIRED U.S. BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY EQUAL TO 24%) OF THE GROSS PROCEEDS PAID TO SUCH SHAREHOLDER OR OTHER PAYEE PURSUANT TO THE OFFER.

*Lost Certificates.* If the share certificates which a registered holder wants to surrender have been lost, destroyed or stolen, the shareholder should promptly notify the Depository and Paying Agent at 1-800-356-2017. The Depository and Paying Agent will instruct the shareholder as to the steps that must be taken in order to replace the certificates.

#### 4. Withdrawal Rights

Except as this Section 4 otherwise provides, tenders of shares are irrevocable. You may withdraw shares that you have previously tendered in the Offer according to the procedures we describe below at any time prior to the Expiration Time. You may also withdraw your previously tendered shares at any time after 12:00 midnight, New York City time, on September 8, 2020, unless such shares have been accepted for payment as provided in the Offer.

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For a withdrawal to be effective, a written notice of withdrawal must:

- be received in a timely manner by the Depository and Paying Agent at one of its addresses set forth on the back cover of this Offer to Purchase; and
- specify the name of the person having tendered the shares to be withdrawn, the number of shares to be withdrawn and the name of the registered holder of the shares to be withdrawn, if different from the name of the person who tendered the shares.

If certificates for shares have been delivered or otherwise identified to the Depository and Paying Agent, then, prior to the physical release of those certificates, the serial numbers shown on those certificates must be submitted to the Depository and Paying Agent and, unless an eligible institution has tendered those shares, an eligible institution must guarantee the signatures on the notice of withdrawal.

If a shareholder has used more than one Letter of Transmittal or has otherwise tendered shares in more than one group of shares, the shareholder may withdraw shares using either separate notices of withdrawal or a combined notice of withdrawal, so long as the information specified above is included.

If shares have been delivered in accordance with the procedures for book-entry transfer described in Section 3, any notice of withdrawal must also specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn shares and otherwise comply with the book-entry transfer facility's procedures.

Withdrawals of tenders of shares may not be rescinded, and any shares properly withdrawn will thereafter be deemed not validly tendered for purposes of the Offer. Withdrawn shares may be retendered at any time prior to the Expiration Time by again following one of the procedures described in Section 3.

We will decide, in our sole discretion, all questions as to the form and validity, including time of receipt, of notices of withdrawal, and each such decision will be final and binding on all person's participating in the Offer, subject to such other participants disputing such determination in a court of competent jurisdiction. We also reserve the absolute right to waive any defect or irregularity in the withdrawal of shares by any shareholder, whether or not we waive similar defects or irregularities in the case of any other shareholder. None of the Company, the Depository and Paying Agent, the Information Agent or any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal or incur any liability for failure to give any such notification.

Our reservation of the right to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f)(5) and Rule 14e-1(c) under the Exchange Act, which require that we must pay the consideration offered or return the shares tendered promptly after termination or withdrawal of a tender offer.

### 5. Purchase of Shares and Payment of Cash Purchase Price

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, we will accept for payment and pay the Cash Purchase Price, less any applicable withholding and without interest and thereby purchase shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price of up to \$750 million. We may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1.

Upon the terms and subject to the conditions of the Offer, promptly after the Expiration Time we will determine a single per share cash price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash, less any applicable tax withholding and without interest that we will pay for shares properly tendered, for an aggregate Cash Purchase Price of up to \$750 million. The Cash Purchase Price will be the lowest price per share of not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer, that will enable us to purchase the maximum number of shares for an

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aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to buy all the shares that are properly tendered.

All shares we acquire in the Offer will be acquired at the same Cash Purchase Price regardless of whether you tendered your shares at a lower cash price. We will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time. Subject to the conditions of the Offer, only shares properly tendered, or deemed properly tendered, at prices at or below the Cash Purchase Price will be eligible for purchase in the Offer. If our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in aggregate Cash Purchase Price of more than \$750 million, we will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for “odd lots” (lots held by owners of less than 100 shares at the Expiration Time), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase. Tendering shareholders will receive a cash payment only if their tendered shares are purchased. Shares tendered but not purchased pursuant to the Offer will be returned to the tendering shareholders at our expense promptly after the Expiration Time.

For purposes of the Offer, we will be deemed to have accepted for payment (and therefore purchased), subject to the “odd lot” priority, proration and conditional tender provisions of this Offer, shares that are properly tendered at or below the Cash Purchase Price, only when, as and if we give oral or written notice to the Depository and Paying Agent of our acceptance of the shares for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, we will accept for payment and pay the per share Cash Purchase Price for each of the shares accepted for payment pursuant to the Offer promptly after the Expiration Time. In all cases, payment for shares tendered and accepted for payment pursuant to the Offer will be made promptly, subject to possible delay in the event of proration, but only after timely receipt by the Depository and Paying Agent of:

- certificates for shares, or a timely book-entry confirmation of the deposit of shares into the Depository and Paying Agent’s account at the book-entry transfer facility,
- a properly completed and duly executed Letter of Transmittal, or, in the case of a book-entry transfer, an agent’s message, and
- any other required documents.

We will respectively pay for shares purchased pursuant to the Offer by depositing the aggregate Cash Purchase Price for the shares with the Depository and Paying Agent, which will act as agent for tendering shareholders for the purpose of receiving payment from us and transmitting payment to the tendering shareholders.

In the event of proration, we will determine the proration factor and pay for those tendered shares accepted for payment promptly after the Expiration Time. However, we expect that we will not be able to announce the final results of any proration or commence payment for any shares purchased pursuant to the Offer until up to ten business days after the Expiration Time. Certificates for all shares tendered and not purchased, including all shares tendered at prices in excess of the Cash Purchase Price and shares not purchased due to proration or conditional tender will be returned or, in the case of shares tendered by book-entry transfer, will be credited to the account maintained with the book-entry transfer facility by the participant who delivered the shares, to the tendering shareholder at our expense promptly after the Expiration Time or termination of the Offer.

**Under no circumstances will we pay interest on the Cash Purchase Price, including but not limited to, by reason of any delay in making payment. In addition, if certain events occur, we may not be obligated to purchase shares pursuant to the Offer. See Section 7.**

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We will pay all stock transfer taxes, if any, payable on the transfer to us of shares purchased pursuant to the Offer. If, however, payment of the Cash Purchase Price is to be made to, or (in the circumstances permitted by the Offer) if unpurchased shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Letter of Transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person will be deducted from the Cash Purchase Price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption from payment of the stock transfer taxes, is submitted. See Instruction 7 of the Letter of Transmittal.

### 6. Conditional Tender of Shares

Subject to the exception for Odd Lot Holders, in the event of an over-subscription of the Offer, shares properly tendered at or below the Cash Purchase Price will be subject to proration. See Section 1. As discussed in Sections 14 and 15, the number of shares to be purchased from a particular shareholder may affect the tax treatment of the purchase to the shareholder and the shareholder's decision whether to tender. Accordingly, a shareholder may tender shares subject to the condition that a specified minimum number of the shareholder's shares tendered pursuant to a Letter of Transmittal must be purchased if any shares tendered are purchased. Any shareholder desiring to make a conditional tender must so indicate in the box entitled "Conditional Tender" in the Letter of Transmittal.

Any tendering shareholder wishing to make a conditional tender must calculate and appropriately indicate the minimum number of shares that must be purchased if any are to be purchased. After the Offer expires, our purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn would result in an aggregate Cash Purchase Price of more than \$750 million, so that we must prorate our acceptance of and payment for tendered shares, we will calculate a preliminary proration percentage based upon all shares properly tendered, conditionally or unconditionally. If the effect of this preliminary proration would be to reduce the number of shares to be purchased from any shareholder below the minimum number specified in a conditional tender, the tender will automatically be regarded as withdrawn (except as provided in the next paragraph). All shares tendered by a shareholder subject to a conditional tender and regarded as withdrawn as a result of proration will be returned at our expense, promptly after the Expiration Time.

After giving effect to these withdrawals, we will accept the remaining shares properly tendered, conditionally or unconditionally, on a pro rata basis, if necessary. If conditional tenders would otherwise be regarded as withdrawn and would cause the aggregate Cash Purchase Price to be paid in the Offer to fall below \$750 million then, to the extent feasible, we will select enough of the conditional tenders that would otherwise have been withdrawn to permit us to purchase common shares for an aggregate Cash Purchase Price of up to \$750 million. In selecting among the conditional tenders, we will select by random lot, treating all tenders by a particular taxpayer as a single lot, and will limit our purchase in each case to the designated minimum number of shares to be purchased. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

7. Conditions of the Tender Offer

Notwithstanding any other provision of the Offer, we will not be required to accept for payment, purchase or pay for any shares tendered, and may, at any time, terminate or amend the Offer or may postpone the acceptance for payment of, or the purchase of and the payment for shares tendered, subject to the applicable rules under the Exchange Act, if at any time prior to the Expiration Time any of the following events has occurred (or shall have been reasonably determined by us to have occurred) that, in our reasonable judgment and regardless of the circumstances giving rise to the event or events (other than any such event or events that are proximately caused by our action or failure to act), make it inadvisable to proceed with the Offer or with acceptance for payment:

- there has occurred any change in the general political, market, economic or financial conditions in the United States or abroad that we deem is reasonably likely to materially and adversely affect the Company's business or the trading in the shares, including, but not limited to, the following:
  - any general suspension of, or general limitation on prices for, or trading in, securities on any national securities exchange in the United States or in the over-the-counter market;
  - a declaration of a banking moratorium or any suspension of payments in respect of banks in the United States or any limitation (whether or not mandatory) by any governmental agency or authority on, or any other event that, in our reasonable judgment, could reasonably be expected to adversely affect, the extension of credit by banks or other financial institutions in the United States;
  - the commencement or escalation of a war, armed hostilities, terrorism, or other similar national or international calamity directly or indirectly involving the United States; or
  - in the case of any of the foregoing existing at the time of the commencement of the Offer, in our reasonable judgment, a material acceleration or worsening thereof;
- the reported market price of the common shares at the close of trading on the Expiration Time, shall not be greater than \$52.50 (which amount is 5% greater than the highest Cash Purchase Price possible under the Offer) or less than \$42.51 (which amount is 5% less than the lowest Cash Purchase Price possible under the Offer);
- any change (or condition, event or development involving a prospective change) has occurred in the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, licenses, results of operations or prospects of the Company or any of its subsidiaries or affiliates, taken as a whole, that, in our reasonable judgment, does or is reasonably likely to have a materially adverse effect on the Company or any of its subsidiaries or affiliates, taken as a whole, or we have become aware of any fact that, in our reasonable judgment, does or is reasonably likely to have a material adverse effect on the value of the shares;
- there has been threatened in writing, instituted, or pending any action, proceeding, application or counterclaim by or before any court or governmental, administrative or regulatory agency or authority, domestic or foreign, or any other person or tribunal, domestic or foreign, which:
  - challenges or seeks to challenge, restrain, prohibit or delay the making of the Offer, the acquisition by us of the shares in the Offer, or any other matter relating to the Offer, or seeks to obtain any material damages or otherwise relating to the transactions contemplated by the Offer;
  - seeks to make the purchase of, or payment for, some or all of the shares pursuant to the Offer illegal or results in a delay in our ability to accept for payment or pay for some or all of the shares;
  - seeks to impose limitations on our ability (or any affiliate of ours) to acquire or hold or to exercise full rights of ownership of the shares, including, but not limited to, the right to vote the shares purchased by us on all matters properly presented to the Company's shareholders; or
  - otherwise could reasonably be expected to materially adversely affect the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, licenses,



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- results of operations or prospects of the Company or any of its subsidiaries or affiliates, taken as a whole, or the value of the shares;
- any action has been taken or any statute, rule, regulation, judgment, decree, injunction or order (preliminary, permanent or otherwise) has been proposed, sought, enacted, entered, promulgated, enforced or deemed to be applicable to the Offer or the Company or any of its subsidiaries or affiliates by any court, government or governmental agency or other regulatory or administrative authority, domestic or foreign, which, in our reasonable judgment:
    - indicates that any approval or other action of any such court, agency or authority may be required in connection with the Offer or the purchase of shares thereunder;
    - could reasonably be expected to prohibit, restrict or delay consummation of the Offer; or
    - otherwise could reasonably be expected to materially adversely affect the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, licenses or results of operations of the Company or any of its subsidiaries or affiliates, taken as a whole;
  - we learn that:
    - any person, entity or group has filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, reflecting an intent to acquire the Company or any of the shares, or has made a public announcement reflecting an intent to acquire the Company or any of its subsidiaries or any of its or their respective assets or securities; or
    - a tender or exchange offer for any or all of the outstanding shares (other than this Offer), or any merger, acquisition, business combination or other similar transaction with or involving the Company or any subsidiary, has been proposed, announced or made by any person or entity or has been publicly disclosed;
  - any approval, permit, authorization, favorable review or consent of any governmental entity required to be obtained in connection with the Offer has not been obtained on terms satisfactory to us in our reasonable discretion;
  - in the reasonable judgment of the Board, the Company does not have available distributable reserves pursuant to Section 37 of the Companies Law (2020 Revision) of the Cayman Islands and other applicable Cayman Islands' law to pay for shares properly tendered, and the Company is not able to remain solvent following the consummation of the Offer;
  - in the reasonable judgment of the Board, the Company's acceptance for payment, purchase or payment for any shares tendered in the Offer shall violate or conflict with, or otherwise be contrary to, the 2018 Credit Facility or any other existing credit facility of the Company then in place as of the time of this Offer to the extent the consideration payable in the Offer constitutes a prohibited restricted payment thereunder; or
  - legislation amending the Internal Revenue Code of 1986, as amended (the "Code"), becomes effective and would, in our respective reasonable judgment, change the tax consequences of the transaction contemplated by the Offer in any manner that would adversely affect either of us or any of our respective affiliates.

The conditions referred to above are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any of these conditions (other than conditions that are proximately caused by our action or failure to act), and may be waived by us, in whole or in part, at any time and from time to time in our sole discretion prior to the Expiration Time.

If any of the conditions specified above occur and provide the Company with the right to terminate the Offer, we will promptly amend the Tender Offer Materials to indicate whether we will waive such condition and

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proceed with the Offer or terminate the Offer. Our right to assert a condition will be deemed an ongoing right that may be asserted at any time and from time to time prior to the Expiration Time. Any determination by us concerning the events described above will be final and binding on all persons participating in the Offer, subject to such Offer participant's disputing such determination in a court of competent jurisdiction.

All conditions to the Offer must be satisfied or waived on or prior to the Expiration Time.

### 8. Price Range of the Shares; Dividends; Share Repurchases

*Price Range of the Shares.* The shares are currently quoted on the NYSE under the symbol "HLF."

The following table sets forth the high and low sales prices per share of the Company's common shares on the NYSE for the periods indicated as reported by the NYSE.

	<u>High</u>	<u>Low</u>
<b>Fiscal 2018</b>		
First Quarter	\$50.22	\$33.76
Second Quarter	56.74	47.78
Third Quarter	60.41	50.51
Fourth Quarter	59.64	50.79
<b>Fiscal 2019</b>		
First Quarter	\$61.77	\$52.68
Second Quarter	54.99	40.75
Third Quarter	43.55	33.62
Fourth Quarter	48.82	34.72
<b>Fiscal 2020</b>		
First Quarter	\$48.01	\$20.73
Second Quarter	46.44	26.85
Third Quarter (through July 10, 2020)	48.34	44.28

As of July 9, 2020, there were 147,512,771 common shares outstanding. On July 10, 2020, the last full trading day before we commenced the Offer, the last reported sales price of the shares quoted on the NYSE was \$45.64 per share, which is greater than the low end of the price range for the Offer of \$44.75 per share. **We urge shareholders to obtain a current market price for the shares before deciding whether and at what purchase price or purchase prices to tender their shares.**

*Dividends.* During the second quarter of 2007, our Board adopted a regular quarterly cash dividend program. Our Board authorized a \$0.05 per common share dividend each quarter from the adoption of the program through the second quarter of 2010. On August 2, 2010, our Board approved an increase in the quarterly cash dividend to \$0.06 per common share, an increase of \$0.01 per common share from prior quarters. On May 2, 2011, we announced that our Board approved an increase in the quarterly cash dividend to \$0.10 per common share, an increase of \$0.04 per common share from prior quarters. On February 21, 2012, we announced that our Board approved an increase in the quarterly cash dividend to \$0.15 per common share, an increase of \$0.05 per common share from prior quarters. On April 28, 2014, we announced that our Board approved terminating our quarterly cash dividend and instead utilizing the cash to repurchase additional common shares. We have not declared or paid cash dividends since 2014.

The declaration of future dividends is subject to the discretion of our Board and will depend upon various factors, including our earnings, financial condition, our available distributable reserves under Cayman Islands law, restrictions imposed by the 2018 Credit Facility, as amended, and the terms of any other indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by our Board.

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*Share Repurchases.* On October 30, 2018, our Board authorized a new five-year \$1.5 billion share repurchase program that will expire on October 30, 2023, which replaced our prior share repurchase authorization that was set to expire on February 21, 2020 and had approximately \$113.3 million of remaining authorized capacity when it was replaced. This share repurchase program allows us (or an indirect wholly-owned subsidiary of the Company) to repurchase our common shares at such times and prices as determined by management, as market conditions warrant, and to the extent the Company's distributable reserves are available under Cayman Islands law. The 2018 Credit Facility permits us to repurchase our common shares as long as no default or event of default exists and other conditions, such as specified consolidated leverage ratios, are met. Additionally, the Indentures permit us to repurchase our common shares as long as certain conditions, such as specified leverage ratios, are met.

During the year ended December 31, 2018, an indirect wholly-owned subsidiary of ours purchased 8,400 of the Company's common shares through open-market purchases at an aggregate cost of approximately \$0.3 million, or an average cost of \$33.90 per share. In May 2018, we completed our modified Dutch auction tender offer and then subsequently paid cash to repurchase and cancel a total of approximately 11.4 million of our common shares at an aggregate cost of approximately \$600.0 million, or \$52.50 per share. In total, during the year ended December 31, 2018, we repurchased 11.4 million of our common shares at an aggregate cost of approximately \$600.3 million, or an average cost of \$52.49 per share.

During the year ended December 31, 2019, we did not repurchase any of our common shares through open-market purchases.

During the three (3) months ended March 31, 2020, we did not repurchase any of our common shares through open-market purchases. During the three (3) months ended June 30, 2020, we repurchased and canceled approximately 0.4 million shares through open-market purchases at an aggregate cost of approximately \$17.1 million, or \$39.27 per share. As of June 30, 2020, the remaining authorized capacity under our \$1.5 billion share repurchase program was approximately \$1.48 billion, subject to being in compliance with the 2018 Credit Facility and the Indentures.

The number of shares issued upon vesting or exercise for certain restricted stock units ("RSUs") and stock appreciation rights ("SARs") granted pursuant to the Company's share-based compensation plans is net of the statutory withholding requirements that the Company pays on behalf of its employees. Although shares withheld are not issued, they are treated as common share repurchases in the Company's condensed consolidated financial statements and reduce the Company's additional paid-in-capital within total shareholders' equity and are reflected as share repurchases on the Company's condensed consolidated statements of cash flows as they reduce the number of shares that would have been issued upon vesting. These shares do not count against the authorized capacity under the Company's share repurchase program described above.

### 9. Source and Amount of Funds

The maximum aggregate Cash Purchase Price the Company will pay to purchase common shares pursuant to the Offer is \$750 million. The Company anticipates that it will pay for such shares tendered from existing cash on hand, including all, or a portion, of the proceeds from the 2020 Notes. As a result, the Company will have reduced liquidity. Reduced liquidity could have certain material adverse effects on the Company, including, but not limited to, the following: (i) the Company's available liquidity in the future for acquisitions, working capital, capital expenditures, and general corporate or other purposes could be impaired, and additional financing may not be available on terms acceptable to the Company; (ii) the Company's ability to withstand competitive pressures may be decreased; and (iii) the Company's reduced level of liquidity may make it more vulnerable to economic downturns, and reduce its flexibility in responding to changing business, regulatory and economic conditions. However, after the Offer is completed, the Company believes that its then-available cash and cash equivalents, cash flow from operations and investing activities and access to capital will continue to provide it with adequate financial resources to meet its working capital requirements and to fund capital expenditures as well as to engage in strategic activities.

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Consummation of the Offer is not subject to any financing condition, but is subject to certain other conditions. See Section 7.

### 10. Information About the Company

Founded in 1980, we are a global nutrition company that provides nutrition solutions for consumers looking to achieve results in the areas of weight management, health and wellness, and sports performance. We use a direct selling business model to distribute and market our nutrition products. We believe that direct selling is ideally suited to marketing our nutrition products because the distribution and sales of nutrition products are reinforced by the personal support, coaching, education, and the understanding community of like-minded people that our entrepreneurial members have to offer.

We sell high-quality, science-backed products in the categories of weight management; targeted nutrition; energy, sports, and fitness; and other nutrition in 94 countries as of March 31, 2020. In addition to the effectiveness of personalized selling through a direct selling business model, we believe the primary drivers for our success throughout our 40-year operating history have been enhanced consumer awareness and demand for our products due to trends such as the global obesity epidemic, increasing healthcare costs, healthy aging, and the rise of entrepreneurship.

*Where You Can Find More Information.* The Company is subject to the informational filing requirements of the Exchange Act, and, accordingly, is obligated to file reports, statements and other information with the SEC relating to its business, financial condition and other matters. Information, as of particular dates, concerning directors and officers, their remuneration, the principal holders of the Company's securities and any material interest of these persons in transactions with us is required to be disclosed in proxy statements distributed to the Company's shareholders and filed with the SEC. The Company has also filed the Schedule TO with the SEC that includes additional information relating to the Offer.

These reports, statements and other information can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material may also be obtained by mail, upon payment of the SEC's customary charges, from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains a web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

*Incorporation by Reference.* The rules of the SEC allow us to "incorporate by reference" information into this Offer to Purchase, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The Offer incorporates by reference the documents listed below, including the financial statements and the notes related thereto contained in those documents that have been previously filed with the SEC. These documents contain important information about the Company.

<u>SEC Filing</u>	<u>Period or Date Filed</u>
<i>Annual Report on Form 10-K</i>	<i>Fiscal Year Ended December 31, 2019, filed February 28, 2020</i>
<i>Definitive Proxy Statement</i>	<i>Filed March 17, 2020</i>
<i>Quarterly Report on Form 10-Q</i>	<i>Filed May 7, 2020</i>
<i>Current Reports on Form 8-K</i>	<i>Filed: February 18, 2020 (only with respect to Item 5.02 and Item 8.01 therein); March 19, 2020; May 1, 2020; May 19, 2020; May 21, 2020; and May 29, 2020</i>

Any statement contained in a document incorporated by reference into this Offer to Purchase shall be deemed to be modified or superseded to the extent such statement is modified or superseded in this Offer to Purchase. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offer to Purchase.

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You can obtain any of the documents incorporated by reference in this Offer to Purchase from us or from the SEC's web site at the address described above. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents. You may request a copy of these filings at no cost, by writing or telephoning us at: Herbalife Nutrition Ltd., Attention: Investor Relations, 800 West Olympic Boulevard, Los Angeles, California 90015, Telephone: (213) 745-0474. Please be sure to include your complete name and address in your request. If you request any incorporated documents, we will mail them to you by first class mail, or another equally prompt means, within one business day after we receive your request. You can find additional information by visiting the Company's website at: <http://www.herbalife.com>. Information contained on the Company's website is not part of, and is not incorporated into, this Offer to Purchase.

### **11. Interest of Directors and Executive Officers: Transactions and Arrangements Concerning the Shares**

Our directors and executive officers are entitled to participate in the offer on the same basis as all other shareholders. All of our directors and executive officers have indicated they have no intention of tendering their shares in the Offer, except for three executive officers who have indicated they are undecided on whether to tender some of their shares in the Offer. In addition, the directors and executive officers of the Company and the Icahn Entities are prohibited from purchasing or otherwise acquiring any common shares until the expiration of ten business days after the date of termination of the Offer, as required by Rules 13e-4(f)(6) and 14e-5 under the Exchange Act.

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The following table shows the beneficial ownership of the common shares as of July 9, 2020 of each person who we know beneficially owns more than 5% of the common shares, the directors and named executive officers of the Company, and all of the directors and executive officers as a group. Beneficial ownership, which is determined in accordance with the rules and regulations of the SEC, means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of the common shares. The percentage of the common shares beneficially owned by a person assumes that the person has exercised all options, and converted all convertible securities, the person holds that are exercisable or convertible within 60 days of the date of July 9, 2020, and that no other persons exercised any of their options or converted any of their convertible securities. Except as otherwise indicated in the footnotes to the table or in cases where community property laws apply, we believe that each person identified in the table possesses sole voting and investment power over all common shares shown as beneficially owned by the person. Except as otherwise indicated, the business address for each of the following persons is 800 West Olympic Boulevard, Suite 406, Los Angeles, California 90015.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
<i>Directors</i>		
Dr. Richard Carmona <sup>(2)</sup>	22,409	*
Jonathan Christodoro <sup>(2)</sup>	22,409	*
Hunter C. Gary	21,267	*
Nicholas Graziano	5,079	*
Alan LeFevre	9,079	*
Jesse A. Lynn	21,267	*
Juan Miguel Mendoza	5,079	*
Michael Montelongo	17,267	*
James L. Nelson	21,922	*
Maria Otero <sup>(2)</sup>	19,209	*
Margarita Paláu-Hernández	5,079	*
John Tartol <sup>(2)</sup>	358,621	*
<i>Names executive officers</i>		
Michael O. Johnson <sup>(3)</sup>	2,319,977	1.69%
Dr. John Agwunobi <sup>(4)</sup>	32,542	*
John G. DeSimone <sup>(5)</sup>	459,979	*
David Pezzullo <sup>(6)</sup>	214,600	*
Shin-Shing Bosco Chiu <sup>(7)</sup>	54,236	*
Richard Goudis <sup>(8)</sup>	803,489	*
<i>All directors and executive officers as a group (22 persons)<sup>(9)</sup></i>	2,095,615	1.52%
<i>Greater than 5% beneficial owners</i>		
Capital Research Global Investors <sup>(10)</sup>	18,537,804	13.48%
Carl C. Icahn <sup>(11)</sup>	35,227,904	25.62%
Deccan Value Investors L.P. <sup>(12)</sup>	10,429,442	7.59%
The Vanguard Group <sup>(13)</sup>	9,663,675	7.03%
Renaissance Technologies LLC <sup>(14)</sup>	8,561,703	6.23%
HBL Swiss Services GmbH <sup>(15)</sup>	10,025,020	7.29% <sup>(16)</sup>

\* Less than 1% security ownership by certain beneficial owners and management.

- (1) Applicable percentage is based upon 137,487,751 common shares outstanding as of July 9, 2020, which pursuant to Instruction 1 to Item 403 of Regulation S-K, excludes 10,025,020 common shares held by HBL Swiss Services GmbH, an indirect wholly-owned subsidiary of the Company, which are considered to be outstanding under Cayman Islands law and carry voting and other share rights related to ownership of our common shares, which may be exercised.

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- (2) Includes 9,052 SARs equivalent to 1,142 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020.
- (3) Mr. Johnson retired as the Company's Chief Executive Officer as of March 30, 2020, and retired from the Board as of April 29, 2020. Represents number of common shares owned based upon the Company's records as of April 29, 2020.
- (4) Dr. Agwunobi is also a director. Includes 76,510 SARs equivalent to 29,950 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020.
- (5) Includes 239,088 SARs equivalent to 82,153 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020.
- (6) Includes 146,658 SARs equivalent to 44,865 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020 and 84,132 vested but deferred RSUs that are convertible to common shares.
- (7) Includes 98,404 SARs equivalent to 34,141 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020.
- (8) Mr. Goudis resigned as the Company's Chief Executive Officer as of January 8, 2019. Represents number of common shares owned based upon the Company's records as of March 2, 2020, as previously disclosed in the Company's most recent Definitive Proxy Statement filed on Schedule 14A with the SEC on March 17, 2020.
- (9) Includes 1,206,103 SARs equivalent to 459,567 common shares which have vested or will vest and become exercisable within 60 days of July 9, 2020 and 235,632 vested but deferred RSUs that are convertible to common shares.
- (10) The information regarding the beneficial ownership of Capital Research Global Investors is based on the Schedule 13G/A filed with the SEC by Capital Research Global Investors on February 14, 2020. According to this Schedule 13G/A, Capital Research Global Investors has (i) sole power to vote 18,537,425 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 18,537,804 common shares and (iv) shared power to dispose of 0 common shares. The address for Capital Research Global Investors is 333 South Hope Street, Los Angeles, CA 90071.
- (11) The information regarding the beneficial ownership of Carl C. Icahn is based on the Schedule 13D/A filed jointly with the SEC by High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton") and Carl C. Icahn on October 30, 2019. According to this Schedule 13D/A, High River has (i) sole power to vote 7,045,949 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 7,045,949 common shares, and (iv) shared power to dispose of 0 common shares; Hopper has (i) sole power to vote 0 common shares, (ii) shared power to vote 7,045,949 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 7,045,949 common shares; Barberry has (i) sole power to vote 0 common shares, (ii) shared power to vote 7,045,949 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 7,045,949 common shares; Icahn Partners Master Fund has (i) sole power to vote 11,469,454 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 11,469,454 common shares, and (iv) shared power to dispose of 0 common shares; Icahn Offshore has (i) sole power to vote 0 common shares, (ii) shared power to vote 11,469,454 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 11,469,454 common shares; Icahn Partners has (i) sole power to vote 16,712,501 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 16,712,501 common shares, and (iv) shared power to dispose of 0 common shares; Icahn Onshore has (i) sole power to vote 0 common shares, (ii) shared power to vote 16,712,501 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 16,712,501 common shares; Icahn Capital has (i) sole power to vote 28,181,955 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 28,181,955 common shares; IPH has (i) sole power to vote 0 common shares, (ii) shared power to vote 28,181,955 common shares,

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- (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 28,181,955 common shares; Icahn Enterprises Holdings has (i) sole power to vote 0 common shares, (ii) shared power to vote 28,181,955 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 28,181,955 common shares; Icahn Enterprises GP has (i) sole power to vote 0 common shares, (ii) shared power to vote 28,181,955 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 28,181,955 common shares; Beckton has (i) sole power to vote 0 common shares, (ii) shared power to vote 28,181,955 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 28,181,955 common shares; and Carl C. Icahn has (i) sole power to vote 0 common shares, (ii) shared power to vote 35,227,904 common shares, (iii) sole power to dispose of 0 common shares, and (iv) shared power to dispose of 35,227,904 common shares. The address for (i) each of High River, Hopper, Barberry, Icahn Master, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue—Suite 1210, White Plains, NY 10601, and (ii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.
- (12) The information regarding the beneficial ownership of Deccan Value Investors L.P. is based on the Schedule 13G filed jointly with the SEC by Deccan Value Investors L.P. and Vinit Bodas on February 14, 2020. According to this Schedule 13G, each reporting person has (i) sole power to vote 0 common shares, (ii) shared power to vote 10,429,442 common shares, (iii) sole power to dispose of 0 common shares and (iv) shared power to dispose of 10,429,442 common shares. The address for each reporting person is One Fawcett Place, Greenwich CT 06830.
- (13) The information regarding the beneficial ownership of The Vanguard Group—23-1945930 (the “Vanguard Group”) is based on the Schedule 13G/A filed with the SEC by the Vanguard Group on February 12, 2020. According to this Schedule 13G/A, the Vanguard Group has (i) sole power to vote 53,156 common shares, (ii) shared power to vote 17,738 common shares, (iii) sole power to dispose of 9,606,229 common shares, (iv) shared power to dispose of 57,446 common shares. The address for the Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (14) The information regarding the beneficial ownership of Renaissance Technologies LLC is based on the Schedule 13G/A filed jointly with the SEC by Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation on February 13, 2020. According to this Schedule 13G/A, the reporting persons each have (i) sole power to vote 8,561,703 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 8,561,703 common shares and (iv) shared power to dispose of 0 common shares; Renaissance Technologies Holdings Corporation’s beneficial ownership results from its majority ownership of Renaissance Technologies LLC. The address for the reporting persons is 800 Third Avenue, New York, New York 10022.
- (15) HBL Swiss Services GmbH (formerly known as HBL Swiss Financing GmbH) has (i) sole power to vote 10,025,020 common shares, (ii) shared power to vote 0 common shares, (iii) sole power to dispose of 10,025,020 common shares and (iv) shared power to dispose of 0 common shares. The address for HBL Swiss Services GmbH is Hansmatt 32, CH-6370 Stans NW, Switzerland.
- (16) Number of outstanding common shares used to calculate percentage excludes common shares held by HBL Swiss Services GmbH, the Company’s indirect wholly-owned subsidiary, in accordance with Instruction 1 to Item 403 of Regulation S-K. If the common shares held by HBL Swiss Services GmbH are included in the total number of common shares outstanding as of July 9, 2020, or 147,512,771, its percentage ownership would be 6.80%.



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Based on our records and on information provided to us by our directors, executive officers, affiliates and subsidiaries, neither we nor any of our directors, our executive officers, or our affiliates or our subsidiaries nor, to the best of our knowledge, any person controlling the Company or any executive officer or director of any such controlling entity or of our subsidiaries, has effected any transactions involving the Shares during the 60 days prior to the date hereof, except for the following transactions:

<b>Name of Reporting Person</b>	<b>Date of Transaction</b>	<b>Nature of Transaction</b>	<b>Number of Shares</b>	<b>Disposition or Grant Price as Applicable</b>
Tartol, John	05/15/2020	Sale	25,000	\$ 39.06*

\* Weighted average

### 12. Effects of the Tender Offer on the Market for Shares; Registration under the Exchange Act

The completion of the Offer in accordance with its terms and conditions will not cause the Company to stop being quoted on the NYSE or to stop being subject to the periodic reporting requirements of the Exchange Act.

However, the purchase by us of shares under the Offer will reduce the number of shares that might otherwise be traded publicly and is likely to reduce the number of shareholders. As a result, trading of a relatively small volume of the shares and limited liquidity after consummation of the Offer may have a greater impact on trading prices than would be the case prior to consummation of the Offer with an increase in price volatility. Shareholders may not be able to sell non-tendered shares in the future on the NYSE or otherwise, at a net price higher than the Cash Purchase Price in the Offer. We can give no assurance as to the price at which a shareholder may be able to sell his or her shares in the future.

### 13. Legal Matters; Regulatory Approvals

We are not aware of any license or regulatory permit that is material to the Company's business that might be adversely affected by our acquisition of shares as contemplated by the Offer or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic, foreign or supranational, that would be required for the acquisition or ownership of shares by us as contemplated by the Offer that is material to the success of the Offer. Should any such approval or other action be required, we presently contemplate that we will seek that approval or other action where practicable if practicable within the time period contemplated by the Offer. We are unable to predict whether we will be required to delay the acceptance for payment of or payment for shares tendered under the Offer pending the outcome of any such matter. There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or that the failure to obtain the approval or other action might not result in adverse consequences to its business and financial condition. Our obligations under the Offer to accept for payment and pay for shares is subject to certain conditions. See Section 7.

If the Offer were to expire during a Company imposed "black-out" period (a time when our officers and directors would typically be precluded from buying or selling common shares), we would either: (i) publicly disclose updated information that could be material to a shareholder's decision whether to tender shares in the Offer shortly before the Expiration Time, or (ii) extend the scheduled expiration of the Offer to a later date and time. Currently, we expect to announce our second fiscal quarter 2020 financial results, host an investor conference call, and file our Form 10-Q for our second fiscal quarter 2020 on August 6, 2020, which is several days before the Expiration Time. While we do not currently expect to extend the Offer, we may choose to do so at any time and for any reason, subject to applicable laws. See Section 16.

### 14. Certain Material U.S. Federal Income Tax Consequences of the Offer

The following summary describes certain material U.S. federal income tax consequences to U.S. Holders (as defined below) of the exchange of shares for cash pursuant to the Offer. This discussion is based upon the Code,

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existing and proposed Treasury Regulations, administrative pronouncements and judicial decisions, all as in effect as of the date hereof and any changes to which could materially affect the tax consequences described herein and could be made on a retroactive basis.

This discussion deals only with U.S. Holders who hold their shares as capital assets for U.S. federal income tax purposes and does not address all tax consequences, including tax consequences that may be relevant to various specified categories of holders (such as dealers in securities or commodities, traders in securities that elect to mark their holdings to market, financial institutions, regulated investment companies, real estate investment trusts, holders whose functional currency is not the U.S. dollar, insurance companies, pass-through entities, tax-exempt organizations, certain former citizens or long-term residents of the United States, holders who beneficially own or will own directly, indirectly, or constructively (including based on the application of certain attribution rules under the Code) more than 5% of the Company's outstanding shares by vote or value (as determined for income tax purposes), or holders who hold shares as part of a hedging, integrated, conversion or constructive sale transaction or as a position in a straddle). In particular, different rules may apply to shares acquired as compensation (including shares acquired upon the exercise of employee stock options or otherwise as compensation). This discussion does not address the application of the alternative minimum tax or the state, local or non-U.S. tax consequences of participating in the Offer. Holders of shares should consult their tax advisors as to the particular consequences to them of participation in the Offer.

As used herein, a "U.S. Holder" means a beneficial holder of shares that is for U.S. federal income tax purposes: (a) an individual citizen or resident of the United States, (b) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (c) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (d) a trust if (i) a court within the United States can exercise primary supervision of the trust's administration and one or more U.S. persons have the authority to control all substantial decisions of the trust or (ii) it has a valid election in effect under applicable regulations to be treated as a U.S. person.

If a partnership (including for this purpose any entity or arrangement, domestic or foreign, treated as a partnership for U.S. federal income tax purposes) beneficially owns shares, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. Beneficial owners that are partnerships, and partners in such partnerships, should consult their own tax advisors.

**This discussion is for general information only and should not be construed as tax advice. It is a summary and does not purport to be a comprehensive analysis or description of all potential U.S. federal income tax consequences of the Offer. We urge you to consult your tax advisor with respect to the particular U.S. federal, state and local or foreign tax consequences of the Offer to you.**

The receipt of the Cash Purchase Price for the shares pursuant to the Offer will generally be a taxable transaction for U.S. federal income tax purposes. A holder that participates in the Offer will be treated, depending on such holder's particular circumstances, either as recognizing gain or loss from the disposition of the shares or as receiving a distribution in respect of shares for U.S. federal income tax purposes.

The receipt of the Cash Purchase Price for shares pursuant to the Offer will be treated as a taxable exchange of shares by such holder (rather than a dividend distribution) and the holder will recognize gain or loss on an exchange of shares for cash if the exchange (a) results in a "complete termination" of all such holder's equity interest in the Company, (b) results in a "substantially disproportionate" redemption with respect to such holder, or (c) is "not essentially equivalent to a dividend" with respect to the holder. In applying the relevant test, a holder must take into account shares that such holder constructively owns under certain attribution rules, pursuant to which the holder will be treated as owning shares owned by certain family members (except that in the case of a "complete termination" a holder may waive, under certain circumstances, attribution from family members) and related entities and shares that the holder has the right to acquire by exercise of an option, warrant,

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or right of conversion. Holders should consult their tax advisors regarding the application of the constructive ownership rules to their particular facts and circumstances.

The exchange of shares for cash by a holder pursuant to the Offer will result in a complete termination of the holder's share interest in the Company if either (a) all of the shares actually and constructively owned by the holder are exchanged for cash pursuant to the Offer or (b) all of the shares actually owned by the holder are exchanged for cash pursuant to the Offer and the holder is eligible to waive, and effectively waives the attribution of shares constructively owned by the holder in accordance with the rules described in section 302(c)(2) of the Code. Holders wishing to satisfy the "complete termination" test through waiver of attribution rules should consult their tax advisors.

An exchange of shares for cash will be a substantially disproportionate redemption with respect to a holder if the percentage of the then-outstanding shares owned by such holder in the Company immediately after the exchange is less than 80% of the percentage of the shares owned by such holder in the Company immediately before the exchange. If an exchange of shares for cash fails to satisfy the "substantially disproportionate" test, the holder nonetheless may satisfy the "not essentially equivalent to a dividend" test.

An exchange of shares for cash will satisfy the "not essentially equivalent to a dividend" test if it results in a "meaningful reduction" of the holder's equity interest in the Company. Whether an exchange results in a "meaningful reduction" of the holder's equity interest in the Company will depend on the holder's particular facts and circumstances. The IRS has indicated in published rulings that even a small reduction in the proportionate interest of a small minority shareholder in a publicly held corporation who does not exercise any control over or participate in the management of corporate affairs may constitute such a meaningful reduction. Any person that has an ownership position that allows some exercise of control over or participation in the management of corporate affairs will not satisfy the meaningful reduction test unless that person's ability to exercise control over or participate in management of corporate affairs is materially reduced or eliminated.

We cannot predict whether, or the extent to which, the Offer will be over-subscribed. If the Offer is over-subscribed, proration of tenders pursuant to the Offer will cause us to accept fewer shares than are tendered. Therefore, a beneficial holder can be given no assurance that a sufficient number of such beneficial holder's shares will be purchased pursuant to the Offer to ensure that such purchase will be treated as a sale or exchange, rather than as a distribution, for U.S. federal income tax purposes pursuant to the rules discussed above.

*Sale or Exchange Treatment.* Subject to the discussion below regarding the passive foreign investment company rules, if the transaction is treated as a sale or exchange for U.S. federal income tax purposes, a U.S. Holder generally will recognize capital gain or loss upon consummation of the Offer in an amount equal to the difference, if any, between the amount of cash received and such U.S. holder's adjusted tax basis in the shares tendered pursuant to the Offer. Gain or loss recognized in the transaction must be determined separately for each identifiable block of shares tendered pursuant to the Offer (i.e., shares acquired at the same cost in a single transaction). Any such gain or loss will be long-term capital gain if the shares were held for more than one year prior to such disposition. The deductibility of capital losses is subject to certain limitations.

*Distribution Treatment.* If a U.S. Holder's exchange of shares for cash pursuant to the Offer does not constitute a sale or exchange for U.S. federal income tax purposes, the receipt of cash by such U.S. Holder pursuant to the Offer will generally be treated as a distribution, and the U.S. Holder's tax basis in the shares exchanged generally will be added to any shares retained by the U.S. Holder.

Subject to the discussion of the passive foreign investment company rules, the distribution will be treated as a dividend to the extent of the Company's current and accumulated earnings and profits, as determined under United States federal income tax principles. Such dividends will not be eligible for the dividends received deduction allowed to corporations in respect of dividends received from other U.S. corporations under the Code. With respect to non-corporate U.S. Holders, certain dividends received from a qualified foreign corporation may

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be subject to reduced rates of taxation. A foreign corporation is treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the United States. We expect our common shares to be considered readily tradable on an established securities market, though there can be no assurances. However, even if our common shares are readily tradable on an established securities market in the United States, we will not be treated as a qualified foreign corporation if we are a PFIC (as such term is defined below) for the taxable year in which we pay the dividend or were a PFIC for the preceding taxable year. Non-corporate holders that do not meet a minimum holding period requirement during which they are not protected from a risk of loss or that elect to treat the dividend income as “investment income” pursuant to Section 163(d)(4) (B) of the Code will not be eligible for the reduced rates of taxation regardless of our status as a qualified foreign corporation. For this purpose, the minimum holding period requirement will not be met if a share has been held by a holder for 60 days or less during the 121-day period beginning on the date which is 60 days before the date on which such share becomes ex-dividend with respect to such dividend, appropriately reduced by any period in which such holder is protected from risk of loss. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. You should consult your own tax advisors regarding the availability of the reduced tax rate on dividends in light of your particular circumstances.

To the extent that the amount of the distribution exceeds the Company’s current and accumulated earnings and profits, the excess first will be treated as a return of capital that will reduce the U.S. Holder’s adjusted tax basis in its shares (but not below zero), and any remaining portion will be taxable as capital gain. Any such capital gain will be long-term capital gain if the U.S. Holder’s holding period for the shares at the time of the exchange exceeds one year.

*Passive Foreign Investment Company Rules.* We believe that we will not be considered a passive foreign investment company (“PFIC”) for U.S. federal income tax purposes for our current taxable year and that we have not been a PFIC for prior taxable years. However, since PFIC status depends upon the composition of a company’s income and assets and the market value of its assets from time to time, there can be no assurance that we will not be considered a PFIC for the current taxable year. If we are treated as a PFIC for any taxable year during which a U.S. Holder held shares purchased pursuant to the Offer, certain adverse consequences could apply to such U.S. Holder. If we are a PFIC for the current taxable year (or were a PFIC for the prior taxable year), the reduced dividend rate discussed above with respect to dividends paid to non-corporate holders would not apply to any dividend income resulting from the Offer. In addition, if we were a PFIC for any taxable year during which a U.S. Holder held shares purchased pursuant to the Offer, the U.S. Holder would be subject to special rules with respect to any gain, and any distribution if it is treated as an excess distribution, resulting from the purchase of shares pursuant to the Offer, unless the U.S. Holder makes a “mark-to-market” election as discussed below. If the amount received by a U.S. Holder pursuant to the Offer is treated as a distribution and such amount, together with any other distributions received from us during the current year, is greater than 125% of the average annual distributions the U.S. Holder received with respect to the shares during the shorter of the three preceding taxable years or the U.S. Holder’s holding period for the Shares, the distribution resulting from the Offer will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over the U.S. Holder’s holding period for the shares;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which the company became a PFIC, will be taxed as ordinary income; and
- the amount allocated to each other year will be subject to the highest tax rate in effect for individuals, or corporations, as appropriate, for that year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

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The tax liability for amounts allocated to years prior to the current taxable year cannot be offset by any net operating losses for such years, and gains (but not losses) realized with respect to the Offer cannot be treated as capital, even if a U.S. Holder holds the shares purchased pursuant to the Offer as a capital asset.

An election to mark-to-market our shares would mitigate the adverse consequences resulting from PFIC status. An election to treat us as a qualifying electing fund, however, would not be available to a U.S. Holder because we would not provide the information a U.S. Holder would need to make the election.

*Backup Withholding.* U.S. Holders should see Section 3 for a discussion of the application of U.S. backup withholding.

THE U.S. FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE MAY NOT BE APPLICABLE DEPENDING UPON A U.S. HOLDER'S PARTICULAR SITUATION. HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS CONCERNING THE TAX IMPLICATIONS OF THE OFFER UNDER APPLICABLE FEDERAL, STATE OR LOCAL LAWS. NON-U.S. HOLDERS SHOULD ALSO CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO HOLDERS WHO ARE NOT U.S. PERSONS.

### 15. Cayman Islands Tax Considerations

The following is a discussion of certain Cayman Islands tax considerations in relation to our common shares. The discussion is of a general nature and is a general summary of present law, which is subject to prospective and retroactive change and is included herein for information purposes only. It is not intended to be and should not be construed as legal or tax advice, does not consider any shareholder's particular circumstances, and does not consider tax consequences other than those arising under Cayman Islands law. Shareholders should consult their own tax advisers with respect to their particular circumstances and the effects of state, local or foreign laws, including Cayman Islands tax law, to which they may be subject. Under existing Cayman Islands laws, payments of dividends and capital in respect of our common shares will not be subject to taxation in the Cayman Islands and no Cayman Islands withholding will be required on the payment of dividends or capital to any holder of our common shares, nor will gains derived from the disposal of our common shares be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax.

### 16. Extension of the Tender Offer; Termination; Amendment

We expressly reserve the right, in our sole discretion, at any time prior to the Expiration Time and from time to time, and regardless of whether or not any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the Depositary and Paying Agent and making a public announcement of such extension. We also expressly reserve the right, in our sole discretion, if any of the conditions set forth in Section 7 has occurred or is deemed by us to have occurred, to terminate the Offer prior to the Expiration Time and reject for payment and not pay for any shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for shares by giving oral or written notice of such termination or postponement to the Depositary and Paying Agent and making a public announcement of such termination or postponement.

Our reservation of the right to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f)(5) under the Exchange Act, which requires that we must pay the consideration offered or return the shares tendered promptly after termination or withdrawal of a tender offer. Subject to compliance with applicable law, we further reserve the right, in our sole discretion, and regardless of whether any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to amend the Offer in any respect, including, without limitation, by decreasing or increasing the consideration offered in the Offer to holders of shares or by decreasing or increasing the number of shares being sought in the Offer.

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Amendments to the Offer may be made at any time and from time to time effected by public announcement, such announcement, in the case of an extension, to be issued no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced Expiration Time. Any public announcement made under the Offer will be disseminated promptly to shareholders in a manner reasonably designed to inform shareholders of such change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by issuing a press release. In addition, we would file such press release as an exhibit to the Schedule TO.

If we materially change the terms of the Offer or the information concerning the Offer, or if we waive a material condition of the Offer, we will extend the Offer to the extent required by the rules promulgated under the Exchange Act. These rules and certain related releases and interpretations of the SEC provide that the minimum period during which a tender offer must remain open following material changes in the terms of the Offer or information concerning the Offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information; however, in no event will the Offer remain open for fewer than five business days following such a material change in the terms of, or information concerning, the Offer. If:

- we increase or decrease the price to be paid for shares beyond the price range, decrease the number of shares being sought in the Offer, or increase the number of shares being sought in the Offer by more than 2% of the outstanding shares; and
- the Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that such notice of an increase or decrease is first published, sent or given to shareholders in the manner specified in this Section 16,

then, in each case the Offer will be extended until the expiration of such period of ten business days.

If we increase the value of shares sought in the Offer such that the additional amount of shares purchasable in the Offer does not exceed 2% of the outstanding shares, this will not be deemed a material change to the terms of the Offer and we will not be required to amend or extend the Offer. See Section 1.

### 17. Background of the Offer

In the second quarter of 2007, the Board adopted a regular quarterly cash dividend program and authorized a \$0.05 per common share quarterly dividend. Following this authorization, the Company paid its shareholders a regular quarterly cash dividend from the second quarter of 2007 through the first quarter of 2014, and the Board steadily increased the authorized quarterly dividend from \$0.05 per common share to \$0.15 per common share during this period.

Subsequently, after examining the Company's financial performance and the market valuation of its shares, on April 28, 2014, the Board, as part of its goal to accelerate cash returns to the Company's shareholders, approved terminating such cash dividend program and instead utilizing the Company's cash to repurchase additional shares of the Company's outstanding common shares pursuant to the Company's \$1.5 billion share repurchase program that it had previously authorized.

On October 30, 2018, our Board authorized a new five-year \$1.5 billion share repurchase program that will expire on October 30, 2023, which replaced our prior share repurchase authorization that was set to expire on February 21, 2020 and had approximately \$113.3 million of remaining authorized capacity when it was replaced. This share repurchase program allows us (or an indirect wholly-owned subsidiary of the Company) to repurchase our common shares at such times and prices as determined by management, as market conditions warrant, and to the extent the Company's distributable reserves are available under Cayman Islands law. The 2018 Credit Facility permits us to repurchase our common shares as long as no default or event of default exists and other conditions, such as specified consolidated leverage ratios, are met. Additionally, the Indentures permit us to repurchase our common shares as long as certain conditions, such as specified leverage ratios, are met.

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During the year ended December 31, 2018, an indirect wholly-owned subsidiary of ours purchased 8,400 of the Company's common shares through open-market purchases at an aggregate cost of approximately \$0.3 million, or an average cost of \$33.90 per share. In May 2018, we completed our modified Dutch auction tender offer and then subsequently paid cash to repurchase and cancel a total of approximately 11.4 million of our common shares at an aggregate cost of approximately \$600.0 million, or \$52.50 per share. In total, during the year ended December 31, 2018, we repurchased 11.4 million of our common shares at an aggregate cost of approximately \$600.3 million, or an average cost of \$52.49 per share.

During the year ended December 31, 2019, we did not repurchase any of our common shares through open-market purchases.

During the three (3) months ended March 31, 2020, we did not repurchase any of our common shares through open-market purchases. During the three (3) months ended June 30, 2020, we repurchased and canceled approximately 0.4 million shares through open-market purchases at an aggregate cost of approximately \$17.1 million, or \$39.27 per share. As of June 30, 2020, the remaining authorized capacity under our \$1.5 billion share repurchase program was approximately \$1.48 billion, subject to being in compliance with the 2018 Credit Facility and the Indentures.

The Company's management and the Board have continued to evaluate the effectiveness of the share repurchase program and potential alternative methods to repurchase common shares, including among other things, by means of open market purchases, publicly or privately negotiated transactions, and tender offers. The Company's management and the Board believes that a tender offer is the best option because the Company can capture many efficiencies and benefits for itself and its shareholders based on the Company's prior experiences with successful tender offers in 2017 and 2018.

Importantly, the "modified Dutch Auction" tender offer set forth in this Offer represents a mechanism to provide all of the shareholders of the Company with the opportunity to tender all or a portion of their shares and, thereby, receive a return of their investment if they so elect. This option is being presented to all shareholders of the Company and any shareholder can elect to participate on an equal basis as other shareholders. The Offer provides such shareholders (particularly those who, because of the size of their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares without potential disruption to the share price or incurring broker's fees or commissions and other transaction costs associated with open market sales. In addition, if we complete the Offer, shareholders who do not participate in the Offer will automatically increase their relative percentage ownership interest in the Company and its future operations at no additional cost to them.

On July 2, 2020 the Board met virtually with the Company's management and representatives from Gibson, Dunn & Crutcher LLP, the Company's outside counsel, Maples Group, the Company's local Cayman Islands counsel, Morgan, Lewis & Bockius LLP, outside legal counsel to the independent members of the Board and a financial advisor to the Company to discuss, among other things, the merits of a potential self-tender offer. In this meeting, the Board established a committee (the "Committee") comprised entirely of independent directors (as determined under Section 303A.02 of the New York Stock Exchange Listed Company Manual) including Dr. Richard Carmona, Alan LeFevre and Michael Montelongo (and delegated to the Committee the power and authority to review, evaluate and make recommendations to the Board regarding the terms of a potential share repurchase, whether by way of open market purchase, tender offer, or otherwise, to repurchase common shares under the Company's previously authorized five-year \$1.5 billion share repurchase program.

On July 10, 2020, the Committee recommended and the Board unanimously approved the making of this Offer. In determining to proceed with the Offer, the Board evaluated the Company's operations, financial condition, capital needs, regulatory requirements, strategy and expectations for the future and believes that the Offer is a prudent use of the Company's financial resources. The Board determined that it was in the best interests of the Company and its shareholders to pursue the Offer and authorized management to commence the Offer.

On July 13, 2020, the Company commenced the Offer.

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### 18. Fees and Expenses

We have retained Computershare Trust Company, N.A. to act as the Depositary and Paying Agent and Georgeson LLC to act as the Information Agent in connection with the Offer. Each of the Depositary and Paying Agent and the Information Agent will receive customary compensation, reimbursement for out-of-pocket expenses, and indemnification against certain liabilities in connection with the Offer, including liabilities under the federal securities laws. As part of the services included in such retention, the Information Agent may contact holders of shares by personal interview, mail, electronic mail, telephone, and other methods of electronic communication and may request brokers, dealers, commercial banks, trust companies and other nominees to forward the Offer materials to beneficial holders of shares.

We will not pay any fees or commissions to any broker, dealer, commercial bank, trust company or any other person (other than the Information Agent and the Depositary and Paying Agent) for soliciting tenders of shares pursuant to the Offer. Brokers, dealers, commercial banks, trust companies and other nominees will, upon request, be reimbursed by us for reasonable and necessary costs and expenses incurred by them in forwarding materials to their customers. No broker, dealer, commercial bank or trust company has been authorized to act as our agent or the agent of the Information Agent, or the Depositary and Paying Agent for purposes of the Offer. We will pay or cause to be paid all stock transfer taxes, if any, on our purchase of shares, except as otherwise provided in Instruction 7 in the Letter of Transmittal.

### 19. Miscellaneous

The Company has filed with the SEC a Tender Offer Statement on Schedule TO, which contains additional information with respect to the Offer. The Schedule TO, including the exhibits and any amendments and supplements thereto, may be examined, and copies may be obtained, at the same places and in the same manner as is set forth in Section 10 with respect to information concerning the Company.

This Offer to Purchase and accompanying Letter of Transmittal do not constitute an offer to purchase securities in any state in which such offer is not permitted or would not be permitted pursuant to the laws of such state(s). If we become aware of any state where the making of the Offer or the acceptance of shares pursuant thereto is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law where practicable. If, after such good faith effort, we cannot comply with the applicable law, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of shares in such state(s).

**You should only rely on the information contained in this Offer to Purchase or to which we have referred to you. We have not authorized any person to make any recommendation on behalf of us as to whether you should tender or refrain from tendering your shares in the Offer. We have not authorized any person to give any information or to make any representation in connection with the Offer other than those contained in this Offer to the Purchase or in the related Letter of Transmittal. If given or made, any recommendation or any such information or representation must not be relied upon as having been authorized by us, the Depositary and Paying Agent or the Information Agent.**

July 13, 2020

The Information Agent for the Offer is:

**Georgeson**

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Shareholders, Banks and Brokers Call Toll-Free: (877) 278-4774



**Letter of Transmittal  
To Tender Common Shares  
Pursuant to the  
Offer to Purchase for Cash  
Dated July 13, 2020  
by  
Herbalife Nutrition Ltd.  
of  
Common Shares  
of  
Herbalife Nutrition Ltd.  
for  
an Aggregate Cash Purchase Price of Up to \$750 million  
at  
a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share**

**THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 11, 2020, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE "EXPIRATION TIME")**

Mail or deliver this Letter of Transmittal, together with the certificate(s) representing your shares, to Computershare Trust Company, N.A. (the "Depository and Paying Agent") as follows:

**Computershare Trust Company, N.A.**

**By First Class, Registered or Certified Mail:**

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions  
PO Box 43011  
Providence, RI 02940-3011

**By Express or Overnight Delivery:**

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions  
150 Royall Street, Suite V  
Canton, MA 02021

**Delivery of this Letter of Transmittal to an address other than as set forth above does not constitute a valid delivery. The instructions set forth in this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.**

Voluntary Corporate Action: COY HLF

DESCRIPTION OF SHARES TENDERED (SEE INSTRUCTIONS 3 AND 4)			
NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S) (PLEASE FILL IN, IF BLANK, EXACTLY AS NAME(S) APPEAR(S) ON SHARE CERTIFICATE(S)) and/or ACCOUNT STATEMENT	SHARES TENDERED (ATTACH ADDITIONAL SIGNED LIST, IF NECESSARY)		
	Certificate Number(s) and/or indicate Book-Entry	Total Number of Shares Represented by Certificate(s)	Number of Shares Tendered (1)(2)
	<b>Total Shares Tendered</b>		
<p>(1) If shares are held in Book-Entry form, you MUST indicate the number of shares you are tendering. Otherwise, all shares represented by Book-Entry delivered to the Depository and Paying Agent will be deemed to have been tendered.</p> <p>(2) If you wish to tender fewer than all shares represented by any certificate listed above, please indicate in this column the number of shares you wish to tender. Otherwise, all shares represented by share certificates delivered to the Depository and Paying Agent will be deemed to have been tendered. See Instruction 4.</p> <p>(3) Unless otherwise indicated, it will be assumed that all shares described above are being tendered. See Instruction 4.</p>			

Indicate below the order (by certificate number) in which shares are to be purchased in the event of proration (attach additional signed list if necessary). If you do not designate an order and less than all shares tendered are purchased due to proration, then shares will be selected for purchase by the Depository and Paying Agent. See Instruction 15.

**1st:** \_\_\_\_\_ **2nd:** \_\_\_\_\_ **3rd:** \_\_\_\_\_ **4th:** \_\_\_\_\_

**Lost Certificates.** I have lost my certificate(s) for shares and require assistance in replacing the shares. See Instruction 12.

This Letter of Transmittal is to be used either if certificates for shares (as defined below) are to be forwarded herewith or, unless an agent's message is utilized, if delivery of shares is to be made by book-entry transfer to an account maintained by the Depository and Paying Agent (as defined below) at the book-entry transfer facility (as defined in Section 3 of the Offer to Purchase) pursuant to the procedures set forth in Section 3 of the Offer to Purchase.

Your attention is directed in particular to the following:

1. If you want to retain your shares, you do not need to take any action.
2. If you want to participate in the Offer (as defined below) and wish to maximize the chance of having the Company accept for payment all the shares you are tendering hereby, you should check the box marked "Shares Tendered at Cash Price Determined Under the Offer" below and complete the other portions of this Letter of Transmittal as appropriate. If you agree to accept the Cash Purchase Price (as defined in Section 1 of the Offer to Purchase) determined in the Offer, your shares will be deemed to be tendered at the minimum price of \$44.75 per share.
3. If you wish to select a specific cash price at which you will be tendering your shares, you should select one of the boxes in the section captioned "Shares Tendered at Cash Price Determined by Shareholder" below and complete the other portions of this Letter of Transmittal as appropriate.

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**DELIVERY OF DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY DOES NOT CONSTITUTE DELIVERY TO THE DEPOSITARY AND PAYING AGENT.**

- CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AND PAYING AGENT WITH THE BOOK-ENTRY TRANSFER FACILITY AND COMPLETE THE FOLLOWING (ONLY PARTICIPANTS IN THE BOOK-ENTRY TRANSFER FACILITY MAY DELIVER SHARES BY BOOK-ENTRY TRANSFER):**

Name of Tendering Institution: \_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

**THE UNDERSIGNED IS TENDERING SHARES AS FOLLOWS  
(CHECK ONLY ONE BOX):**

**(1) SHARES TENDERED AT CASH PRICE DETERMINED BY SHAREHOLDER  
(SEE INSTRUCTION 5)**

By checking ONE of the following boxes below INSTEAD OF THE BOX BELOW UNDER “(2) Shares Tendered at Cash Price Determined Under the Offer,” the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the Cash Purchase Price determined by the Company for the shares is less than the price checked below. **A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED.** The same shares cannot be tendered, unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one price.

<b>CASH PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED</b>		
<input type="checkbox"/> \$44.75	<input type="checkbox"/> \$46.75	<input type="checkbox"/> \$48.50
<input type="checkbox"/> \$45.00	<input type="checkbox"/> \$47.00	<input type="checkbox"/> \$48.75
<input type="checkbox"/> \$45.25	<input type="checkbox"/> \$47.25	<input type="checkbox"/> \$49.00
<input type="checkbox"/> \$45.50	<input type="checkbox"/> \$47.50	<input type="checkbox"/> \$49.25
<input type="checkbox"/> \$45.75	<input type="checkbox"/> \$47.75	<input type="checkbox"/> \$49.50
<input type="checkbox"/> \$46.00	<input type="checkbox"/> \$48.00	<input type="checkbox"/> \$49.75
<input type="checkbox"/> \$46.25	<input type="checkbox"/> \$48.25	<input type="checkbox"/> \$50.00
<input type="checkbox"/> \$46.50		

**OR**

**(2) SHARES TENDERED AT CASH PRICE DETERMINED UNDER THE OFFER  
(SEE INSTRUCTION 5)**

By checking the box below INSTEAD OF ONE OF THE BOXES ABOVE UNDER “(1) Shares Tendered at Cash Price Determined by Shareholder,” the undersigned hereby tenders shares at the Cash Purchase Price, as the same shall be determined by the Company in accordance with the terms of the Offer. For purposes of determining the Cash Purchase Price, those shares that are tendered by the undersigned agreeing to accept the Cash Purchase Price determined in the Offer will be deemed to be tendered at the minimum price of \$44.75 per share.

The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the cash price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the Cash Purchase Price determined by the Company in accordance with the terms of the Offer. **THE UNDERSIGNED SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE CASH PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$44.75 PER SHARE.**

**CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.**

**ODD LOTS**  
**(See Instruction 14)**

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box):

- is the beneficial or record owner of an aggregate of fewer than 100 shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of the shares.

In addition, the undersigned is tendering either (check one box):

- at the Cash Purchase Price, as the same will be determined by the Company in accordance with the terms of the Offer (persons checking this box need not indicate the cash price per share above); or
- at the cash price per share indicated above in the section captioned "Cash Price (In Dollars) per Share at Which Shares Are Being Tendered."

**CONDITIONAL TENDER**  
**(See Instruction 13)**

A tendering shareholder may condition his, her, or its tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Offer, none of the shares tendered by you will be purchased. **It is the tendering shareholder's responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and each shareholder is urged to consult his or her own tax advisor before completing this section.** Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is:  
shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of his, her or its shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

Ladies and Gentlemen:

The undersigned hereby tenders to Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company"), the above-described common shares, par value \$0.0005 per share in the capital of the Company (the "shares"), at the price of the cash per share indicated in this Letter of Transmittal, net to the seller in cash, less any applicable tax withholding and without interest, on the terms and subject to the conditions set forth in the Company's Offer to Purchase dated July 13, 2020 (the "Offer to Purchase"), and this Letter of Transmittal (which, together, with any amendments or supplements thereto or hereto, collectively constitute the "Offer"), receipt of which is hereby acknowledged. Unless the context otherwise requires, all references to the shares shall refer to the shares of common shares of the Company and all references to "shares properly tendered" shall refer to "common shares properly tendered and not properly withdrawn in the Offer."

Subject to and effective on acceptance for payment of, and payment for, the shares tendered with this Letter of Transmittal in accordance with the terms and subject to the conditions of the Offer, the undersigned hereby sells, assigns and transfers to, or upon the order of, the Company, all right, title and interest in and to all the shares that are being tendered hereby and irrevocably constitutes and appoints Computershare Trust Company, N.A. (the "Depository and Paying Agent"), the true and lawful agent and attorney-in-fact of the undersigned, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to the full extent of the undersigned's rights with respect to such shares, to (a) deliver certificates for such shares or transfer ownership of such shares on the account books maintained by the book-entry transfer facility, together, in any such case, with all accompanying evidences of transfer and authenticity to, or upon the order of the Company, (b) present such shares for cancellation and transfer on the Company's books and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such shares, all in accordance with the terms and subject to the conditions of the Offer.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the shares tendered hereby and that, when the same are accepted for purchase by the Company, the Company will acquire good title thereto, free and clear of all security interests, liens, restrictions, claims and encumbrances, and the same will not be subject to any adverse claim or right. The undersigned will, on request by the Depository and Paying Agent or the Company, execute and deliver any additional documents deemed by the Depository and Paying Agent or the Company to be necessary or desirable to complete the sale, assignment and transfer of the shares tendered hereby, all in accordance with the terms of the Offer.

All authority conferred or agreed to be conferred pursuant to this Letter of Transmittal shall be binding on the successors, assigns, heirs, personal representatives, executors, administrators and other legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

The undersigned understands that the valid tender of shares pursuant to any of the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal will constitute a binding agreement between the undersigned and the Company on the terms and subject to the conditions of the Offer.

It is a violation of Rule 14e-4 promulgated under the Exchange Act (as defined in the Offer to Purchase) for a person acting alone or in concert with others, directly or indirectly, to tender shares for such person's own account unless at the time of tender and at the Expiration Time such person has a "net long position" in (a) the shares that is equal to or greater than the amount tendered and will deliver or cause to be delivered such shares for the purpose of tender to the Company within the period specified in the Offer, or (b) other securities immediately convertible into, exercisable for or exchangeable into shares ("Equivalent Securities") that is equal to or greater than the amount tendered and, upon the acceptance of such tender, will acquire such shares by conversion, exchange or exercise of such Equivalent Securities to the extent required by the terms of the Offer and will deliver or cause to be delivered such shares so acquired for the purpose of tender to the Company within the period specified in the Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of shares made pursuant to any method of delivery set

forth in this Letter of Transmittal will constitute the undersigned's representation and warranty to the Company that (a) the undersigned has a "net long position" in shares or Equivalent Securities at least equal to the shares being tendered within the meaning of Rule 14e-4, and (b) such tender of shares complies with Rule 14e-4.

The undersigned understands that the Company is offering to purchase shares of common shares for an aggregate Cash Purchase Price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, upon the terms and subject to the conditions described in this Offer. The undersigned understands that the Offer is being made by the Company, and upon the terms and subject to the conditions of the Offer, the Company will purchase shares of common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price of up to \$750 million. The undersigned understands that, upon the terms and subject to the conditions of the Offer, the Company will determine a single per share cash price, which will be not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25), net to the seller in cash, less any applicable tax withholding and without interest, that it will pay for shares properly tendered, that will allow it to purchase the maximum number of shares properly tendered for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable the Company to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the undersigned understands that the Company will select the lowest price that will allow them to buy all the shares that are properly tendered. The undersigned understands that all shares the Company acquires in the Offer will be acquired at the same Cash Purchase Price regardless of whether the shareholder tendered at a lower price. The undersigned understands that if the Company's purchase of all shares properly tendered at or below the Cash Purchase Price would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares), which the Company will purchase on a priority basis, and except for each conditional tender whose condition was not met, which the Company will not purchase. The undersigned understands that shares properly tendered, but not purchased, pursuant to the Offer will be returned to the tendering shareholders at the Company's expense promptly after the Offer expires. The undersigned understands that, upon the terms and subject to the conditions of the Offer, we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer.

In participating in the Offer, the undersigned acknowledges that: (1) the Offer is established voluntarily by the Company, and it may be extended, modified, suspended or terminated by the Company as provided in the Offer; (2) the undersigned is voluntarily participating in the Offer; (3) the future value of the shares is unknown and cannot be predicted with certainty; (4) any foreign exchange obligations triggered by the undersigned's tender of shares or the recipient of proceeds are solely his or her responsibility; and (5) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("Tax Items") related to the offer and the disposition of shares, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains his or her sole responsibility. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

The undersigned consents to the collection, use and transfer, in electronic or other form, of the undersigned's personal data as described in this document by and among, as applicable, the Company, its subsidiaries, and third party administrators for the exclusive purpose of implementing, administering and managing his or her participation in the Offer.

The undersigned understands that the Company may hold certain personal information about him or her, including, as applicable, but not limited to, the undersigned's name, home address and telephone number, date of birth, social security or insurance number or other identification number, nationality and any common shares held in the Company, for the purpose of implementing, administering and managing his or her share ownership ("Data"). The undersigned understands that Data may be transferred to any third parties assisting in the implementation, administration and management of the Offer, that these recipients may be located in his or her country or elsewhere, and that the recipient's country may have different data privacy laws and protections than his or her country. The undersigned understands that he or she may request a list with the names and addresses of

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any potential recipients of the Data by contacting the Company. The undersigned authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing his or her participation in the Offer, including any requisite transfer of such Data as may be required to a broker or other third party with whom held any common shares. The undersigned understands that Data will be held only as long as is necessary to implement, administer and manage his or her participation in the Offer. The undersigned understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting the Company in writing. The undersigned understands, however, that refusing or withdrawing his or her consent may affect his or her ability to participate in the Offer. For more information on the consequences of his or her refusal to consent or withdrawal of consent, the undersigned understands that he or she may contact the Company.

Unless otherwise indicated herein under "Special Payment Instructions," please issue the check for payment of the Cash Purchase Price and/or return any certificates for shares not tendered or accepted for payment in the name(s) of the registered holder(s) appearing under "Description of Shares Tendered." Similarly, unless otherwise indicated under "Special Delivery Instructions," please mail the check for payment of the Cash Purchase Price and/or return any certificate for shares not tendered or accepted for payment (and accompanying documents, as appropriate) to the address(es) of the registered holder(s) appearing under "Description of Shares Tendered." In the event that both the "Special Delivery Instructions" and the "Special Payment Instructions" are completed, please issue the check for payment of the Cash Purchase Price and/or return any certificates for shares not tendered or accepted for payment (and any accompanying documents, as appropriate) in the name(s) of, and deliver such check and/or return such certificates (and any accompanying documents, as appropriate) to, the person or persons so indicated. Please credit any shares tendered herewith by book-entry transfer that are not accepted for payment by crediting the account at the book-entry transfer facility designated above. The undersigned recognizes that the Company has no obligation pursuant to the "Special Payment Instructions" to transfer any shares from the name of the registered holder(s) thereof if the Company does not accept for payment any of the shares so tendered.



**NOTE: SIGNATURE MUST BE PROVIDED BELOW.**

**SPECIAL PAYMENT INSTRUCTIONS**

**(See Instructions 1, 6, 7 and 8)**

To be completed ONLY if certificates for shares not tendered or not accepted for payment and the checks for payment of the Cash Purchase Price of shares accepted for payment are to be issued in the name of someone other than the undersigned, or if shares tendered hereby and delivered by book-entry transfer which are not purchased are to be returned by crediting them to an account at the book-entry transfer facility other than the account designated above.

Issue:

Name \_\_\_\_\_  
(Please Print)

(Taxpayer Identification or  
Social Security Number)

Address \_\_\_\_\_  
(Include Zip Code)

\_\_\_\_\_

\_\_\_\_\_  
(See IRS Form W-9 Included Herewith and  
Available on the IRS website)

**SPECIAL DELIVERY INSTRUCTIONS**

**(See Instructions 1, 6 and 7)**

To be completed ONLY if certificates for shares not tendered or not accepted for payment and the checks for payment of the Cash Purchase Price of shares accepted for payment are to be sent to someone other than the undersigned or to the undersigned at an address other than that above.

Issue:

Name \_\_\_\_\_  
(Please Print)

Address \_\_\_\_\_  
(Include Zip Code)

\_\_\_\_\_

\_\_\_\_\_

**SIGN HERE**

**(Also Complete IRS Form W-9 Attached Hereto or Applicable IRS Form W-8)**

Form W-9 and Form W-8 are also available on the IRS website

**(Signature(s) of Shareholder(s))**

(Must be signed by registered holder(s) exactly as name(s) appear(s) on certificate(s) for the shares or on a security position listing or by person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, please provide the following information and see Instruction 6.)

Name: Sign Here: \_\_\_\_\_  
**(Signature(s) of Holders(s) of Shares on the line above)**

Name: Sign Here: \_\_\_\_\_  
**(Signature(s) of Holders(s) of Shares on the line above)**

Dated: \_\_\_\_\_

Name: Sign Here: \_\_\_\_\_  
**(Please Print on the line above)**

Capacity (full title) \_\_\_\_\_  
Address \_\_\_\_\_

**(Include Zip Code)**

(Complete Accompanying IRS Form W-9 or Applicable IRS Form W-8)

**GUARANTEE OF SIGNATURE(S)  
APPLY MEDALLION GUARANTEE STAMP BELOW  
(If Required-See Instructions 1 and 6)**

## INSTRUCTIONS

### Forming Part of the Terms and Conditions of the Offer

1. *Guarantee of Signatures.* No signature guarantee is required on this Letter of Transmittal if either (a) this Letter of Transmittal is signed by the registered holder(s) (which term, for purposes of this Instruction 1, includes any participant in the book-entry transfer facility's system whose name appears on a security position listing as the owner of the shares) of shares tendered herewith, unless such registered holder(s) has completed either the box entitled "Special Payment Instructions" on this Letter of Transmittal or (b) such shares are tendered for the account of a firm that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchange Medallion Program, or is otherwise an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each, an "eligible institution"). In all other cases, all signatures on this Letter of Transmittal must be guaranteed by an eligible institution. Shareholders may also need to have any certificates they deliver endorsed or accompanied by a stock power, and the signatures on these documents also may need to be guaranteed. See Instruction 6.

2. *Requirements of Tender.* This Letter of Transmittal is to be completed by shareholders either if certificates are to be forwarded herewith or, unless an agent's message (as defined below) is utilized, if delivery of shares is to be made pursuant to the procedures for book-entry transfer set forth in Section 3 of the Offer to Purchase. For a shareholder validly to tender shares pursuant to the Offer, a Letter of Transmittal, properly completed and duly executed, together with any required signature guarantees, or, in the case of a book-entry transfer, an agent's message, and any other required documents, must be received by the Depository and Paying Agent at one of its addresses set forth on the back of this Letter of Transmittal prior to the Expiration Time and either certificates for tendered shares must be received by the Depository and Paying Agent at one of such addresses or shares must be delivered pursuant to the procedures for book-entry transfer set forth herein (and a book-entry confirmation must be received by the Depository and Paying Agent), in each case prior to the Expiration Time.

The term "agent's message" means a message transmitted by the book-entry transfer facility to, and received by, the Depository and forming a part of a book-entry confirmation, which states that such book-entry transfer facility has received an express acknowledgment from the participant in the book-entry transfer facility tendering the shares that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that the Company may enforce such agreement against such participant.

**The method of delivery of shares, this Letter of Transmittal and all other required documents, including delivery through the book-entry transfer facility, is at the sole election and risk of the tendering shareholder. Shares will be deemed delivered only when actually received by the Depository and Paying Agent (including, in the case of a book-entry transfer, by book-entry confirmation). If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**

Except as specifically provided by the Offer to Purchase, no alternative, conditional or contingent tenders will be accepted. No fractional shares will be purchased. All tendering shareholders, by execution of this Letter of Transmittal, waive any right to receive any notice of the acceptance for payment of their shares.

3. *Inadequate Space.* If the space provided in the box entitled "Description of Shares Tendered" in this Letter of Transmittal is inadequate, the certificate numbers and/or the number of shares of common shares should be listed on a separate signed schedule attached hereto.

4. *Partial Tenders.* If fewer than all the shares represented by any certificate/book entry submitted to the Depository and Paying Agent are to be tendered, fill in the number of shares that are to be tendered in the box entitled "Number of Shares Tendered." In that case, if any tendered shares are purchased, a book-entry statement

for the remainder of the shares that were evidenced by the old certificate(s) will be sent to the registered holder(s), unless otherwise provided in the appropriate box on this Letter of Transmittal, promptly after the acceptance for payment of, and payment for, the shares tendered herewith. All shares represented by certificates delivered to the Depository and Paying Agent will be deemed to have been tendered unless otherwise indicated.

*5. Indication of Cash Price at Which Shares are Being Tendered* For shares to be properly tendered, the shareholder MUST either (1) check the box indicating the cash price per share at which such shareholder is tendering shares under the section captioned "Cash Price (in Dollars) per Share at Which Shares Are Being Tendered" (shareholders should understand that this election may lower the Cash Purchase Price and could result in the tendered shares being purchased at the minimum cash price of \$44.75 per share) or (2) check the box in the section captioned "Shares Tendered at Cash Price Determined Under the Offer" in order to maximize the chance of having the Company purchase all of the shares tendered (subject to the possibility of proration). For purposes of determining the Cash Purchase Price, those shares that are tendered by shareholders agreeing to accept the Cash Purchase Price determined in the Offer will be deemed to be tendered at the minimum cash price. Selecting option (1) could result in none of the shareholder's tendered shares being purchased if the Cash Purchase Price for the shares turns out to be less than the cash price selected by the shareholder. Selecting option (2) may lower the Cash Purchase Price and could result in the shareholder receiving the minimum price of \$44.75 per share. **Only one box under (1) or (2) may be checked. If more than one box is checked, or if no box is checked, there is no proper tender of shares. A shareholder wishing to tender portions of such shareholder's share holdings at different cash prices must complete a separate Letter of Transmittal for each cash price at which such shareholder wishes to tender each such portion of such shareholder's shares.** The same shares cannot be tendered unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one price.

*6. Signatures on Letter of Transmittal, Stock Powers and Endorsements.* If this Letter of Transmittal is signed by the registered holder(s) of the shares tendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

If any of the shares tendered hereby are owned of record by two or more joint owners, all such persons must sign this Letter of Transmittal.

If any shares tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, he or she should so indicate when signing, and proper evidence satisfactory to the Company of his or her authority to so act must be submitted with this Letter of Transmittal. Signatures on any such certificates or stock powers must be guaranteed by an eligible institution.

If this Letter of Transmittal is signed by the registered owner(s) of the shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the Cash Purchase Price is to be made, or certificates for shares not tendered or accepted for payment are to be issued, to a person other than the registered owner(s). Signatures on any such certificates or stock powers must be guaranteed by an eligible institution.

If this Letter of Transmittal is signed by a person other than the registered owner(s) of the shares tendered hereby, or if payment is to be made or certificate(s) for shares not tendered or not purchased is to be issued to a person other than the registered owner(s), the certificate(s) representing such shares must be properly endorsed for transfer or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered owner(s) appear(s) on the certificates(s). The signature(s) on any such certificate(s) or stock power(s) must be guaranteed by an eligible institution. See Instruction 1.

7. *Stock Transfer Taxes.* The Company will pay any stock transfer taxes with respect to the transfer and sale of shares to it pursuant to the Offer. If, however, payment of the Cash Purchase Price is to be made to, or if shares not tendered or accepted for payment are to be registered in the name of, any person(s) other than the registered owner(s), or if shares tendered hereby are registered in the name(s) of any person(s) other than the person(s) signing this Letter of Transmittal, the amount of any stock transfer taxes (whether imposed on the registered owner(s) or such person(s)) payable on account of the transfer to such person(s) will be deducted from the Cash Purchase Price, as applicable, unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted with this Letter of Transmittal.

Except as provided in this Instruction 7, it will not be necessary for transfer tax stamps to be affixed to the certificates listed in this Letter of Transmittal.

8. *Special Payment.* If a check for the Cash Purchase Price of any shares accepted for payment is to be issued in the name of, and certificates for any shares not accepted for payment or not tendered are to be issued in the name of a person other than the signer of this Letter of Transmittal the appropriate boxes on this Letter of Transmittal should be completed and signatures must be guaranteed as described in Instructions 1 and 6.

9. *Irregularities.* The Company will, subject to the terms and conditions of the Offer, determine in its discretion all questions as to the number of shares to be accepted, the price to be paid for shares to be accepted and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of shares, and the Company's determinations will be final and binding on all persons participating in the Offer, subject to such participant's disputing such determination in a court of competent jurisdiction. The Company reserves the absolute right prior to the expiration of the Offer to reject any or all tenders of shares the Company determines not to be in proper form or the acceptance for payment of or payment for which may, in the Company's counsel's opinion, be unlawful. The Company also reserves the absolute right to waive any conditions of the Offer with respect to all shareholders prior to the Expiration Time or any defect or irregularity in any tender with respect to any particular shares or any particular shareholder whether or not the Company waives similar defects or irregularities in the case of other shareholders. No tender of shares will be deemed to have been validly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Depositary and Paying Agent, the Information Agent (as defined in the Offer to Purchase) or any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification. The Company's reasonable interpretation of the terms of and conditions to the Offer, including the Letter of Transmittal and the instructions thereto, will be final and binding on all persons participating in the Offer, subject to such Offer participant's disputing such determination in a court of competent jurisdiction. By tendering shares to the Company, you agree to accept all decisions the Purchasers make concerning these matters and waive any right you might otherwise have to challenge those decisions. The Company strongly encourages shareholders to submit completed tender materials as early as possible after you have properly considered the information in this Offer to Purchase, so that you will have as much time as possible prior the Expiration Time to correct any defects or irregularities in the materials you provide to the Company.

10. *Backup Withholding.* In order to avoid United States backup withholding at a rate of 24% on payments of cash pursuant to the Offer, a shareholder surrendering shares in the Offer must, unless an exemption applies, provide the Depositary and Paying Agent with such shareholder's correct taxpayer identification number ("TIN") and certify on the Internal Revenue Service (the "IRS") Form W-9 attached to this Letter of Transmittal and available on the IRS website that such TIN is correct, that the shareholder is not subject to backup withholding and that the shareholder is a U.S. person. If a shareholder does not provide a correct TIN or fails to provide the certifications described above, the IRS may impose a \$50 penalty on such shareholder, and payment of cash to such shareholder pursuant to the Offer may be subject to backup withholding of 24%.

Backup withholding is not an additional tax. Rather, the amount of the backup withholding can be refunded or credited against the U.S. federal income tax liability of the person subject to the backup withholding, provided that the required information is provided to the IRS. Payments of sale proceeds to U.S. shareholders by a broker and payments of dividends generally will be subject to information reporting to the IRS.

A tendering shareholder is required to give the Depository and Paying Agent the TIN (i.e., taxpayer identification number or social security number) of the record owner of the shares being tendered. If the shares are held in more than one name or are not in the name of the actual owner, consult the instructions to the IRS Form W-9 for additional guidance on which number to report.

If the tendering shareholder has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future, such shareholder should write "Applied For" in the space for the TIN on the IRS Form W-9. Notwithstanding that "Applied For" is written in the space for the TIN, the Depository and Paying Agent will withhold 24% on all payments made prior to the time a properly certified TIN is provided to the Depository and Paying Agent. However, these amounts will be refunded to such shareholder if a TIN is provided to the Depository and Paying Agent within 60 days.

In order to establish an exemption from backup withholding, a Non-U.S. Holder must deliver to the Depository and Paying Agent before the payment is made a properly completed and executed IRS Form W-8BEN, IRS Form W-8BEN-E or other applicable IRS Form W-8 available on the IRS website claiming such exemption. Such forms can be obtained from the Depository and Paying Agent or the IRS at [www.irs.gov](http://www.irs.gov).

11. *Requests for Assistance or Additional Copies.* Questions and requests for assistance may be directed to the Information Agent at the address set forth below. Additional copies of the Offer to Purchase and this Letter of Transmittal may be obtained from the Information Agent. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

12. *Lost, Destroyed or Stolen Certificates.* If any stock certificate representing shares that you own have been lost, stolen or destroyed, please contact Computershare Trust Company, N.A., in its capacity as transfer agent (the "Transfer Agent"), at (800) 356-2017 to promptly obtain instructions as to the steps that must be taken in order to replace the certificate. **You are urged to contact the Transfer Agent immediately in order to receive further instructions, for a determination of whether you will need to post a bond and to permit timely processing of this documentation.** This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost or destroyed certificates have been followed. Please contact the Transfer Agent immediately to permit timely processing of the replacement documentation. You may be asked to post a bond to secure against the risk that the certificate may be subsequently recirculated. There may be a fee and additional documents may be required to replace lost certificates. You are urged to send the properly completed Letter of Transmittal to the Depository and Paying Agent immediately to ensure timely processing of documentation.

13. *Conditional Tenders.* As described in Sections 1 and 6 of the Offer to Purchase, shareholders may condition their tenders on all or a minimum number of their tendered shares being purchased.

If you wish to make a conditional tender, you must indicate this in the box captioned "Conditional Tender" in this Letter of Transmittal. In the box in this Letter of Transmittal, you must calculate and appropriately indicate the minimum number of shares that must be purchased from you if any are to be purchased from you.

As discussed in Sections 1 and 6 of the Offer to Purchase, proration may affect whether the Company accepts conditional tenders and may result in shares tendered pursuant to a conditional tender being deemed withdrawn if the required minimum number of shares would not be purchased. If, because of proration, the minimum number of shares that you designate will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares of common shares and checked the box so indicating. Upon selection by lot, if any, the Company will limit its purchase in each case to the designated minimum number of shares of common shares.

All tendered shares of common shares will be deemed unconditionally tendered unless the "Conditional Tender" box is completed.

The conditional tender alternative is made available so that a shareholder may seek to structure the purchase of shares of common shares pursuant to the Offer in such a manner that the purchase will be treated as a sale of

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such shares of common shares by the shareholder, rather than the payment of a dividend to the shareholder, for U.S. federal income tax purposes. If you are an odd lot holder and you tender all of your shares of common shares, you cannot conditionally tender, since your shares of common shares will not be subject to proration. It is the tendering shareholder's responsibility to calculate the minimum number of shares of common shares that must be purchased from the shareholder in order for the shareholder to qualify for sale rather than dividend treatment. Each shareholder is urged to consult his or her own tax advisor. See Section 14 of the Offer to Purchase.

14. *Odd Lots.* As described in Section 1 of the Offer to Purchase, if the Company is to purchase fewer than all shares properly tendered before the Expiration Time and not properly withdrawn, the shares purchased first will consist of all shares properly tendered by any shareholder who owned, beneficially or of record, an aggregate of fewer than 100 shares, and who tenders all of the holder's shares at or below the purchase price. This preference will not be available to you unless you complete the section captioned "Odd Lots" in this Letter of Transmittal.

15. *Order of Purchase in Event of Proration.* As described in Section 1 of the Offer to Purchase, shareholders may designate the order in which their shares are to be purchased in the event of proration. The order of purchase may have an effect on the U.S. federal income tax classification of any gain or loss on the shares purchased. See Sections 1 and 14 of the Offer to Purchase.

***IMPORTANT.* This Letter of Transmittal, together with any required signature guarantees, or, in the case of a book-entry transfer, an agent's message, and any other required documents, must be received by the Depositary and Paying Agent prior to the Expiration Time and either certificates for tendered shares must be received by the Depositary and Paying Agent or shares must be delivered pursuant to the procedures for book-entry transfer, in each case prior to the Expiration Time.**

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The Letter of Transmittal, certificates for shares and any other required documents should be sent or delivered by each shareholder of the Company or such shareholder's broker, dealer, commercial bank, trust company or other nominee to the Depositary and Paying Agent at one of its addresses set forth below.

*The Depositary and Paying Agent for the Offer is:*

Computershare Trust Company, N.A.

**By First Class, Registered or Certified Mail:**

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions  
PO Box 43011  
Providence, RI 02940-3011

**By Express or Overnight Delivery:**

Computershare Trust Company, N.A.  
c/o Voluntary Corporate Actions  
150 Royall Street, Suite V  
Canton, MA 02021

**Delivery of the letter of transmittal to an address other than as set forth above will not constitute a valid delivery to the Depositary and Paying Agent.**

Questions and requests for assistance may be directed to the Information Agent at the address set forth below. Additional copies of the Offer to Purchase and this Letter of Transmittal may be obtained from the Information Agent. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

*The Information Agent for the Offer is:*

Georgeson LLC  
1290 Avenue of the Americas, 9<sup>th</sup> Floor  
New York, NY 10104  
All Holders Call Toll Free: (877) 278-4774



**Offer to Purchase for Cash**  
**by**  
**Herbalife Nutrition Ltd.**  
**of**  
**Common Shares**  
**of**  
**Herbalife Nutrition Ltd.**  
**for**  
**an Aggregate Cash Purchase Price of Up to \$750 million**  
**at**  
**a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share**

**THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 11, 2020, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE "EXPIRATION TIME")**

July 13, 2020

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Whereas Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company," "we," or "us"), is offering to purchase common shares, par value \$0.0005 per share in the capital of the Company (the "common shares"), for an aggregate cash purchase price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated July 13, 2020 (the "Offer to Purchase") and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the "Offer").

Upon the terms and subject to the conditions of the Offer, we will purchase common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price (as defined in the Offer to Purchase) of up to \$750 million, constituting approximately 11.4% of the total number of outstanding common shares as of the close of trading on July 9, 2020 (assuming the Company acquires common shares pursuant to this Offer at the lowest possible Cash Purchase Price of \$44.75 per share). The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable us to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable us to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, we will select the lowest price that will allow us to purchase all the shares that are properly tendered. In accordance with the rules of the SEC, we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1 of the Offer to Purchase.

Please furnish copies of the enclosed materials to those of your clients for whom you hold shares registered in your name or in the name of your nominee. Unless the context otherwise requires, all references to "shares" shall refer to the common shares and all references to "shares properly tendered" shall refer to "common shares properly tendered and not properly withdrawn in the Offer."

Enclosed with this letter are copies of the following documents:

1. Offer to Purchase dated July 13, 2020;
2. Letter of Transmittal, for your use in accepting the Offer and tendering shares of and for the information of your clients;

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3. Form of letter that you may send to your clients for whose account you hold shares registered in your name or in the name of a nominee, with an Instruction Form provided for obtaining such client's instructions with regard to the Offer; and

**The Offer is not conditioned upon the receipt of financing. The Offer is, however, subject to certain other conditions. See Section 7 of the Offer to Purchase.**

**We urge you to contact your clients promptly. Please note that the Offer, proration period and withdrawal rights will expire at 5:00 p.m., New York City time, on August 11, 2020, unless the offer is extended.**

Under no circumstances will we pay interest on the Cash Purchase Price of the shares, including but not limited to, by reason of any extension of, or amendment to the Offer or any delay in making payment. In addition, if certain events occur, we may not be obligated to purchase shares pursuant to the Offer. See Section 7 of the Offer to Purchase.

The Company will not pay any fees or commissions to any broker, dealer, commercial bank, trust company or any other person (other than the Information Agent and the Depository and Paying Agent, as described in the Offer to Purchase) for soliciting tenders of shares pursuant to the Offer. However, the Company will, on request, reimburse you for reasonable and necessary costs and expenses, such as customary mailing and handling expenses, incurred by you in forwarding copies of the enclosed Offer materials to your clients. The Company will pay or cause to be paid all stock transfer taxes, if any, to its purchase of shares pursuant to the Offer, except as otherwise provided in Instruction 7 in the Letter of Transmittal.

Questions and requests for additional copies of the enclosed material may be directed to us at our address and telephone number set forth on the back cover of the Offer to Purchase.

Very truly yours,

Georgeson LLC

**Nothing contained in this letter or in the enclosed documents shall render you or any other person the agent of the Company, the Depository and Paying Agent, the Information Agent or any affiliate of any of them or authorize you or any other person to give any information or use any document or make any statement on behalf of any of them with respect to the Offer other than the enclosed documents and the statements contained therein.**

**Offer to Purchase for Cash**  
**by**  
**Herbalife Nutrition Ltd.**  
**of**  
**Common Shares**  
**of**  
**Herbalife Nutrition Ltd.**  
**for**  
**an Aggregate Cash Purchase Price of Up to \$750 million**  
**at**  
**a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share**

<b>THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 11, 2020, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION TIME”)</b>
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July 13, 2020

To Our Clients:

Enclosed for your consideration are the Offer to Purchase, dated July 13, 2020 (the “Offer to Purchase”), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “Offer”), in connection with the offer by Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the “Company”), to purchase common shares, par value \$0.0005 per share in the capital of the Company (the “common shares”), for an aggregate cash purchase price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, upon the terms and subject to the conditions described in this Offer to Purchase (which may be amended and supplemented from time to time, the “Offer to Purchase”) and the related Letter of Transmittal (the “Letter of Transmittal”) (which together, as they may be amended and supplemented from time to time, constitute the “Offer”)

Upon the terms and subject to the conditions of the Offer the Company will purchase common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price (as such term is defined below) of up to \$750 million, constituting approximately 11.4% of the total number of outstanding common shares as of the close of trading on July 9, 2020 (assuming the Company acquires common shares pursuant to this Offer at the lowest possible Cash Purchase Price of \$44.75 per share). Unless the context otherwise requires, all references to “shares” shall refer to the common shares and all references to “shares properly tendered” shall refer to “common shares properly tendered and not properly withdrawn in the Offer.”

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, the Company will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash (the “Cash Purchase Price”), less any applicable tax withholding and without interest, that the Company will pay for shares properly tendered, for an aggregate Cash Purchase Price up to \$750 million. The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable the Company to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable the Company to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the Company will select the lowest price that will allow the Company to purchase all the shares that are properly tendered. In accordance with the rules of the SEC, we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1 of the Offer to Purchase.

All shares the Company purchases in the Offer will be purchased at the same Cash Purchase Price, regardless of whether the shareholder tendered, or was deemed to have tendered, at a lower price. The Company will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time. If the Company's purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares), which the Company will purchase on a priority basis, and except for each conditional tender whose condition was not met, which the Company will not purchase. Shares properly tendered, but not purchased pursuant to the Offer will be returned to the tendering shareholders at our expense promptly after the Offer expires. See Sections 1 and 3 of the Offer to Purchase.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Time, the Company's purchase of all shares properly tendered at or below the Cash Purchase Price in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase shares *first*, from all holders of "odd lots" of less than 100 shares who properly tender all of their shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time, *second*, from all other shareholders who properly tender shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied), and *third*, only if necessary to permit the Company to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, from holders who have properly tendered shares at or below the Cash Purchase Price conditionally (for which the condition was not initially satisfied) and do not properly withdraw them before the Expiration Time, by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have properly tendered and not properly withdrawn all of their shares. See Sections 1, 3 and 6 of the Offer to Purchase.

We are the owner of record of shares held for your account. As such, we are the only ones who can tender your shares, and then only pursuant to your instructions. We are sending you the Letter of Transmittal for your information only; you cannot use it to tender shares we hold for your account.

Please instruct us as to whether you wish us to tender any or all of the shares we hold for your account on the terms and subject to the conditions of the Offer.

Please note the following:

1. You may tender your shares at cash prices not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25), as indicated in the attached Instruction Form, net to you in cash, less any applicable tax withholding and without interest. If you want to maximize the chance of having the Company purchase all of your shares, you may also agree to accept the Cash Purchase Price determined in the Offer.
2. **You should consult with your broker or other financial or tax advisor on the possibility of designating the priority in which your shares will be purchased in the event of proration.**
3. The Offer is subject to certain conditions set forth in Section 7 of the Offer to Purchase.
4. The Offer, withdrawal rights and proration period will expire at 5:00 p.m., New York City time, on August 11, 2020, unless the Company extends the Offer.
5. The Offer is for a number of shares that will enable the Company to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, constituting approximately 11.4% of the total number of outstanding shares as of the close of trading on July 9, 2020 (assuming the Company acquires common shares pursuant to this Offer at the lowest possible Cash Purchase Price of \$44.75 per share).
6. Tendering shareholders who are registered shareholders or who tender their shares directly to Computershare Trust Company, N.A., the Depository and Paying Agent for the Offer, will not be obligated to pay any brokerage commissions or fees to the Company, solicitation fees, or, except as set forth in the

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Offer to Purchase and the Letter of Transmittal, stock transfer taxes on the Company's purchase of shares under the Offer.

7. If you wish to tender portions of your shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your shares. We must submit separate Letters of Transmittal on your behalf for each price at which you are tendering shares.

8. If you are an Odd Lot Holder and you instruct us to tender on your behalf all of the shares that you own at or below the Cash Purchase Price before the expiration of the Offer and check the box captioned "Odd Lots" on the attached Instruction Form, the Company, on the terms and subject to the conditions of the Offer, will accept all such shares for purchase before proration, if any, of the purchase of other shares properly tendered at or below the Cash Purchase Price and not properly withdrawn.

9. If you wish to condition your tender upon the purchase of all shares tendered or upon the Company's purchase of a specified minimum number of the shares which you tender, you may elect to do so and thereby avoid possible proration of your tender. The Company's purchase of shares from all tenders which are so conditioned, to the extent necessary, will be determined by random lot. To elect such a condition, complete the section captioned "Conditional Tender" in the attached Instruction Form.

If you wish to have us tender any or all of your shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. If you authorize us to tender your shares, we will tender all your shares unless you specify otherwise on the attached Instruction Form.

**Your prompt action is requested. Your Instruction Form should be forwarded to us in ample time to permit us to submit a tender on your behalf before the Expiration Time of the Offer. Please note that the Offer, proration period and withdrawal rights will expire at 5:00 p.m., New York City time, on August 11, 2020, unless the Offer is extended.**

The Offer is being made solely under the Offer to Purchase and the related Letter of Transmittal and is being made to all record holders of shares of the Company's common shares. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

**The Board of Directors of the Company (the "Board") has unanimously approved the Offer pursuant to the recommendation of a committee of the Board, which is comprised solely of individuals, each of whom the Board has determined to be an independent director under Section 303A.02 of the NYSE Listed Company Manual (the "Committee"). However, none of the Board, the Committee, the Depositary and Paying Agent, nor Georgeson LLC, the Information Agent for the Offer, is making any recommendation to you as to whether to tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to tender and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in the Offer to Purchase and in the related Letter of Transmittal, including the Company's reasons for making the Offer. You should discuss whether to tender your shares with your broker or other financial or tax advisor.**

**INSTRUCTION FORM WITH RESPECT TO**  
**Offer to Purchase for Cash**  
**by**  
**Herbalife Nutrition Ltd.**  
**of**  
**Common Shares**  
**of**  
**Herbalife Nutrition Ltd.**  
**for**  
**an Aggregate Cash Purchase Price of Up to \$750 million**  
**at**  
**a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share**

**THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON AUGUST 11, 2020 UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE "EXPIRATION TIME")**

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated July 13, 2020 (the "Offer to Purchase"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"), in connection with the offer by Herbalife Nutrition Ltd., a Cayman Islands exempt company incorporated with limited liability (the "Company"), to purchase common shares, par value \$0.0005 per share in the capital of the Company (the "common shares"), for an aggregate Cash Purchase Price up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, as specified by the undersigned, upon on the terms and subject to the conditions of the Offer.

The undersigned hereby instruct(s) you to tender to the Company the number of shares indicated below or, if no number is indicated, all shares you hold for the account of the undersigned, at the price per share indicated below, on the terms and subject to the conditions of the Offer.

The undersigned understands that upon the terms and subject to the conditions of the Offer, the Company will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash, less any applicable tax withholding and without interest that they will pay for shares properly tendered. The undersigned understands that such cash purchase price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable the Company to purchase the maximum number of shares for an aggregate Cash Purchase Price (as defined in the Offer to Purchase) up to \$750 million. If fewer than such number of shares as would enable the Company to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the undersigned understands that the Company will select the lowest price that will allow them to buy all the shares that are properly tendered. The undersigned understands that all shares the Company acquires in the Offer will be acquired at the same Cash Purchase Price regardless of whether the shareholder tendered, or is deemed to have tendered, at a lower cash price. The undersigned understands that if the Company's purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase all shares properly tendered at or below the Cash Purchase Price on a pro rata basis, except for "odd lots" (lots held by owners of less than 100 shares), which the Company will purchase on a priority basis, and except for each conditional tender whose condition was not met, which the Company will not purchase. The undersigned understands that the Company will return shares tendered at cash prices in excess of the Cash Purchase Price and shares that it does not purchase because of proration or conditional tenders to the tendering shareholders at the Company's expense promptly after the Offer expires. The undersigned understands that we may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer.

In participating in the Offer to Purchase for cash, the undersigned acknowledges that: (1) the Offer is established voluntarily by the Company, and it may be extended, modified, suspended or terminated by the Company as provided in the Offer; (2) the undersigned is voluntarily participating in the Offer; (3) the future value of the Company's common shares is unknown and cannot be predicted with certainty; (4) any foreign exchange obligations triggered by the undersigned's tender of shares or the recipient of proceeds are solely his or her responsibility; and (5) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("Tax Items") related to the offer and the disposition of shares, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains his or her sole responsibility. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

The undersigned consents to the collection, use and transfer, in electronic or other form, of the undersigned's personal data as described in this document by and among, as applicable, the Company, its respective subsidiaries, and third party administrators for the exclusive purpose of implementing, administering and managing his or her participation in the Offer.

The undersigned understands that the Company may hold certain personal information about him or her, including, as applicable, but not limited to, the undersigned's name, home address and telephone number, date of birth, social security or insurance number or other identification number, nationality, any common shares held in the Company, details of all options or any other entitlement to shares outstanding in the undersigned's favor, for the purpose of implementing, administering and managing his or her share ownership ("Data"). The undersigned understands that Data may be transferred to any third parties assisting in the implementation, administration and management of the offer, that these recipients may be located in his or her country or elsewhere, and that the recipient's country may have different data privacy laws and protections than his or her country. The undersigned understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting the Company. The undersigned authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing his or her participation in the offer, including any requisite transfer of such Data as may be required to a broker or other third party with whom held any common shares. The undersigned understands that Data will be held only as long as is necessary to implement, administer and manage his or her participation in the Offer. The undersigned understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting the Company in writing. The undersigned understands, however, that refusing or withdrawing his or her consent may affect his or her ability to participate in the Offer. For more information on the consequences of his or her refusal to consent or withdrawal of consent, the undersigned understands that he or she may contact the Company.

**Number of shares to be tendered by you for the account of the undersigned:** \_\_\_\_\_ **shares\***

\* Unless otherwise indicated, it will be assumed that all shares held by us for your account are to be tendered.

**CHECK ONLY ONE BOX:**

**(1) SHARES TENDERED AT CASH PRICE DETERMINED BY SHAREHOLDER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)**

By checking ONE of the following boxes below INSTEAD OF THE BOX BELOW UNDER "(2) Shares Tendered at Cash Price Determined Under the Offer," the undersigned hereby tenders shares at the cash price checked. This action could result in none of the shares being purchased if the Cash Purchase Price determined by the Company for the shares is less than the cash price checked below. A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE CASH PRICE MUST COMPLETE A SEPARATE INSTRUCTION FORM FOR EACH CASH PRICE AT WHICH SHARES ARE TENDERED. The same shares cannot be tendered, unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one cash price.

**PRICE (IN DOLLARS) PER SHARE AT  
WHICH SHARES ARE BEING TENDERED**

- |                                  |                                  |                                  |
|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$44.75 | <input type="checkbox"/> \$46.75 | <input type="checkbox"/> \$48.50 |
| <input type="checkbox"/> \$45.00 | <input type="checkbox"/> \$47.00 | <input type="checkbox"/> \$48.75 |
| <input type="checkbox"/> \$45.25 | <input type="checkbox"/> \$47.25 | <input type="checkbox"/> \$49.00 |
| <input type="checkbox"/> \$45.50 | <input type="checkbox"/> \$47.50 | <input type="checkbox"/> \$49.25 |
| <input type="checkbox"/> \$45.75 | <input type="checkbox"/> \$47.75 | <input type="checkbox"/> \$49.50 |
| <input type="checkbox"/> \$46.00 | <input type="checkbox"/> \$48.00 | <input type="checkbox"/> \$49.75 |
| <input type="checkbox"/> \$46.25 | <input type="checkbox"/> \$48.25 | <input type="checkbox"/> \$50.00 |
| <input type="checkbox"/> \$46.50 |                                  |                                  |

**OR**

**(2) SHARES TENDERED AT CASH PRICE DETERMINED UNDER THE OFFER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)**

By checking the box below INSTEAD OF ONE OF THE BOXES ABOVE UNDER “(1) Shares Tendered at Cash Price Determined by Shareholder,” the undersigned hereby tenders shares at the Cash Purchase Price, as the same shall be determined by the Company in accordance with the terms of the Offer. For purposes of determining the Cash Purchase Price, those shares that are tendered by the undersigned agreeing to accept the Cash Purchase Price determined in the Offer will be deemed to be tendered at the minimum price of \$44.75 per share.

- The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the cash price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the Cash Purchase Price determined by the Company in accordance with the terms of the Offer. **THE UNDERSIGNED SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE CASH PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$44.75 PER SHARE.**

**CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.**



**ODD LOTS**  
**(see Instruction 14 of the Letter of Transmittal)**

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares.

- By checking this box, the undersigned represents that the undersigned owns, beneficially or of record, an aggregate of fewer than 100 shares and is tendering all of those shares.

In addition, the undersigned is tendering shares either (check one box):

- at the Cash Purchase Price, as the same will be determined by the Company in accordance with the terms of the Offer (persons checking this box need not indicate the cash price per share above); or
- at the cash price per share indicated above in the section captioned "Cash Price (In Dollars) per Share at Which Shares Are Being Tendered."

**CONDITIONAL TENDER**  
**(see Instruction 13 of the Letter of Transmittal)**

A tendering shareholder may condition his or her tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Offer, none of the shares tendered by you will be purchased. It is the tendering shareholder's responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section. Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is: **shares.**

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of his or her shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

**The method of delivery of this document is at the election and risk of the tendering shareholder. If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**

Signature: \_\_\_\_\_

Name(s): \_\_\_\_\_

(Please Type or Print)

Taxpayer Identification or Social Security Number: \_\_\_\_\_

Address(es): \_\_\_\_\_

(Including Zip Code)

Area Code/Phone Number: \_\_\_\_\_

NOTICE TO PARTICIPANTS  
IN  
HERBALIFE NUTRITION LTD. EMPLOYEE STOCK PURCHASE PLAN

In Connection With the Tender Offer  
Pursuant to the Offer to Purchase for Cash  
Dated July 13, 2020  
by  
Herbalife Nutrition Ltd.  
for  
Common Shares  
of  
Herbalife Nutrition Ltd.  
for  
an Aggregate Cash Purchase Price of Up to \$750 Million  
at  
a Cash Purchase Price Not Greater Than \$50.00 nor Less Than \$44.75 Per Share

IMMEDIATE ATTENTION REQUIRED

**BEFORE SUBMITTING YOUR TENDER OFFER INSTRUCTIONS, YOU SHOULD CAREFULLY READ THE ACCOMPANYING OFFER DOCUMENTS AND ALL ENCLOSED MATERIALS. CAPITALIZED TERMS USED AND NOT DEFINED HEREIN SHALL HAVE THE MEANINGS ASCRIBED TO SUCH TERMS IN THE OFFER TO PURCHASE, DATED JULY 13, 2020 (THE "OFFER TO PURCHASE").**

July 13, 2020

**Re: Tender Offer for Shares of Herbalife Nutrition Ltd.**

Dear Plan Participant:

Our records reflect that you are a participant in the Herbalife Nutrition Ltd. Employee Stock Purchase Plan (the "Plan"). Herbalife Nutrition Ltd., a Cayman Islands exempted company incorporated with limited liability (the "Company"), has commenced an offer to purchase common shares, par value \$0.0005 per share in the capital of the Company (the "common shares" or "shares") for an aggregate cash purchase price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, upon the terms and subject to the conditions described in the Offer to Purchase and the related Letter of Transmittal (the "Letter of Transmittal," which together with the Offer to Purchase, as they may be amended and supplemented from time to time, constitute the "Offer").

Enclosed are tender offer materials and a Tender Offer Instruction Form that require your immediate attention. As described below, you have the right to instruct the Plan Administrator ("Plan Admin"), as directed trustee of the Plan, whether or not to tender shares attributable to your participation in the Plan. **There will be no fee to you for instructing the Plan Admin to tender your shares held in the Plan.**

To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the following materials about the Offer that are enclosed with this letter:

1. Offer to Purchase dated July 13, 2020;
2. a Tender Offer Instruction Form; and
3. a reply envelope.

In addition, we encourage you to review the Schedule TO filed with the U.S. Securities and Exchange Commission (the "SEC") on July 13, 2020, including the Offer to Purchase and the related Letter of Transmittal, each dated July 13, 2020, which can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of these materials may also be obtained by mail, upon payment of the SEC's customary charges, from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains a web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding the Company and other registrants that file electronically with the SEC.

**You will need to complete the enclosed Tender Offer Instruction Form and return it to Computershare Trust Company, the tabulator for the tender offer ("Tabulator") in the return envelope so that it is RECEIVED by 5:00 p.m., New York City time, on August 6, 2020, unless the Offer is extended. If the Offer is extended, the deadline for receipt of your instructions will be at 5:00 p.m., New York City Time on the third business day prior to the new expiration date of the Offer, as extended.**

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for directing the Plan Admin regarding the Offer. You should also review the more detailed explanation of the Offer provided in the Offer to Purchase.

## **BACKGROUND**

The Offer is being made by the Company. The Company is offering to purchase common shares for an aggregate cash purchase price of up to \$750 million and at a per share price not greater than \$50.00 nor less than \$44.75, net to the seller in cash, less any applicable tax withholding and without interest, upon the terms and subject to the conditions described in the Offer to Purchase and the related Letter of Transmittal.

Upon the terms and subject to the conditions of the Offer to Purchase and the related Letter of Transmittal, the Company will purchase common shares properly tendered and not properly withdrawn for an aggregate Cash Purchase Price (as such term is defined below) of up to \$750 million, constituting approximately 11.4% of the total number of outstanding common shares as of the close of trading on July 9, 2020 (assuming the Company acquires common shares pursuant to the Offer at the lowest possible cash purchase price of \$44.75 per share). Unless the context otherwise requires, all references to "shares" shall refer to the common shares and all references to "shares properly tendered" shall refer to "common shares properly tendered and not properly withdrawn in the Offer."

Upon the terms and subject to the conditions of the Offer to Purchase and the related Letter of Transmittal, promptly following the Expiration Time (as such term is defined in the Offer to Purchase), the Company will determine a single per share price, which will be not greater than \$50.00 nor less than \$44.75 per share, net to the seller in cash, less any applicable tax withholding and without interest (the "Cash Purchase Price"), that the Company will pay for those shares properly tendered for an aggregate Cash Purchase Price of up to \$750 million. The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable the Company to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable the Company to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the Company will select the lowest price that will allow it to purchase all the shares that are properly tendered. In accordance with the rules of the SEC, the Company may increase the number of shares accepted for payment in the Offer by no more than 2% of the outstanding shares without extending the Offer. See Section 1 of the Offer to Purchase.

All shares the Company purchases in the Offer will be purchased at the same Cash Purchase Price, regardless of whether the shareholder tendered, or was deemed to have tendered, at a lower cash price. The

Company will not purchase any shares from shareholders who do not properly tender any of their common shares pursuant to the Offer prior to the Expiration Time.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Time, the Company's purchase of all shares properly tendered at or below the Cash Purchase Price in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase shares *first*, from all holders of "odd lots" of less than 100 shares at the Expiration Time who properly tender all of their shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time; *second*, from all other shareholders who properly tender shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and *third*, only if necessary to permit the Company to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, from holders who have properly tendered shares at or below the Cash Purchase Price conditionally (for which the condition was not initially satisfied) and do not properly withdraw them before the Expiration Time, by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have properly tendered and not properly withdrawn all of their shares. Shares properly tendered, but not purchased pursuant to the Offer, will be returned to the tendering shareholders at the Company's expense promptly after the Offer expires. See Sections 1, 3 and 6 of the Offer to Purchase.

**The Board of Directors of the Company (the "Board") has unanimously approved the Offer pursuant to the recommendation of a committee of the Board, which is comprised solely of individuals, each of whom the Board has determined to be an independent director under Section 303A.02 of the NYSE Listed Company Manual (the "Committee"). However, none of the Board, the Committee, the Company, the Depository and Paying Agent, nor the Information Agent, is making any recommendation to you as to whether to tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision as to whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the related Letter of Transmittal, including our reasons for making the Offer. All of our directors and executive officers have indicated they have no intention of tendering their shares in the Offer, except for three executive officers who have indicated they are undecided on whether to tender some of their shares in the Offer. See Sections 2 and 11 of the Offer to Purchase.**

The Offer is not conditioned upon the receipt of financing. The Offer is, however, subject to certain other conditions. See Section 7 of the Offer to Purchase.

Only the Plan Admin, as directed trustee of the Plan, can tender shares held by participants in the Plan in the Offer. Nonetheless, as a participant under the Plan, you have the right to direct the Plan Admin whether to tender some or all of the shares allocated to your individual account in the Plan as well as indicating a price in increments of \$0.25 on the pricing grid below your election. The Plan Admin will tender shares attributable to participant accounts solely in accordance with participant instructions, and the Plan Admin will not tender shares attributable to participant accounts for which it does not receive timely or complete instructions. **The Plan Admin makes no recommendation regarding the Offer. EACH PARTICIPANT MUST DECIDE WHETHER OR NOT TO TENDER SHARES.**

#### CONFIDENTIALITY

**To assure the confidentiality of your decision, the Tabulator will collect participant instructions and forward the information to the Plan Admin. Neither the Tabulator nor the Plan Admin and its affiliates and agents will make the results of your individual instruction available to the Company.**

## PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Tender Offer Instruction Form which may be completed and returned to the Tabulator. For purposes of determining the number of shares attributable to participant accounts to be tendered in the Offer, the Plan Admin will apply your instructions to the number of shares attributable to your account as of the expiration date of the Offer; as such expiration date may be extended.

If you do not properly complete and return the Tender Offer Instruction Form by the deadline specified, subject to any extensions of the Offer, shares attributable to your account will be considered uninstructed and will not be tendered in the Offer.

To properly complete your Tender Offer Instruction Form, you must do the following:

(1) On the face of the Tender Offer Instruction Form, check Box 1 or 2. **CHECK ONLY ONE BOX:**

- CHECK BOX 1 if you want **ALL** of the shares allocated to your individual account tendered (or offered) for sale in accordance with the terms of the Offer.
- CHECK BOX 2 if you want to tender a portion of the shares allocated to your individual account in the Plan. Specify the percentage (in whole numbers) of shares attributable to your individual account that you want to tender for sale in accordance with the terms of this Offer. If this amount is less than 100%, you will be deemed to have instructed the Plan Admin **NOT** to tender the balance of the shares attributable to your individual account under the Plan.
- In either case you will need to check a price from the pricing grid located below the respective options on the ESPP instruction form. If no box is checked, there is no valid tender of shares.

(2) Date and sign the Tender Offer Instruction Form in the space provided.

(3) Return the Tender Offer Instruction Form in the enclosed return envelope so that it is **RECEIVED** by the Tabulator at the address on the return envelope P.O. Box 43011, Providence, RI 02940-3011 not later than 5:00 p.m., New York City time, on August 6, 2020, unless the Offer is extended. If the Offer is extended, the deadline for receipt of your Tender Offer Instruction Form will be 5:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended. If you wish to return the form by overnight mail, please send it to Computershare Trust Company, N.A., Attn: Corporate Actions Voluntary Offer, Suite V, 150 Royall Street, Canton MA 02021.

Your instructions will be deemed irrevocable unless withdrawn by 5:00 p.m., New York City time, on August 6, 2020. As described in the Offer to Purchase, the Company has the right to extend the Offer for certain periods. If the Offer is extended, the deadline for receipt of your notice of withdrawal will be 5:00 p.m., New York City time on the third business day prior to the expiration of the Offer, as extended. Any extensions of the expiration date for the Offer will be publicly announced by the Company. In the event of an announced extension, you may call the Plan Admin at (866) 320-4684 to obtain information on any new Plan participant instructions deadline.

In order to make an effective withdrawal of your instructions, you must submit a new Tender Offer Instruction Form, which may be obtained by calling Georgeson, the Information Agent at (877) 278-4774. Upon receipt of a new, completed, signed and dated Tender Offer Instruction Form, your previous instructions will be deemed cancelled. Please note that the last properly completed Tender Offer Instruction Form timely received from a participant will be followed.

After the deadline for providing instructions to the Tabulator, the Tabulator will complete the tabulation of all instructions and forward the information to the Plan Admin, and the Plan Admin, as directed trustee, will tender the appropriate number of shares on behalf of the Plan. Subject to the satisfaction of the conditions described in the Offer to Purchase, the Company will buy shares that are properly tendered through the Offer pursuant to terms and conditions of the Offer. Any shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

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**INDIVIDUAL PARTICIPANTS IN THE PLAN WILL RECEIVE A CHECK REPRESENTING THEIR CASH PROCEEDS.**

**WHAT HAPPENS IF THE COMPANY'S PURCHASE OF ALL SHARES TENDERED IN THE OFFER WOULD RESULT IN AN AGGREGATE CASH PURCHASE PRICE OF MORE THAN \$750 MILLION?**

If the Company's purchase of all shares properly tendered at or below the Cash Purchase Price and not properly withdrawn prior to the Expiration Time in the Offer would result in an aggregate Cash Purchase Price of more than \$750 million, the Company will purchase shares:

- *first*, from all holders of "odd lots" of less than 100 shares at the Expiration Time who properly tender all of their shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time;
- *second*, from all other shareholders who properly tender shares at or below the Cash Purchase Price and do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and
- *third*, only if necessary to permit the Company to purchase shares for an aggregate Cash Purchase Price of up to \$750 million, from holders who have properly tendered shares at or below the Cash Purchase Price conditionally (for which the condition was not initially satisfied) and do not withdraw them before the Expiration Time, by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have properly tendered all of their shares. See Section 1, 3 and 6 of the Offer to Purchase.

Because of the "odd lot" priority, proration and conditional tender provisions described in Section 7 of the Offer to Purchase, the Company may not purchase all of the shares that you properly tender even if you tender them at or below the Cash Purchase Price. See Section 1 of the Offer to Purchase.

**IF I OWN FEWER THAN 100 SHARES AT THE EXPIRATION TIME AND I TENDER ALL OF MY SHARES, WILL I BE SUBJECT TO PRORATION?**

If you own beneficially or of record fewer than 100 shares in the aggregate at the Expiration Time, you properly tender all of these shares at or below the Cash Purchase Price and you complete the section entitled "Odd Lots" in the Tender Offer Instruction Form, the Company will purchase all of your shares without subjecting them to the proration procedure, unless the aggregate amount of "odd lot" tenders at or below the Cash Purchase Price exceeds an aggregate Cash Purchase Price of \$750 million. See Section 1 of the Offer to Purchase.

**FOLLOWING THE OFFER, WILL THE COMPANY CONTINUE AS A PUBLIC COMPANY?**

Yes. The completion of the Offer in accordance with its terms and conditions will not cause the Company to stop being quoted on the NYSE or to stop being subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The consummation of the Offer will decrease the Company's "public float" (the number of shares owned by non-affiliate shareholders and available for trading in the securities markets), which may result in less liquidity and trading volume of the shares and could potentially result in an increase in price volatility. Shareholders may not be able to sell non-tendered shares in the future on the NYSE or otherwise at a net price higher than the value of the Cash Purchase Price in the Offer. The Company can give no assurance as to the price at which a shareholder may be able to sell his or her shares in the future.

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## IF THE OFFER IS COMPLETED

If each of the conditions to the Offer are met, upon the terms and subject to the conditions of the Offer, promptly following the Expiration Time, the Company will determine the Cash Purchase Price that the Company will pay for those shares properly tendered, for an aggregate Cash Purchase Price of up to \$750 million. The Cash Purchase Price will be the lowest price per share not greater than \$50.00 nor less than \$44.75 per share (in multiples of \$0.25) at which shares have been properly tendered in the Offer that will enable the Company to purchase the maximum number of shares for an aggregate Cash Purchase Price of up to \$750 million. If fewer than such number of shares as would enable the Company to purchase shares pursuant to the Offer for an aggregate Cash Purchase Price of up to \$750 million of shares are properly tendered, the Company will select the lowest price that will allow it to purchase all the shares that are properly tendered. Cash proceeds received by the Plan from the Offer will be allocated to participant Plan accounts and invested in your Plan's default investment, which is the Plan Admin Retirement Fund with a target date closest to when you turn age 65. You may redirect those funds at any time to any of the investment funds available under the Plan by calling the Plan Admin at (866) 320-4684. The cash proceeds received by the Plan and allocated to your Plan account in the Offer will not be subject to taxation at the time allocated as they will not be distributed by the Plan to you, but will remain in your Plan account subject to Plan rules on withdrawal and distribution.

## SHARES OUTSIDE THE PLAN

If you hold shares directly, you will have received, under separate cover, tender offer materials which can be used to tender such shares. **Those tender offer materials may not be used to direct the Plan Admin to tender or not tender the shares attributable to your individual account under the Plan.** The instructions to tender or not tender shares attributable to your individual account under the Plan may only be made in accordance with the procedures in this letter on the Tender Offer Instruction Form. Similarly, the enclosed Tender Offer Instruction Form may not be used to tender non-Plan shares.

## FURTHER INFORMATION

If you require additional information concerning the procedure to tender shares attributable to your individual account under the Plan, please contact the Plan Admin at (866) 320-4684. If you require additional information concerning the terms and conditions of the Offer, please call Georgeson, the information agent for the Offer, at (877) 278-4774.