Annual Participant Investment and Fee Disclosure
As a current participant or an eligible participant in the Avon Independent Sales Representative Savings Plan ('the Plan'), you have the right under federal regulations* to receive certain information regarding the investment options offered under the Plan, specific information regarding each investment option, and information regarding fees and expenses that may be charged to your account.

This document is intended to assist you in making decisions regarding your plan investment option choices under the Plan. The document is divided into four sections: 1) general plan-related information, 2) specific investment-related information, 3) information regarding administrative and individual fees that may be charged to your account, and 4) general information regarding this disclosure.

If you have questions concerning any of the information contained within this document you should contact your Plan Administrator (Brian Schiedel at 585.641.7258. 80 Linden Oaks Office Park / Suite 210 / Rochester, NY 14625) or the Participant Service Center at 866.550.3900.

*Section 404(a)(5) of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Section I: General Plan Operational Information

General Plan-Related Information
Designated Investment Alternatives. A designated investment alternative is any of the investment options made available to you under the Plan in which you can invest a portion or all of your Plan account balance. A list of the Plan’s designated investment options is included under Section II, Investment-Related Information on Designated Investment Alternatives, of this document, along with historical performance and other relevant information.

Your Right to Direct Your Investments. As a Plan participant, you have the right to direct the investments in your account and select from any or all of the designated investment options available under the Plan. You can make changes to your investment options at any time, unless a specific restriction is listed in the following paragraph. For information on how to access your account, please see ‘Accessing Your Account,’ below.

Restrictions on Your Right to Direct Your Investments. No plan-imposed restrictions apply to your ability to direct your investments. You may direct the investments of your entire account balance under the plan.

Your Voting or Tender Rights and Any Restrictions Therein. In the event voting proxies, tendering, or other similar-type rights must be executed with respect to any of the Plan’s designated investment options, the Plan Sponsor or other named Plan fiduciary may exercise those rights (where applicable), or you may receive written notification regarding the actions that must be taken on your part in connection with exercising those rights.

Designated Investment Manager. Not Applicable.

Administrative and Individual Fees. Detailed information regarding plan administrative and individual fees that may be charged to your account is provided under Section III, Information Regarding Plan Administrative and Individual Expenses that May Be Charged to Your Account, of this document.

Accessing Your Account
You can access your account 24 hours a day, seven days a week, via the Burke Group Participant Website (https://bsp.worksitecommerce.com/avon/AvonLogin.asp) or by calling the toll free automated telephone system at 866-550-3900. In addition, Participant Service Center Representatives are available to assist you Monday through Friday, from 8:00 am to 8:00 pm Eastern, at 866-550-3900, Option 2.

The Burke Group Participant Website enables you to do such things as: view your account balance, view transactions, make changes to your investments, view your quarterly participant statements, access historical performance information, and view additional information on the Plan’s investment options, such as prospectuses. You may also obtain this information and effect certain transactions through the Participant Service Center.

Investment-Terms Glossary
Please visit http://www.dailysaccess.com/investment_terms for a comprehensive glossary of investment-related terms. This glossary is provided to help you better understand your options related to making investment option choices within your retirement plan.

Section II: Investment-Related Information on Designated Investment Alternatives

This section includes important information that may help you compare the designated investment options offered under the Plan. If you would like additional information about your investment options, you may visit our website (https://bsp.worksitecommerce.com/avon/AvonLogin.asp). You also have the right to request paper copies of the information available on the website free of charge by contacting your Plan Administrator or the Participant Service Center at 866.550.3900.

Important Definitions
‘Benchmarks’ represent a historical measurement of performance for a specific segment of the financial markets over a specific period of time. Benchmarks are market indices and not managed investment portfolios. They are presented for comparison purposes only and do not represent plan investment options available under the Plan.
'Average Annual Total Return' is a percentage used to represent historical investment performance of a mutual fund or other similar-type investment. Total annual operating expenses reduce the average annual return and are reflected in historical performance.

'Total Annual Operating Expenses' reflect the annual costs and fees associated with investing in a mutual fund or other similar-type investment vehicle, including, but not limited to, investment management, recordkeeping, legal, accounting, and auditing expenses. These fees are specific to each investment option. Annual fees, also referred to as operating expenses, may include compensation paid to third-parties for distribution of the investment option or other services.

'Shareholder-Type Fees' represent additional fees that may be charged to a participant’s account in connection with the purchase or sale of an investment option that are not included in the annual operating expenses of the fund.

Website For Additional Information Regarding the Plan’s Designated Investment Alternatives
Additional information regarding each designated investment option can be found on the Burke Group Participant Site (https://bps.worksitecommerce.com/avon/AvonLogin.asp). The information on this website includes updated performance and expense information, along with the applicable prospectus or summary prospectus (or other similar document), Morningstar Report, and Fund Fact Sheet. These documents include information on each plan investment option, such as the issuer, principal risks, goals and objectives, turnover ratio, and other supplemental information you may find helpful.

If you have not previously logged into the Burke Group Participant Site, you can create a username and password by going to https://bps.worksitecommerce.com/avon/AvonLogin.asp and clicking the Enroll Now button under New Users. Follow the instructions to activate your account. If you need assistance activating your account, please call the Participant Service Center at 866.550.3900 to speak with a representative, or email support@dailypass.com. Participant Service Center Representatives are available Monday through Friday from 8:00 am to 8:00 pm Eastern.

After you have logged into your account, click on the Quick View drop-down box and select Plan Investment Choices. By clicking on the name of each plan investment option, a link will appear that allows you to access additional reports and information regarding each investment.

Variable Return Designated Investment Alternatives
The table below focuses on the performance of plan investment options that do not have a fixed or stated rate of return. This table shows how these plan investment options have performed over time and allows you to compare them with an appropriate benchmark. The table also includes information regarding the fees and expenses that apply to each investment option. Total annual operating expenses are specific to each investment option and are included in the average annual total return.

It is important to understand that the performance information provided below is historical. Past performance does not guarantee how a plan investment option will perform in the future. The value of these investments will fluctuate over time, and your investment in these options could lose money. Information about each plan option’s principal risks is available on the Burke Group Participant Site.

<table>
<thead>
<tr>
<th>Investment Name (Symbol) Benchmark</th>
<th>Avg. Annual Total Return as of 5/31/2015</th>
<th>Annual Operating Expenses As a %</th>
<th>Per $1000</th>
<th>Shareholder-Type Fees and Limitations/Restrictions</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Foreign Large Blend</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Spartan Intl Index - Advantage (FSIVX) Benchmark: MSCI All Country World ex-US NR Index</td>
<td>-39%</td>
<td>10.15%</td>
<td>5.73%</td>
<td>4.96%</td>
</tr>
<tr>
<td><strong>Large Blend</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Spartan 500 Index - Advantage (FUSVX) Benchmark: S&amp;P 500 Index</td>
<td>11.76%</td>
<td>16.49%</td>
<td>8.09%</td>
<td>8.39%</td>
</tr>
<tr>
<td>Fidelity Spartan Total Market Idx - Adv (FSTVX) Benchmark: S&amp;P 500 Index</td>
<td>11.81%</td>
<td>16.55%</td>
<td>8.55%</td>
<td>8.78%</td>
</tr>
<tr>
<td><strong>Long Government</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Spartan I-T Tr Bond Index - Adv (FIBAX) Benchmark: Barclays U.S. Government Long Index</td>
<td>3.9%</td>
<td>4.38%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td><strong>Mid-Cap Blend</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Spartan Ext Market Index - Adv (FSEVX) Benchmark: S&amp;P MidCap 400 Index</td>
<td>11.89%</td>
<td>16.64%</td>
<td>10.13%</td>
<td>10.14%</td>
</tr>
<tr>
<td><strong>Money Market Taxable</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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Additional Plan Investment and Expenses Disclosures

The cumulative effect of plan fees and expenses can substantially reduce the growth of your retirement savings. Visit the U. S. Department of Labor's website for an example showing the long-term effect of fees and expenses at www.dol.gov/ebsa/publications/401k_employee.html. Fees and expenses are only one of many factors to consider when you decide to invest in a plan investment option. You may also want to consider whether investing in a particular option, along with your other investments, will help you achieve your retirement goals.

Section III: Information Regarding Plan Administrative and Individual Expenses that May Be Charged to Your Account

Administrative Expenses

<table>
<thead>
<tr>
<th>Administrative Expense</th>
<th>Rate</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual Recordkeeping Fee</td>
<td>$70 Annual</td>
<td>billed quarterly ($70 effective 7/1/15, $60 through 6/30/15)</td>
</tr>
<tr>
<td>Annual Trustee Fee</td>
<td>$30 Annual</td>
<td>billed quarterly</td>
</tr>
</tbody>
</table>

Additional Plan Administrative Expenses include fees associated with administration, legal, advisory, and accounting services. These amounts will vary based on the timing of services performed. A portion of these expenses are paid from the total annual operating expenses of one or more of the designated investment alternatives offered under the Plan. A portion of these expenses may be charged to your account and are ordinarily charged on a 'pro rata basis' (in proportion to all participant account balances in the plan). However, certain expenses may be charged as an equal dollar amount to each plan participant's account. Any amounts charged directly to your account for administrative expenses will be disclosed on your quarterly participant statement, if applicable. Expenses may apply for annual audit and reconciliation, Form 5500 preparation, plan document maintenance and custodial fees. For the 2014 calendar year, this meant an additional $7.32 in administrative expenses per Representative, above and beyond the administrative fees listed above.

Refer to the Administration Agreement for the plan at https://bsp.worksitecommerce.com/avon/AvonLogin.asp for more information about individual and administrative expenses and how they are charged to your account.

Individual Expenses

Individual expenses are fees that are charged directly to a participant’s account as a result of specific actions taken by that plan participant. If any of these types of fees are charged to your account, they will be reflected on your quarterly participant statement.

- **Death Distribution**: $60 per distribution
- **Disability Termination Distribution**: $60 per distribution
- **Hardship In-Service Distribution**: $60 per distribution
- **In-Service Distribution**: $60 per distribution
- **Lump Sum Termination Distribution**: $60 per distribution
- **Post Tax Excess In-Service Distribution**: $60 per distribution
- **Post Tax Termination Distribution**: $60 per distribution
- **Wire Fee**: $15
- **Check Reissuance (Diff Distr Type)**: $85
- **Check Reissuance (Same Distr Type)**: $50
- **QDRO Processing**: $120
- **Rollover Termination Distribution**: $60 per distribution
- **Return Excess In-Service Distribution**: $60 per distribution

General Disclosures

**Good Faith Compliance.** Burke Group and the Plan Administrator have acted in good faith in complying with the participant disclosure requirements as set forth under ERISA § 404(a)(5) and U.S. Department of Labor (DOL) Field Assistance Bulletin (FAB) 2012-2. The information contained within this disclosure reflects Burke Group’s good faith compliance efforts based on guidance issued by the DOL at the time this document was prepared. Despite our best efforts, it is possible that the information contained within this document does not include all of the information required under the regulations and DOL FAB 2012-2. If necessary, Burke Group and the Plan Administrator will incorporate any additional information in a future disclosure. (See DOL FAB 2012-2 (Q&A-37) at www.dol.gov/ebsa).

**Reliance on Third-Party Database for Investment Information.** Where applicable, the investment-related information reported in this document under Section II: Investment-Related Information on Designated Investment Alternatives was prepared using information provided to DailyAccess by one or more third parties. Although DailyAccess believes this information to be accurate and complete, DailyAccess makes no representation as to the accuracy or completeness of the information. For detailed information regarding each designated investment alternative, please refer to the prospectus, summary prospectus, or other similar-type document prepared by the issuer of each investment. This information is available on the Burke Group Participant Site at https://bps.worksitecommerce.com/avon/AvonLogin.asp.