CORTHEA · FOUNDER CIRCLE

Risk Disclosure and Self-Declaration

Risikohinweis und Selbstauskunft · Pflichtdokument für alle Teilnehmer am Founder Circle

NON-BINDING WORKING TRANSLATION · THE GERMAN VERSION IS THE SOLE BINDING VERSION / UNVERBINDLICHE ARBEITSÜBERSETZUNG

ENGLISH · NON-BINDING WORKING TRANSLATION

DOCUMENT AND PURPOSE

This is a mandatory part of the Founder Circle documentation. It must be read in full and signed before the Convertible Loan Agreement is signed. It sets out the legal classification of the instrument (a subordinated convertible loan converting into an atypical silent participation in CORTHEA Nutrition GmbH), the principal risks (total loss, subordination, loss participation, illiquidity, and the absence of a repayment claim after conversion), and the participant's self-declaration as to experience, financial circumstances, and source of funds. It is referenced as Anhang C to the Convertible Loan Agreement. The operating company is an Austrian GmbH seated in Innsbruck. The spin-off takes place with the entry of the strategic lead partner.

GOVERNING LAW AND BINDING LANGUAGE

This document and the entire Founder Circle documentation are governed by Austrian law. The German-language version is the sole legally binding version. This English version is a non-binding working translation provided for the convenience of international participants. Should the German and English wording diverge in any respect, the German wording prevails. The place of jurisdiction is Innsbruck, Austria.

REGULATORY CLASSIFICATION

The Founder Circle is structured as a private placement. The instrument offered is a subordinated convertible loan that converts into an atypical silent participation (atypisch stille Beteiligung) in CORTHEA Nutrition GmbH. Under Austrian law this qualifies as an investment (Veranlagung) within the meaning of section 1 para 1 no 1 of the Austrian Capital Market Act 2019 (KMG 2019), and not as a transferable security. The offer is exempt from the obligation to publish a prospectus on two independent grounds: under section 3 para 1 no 3 KMG 2019, because the total consideration in the EEA over any twelve-month period stays below EUR 2,000,000 (the Founder Circle volume is up to EUR 500,000); and under section 3 para 1 no 5 KMG 2019, because the offer is addressed to fewer than 150 non-qualified persons per EEA member state. Regulation (EU) 2017/1129 applies to transferable securities and does not apply here. No prospectus approved by the Austrian Financial Market Authority (FMA) has been or will be published for this offer.

DEUTSCH · HINWEIS ZUR VERBINDLICHKEIT

MASSGEBLICHE SPRACHE UND RECHT

Dieses Dokument und die gesamte Founder-Circle-Dokumentation unterliegen österreichischem Recht. Allein die deutsche Fassung ist rechtlich verbindlich. Eine englische Fassung ist eine unverbindliche Arbeitsübersetzung zur Information internationaler Teilnehmer. Bei Abweichungen zwischen deutschem und englischem Wortlaut gilt der deutsche Wortlaut. Gerichtsstand ist Innsbruck, Österreich.

This cover sheet is for orientation. It is not part of the binding agreement, is not legal, tax, or investment advice, and creates no offer or commitment. Only the German documents are binding. Austrian counsel reviews the documentation as a whole before issue. / Dieses Deckblatt dient der Orientierung. Verbindlich sind allein die deutschen Dokumente.

CORTHEA · FOUNDER CIRCLE

Risk Disclosure and Self-Declaration

Mandatory document for all participants in the CORTHEA Founder Circle

> This document is a mandatory part of the CORTHEA Founder Circle documentation. It must be read in full and signed before the Convertible Loan Agreement is signed.

A · LEGAL CLASSIFICATION

INSTRUMENT	Subordinated convertible loan with a conversion right into an atypical silent participation in CORTHEA Nutrition GmbH
BORROWER	CORTHEA GmbH, FN 551495 y, Maria-Theresien-Strasse 38, 6020 Innsbruck
TOTAL VOLUME	EUR 500,000 (Founder Circle)
KMG STATUS	Exempt from prospectus requirements under section 3 no 3 and no 5 KMG 2019 (private placement to fewer than 150 persons, total volume below EUR 2m)
NOT A PUBLIC OFFER	This private placement is addressed exclusively to a limited circle of personally selected persons.

B · RISK DISCLOSURES

Please read this section in full and carefully. The risks set out below may result in the total loss of your contribution.

B.0 Structure and use of funds

- **Borrower:** CORTHEA GmbH uses the funds to build the operating business. CORTHEA Nutrition GmbH will be incorporated by 15 January 2027 at the latest, and the business so built will be contributed to it.
- **No rigid earmarking of funds:** The allocation of funds across the build-out purposes (D2C, B2B, science, marketing) rests with the business judgement of management, provided the operational objectives remain achievable.

- **Contribution:** The contributed business comprises the product brands (DAILY, GLOW, MAGIC, JOY), formulations, distribution rights and inventory. The CORTHEA master brand, the Health Club and the Innsbruck retail store are not contributed.
- **Conversion:** On conversion, an atypical silent participation in CORTHEA Nutrition GmbH arises at the conversion price under § 5 of the Convertible Loan Agreement, that is the lower of the valuation cap of EUR 4.5m pre-money or the pre-money valuation of a qualified financing round less an early-subscriber discount of 20%.

B.1 General risks

- **Risk of total loss:** The company is in an early build-out phase. A total loss of the capital invested is possible.
- **No secondary market:** There is no secondary market for the convertible loan or the atypical silent participation. An early disposal is effectively impossible.
- **Subordination:** The loan and the silent contribution are subordinated to all other creditors. In the event of insolvency, a total loss is to be expected.
- **No collateral:** The loan is not secured by collateral.
- **Liquidity risk:** Repayment or exit proceeds depend on economic performance and are not guaranteed.

B.2 Specific risks of the atypical silent participation

- **No voting rights:** As a silent partner you have no operational participation rights before conversion into GmbH shares has been completed.
- **Participation in losses:** As an atypical silent partner you participate in losses up to the amount of your contribution.
- **No repayment claim after conversion:** Your claim is limited to the pro rata exit proceeds.
- **Dilution risk:** Your participation quota may be diluted by future capital increases. The anti-dilution protection applies only below a valuation of EUR 3.0m pre-money (§ 15 of the Articles of Association).

B.3 Tax risks

The atypical silent participation generates income from business operations (Einkünfte aus Gewerbebetrieb), not investment income. The preferential capital gains tax rate of 27.5% does not apply here. Profit shares and exit proceeds are subject to the full personal income tax rate. Every investor must have their tax position reviewed by their own tax adviser before signing.

C · SELF-DECLARATION OF INVESTOR STATUS

QUALIFIED INVESTOR	I qualify as a qualified or professional private investor (net financial assets above EUR 500,000 or relevant investment experience with comparable instruments).
APPROPRIATE SIZE	The size of my commitment is proportionate to my total assets. The amount invested does not exceed 10% of my available investment assets.

AWARENESS OF RISK	I have read and understood the risk disclosures in full and accept the risk of total loss.
TAX ADVICE	I have been advised to have my tax position reviewed before signing.
LEGAL ADVICE	I had the opportunity to take legal advice.
NOT A PUBLIC OFFER	I confirm that I was personally invited and that there is no public offer.
CONFIDENTIALITY	I will not publicly communicate the existence or terms of this Founder Circle, nor pass them to third parties.

D · SIGNATURE

The investor's particulars are recorded in Anhang A to the Convertible Loan Agreement and are not collected again here. By signing, the investor confirms the risk disclosures and the self-declaration above.

Place, date

SIGNATURE OF THE INVESTOR (NAME IN BLOCK CAPITALS)

This document forms part of a private placement of the CORTHEA Founder Circle and is addressed exclusively to personally invited, qualified investors. It is not a public offer.