

Provision	Section in Area Development Agreement	Summary
t. Integration/merger clause	Section 8(m)	Only the terms of the Area Development Agreement and other written agreements are binding (subject to state law). Any representation or promises made outside of this Disclosure Document and Area Development Agreement may not be enforceable. Notwithstanding the foregoing, nothing in any agreement is intended to disclaim the express representations made in this Disclosure Document, its exhibits, and amendments.
u. Dispute resolution by arbitration or mediation	Section 8(d)	Except for certain disputes, all disputes must be first mediated, and if not settled by mediation, are then subject to arbitration.
v. Choice of forum	Section 8(d)	Subject to state law, forum will be in Minnesota.
w. Choice of law	Section 8(c)	Subject to state law, Minnesota law applies.

**ITEM 18.
PUBLIC FIGURES**

We currently do not use any public figure to promote the sale of franchises.

**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.

General Notes Regarding Outlets Represented

Company-Owned Clinics

In August 2025, all 23 Ellie Mental Health clinics owned by our affiliate, EFS, were sold and rebranded. Therefore, as of the issuance date of this Disclosure Document these clinics are no longer company-owned clinics or part of the Ellie Mental Health system and therefore are not included in this Item 19.

Franchised Clinics

As of December 31, 2025, there were 249 franchised Ellie Mental Health clinics (which does not include the 34 clinics that were terminated or permanently closed in 2025). None of these 34 clinics closed after being open for less than 12 months. We have excluded the results of 43 franchised Ellie Mental Health

clinics that opened in 2025 and therefore were not open for the entire 12-month period ended December 31, 2025. We have excluded the results of 18 franchised Ellie Mental Health clinics that failed to provide complete performance data for 2025. The information in the charts below is taken from the remaining 188 franchised Ellie Mental Health clinics that were open and operating for the entire 12-month period ended December 31, 2025 ("Franchised Clinics"). The earliest of these Franchised Clinics opened in 2022 and the most recent of these Franchised Clinics opened in 2024. As disclosed below, these Franchised Clinics are separated into the following subsets: 20 Franchised Clinics that opened in 2022 ("2022 Clinics") (excluded from the 2022 Clinics are 7 clinics that opened in 2022 that closed in 2025); 107 Franchised Clinics that opened in 2023 ("2023 Clinics") (excluded from the 2023 Clinics are 11 clinics that opened in 2023 that closed in 2025); and 61 Franchised Clinics that opened in 2024 ("2024 Clinics") (excluded from the 2024 Clinics are 7 clinics that opened in 2024 that closed in 2025).

General Notes Regarding Statements Provided

Included below are historical statements of the monthly patient acquisitions, monthly patient appointments, and monthly Collected Revenue (as defined below) including reimbursement rates.

Statement of Patient Acquisition

A "new patient" is a person who has never been seen at an Ellie Mental Health clinic and does not have a patient profile in the EHR System. Included below is historical information on the 2025 total number of new patients for all 2022 Clinics, 2023 Clinics, and 2024 Clinics, and the 2025 number of new patients per 2022 Clinic, 2023 Clinic, and 2024 Clinic (based on each unique patient's first clinic visit):

2025	Total (Note 1)	New Patients per Clinic				Met or Exceeded Average	
		Lowest	Median	Highest	Average (Note 2)	Number	Percentage
Franchised Clinics	75,212	41	340	1,128	400	75	40%
2024 Clinics	22,905	41	330	1,000	375	28	46%
2023 Clinics	42,079	55	354	1,116	413	42	41%
2022 Clinics	10,228	167	335	1,128	409	9	36%

Notes

Note 1. The "Total" reflects the sum of all new patients at all Franchised Clinics represented.

Note 2. The "Average" was calculated by determining the total amount of new patients at all Franchised Clinics represented and dividing that amount by the number of Franchised Clinics in the data set.

Statement of Patient Appointments

Included below is historical information on the 2025 total number of patient appointments scheduled for all 2022 Clinics, 2023 Clinics, and 2024 Clinics, and the 2025 total number of patient appointments scheduled per 2022 Clinic, 2023 Clinic, and 2024 Clinic (including any appointment that was scheduled and including no-shows and cancellations, which may not generate any revenues for the Franchised Clinic unless charged by the Franchised Clinic on a case-by-case basis):

2025	Total (Note 1)	Patient Appointments per Clinic				Met or Exceeded Average	
		Lowest	Median	Highest	Average (Note 2)	Number	Percentage
Franchised Clinics	1,340,323	599	6,650	21,134	7,129	87	46%
2024 Clinics	352,148	856	5,132	13,454	5,773	26	43%
2023 Clinics	795,775	599	7,229	21,134	7,802	42	41%
2022 Clinics	192,400	2,305	7,855	15,309	7,696	13	52%

Notes

Note 1. The “Total” reflects the sum of all patient appointments scheduled at all Franchised Clinics presented.

Note 2. The “Average” was calculated by determining the total amount of patient appointments at all Franchised Clinics presented and dividing that amount by the number of Franchised Clinics in the data set.

General Notes Regarding Collected Revenue

Included below is historical information on Collected Revenues received in 2025 by the Franchised Clinics.

These Franchised Clinics offer counseling and therapy programs and services. The actual services that you will offer may vary depending on your state licensure. Services are typically performed prior to the month presented. The term “Collected Revenue”, as used in this Item 19, means the total amount received from all counseling and therapy services taking place by or through the clinic. This term is consistent with the definition of Collected Revenues used in the Franchise Agreement. These figures exclude from Collected Revenue those revenues from the excluded services disclosed above and sales tax, discounts, allowances, refunds, and any revenue from non-therapy products and services such as dividends and interest and sublease rent income.

Statement of Collected Revenues

2025	Collected Revenue per Clinic				Met or Exceeded Average	
	Lowest	Median	Highest	Average	Number	Percentage
Franchised Clinics	\$46,248	\$765,302	\$2,880,557	\$818,077	85	45%
2024 Clinics	\$99,879	\$624,765	\$1,724,985	\$661,706	23	38%
2023 Clinics	\$46,248	\$859,932	\$2,880,557	\$901,046	42	41%
2022 Clinics	\$232,951	\$810,416	\$1,752,101	\$861,107	12	48%

Notes

Note 1. The “Average” was calculated by determining the total amount of Collected Revenues at all Franchised Clinics presented and dividing that amount by the number of Franchised Clinics in the data set.

Statement of Collected Revenues per Session by State

Reimbursement rates offered by insurance providers vary based on a variety of factors including the insurance provider, service offered and the applicable Current Procedural Terminology (CPT) code, licensure of the Licensed Provider, and location (including city and state). Collected Revenue per session therefore also varies by state. Included below is historical information on the average Collected Revenue per session by state obtained by the Franchised Clinics in 2025, calculated by dividing the Collected Revenue by the number of sessions submitted to generate that Collected Revenue from all clinics in that data set:

State (Note 1)	Average (Note 2)
Alabama	\$101.23
California	\$104.90
Colorado	\$104.07
Connecticut	\$103.58
Florida	\$108.64
Georgia	\$96.24
Idaho	\$128.58
Illinois	\$125.77
Indiana	\$101.66
Kansas	\$102.85
Kentucky	\$80.64
Louisiana	\$92.06
Maine	\$93.78
Maryland	\$107.57
Massachusetts	\$126.28
Michigan	\$109.10
Mississippi	\$111.47
Missouri	\$101.86

State (Note 1)	Average (Note 2)
Nebraska	\$152.07
New Hampshire	\$108.22
New Jersey	\$114.42
New Mexico	\$156.68
New York	\$102.48
North Carolina	\$105.94
Ohio	\$91.69
Oklahoma	\$104.84
Pennsylvania	\$103.61
South Carolina	\$97.69
Tennessee	\$110.47
Texas	\$94.97
Utah	\$80.42
Virginia	\$110.34
Washington	\$115.96
West Virginia	\$124.76
Wisconsin	\$105.59
Wyoming	\$113.59

Notes

Note 1. The states listed only include states where a Franchised Clinic was operating during the relevant time period.

Note 2. The figures listed in this chart are rounded to the nearest cent.

General Notes to Item 19 Information

All figures and amounts are rounded to the nearest percent or whole number or dollar unless otherwise noted.

Several factors may affect the results disclosed above, including how long the clinic has been open, the number of Licensed Providers at the clinic and the ability of these Licensed Providers to accept additional patients (workload), the services offered by the Licensed Providers, credentialing of these Licensed Providers and their ability to accept insurance, and the market size and population of the surrounding area. Further, reimbursement rates offered by insurance providers vary based on a variety of factors including the insurance provider, service offered and the applicable Current Procedural Terminology (CPT) code, licensure of the Licensed Provider, and location (including city and state).

As a reminder, the Collected Revenue amounts do not reflect the cost of sales, operating expenses, or other costs or expenses, that must be deducted from the Collected Revenue figures to calculate net income or profit. You should conduct an independent investigation of the costs and expenses you will incur in operating your Ellie Mental Health Franchised Business.

We have provided this information based on unaudited information provided to us by our affiliate and franchisees. Written substantiation for the financial performance representations made in this Item 19 will be made available to you upon reasonable request.

Some outlets have earned these amounts. Your individual results may differ. There is no assurance you'll earn as much.

Other than as set forth above, we do not make any representations about a franchisee's future financial performance or the past financial performance of company-owned or franchised Ellie Mental Health businesses. 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 Ellie Mental Health business, however, we may provide you with the actual records of that business. 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 Stefanie Nelson (Vice President of Franchise Development) at 1345 Mendota Heights Road, Suite 800, Mendota Heights, Minnesota 55120 and 503-915-8686, the Federal Trade Commission, and the appropriate state regulatory agencies.

ITEM 20. OUTLETS AND FRANCHISEE INFORMATION

**Table No. 1
Systemwide Outlet Summary
For Years 2023 to 2025 (Note 1)**

Outlet Type	Year	Outlets at the Start of the Year	Outlets at the End of the Year	Net Change
Franchised	2023	36	183	+147
	2024	183	240	+57
	2025	240	249	+9