

DISCLAIMER

Sharizeh.com (the "Platform") is a private, members-only technology (SaaS) platform designed to allow qualified and accredited investors to connect with non-public companies in a secure, non-public environment exclusively for private placements and direct investments. The Platform operates as a neutral infrastructure provider and does not engage in active intermediation, matchmaking, advisory services, or the issuance of recommendations. It is neither a broker, dealer, alternative trading system (ATS), nor a multilateral trading facility (MTF). The Platform does not buy or sell securities, hold or manage client funds, act as a money transmitter, or serve as an investment advisor.

The Platform allows for direct contractual agreements between qualified investors and non-public companies for direct investments, including equity investments and bullet loans, without acting as a contractual party to these transactions. All payments are processed securely through Stripe, a third-party payment processor, and the Platform does not hold or manage any client funds. The Platform conducts thorough due diligence, including Know Your Customer (KYC), Know Your Business (KYB), Anti-Money Laundering (AML), and Politically Exposed Persons (PEP) checks, to ensure only verified, qualified investors and companies participate. Despite these measures, the Platform is not immune to fraud, and users must exercise caution and conduct their own due diligence.

The integrated secondary trading platform operates as a passive private placement bulletin board, offered as a complimentary service to provide additional value to users. No commissions or transaction-based fees are charged for secondary market trades, such as the sale of previously acquired shares after a one-year holding period. The Platform charges success-based fees solely for the use of its infrastructure, not for facilitating transactions. These fees support the provision of advanced Software-as-a-Service (SaaS) solutions, creating a digital meeting point for qualified investors and entrepreneurs.

ELIGIBILITY The Platform is exclusively available to qualified and accredited investors, as defined internationally, exemplarily including:

- Professional Investors, High Net Worth Individuals (HNWI), or Institutional Investors under MiFID II (Directive 2014/65/EU) in the EU;
- Accredited Investors under Rule 501 of Regulation D of the U.S. Securities and Exchange Commission (SEC);
- Eligible investors under FIDLEG in Switzerland, and equivalent definitions in other jurisdictions. Companies must be non-public and comply with all applicable laws, including those governing private placements.

COMPANY OBLIGATIONS Companies are solely responsible for determining whether their offerings are subject to prospectus requirements and must ensure compliance with all relevant securities laws. Companies may not publicly advertise their loan or equity offerings outside the private, closed Platform, as such actions may cause the offering to be classified as a public offering, potentially triggering prospectus obligations. To prevent fraud, companies are strictly prohibited from offering, worldwide, more than 100% of their total available shares, interests, or stakes at any time. All valuations, figures, and forward-looking statements must refer to 100% of the company or project and be based on materially accurate information. Companies must accurately and transparently represent their ownership structure at all times, including any issuance of new shares or interests, which must be promptly communicated to all relevant parties (e.g., existing or interested investors need to be informed and the project needs to be updated) to ensure the total ownership remains capped at 100%. Any dilution resulting from new issuances must be disclosed to avoid misrepresentation. Companies must pursue loan or equity offerings exclusively through the Platform. If alternative financing solutions (e.g., bank credit lines) are secured outside the Platform, companies must immediately update or revise the information presented on the platform and inform interested or involved investors, immediately. Companies are obligated to keep all presented data current and materially accurate to enable investors to make informed decisions based on reliable information. Natural and legal persons will be held fully liable for any violations identified, including fraudulent overselling of ownership. Failure to comply may result in legal consequences and the removal from the Platform.

INVESTOR AND COMPANY RESPONSIBILITIES Neither the Platform nor its services constitute advice or a recommendation to purchase any investment product or service. The Platform does not constitute an offer to sell or buy any securities. Investors and companies are solely responsible for their investment decisions, tax obligations, and compliance with applicable laws. The Platform assumes no liability for decisions made by qualified investors, forward-looking statements provided by project owners, or automatic and neutral calculations derived from company data. It is in the interest of qualified investors to conduct their own due diligence and consult professional legal, financial, and tax advisors to thoroughly assess specific projects before making investment decisions. Natural and legal persons will be held fully liable for any violations identified.

RISKS OF DIRECT INVESTMENTS Private placements and direct investments, including funding non-public companies or projects, involve significant risks, including the potential for complete loss of invested funds. The Platform does not guarantee the performance, success, or accuracy of any investment or project. Forward-looking statements, whether provided by companies or derived from their data, are inherently uncertain and subject to change. The Platform is not liable for any losses, damages, or liabilities arising from the use of its services or reliance on such statements. Investors acknowledge that the Platform is not immune to fraud and must take independent steps to verify the integrity of investment opportunities.

STANDARD CONTRACTS AND TRANSACTIONS The Platform provides standard contracts for review by investors and companies. If these contracts do not meet the needs of the parties, it is their responsibility to decide whether to use the Platform. Investors and companies who are users of the platform are prohibited from soliciting each other to conduct transactions outside the Platform, as they have already utilized the Platform's advanced SaaS infrastructure at the time of communication. The Platform is not liable for any breaches of contract, misrepresentations, or fraudulent activities by investors or companies.

SECONDARY MARKET The secondary market operates as a passive bulletin board for qualified investors to trade previously acquired shares. The Platform does not charge commissions for these transactions, reinforcing its role as a neutral technology provider. All secondary market participants must be verified, qualified investors, and trades are subject to the Platform's due diligence and compliance processes.

LIMITATION OF LIABILITY The Platform provides a neutral and objective infrastructure and assumes no liability for the accuracy, completeness, timeliness, or availability of information provided by companies or investors, their compliance with securities laws, or the outcomes of any transactions. The Platform is not responsible for any losses, damages, or liabilities arising from investment decisions, fraudulent activities by third parties, or reliance on forward-looking statements. Users acknowledge the high-risk nature of direct investments and the potential for total loss of capital. We also offer a Risk Disclosure document (<https://www.sharizeh.com/risk.pdf>) that we urge you to study before making an investment decision.

By using Sharizeh.com, you agree to comply with these terms and acknowledge the Platform's role as a (SaaS) technology provider, not a financial intermediary. For further information, contact legal@sharizeh.com.