

<b>Provision</b>	<b>Section in Agreement</b>	<b>Summary</b>
v. Choice of forum	Section 18.4 of Franchise Agreement	Litigation must be in the state in which our principal place of business is located at the time that the litigation is commenced (subject to state law).
w. Choice of law	Section 18.3 of Franchise Agreement	Michigan law applies (subject to state law).

**APPLICABLE STATE LAW MAY REQUIRE ADDITIONAL DISCLOSURES RELATED TO THE INFORMATION IN THIS FRANCHISE DISCLOSURE DOCUMENT. THESE ADDITIONAL DISCLOSURES, IF ANY, APPEAR IN EXHIBIT K TO THIS FRANCHISE DISCLOSURE DOCUMENT.**

**TERMINATION OF THE FRANCHISE AGREEMENT ON BANKRUPTCY OR INSOLVENCY MAY NOT BE ENFORCEABLE UNDER FEDERAL BANKRUPTCY LAW (11 U.S.C. § 101 ET SEQ.).**

### **ITEM 18—PUBLIC FIGURES**

We do not use any public figure to promote our franchise.

### **ITEM 19—FINANCIAL PERFORMANCE REPRESENTATIONS**

The FTC’s Franchise Rule permits a franchisor to provide information about the actual or potential financial performance of its franchised and/or franchisor-owned outlets, if there is a reasonable basis for the information, and if the information is included in the disclosure document. Financial performance information that differs from that included in Item 19 may be given only if: (1) a franchisor provides the actual records of an existing outlet you are considering buying; or (2) a franchisor supplements the information provided in this Item 19, for example, by providing information about possible performance at a particular location or under particular circumstances.

The information provided in the tables below is a historical financial performance representation about 3 existing outlets and is not a forecast of the prospective franchisee’s future financial performance.

As of December 31, 2024, there were 9 VARA Juice® Restaurant franchise outlets and 3 VARA Juice® Restaurant outlets operated by our affiliates in operation. Out of those 12 outlets, each of the 3 Restaurants operated by our affiliates and 3 of the franchise Restaurants were open the entire calendar year 2024. The information in the tables below is a presentation of the historical performance of the 6 Restaurants that were in operation for the full calendar year 2024. The table titled “Affiliate Restaurants” represents the historical financial performance of the Restaurants operated by our affiliates in the calendar year 2024. The table titled “Franchise Restaurants” represents the historical financial performance of the Restaurants operated by the franchise outlets in the calendar year 2024 that were open the entire calendar year. Only certain categories of expenses are shown in the table. You will have additional expenses that are not listed in the table, including rent.

**Affiliate Restaurants**  
**January 1, 2024 to December 31, 2024**

	<b>Restaurant 1</b>	<b>Restaurant 2</b>	<b>Restaurant 3</b>
<b>Gross Sales (Note 3)</b>	\$517,235	\$574,019	\$1,241,206
<b>Food Costs (Note 4)</b>	\$206,778	\$216,999	\$461,658
% of Gross Sales	40%	38%	37%
<b>Labor Costs (Note 5)</b>	\$144,273	\$175,033	\$324,500
% of Gross Sales	28%	31%	26%
<b>Royalty (Note 2)</b>	\$25,862	\$28,701	\$62,060
% of Gross Sales	5%	5%	5%
<b>Brand Development Fund (Note 2)</b>	\$10,345	\$11,480	\$24,824
% of Gross Sales	2%	2%	2%
<b>Gross Profit</b>	\$129,978	\$141,805	\$368,163
% of Gross Sales	25%	25%	30%

**Franchise Restaurants**  
**January 1, 2024 to December 31, 2024**

	<b>Restaurant 1</b>	<b>Restaurant 2</b>	<b>Restaurant 3 (Note 6)</b>
<b>Gross Sales (Note 3)</b>	\$547,507	\$534,128	\$467,082
<b>Food Costs (Note 4)</b>	\$194,230	\$168,459	\$222,958
% of Gross Sales	36%	32%	48%
<b>Labor Costs (Note 5)</b>	\$145,120	\$161,676	\$28,546
% of Gross Sales	27%	30%	6%
<b>Royalty (Note 2)</b>	\$27,375	\$26,706	\$23,354
% of Gross Sales	5%	5%	5%
<b>Brand Development Fund (Note 2)</b>	\$10,950	\$10,683	\$9,342
% of Gross Sales	2%	2%	2%
<b>Gross Profit</b>	\$169,831	\$166,604	\$182,883
% of Gross Sales	31%	31%	39%

## Notes to Tables

1. The figures for the Restaurants represented in the table titled “Affiliate Restaurants” were prepared by management of the affiliated entities and were not audited. The figures for the Restaurants represented in the table titled “Franchise Restaurants” were prepared by the franchisees that own and operate the represented franchise Restaurants and were not audited.
2. We have added to the above tables Royalty (5% of Gross Sales) and Brand Development Fund fees (2% of Gross Sales) to illustrate such costs. Except as otherwise disclosed in these notes and the above table, we do not believe there are any material financial and operational characteristics of the affiliate-owned outlets that are reasonably anticipated to differ materially from future operational franchise outlets.
3. Gross Sales in the above tables includes all retail revenue of the Restaurants but does not include sales taxes collected and paid to the tax authorities. The Gross Sales amounts for the Restaurant included in Table 1 do not include any non-retail revenue (e.g. wholesale or commissary revenue).
4. Food Costs in the above tables includes the costs of acquiring perishable and non-perishable inventory ingredients for Approved Products and costs related to preparing all of the Approved Products in the VARA Juice® System.
5. Labor Costs includes all wages and salaries paid to hourly and management employees, as well as related payroll expenses and payroll taxes.
6. “Restaurant 3” represented in the “Franchise Restaurants” table experienced higher Food Costs relative to the other franchise and affiliate-owned Restaurants represented in the above tables due to electing to purchase all-kosher ingredients for the Approved Products, which are more expensive on average than non-kosher ingredients. We provided prior approval of the franchisee utilizing a certified kosher supplier for said ingredients and of the particular supplier. We reserve the right to withhold approval for similar requests in the future. In addition, “Restaurant 3” represented in the “Franchise Restaurants” table experienced lower Labor Costs relative to the other franchise and affiliate-owned Restaurants represented in the above tables due to the franchise owner personally working in the Restaurant, which reduced the franchisee’s need to hire outside employees to less than what would typically be expected or required to operate the business.
7. The sales and expense information in the above tables do not reflect the actual potential net income of a VARA Juice® Restaurant. There are a number of fixed and variable costs associated with the development and operation of a VARA Juice® Restaurant that are not reflected in the above tables and that vary among individual VARA Juice™ Restaurants. These expenses include but are not limited to the following: rent; costs described in Items 6 and 7 of this Franchise Disclosure Document; other occupancy costs; other taxes; other insurance; advertising expenses; interest or finance charges if you finance some or all of the cost of the franchise; depreciation on property and equipment; legal and accounting fees; other general administrative expenses; any pre-opening or amortization of organization costs; costs associated with regulatory compliance; and management costs. We strongly encourage you to consult with your financial advisors in reviewing the information in this Item 19, in particular, in estimating the categories and amount of expenses you will incur in establishing and operating a VARA Juice® Restaurant.

**Some outlets have sold this amount. Your individual results may differ. There is no assurance that you will sell as much.**

Written substantiation for the financial performance representation will be made available to the prospective franchisee on reasonable request.

Financial Information for Specific Operating Units

We may give a prospective franchisee who is seeking to buy a specific operating unit, whether owned by us, an affiliate or another franchisee, actual operating results of that unit.

We recommend that you make your own independent investigation to determine whether or not the franchise may be profitable to you. We suggest strongly that you consult your financial advisor or personal accountant concerning financial projections and federal, state and local income taxes and any other applicable taxes that you may incur in operating a VARA Juice® Restaurant.

Other than the preceding financial performance representation, we do not make any financial performance representations. We also do not authorize our employees or representatives to make any such representations either orally or in writing. If you are purchasing an existing outlet, however, we may provide you with the actual records of that outlet. If you receive any other financial performance information or projections of your future income, you should report it to the franchisor’s management by contacting Ali Albadani at 3231 S. Gulley Road, Suite C, Dearborn, Michigan 48124 or 313-908-0002, the Federal Trade Commission, and the appropriate state regulatory agencies.

**ITEM 20—OUTLETS AND FRANCHISEE INFORMATION**

**Table No. 1**

**Systemwide Outlet Summary For Years 2022 to 2024**

<b>Outlet Type</b>	<b>Year</b>	<b>Outlets at the Start of the Year</b>	<b>Outlets at the End of the Year</b>	<b>Net Change</b>
Franchised	2022	0	0	0
	2023	0	4	+4
	2024	4	9	+5
Company-Owned	2022	4	4	0
	2023	4	3	-1
	2024	3	4	0
<b>Total Outlets</b>	<b>2022</b>	<b>4</b>	<b>4</b>	<b>0</b>
	<b>2023</b>	<b>4</b>	<b>7</b>	<b>+3</b>
	<b>2024</b>	<b>7</b>	<b>12</b>	<b>+5</b>