SUPPLEMENT TO

Information Memorandum for the Placement of

up to $40 Million Tokenized Participation Rights divided into 40,000,000 pieces with a nominal value of $1.00 each and a maturity date until 30 September 2044.

issued by

RISE WEALTH TECHNOLOGIES GmbH
(the "Company")

Grünwald, Germany

from 15 July 2019 (5:00 p.m.) (Central European Summertime, "**CEST**")
to 30 September 2019 (5:00 p.m.) (CEST)

30th August, 2019

THIS IS NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE TOKENIZED PARTICIPATION RIGHTS DESCRIBED HEREIN IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SALE.

This Supplement ("**Supplement"**) to the Information Memorandum (as defined below) in respect of Rise Wealth Technologies GmbH (the "**Company**") is dated 30th August, 2019. The Company is a German limited liability company (Gesellschaft mit beschränkter Haftung), incorporated under and governed by German law. The Company is registered in the commercial register (Handelsregister) of the local court (Amtsgericht) of Munich, Germany, under the docket number HRB 196233 and has its registered office at Luise-Ullrich-Straße 4, 82031 Grünwald, Germany. All references in this Supplement to the "**Information Memorandum**" shall hereafter refer to the Information Memorandum of the Company for the offering (the "**Offering**") of up to $40 Million Tokenized Participation Rights divided into 40,000,000 pieces with a nominal value of $1.00 each and a maturity date until 30 September 2044, as supplemented by this Supplement. The purpose of this Supplement is to provide supplemental disclosure concerning the Offering relating to offers to U.S. Persons (as defined below). This Supplement is intended to revise only the specific sections discussed herein and in no way purports to supplement, amend, restate, revise or update any other portion of the Information Memorandum not specifically mentioned herein. All capitalized terms used herein and not otherwise defined herein shall, as applicable, have the same meaning ascribed to them in the Information Memorandum. **This Supplement forms part of, and should be read in conjunction with the Information Memorandum.**

I. IMPORTANT GENERAL CONSIDERATIONS

An investment in the Tokenized Participation Rights offered by the Company should be viewed as a non-liquid investment and involves a high degree of risk. You should consider a subscription to purchase Tokenized Participation Rights only if you have carefully read the Information Memorandum and this Supplement.

You should not construe the contents of this Supplement as legal, tax or investment advice and, if you acquire Tokenized Participation Rights, you will be required to make a representation to that effect. You should review the proposed investment and the legal, tax and other consequences thereof with your own professional advisors. In particular, you should inform yourself as to the legal requirements and tax consequences within the country of your citizenship, residence, domicile and place of business with respect to the acquisition, holding and disposal of Tokenized Participation Rights, and any foreign exchange or other restrictions that may be relevant thereto. The purchase of Tokenized Participation Rights involves certain risks and conflicts of interest between the Company and the Company's management. The Company reserves the right to refuse any subscription for any reason, including the failure of any U.S. Persons to meet the suitability criteria described herein (collectively, "Offerees"). This Supplement is not, and under no circumstances is to be construed as, an advertisement or a public offering of the securities referred to herein.

In making an investment decision, you must rely on your own examination of the Company and the terms of the Offering, including the merits and risks involved. You and your representative(s), if any, are invited to ask questions and obtain additional written information from the Company concerning the terms and conditions of the Offering, the Company and any other relevant matters to the extent the Company possesses such information or can acquire it without unreasonable effort or expense.

The Tokenized Participation Rights have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the United States and, except for in accordance with the limitations set forth herein, may not be offered or sold within the United States to, or for the account or benefit of, U.S. Persons (collectively, such persons, "U.S. Offerees"). Accordingly, Tokenholders will not be entitled to the benefit of the protections afforded to investors under those statutes. The Offering will be offered and sold in the United States to U.S. Persons pursuant to the exemptions provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder. The Tokenized Participation Rights may not be offered, sold, pledged or otherwise transferred within the United States except to "Accredited Investors" (as defined in Rule 501 of Regulation D promulgated under the Securities Act). The Tokenized Participation Rights have not been approved or disapproved by the SEC, any State securities commission in the United States or any other United States regulatory authority, nor have

any of the foregoing authorities passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Supplement. Any representation to the contrary is a criminal offense in the United States. The Tokenized Participation Rights are to be offered as an investment for sophisticated investors who have the ability to evaluate the merits and risks of an investment in the Tokenized Participation Rights and the ability to assume the economic risks involved in such an investment. Each purchaser that is a U.S. Offeree will be required, in connection with any purchase of the Tokenized Participation Rights, to make representations confirming its eligibility as a prospective and sophisticated investor and that it is an Accredited Investor purchasing the Tokenized Participation Rights for its own account and not with a view to their distribution. Persons receiving this Supplement are responsible for informing themselves about and complying with restrictions on the transfer of the Tokenized Participation Rights sold in the Offering.

The distribution of this Supplement and the offer and sale of the Tokenized Participation Rights in certain jurisdictions may be restricted by law. This Supplement does not constitute an offer to buy or sell Tokenized Participation Rights in any jurisdiction to any Offeree to whom it is unlawful to make such offer or solicitation in such jurisdiction. No action has been or will be taken to permit an offering in any jurisdiction where action would be required for that purpose. Accordingly, Tokenized Participation Rights may not be offered or sold, directly or indirectly, and this Supplement may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Tokenized Participation Rights that are acquired by Offerees not entitled to hold them will be compulsorily redeemed.

The information contained in this Supplement has been prepared solely for the benefit of the persons and entities who are suitable to purchase Tokenized Participation Rights. This Supplement may not be reproduced, either in whole or in part, without the prior express written consent of the Company. By accepting delivery of this Supplement, you agree not to reproduce or divulge its contents and, if you do not purchase any Tokenized Participation Rights, to return this Supplement to the Company.

Notwithstanding any provision in this Supplement to the contrary, prospective Tokenholders (and their employees, representatives, and other agents) may disclose to any and all persons, without limitation of any kind, the U.S. federal income tax treatment and tax structure of the Tokenized Participation Rights offered hereby, and all materials of any kind (including opinions and other tax analyses) that are provided to them relating to such tax treatment and tax structure, except where confidentiality is reasonably necessary to comply with applicable securities laws. For this purpose, "tax structure" is limited to facts relevant to the U.S. federal income tax treatment of the Tokenized Participation Rights, and does not include information relating to the identity of the Company, its affiliates, agents, or advisors.

Although this Supplement contains information regarding the Company, you should refer to the Information Memorandum, the Subscription Documents (as defined below) and any ancillary documents referred to herein (collectively, the "Offering Documents") for complete information concerning the rights and obligations of the parties thereto. All such summaries are qualified in their entirety by the terms of the Offering Documents. No person has been authorized to make any representations or furnish any information with respect to the Company or the Tokenized Participation Rights, other than the representations and information set forth in the Offering Documents or other documents or information furnished by the Company upon request.

The information contained herein is current only as of the date hereof and you should not, under any circumstances, assume that there have not been any changes in the matters discussed herein since the date hereof.

The Tokenized Participation Rights are suitable only for sophisticated Offerees who do not require immediate liquidity for their investment, for whom an investment in the Company does not constitute a complete investment program and who fully understand and are willing to assume the risks involved in the Company's investment program.

No rulings have been sought from the United States Internal Revenue Service ("IRS") with respect to any tax matters discussed in this Supplement. You are cautioned that the views contained herein are subject to material qualifications and subject to possible changes in regulations by the IRS or by the United States Congress in existing tax statutes or in the interpretation of existing statutes and regulations.

Certain information contained in the Information Memorandum constitute "forward-looking statements", which can be identified by the use of forward-looking terminology such as "may", "will", "seek", "attempt", "should", "expect", "anticipate", "project", "estimate", "intend", "continue" or "believe" or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, including those set forth under "RISK FACTORS" herein and in the Information Memorandum, actual events or results or the actual performance of the Company may differ materially from those reflected or contemplated in such forward-looking statements.

It is the responsibility of each investor to ensure that the purchase of the Tokenized Participation Rights does not violate any applicable laws in the investor's jurisdiction of residence.

II. QUALIFICATIONS AND OTHER RESTRICTIONS

Unless the Company otherwise determines: (i) Tokenized Participation Rights may not be owned by any U.S. Person other than a U.S. Person who is an Accredited Investor, (ii) Tokenized Participation Rights may not be owned by any corporation in which U.S. Persons hold 10% or more of either voting power or value, (iii) Tokenized Participation Rights may not be owned by any partnership in which a U.S. Person is a partner, (iv) Tokenized Participation Rights may not be owned by any trust (other than a trust qualified under Section 401 of the U.S. Internal Revenue Code of 1986, as amended ("**Code**")) whose grantor or any of its beneficiaries is a U.S. Person, (v) "benefit plan investors" may not own 25% or more of any class of the outstanding Tokenized Participation Rights, and (vi) U.S. Persons and any institutional investor may not own 50% or more of the outstanding Tokenized Participation Rights.

The subscription documents ("**Subscription Documents**") set forth in detail the definition of Accredited Investor. The Company, in its sole discretion, may decline to accept the subscription of any Offeree for any reason including, but not limited to, failure to meet eligibility requirements.

Prior to acceptance of any subscription for Tokenized Participation Rights, each U.S. Offeree, by completing and signing the Subscription Documents, will make the following representations to the Company:

1. The U.S. Offeree is an Accredited Investor;

2. The U.S. Offeree has such knowledge and experience in financial and business matters that the U.S. Offeree is capable of evaluating the merits and risks of the proposed investment and that the U.S. Offeree can bear the economic risk of its investment in the Token Participation Rights for an extended period of time and can afford a complete loss of its investment in the Token Participation Rights;

3. The U.S. Offeree is acquiring the Tokenized Participation Rights for investment purposes solely for its own account and not with a view to or present intention of reselling them;

4. The Company has, during the course of the Offering and prior to the sale of Tokenized Participation Rights, afforded the U.S. Offeree the opportunity to ask questions and receive answers concerning the terms and conditions of this Offering and to obtain any additional information necessary to verify the accuracy of the information contained in the Information Memorandum and in this Supplement;

5. The U.S. Offeree will indemnify the Company, its management and its affiliates against any liability, costs or expenses resulting from any misrepresentation or breach of warranty made by the U.S. Offeree in connection with the offer or sale of Tokenized Participation Rights;

6. The U.S. Offeree will not transfer, directly or indirectly, any of the Tokenized Participation Rights or any interest therein without the prior written consent of the Company;

7. The U.S. Offeree has consulted with its own legal, tax and/or investment advisors to determine the suitability of an investment in the Tokenized Participation Rights, and the relationship of such an investment to the U.S. Offeree's overall investment program and financial and tax position; and

8. Whether the U.S. Offeree has dealt with a broker in connection with the purchase of the Tokenized Participation Rights.

III. RISK FACTORS

Lack of Registration in the United States. The Tokenized Participation Rights have not been registered either under the Securities Act or under the securities laws of any state of the United States and, therefore, are subject to transfer restrictions. The Tokenized Participation Rights have also not been registered under the laws of any non-U.S. jurisdiction and may be subject to restrictions on issuance and transfer under the laws of such jurisdiction. In connection with your purchase of Tokenized Participation Rights, you must represent that you are purchasing the Tokenized Participation Rights for investment purposes only and not with a view toward resale or distribution. The Company has no plans nor has assumed any obligation to register these Tokenized Participation Rights in the United States. Accordingly, the Tokenized Participation Rights may not be transferred to a U.S. Offeree without documentation acceptable to the Company that the transfer will not involve a violation of the registration requirements of the Securities Act.

Lack of Insurance. The assets of the Company are not insured by any government or private insurer except to the extent portions may be deposited in bank accounts insured by the United States Federal Deposit Insurance Corporation or with brokers insured by the United States Securities Investor Protection Corporation and such deposits and securities are subject to such insurance coverage (which, in any event, is limited in amount). Therefore, in the event of the insolvency of a depositary or custodian, the Company may be unable to recover all of its funds or the value of its securities so deposited.

Investment Restrictions. Certain institutions may be restricted from investing in the Token Participation Rights. Such institutions, including entities subject to the U.S. Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), should consult their own advisers, counsel and accountants to determine what restrictions may apply and whether an investment in the Token Participation Rights is appropriate.

The risk factors set forth in the Information Memorandum and the foregoing list of risk factors set forth in this Supplement do not purport to be a complete enumeration or explanation of the risks involved in an investment in the Company. Tokenholders should read the entire Information Memorandum and consult with their own advisers before purchasing Tokenized Participation Rights.

IV. U.S. ANTI-MONEY LAUNDERING REGULATIONS

U.S. Offerees will be required to comply with the additional verification requirements set forth in the Subscription Documents, as required by the USA PATRIOT Act and applicable regulations thereunder. The Company may in the future request additional information and/or representations to comply with such statute and regulations. The Subscription Documents provide a fuller definition of the relevant requirements.

Many other jurisdictions are in the process of changing or creating anti-money laundering, embargo and trade sanctions, or similar laws, regulations, requirements (whether or not with force of law) or regulatory

policies and many financial intermediaries are in the process of changing or creating responsive disclosure and compliance policies (collectively, "**Requirements**"), and the Company could be requested or required to obtain certain assurances from U.S. Offerees subscribing for Tokenized Participation Rights, disclose information pertaining to them to governmental, regulatory or other authorities or to financial intermediaries or engage in due diligence or take other related actions in the future. It is the Company's policy to comply with Requirements to which it is or may become subject and to interpret them broadly in favor of disclosure. Each U.S. Offeree by executing the Subscription Documents agrees, and by owning Tokenized Participation Rights is deemed to have agreed, to provide additional information or take such other actions as may be necessary or advisable for the Company (in the sole judgment of the Company) to comply with any Requirements, related legal process or appropriate requests (whether formal or informal) or otherwise. Each U.S. Offeree, by executing the Subscription Documents consents, and by owning Tokenized Participation Rights is deemed to have consented, to disclosure by the Company and its agents to relevant third parties of information pertaining to it in respect of Requirements or information requests related thereto.

V. UNITED STATES TAXATION OF THE COMPANY AND THE TOKENHOLDERS

Prospective investors are advised that: (i) any U.S. federal tax advice contained herein is not intended or written to be used, and cannot be used, by any taxpayer for the purpose of avoiding U.S. federal tax penalties that may be imposed on the taxpayer; (ii) any such advice is written to support the promotion or marketing of the transactions and matters described herein; and (iii) each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

The following is a summary of certain potential U.S. federal income tax consequences which may be relevant to U.S. Persons that are prospective Tokenholders. The discussion contained herein is not a full description of the complex tax rules involved and is based upon existing laws, judicial decisions and administrative regulations, rulings and practices, all of which are subject to change, retroactively as well as prospectively.

U.S. Tax Treatment of the Company. The Company will be treated as a foreign corporation for U.S. federal income tax purposes. The Company will be subject to U.S. withholding taxes on some of its income, such as interest and dividend income (including "dividend equivalent payments"), if such income items are considered to be from U.S. sources. Generally, capital gains, interest on U.S. bank deposits and portfolio interest (as defined in Section 871(h) of the Code), should not be subject to the U.S. withholding tax. The U.S. withholding tax is generally imposed at a rate of 30% and is subject to reduction under applicable tax treaties. If any of the Company's activities constitute a U.S. trade or business (other than trading in securities for its own account), the Company would be subject to U.S. corporate income and branch profits tax on the income and gain from those activities.

Even if the Company's securities trading activity does not constitute a U.S. trade or business, gains realized from the sale or disposition of stock or securities (other than debt instruments with no equity component) of "U.S. real property holding corporations" (as defined in Section 897 of the Code) ("**USRPHCs**"), including stock or securities of certain real estate investment trusts, will be generally subject to U.S. income tax on a net basis. However, a principal exception to this rule of taxation may apply in the case of a USRPHC if such USRPHC has a class of stock which is regularly traded on an established securities market and the Company generally did not own (and was not deemed to own under certain attribution rules) more than 5% of the value of such class of stock at any time during the five-year period ending on the date of the Company's sale or other disposition of such stock. Moreover, if the Company were deemed to be engaged in a U.S. trade or business as a result of owning a limited partnership interest in a U.S. business partnership or a similar ownership interest, the Company's share of income and gain realized from that investment would be subject to U.S. income and branch profits tax.

U.S. Tax Treatment of the Tokenized Participation Rights. Prospective investors are advised that there is uncertainty concerning the U.S. federal income taxation of an investment in the Tokenized Participation Rights. The Information Memorandum discloses that the Company has not examined the tax treatment of the purchase, holding and use of the Tokenized Participation Rights under the tax laws of the United States or other foreign countries. Tax counsel for the Company has advised the Company that the Tokenized Participation Rights are likely to be viewed by the IRS as an equity interest in the Company, but counsel has not rendered any tax opinions on such issue. The remainder of the U.S. tax disclosure below is based on the assumptions that the Tokenized Participation Rights are properly classified as a class of stock in the Company, and the Company is at all times classified as a foreign corporation for U. S. federal income tax purposes.

Prospective U.S. investors in the Tokenized Participation Rights should be aware that there are also uncertainties concerning the proper method for reporting the timing or amount of their taxable income realized from their ownership of Tokenized Participation Rights. It is not known whether the Company will calculate its earnings and profits in accordance with U.S. federal income tax rules. Therefore, it may not be known whether distributions made to the holders of the Tokenized Participation Rights are properly treated as dividends or return of capital distributions. U.S. investors should consult their own tax advisors concerning such issues.

U.S. Tax Treatment of the Tokenized Participation Rights. The Company is currently engaged in an active trade or business and derives gross income from its business activities. The Company also expects that the majority of its gross income will be derived from its active trade or business activities and that the majority of its assets will be held in connection with such trade or business. Accordingly, the Company expects that it will be classified as an operating company and not a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes. Prospective U.S. investors are advised that the PFIC classification rules are very technical and the classification of a foreign corporation, such as the Company, could vary from year to year. Since the Company does not expect to be classified as a PFIC, the Company has not committed to provide U.S. investors with the U.S. tax information which would be needed to make a "qualified electing fund" election ("**QEF**") with respect to the Tokenized Participation Rights.

Tax Treatment of U.S. Tax-Exempt Tokenholders. An investment in Tokenized Participation Rights of the Company will not generate unrelated trade or business income or income from debt-financed property for U.S. federal income tax purposes (collectively, "**UBTI**") for a U.S. Person that is a U.S. tax-exempt entity, provided that such U.S. tax-exempt entity does not incur "acquisition indebtedness" (as defined for U.S. federal income tax purposes) with respect to its investment in Tokenized Participation Rights.

Although the Company and its subsidiaries are engaged in business activity, the Company may be classified as a PFIC for U.S. federal income tax purposes at some point. U.S. tax-exempt entities, however, generally are not subject to the potentially adverse effects of the PFIC rules. A U.S. tax-exempt entity may not make a QEF election with respect to the Company unless the U.S. tax-exempt entity is taxable under the UBTI rules with respect to distributions made by the Company (which would occur only if the U.S. tax-exempt entity financed its investment in the Company's Tokenized Participation Rights with borrowings). The Company does not currently intend to provide the information that a U.S. tax-exempt entity or any other U.S. Person would need to make a QEF election.

Reporting Requirements for U.S. Persons. Any U.S. Person (within the meaning of the Code) owning 10% or more (taking certain attribution rules into account) of either the total combined voting power or total value of all classes of the shares of a non-U.S. corporation, such as the Company, will likely be required to file an information return with the IRS on Form 5471 or other applicable form containing certain disclosure concerning the filing shareholder, other U.S. shareholders and the non-U.S. corporation. Similar filings may be required when such U.S. Person subsequently reduces his percentage interest in the non-U.S. corporation. The Company has not committed to provide all of the information about the Company or its Tokenholders that may be needed to complete these returns. In addition, a U.S. Person (within the meaning of the Code) that transfers cash to a non-U.S. corporation, such as the Company, will likely be required to report the transfer to the IRS on Form 926 or other applicable form if (i) immediately after the transfer, such person holds (directly, indirectly or by attribution) at least 10% of the total voting power or total value of the stock of such corporation, or (ii) the amount of cash transferred by such person

(or any related person) to such corporation during the 12-month period ending on the date of the transfer exceeds $100,000.

PFIC Reporting. Each U.S. Person (within the meaning of the Code) that is a direct or indirect shareholder of a PFIC is required to file an annual information return containing such information as the IRS may require. As previously discussed, the Company will be classified as a PFIC. Tokenholders would also be indirect shareholders of stock in any PFICs owned by the Company, and would satisfy the applicable filing requirements by completing one or more copies of the applicable IRS form or forms and submitting such forms to the IRS with the Tokenholder's federal income tax return. Certain U.S. tax-exempt entities, including qualified retirement plans described in Section 401(a), organizations described in Sections 501(c) and 501(d) and individual retirement plans described in Section 7701(a)(37) of the Code, are exempt from such PFIC filing requirement unless they realize UBTI with respect to the PFIC investment.

Tax Shelter Reporting. Certain U.S. taxpayers may have to file Form 8886 (Reportable Transaction Disclosure Statement) with their U.S. tax return, and submit a copy of Form 8886 with the Office of Tax Shelter Analysis of the IRS if the Company engages in certain "reportable transactions" within the meaning of U.S. Treasury Regulations. Such a "reporting shareholder" may include a U.S. Person (within the meaning of the Code) that owns a 10% equity interest in the Company and has made a QEF election. Moreover, if a U.S. Person (within the meaning of the Code) recognizes a loss upon a disposition of Tokenized Participation Rights, such loss could also constitute a "reportable transaction" for such shareholder. A significant penalty is imposed on taxpayers who participated in a "reportable transaction" and fail to make the required disclosure. The penalty is generally $10,000 for natural persons and $50,000 for other persons (increased to $100,000 and $200,000, respectively, if the reportable transaction is a "listed" transaction).

Tokenholders that are U.S. Persons (within the meaning of the Code), including tax-exempt U.S. Persons, are urged to consult their own tax advisors concerning the application of these reporting obligations to their specific situations.

FATCA Withholding and Compliance. Under the provisions of the Code known as Foreign Account Tax Compliance Act ("**FATCA**"), the Company could be subject to U.S. withholding taxes at a 30% rate on payments of certain amounts made to the Company ("**withholdable payments**"), if it is deemed to be a "foreign financial entity", unless it complies with specified due diligence, reporting and withholding requirements set forth in the intergovernmental agreement between Germany and the United States relating to FATCA compliance. Withholdable payments generally will include interest (including original issue discount), dividends, rents, annuities, and other fixed and determinable annual or periodical gains, profits or income, if such payments are derived from U.S. sources.

To avoid this withholding tax, the Company may be required to register with the IRS and agree to identify and disclose identifying and financial information about each specified U.S. person (or foreign entity with substantial U.S. ownership) that invests in Token Participation Rights, and to withhold tax at a 30% rate on withholdable payments and related payments made to any investor that fails to furnish information requested by the Company to satisfy its obligations under the FATCA rules. Certain categories of investors, generally including, but not limited to, U.S. tax-exempt entities, publicly traded corporations, banks, regulated investment companies, real estate investment trusts, common trust funds, and state and federal governmental entities, will be exempt from such reporting. Tokenholders are encouraged to consult with their own tax advisors regarding the possible impact of the FATCA legislation on their investment in the Token Participation Rights.

Tokenholders will be required to furnish appropriate documentation certifying as to their U.S. or non-U.S. tax status, together with such additional tax information as the Company may from time to time request. Failure to provide such information may subject a Tokenholder to withholding taxes.

FOREIGN AND OTHER TAXES

The Company will invest in securities and other investments sourced in countries other than the United States, and the Company may be subject to income, withholding or other taxation in such other countries. No attempt is made in this Supplement to summarize the U.S. and non-U.S. tax consequences for every investor who might become a Tokenholder. Prospective investors should therefore consult their professional advisors on the possible tax consequences of subscribing for, acquiring, holding, transferring or redeeming Tokenized Participation Rights.

VI. ERISA CONSIDERATIONS

An investment of employee benefit plan assets in the Company may raise additional issues under ERISA and the U.S. Internal Revenue Code. Certain of these issues are described below.

GENERAL FIDUCIARY MATTERS

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan (as defined below) and prohibit certain transactions involving the assets of a Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises any discretionary authority or control over the administration of a Plan or the management or disposition of the assets of a Plan, or who renders investment advice for a fee or other compensation to a Plan, is generally considered to be a fiduciary of the Plan.

In considering an investment in the Company of a portion of the assets of any employee benefit plan (including a "Keogh" plan) subject to the fiduciary and prohibited transaction provisions of ERISA or the Code or similar provisions under applicable state law (collectively, a "**Plan**"), a fiduciary should determine, in light of the high risks and lack of liquidity inherent in an investment in the Company, whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA or similar law relating to a fiduciary's duties to the Plan. Furthermore, absent an exemption, the fiduciaries of a Plan should not purchase Tokenized Participation Rights with the assets of any Plan, if the Company or any affiliate thereof is a fiduciary or other "party in interest" or "disqualified person" (collectively, a "**party in interest**") with respect to the Plan.

PLAN ASSETS

Regulations promulgated under ERISA by the U.S. Department of Labor ("**Plan Asset Regulations**") generally provide that when a Plan subject to Title I of ERISA or Section 4975 of the Code acquires an equity interest in an entity that is neither a "publicly-offered security" nor a security issued by an investment company registered under the Investment Company Act of 1940, the Plan's assets include both the equity interest and an undivided interest in each of the underlying assets of the entity unless it is established either that equity participation in the entity by "benefit plan investors" is not "significant" or that the entity is an "operating company" (in each case, as defined in the Plan Asset Regulations). For purposes of the Plan Asset Regulations, equity participation in an entity by benefit plan investors will not be "significant" so long as they own, in the aggregate, less than 25%, directly or indirectly, of the value of each class of such entity's equity. For purposes of such calculation, equity interests owned by persons with discretionary authority or control over the assets of the entity or who provide investment advice for a fee (direct or indirect) with respect to such assets, and any affiliates thereof (other than a benefit plan investor), are disregarded. For purposes of this 25% test ("**Benefit Plan Investor Test**"), the term "benefit plan investors" includes employee benefit plans subject to the provisions of Title I of ERISA and plans subject to Section 4975 of the Code, including "Keogh" plans and IRAs. The following are not included in the definition of benefit plan investor: employee benefit plans maintained outside the U.S. by foreign companies that cover non-U.S. persons, governmental plans, and certain church plans. Thus, absent satisfaction of another exception under the Plan Asset Regulations, if 25% or more of the value of Tokenized Participation Rights of the Company were held by benefit plan investors, an undivided interest in each of the underlying assets of the Company would be deemed to be "plan assets" of any Plan subject to Title I of ERISA or Section 4975 of the Code that invested in the Company.

The Tokenized Participation Rights will be considered equity interests in the Company and not constitute

"publicly offered" securities at the time of this Offering. Although the Company will be engaged in business, it is not known whether the Company will qualify as an "operating company" under the Plan Asset Regulations. Consequently, the Company intends to use reasonable efforts either (i) to prohibit plans subject to Title I of ERISA or Section 4975 of the Code from investing in the Company or (ii) to provide that investment by "benefit plan investors" in the Company will not be "significant" for purposes of the Plan Asset Regulations by limiting the aggregate equity participation by benefit plan investors in the Company to less than 25% of the value of each class of Tokenized Participation Rights in the Company as described above. However, each Plan fiduciary should be aware that even if the Benefit Plan Investor Test were met at the time a Plan acquires Tokenized Participation Rights, the exemption could become unavailable at a later date as a result, for example, of subsequent transfers or redemptions of Tokenized Participation Rights in the Company.

Furthermore, there can be no assurance that notwithstanding the reasonable efforts of the Company, the Company will be able to avoid plan assets status under the Benefit Plan Investor Test, that the structure of particular investments of the Company will otherwise satisfy the Plan Asset Regulations or that the underlying assets of the Company will not otherwise be deemed to include ERISA plan assets.

PLAN ASSET CONSEQUENCES

If the assets of the Company were deemed to be "plan assets" under ERISA, (i) the prudence and other fiduciary responsibility standards of ERISA would extend to investments made by the Company and (ii) certain transactions in which the Company might seek to engage could constitute "prohibited transactions" under ERISA and the Code. If a prohibited transaction occurs for which no exemption is available, the Company and any other fiduciary that has engaged in the prohibited transaction could be required (x) to restore to the Plan any profit realized on the transaction and (y) to reimburse the Plan for any losses suffered by the Plan as a result of the investment. In addition, each party in interest involved could be subject to an excise tax equal to 15% of the amount involved in the prohibited transaction for each year the transaction continues and, unless the transaction is corrected within statutorily required periods, to an additional tax of 100%. Plan fiduciaries that decide to invest in the Company could, under certain circumstances, be liable for prohibited transactions or other violations as a result of their investment in the Company or as co-fiduciaries for actions taken by or on behalf of the Company. With respect to an individual retirement account ("**IRA**") that invests in the Company, the occurrence of a prohibited transaction involving the individual who established the IRA, or his or her beneficiaries, could cause the IRA to lose its tax-exempt status.

The Company will have the power to take certain actions to avoid having the assets of the Company characterized as plan assets including, without limitation, the right to refuse a subscription by benefit plan investors, or a transfer of its securities to such a benefit plan investor. While the Company does not expect that it will need to exercise such power, it cannot give any assurance that such power will not be exercised.

Each Plan fiduciary should consult its own legal advisors concerning the considerations discussed above before making an investment in the Company.

VII. LEGAL COUNSEL

Sadis & Goldberg LLP acts as special U.S. legal counsel to the Company in connection with the Offering and other ongoing matters. Sadis & Goldberg LLP has not been retained to conduct any due diligence on the Company, its management or any of the information in the Information Memorandum or this Supplement. Sadis & Goldberg LLP does not represent the Tokenholders, and each Tokenholder is urged to consult with its own counsel.

There may exist other matters that could have a bearing on the Company as to which Sadis & Goldberg LLP has not been consulted. In addition, Sadis & Goldberg LLP does not undertake to monitor compliance by the Company and its affiliates with the business strategy, valuation procedures and other guidelines set forth in the Information Memorandum, nor does Sadis & Goldberg LLP monitor ongoing compliance with applicable laws. In connection with the preparation of this Supplement, Sadis & Goldberg's responsibility

is limited to matters of U.S. securities and federal tax law and it does not accept responsibility in relation to any other matters referred to or disclosed in the Information Memorandum or this Supplement. In the course of advising the Company, there are times when the interests of Tokenholders may differ from those of the Company. Sadis & Goldberg LLP does not represent the Tokenholders' interests in resolving these issues. In reviewing this Supplement, Sadis & Goldberg LLP has relied upon information furnished to it by the Company and its respective affiliates and is not obligated to investigate or verify the accuracy and completeness of information set forth herein concerning the Company.

Furthermore, if a conflict of interest or dispute arises between the principals and the management of the Company (and/or their affiliates), on the one hand, and any Company Tokenholder, on the other hand, by investing in the Company, the Tokenholders acknowledge that Sadis & Goldberg LLP may act as counsel to such afore-mentioned persons and not counsel to the Company Tokenholders, notwithstanding the fact that, in certain cases, the fees paid to Sadis & Goldberg LLP are paid through or by the Company.

VIII. DEFINITIONS

The term "**U.S. Person**" means:

(1) (A) with respect to individuals, any U.S. citizen (and certain former U.S. citizens) or "resident alien" within the meaning of U.S. income tax laws as in effect from time to time. Currently, the term "resident alien" is defined under U.S. income tax laws to generally include any individual who: (i) holds a U.S. Permanent Resident Card (a "green card") issued by the U.S. Citizenship and Immigration Services, or (ii) meets a "substantial presence" test. The "substantial presence" test is generally met with respect to any current calendar year if: (i) the individual was present in the U.S. on at least 31 days during such year, and (ii) the sum of the number of days on which such individual was present in the U.S. during the current year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days; and

(B) with respect to persons other than individuals, (i) a corporation or partnership created or organized in the United States or under the laws of the United States or any state or (ii) a trust or estate which is subject to U.S. tax on its worldwide income from all sources;

(2) a "U.S. person" as defined by Rule 902 of Regulation S under the Securities Act; or

(3) a "United States person" as defined under Section 7701(a)(30) of Code.

A U.S. Person shall not include any "Non United States person" as used in Rule 4.7 promulgated under the Commodity Exchange Act ("**CEA**").

IX. General

Please contact the Company with any questions.

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