

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Consists of restricted stock units ("RSU") under the Herbalife Nutrition Ltd. 2014 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Herbalife Nutrition Ltd. common stock on vesting. This award will vest 100% on April 15, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.