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Vemma International Holdings Inc. and its subsidiaries and affiliates operate a global direct marketing network in the United States, Canada, Mexico, Asia, Australia, South Africa, Europe, Columbia, and New Zealand.

Vemma International Holdings Inc. (Vemma Holdings) is the parent and holding company for the following wholly owned subsidiaries in different countries:

Vemma Nutrition Company  
Vemma Nutrition Canada, ULC  
Vemma Mexico Sociedad de Responsabilidad Limitada de Capital Variable  
Vemma Mexico Distribucion, Sociedad de Responsabilidad Limitada de Capital Variable  
New Vision International IC-DISC, Inc.  
Vemma Australia Pty Limited  
Vemma South Africa Pty Limited  
Vemma Nutrition S.A.S.

In addition, in March 2011, Vemma Nutrition Company (Vemma Company) entered into a joint venture agreement with a licensee, Vemma Europe Limited (Vemma Europe), a private limited liability company incorporated in Ireland, with the purpose of selling the company's products in existing and new geographical markets located in Europe. Vemma Company owns 50% of Vemma Europe and Simon Grabowski owns the other 50%. The joint venture agreement provides that Vemma Company and Vemma Europe each hold a 50% ownership interest in the joint venture. Pursuant to the agreement, at the end of each year, Vemma Europe "shall close its books and determine the net profitability for the company (the Net Profit) based on its gross annual sales (Sales)." Grabowski, the other 50% owner of Vemma Europe, "shall receive the Net Profit on annual sales up to \$16 million Euro in the Existing Market. Net Profits on annual Sales over 16,000,000 million Euro in the Existing Markets and on annual Sales in any new markets ... shall be split 50% to Simon and 50% to Vemma USA."

In January 2012, Vemma Company entered into two joint venture agreements, with Vemma Asia<sup>4</sup> in Taiwan and Hong Kong. Pursuant to the agreements, Vemma Company owns 51% of the Taiwan and Hong Kong joint ventures, and Vemma Asia owns 49% of the Taiwan and Hong Kong joint ventures.

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<sup>4</sup> Vemmatrition Sdn Bhd, a Malaysian company; MyVemma Enterprises, a Malaysian company; Vemma Network Sdn Bhd, a Malaysian company; New Vision Singapore Pte Ltd., a Singapore company; Vemma Singapore Pte Ltd, a Singapore company; PT Vemma Indonesia, an Indonesian company; Vemma Nutraceuticals Philippines, Inc., a Philippine company; and Kenneth Kon are collectively referred as Vemma Asia.























































































































































































