

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion is a general summary of the material U.S. federal income tax consequences to U.S. Holders and Non-U.S. Holders (each as defined below) of a buy-back of the treasury shares (the “**SBB**”) announced on 14 March 2024 by HUUUGE, Inc. with its registered seat in Dover, 850 New Burton Road, Suite 201, Dover, DE 19904, United States of America, a company organised and existing under the laws of the State of Delaware, registered in the Delaware Division of Corporations, under file No. 5691030 (the “**Company**”) by way of an exchange of Shares for cash pursuant to the Invitation to Submit Share Sale Offers (the “**Invitation**”). Any terms not otherwise defined in this Appendix 2 shall have a meaning ascribed to them in the Invitation.

This summary is based on the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), the applicable Treasury Regulations promulgated thereunder, judicial decisions and published rulings and administrative pronouncements of the U.S. Internal Revenue Service (“**IRS**”), in each case in effect as of the date hereof and which are subject to change, possibly with retroactive effect, and any such change or differing interpretation could affect the accuracy of the statements contained in this discussion. The Company has not sought, and will not seek, any rulings from the IRS regarding the matters discussed below. There can be no assurance the IRS or a court will not take a position contrary to any of the tax considerations described below.

This discussion is limited to Shareholders that hold their Shares as a “capital asset” within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a Shareholder’s particular circumstances, including the impact of the Medicare contribution tax on net investment income. In addition, it does not address consequences relevant to Shareholders subject to special rules, including, without limitation:

- U.S. expatriates and former citizens or long-term residents of the United States;
- persons subject to the alternative minimum tax;
- persons holding Shares as part of a hedge, straddle, or other risk reduction strategy or as part of a conversion transaction or other integrated investment;
- persons subject to special tax accounting rules as a result of any item of gross income with respect to the Shares being taken into account in an applicable financial statement;
- banks, insurance companies and other financial institutions;
- brokers, dealers, or traders in securities;
- “controlled foreign corporations,” “passive foreign investment companies,” and corporations that accumulate earnings to avoid U.S. federal income tax;
- partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- tax-exempt organizations or governmental organizations;
- persons deemed to sell their Shares under the constructive sale provisions of the Code;
- persons that hold or acquired Shares pursuant to the exercise of any employee stock option or otherwise as compensation or through any tax-qualified retirement plan;
- U.S. Holders (as defined below) that have a functional currency other than the U.S. dollar;
- persons that own, or are deemed to own, at any time during the five-year period ending on the date of the SBB more than 5% of the Company's common stock;
- tax-qualified retirement plans;

- “U.S. Holders” (as defined below) who are residents of a jurisdiction other than the United States for tax purposes or who have a permanent establishment outside the United States; and
- “qualified foreign pension funds” as defined in Section 897(1)(2) of the Code and entities all of the interests of which are held by qualified foreign pension funds.

For purposes of this discussion, a “**U.S. Holder**” is a beneficial owner of Shares that, for U.S. federal income tax purposes, is:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if such trust validly elects to be treated as a U.S. person for U.S. federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over its administration and (2) one or more U.S. persons have the authority to control all of the substantial decisions of such trust.

For purposes of this discussion, a “**Non-U.S. Holder**” is a beneficial owner of Shares that is an individual, corporation, estate or trust, which (in each case) is not a U.S. Holder.

The U.S. federal income tax treatment of a person that is treated as a partner of an entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds Shares generally will depend on the status of the person and the activities of the entity or arrangement. Such persons should consult their own tax advisors.

THE FOLLOWING IS FOR INFORMATIONAL PURPOSES ONLY. EACH SHAREHOLDER SHOULD CONSULT ITS TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH SHAREHOLDER OF AN EXCHANGE OF ITS SHARES PURSUANT TO THE INVITATION, INCLUDING THE EFFECTS OF U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. TAX LAWS AND TREATIES.

U.S. Holders

Characterization of the Exchange of Shares pursuant to the Invitation

The exchange of Shares by a U.S. Holder for cash pursuant to the Invitation will be a taxable transaction for U.S. federal income tax purposes. The exchange of Shares pursuant to the Invitation will, depending on each exchanging Shareholder’s particular circumstances, be treated for U.S. federal income tax purposes as either a sale or exchange of Shares or as a distribution from the Company with respect to the Company’s Shares.

Under section 302 of the Code, a U.S. Holder will recognize gain or loss on an exchange of Shares pursuant to the Invitation if the exchange (i) results in a “complete redemption” of all such U.S. Holder’s equity interest in the Company, (ii) results in a “substantially disproportionate” redemption with respect to such U.S. Holder, or (iii) is “not essentially equivalent to a dividend” with respect to the U.S. Holder (together, as described below, the “**Section 302 Tests**”). In applying the Section 302 Tests, a U.S. Holder must take account of stock that such U.S. Holder constructively owns under attribution rules set forth in Section 318(a) of the Code, pursuant to which the U.S. Holder will be treated as owning Shares owned by certain family members (except that in the case of a “complete redemption” a U.S. Holder may waive, under certain circumstances, attribution from family members) and related entities and the Company’s stock that the U.S. Holder has the right to acquire by exercise of an option.

An exchange of Shares pursuant to the Invitation will be a “complete redemption” of a U.S. Holder’s equity interest in the Company if the U.S. Holder owns none of the Company’s Shares either actually or constructively (taking into account any effective waivers of attribution from family members) immediately after the sale. An exchange of Shares pursuant to the Invitation will be a substantially disproportionate redemption with respect to a U.S. Holder if the percentage of the then outstanding voting stock owned by such U.S. Holder in the Company immediately after the exchange is less than 80% of the percentage of the voting stock owned by such U.S. Holder in the Company

immediately before the exchange. If an exchange of Shares pursuant to the Invitation fails to satisfy either the “complete redemption” or “substantially disproportionate” test, the U.S. Holder nonetheless may satisfy the “not essentially equivalent to a dividend” test. An exchange of Shares for cash will satisfy the “not essentially equivalent to a dividend” test if it results in a “meaningful reduction” of the U.S. Holder’s equity interest in the Company. Whether the exchange of Shares pursuant to the Invitation will result in a “meaningful reduction” in a U.S. Holder’s proportionate interest in the Company will depend on the U.S. Holder’s particular facts and circumstances. The IRS has indicated in a published ruling that even a small reduction in the proportionate interest of a small minority stockholder in a publicly held corporation who exercises no control over corporate affairs may constitute such a “meaningful reduction”. U.S. Holders should consult with their tax advisors regarding the application of the rules of section 302 in their particular circumstances.

Contemporaneous dispositions or acquisitions of Shares by a U.S. Holder or related individuals or entities may be deemed to be part of a single integrated transaction and may be taken into account in determining whether the Section 302 Tests have been satisfied and whether gain or loss may be recognized. We cannot predict whether or the extent to which the Sale Offers submitted pursuant to the Invitation will be settled if the total amount of Sale Offers exceeds the amount allocated by the Company for the SBB. If the amount of Sale Offers exceeds the maximum amount allocated to the SBB program, proration pursuant to the Invitation will cause the Company to accept fewer Shares than are ultimately offered. Therefore, a U.S. Holder can be given no assurance that a sufficient number of such U.S. Holder’s Shares will be purchased pursuant to the Invitation to ensure that such purchase will be treated as a sale or exchange, rather than as a dividend, for U.S. federal income tax purposes pursuant to the rules discussed herein.

The Company currently expects that a partial pro rata buyback of Shares for cash pursuant to the Invitation will not satisfy any of the Section 302 Tests. In such event, a U.S. Holder generally will be treated as receiving a distribution from the Company for U.S. federal income tax purposes. If, however, the buyback of Shares of a U.S. Holder for cash satisfies any of the Section 302 Tests, then such U.S. Holder generally will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the amount of cash received and its adjusted tax basis in the repurchased Shares.

Distribution Treatment. If a U.S. Holder is not treated under the Section 302 Tests as recognizing gain or loss on an exchange of Shares for cash, the entire amount of cash received by such U.S. Holder pursuant to the Invitation will be treated as a dividend to the extent of the Company’s available current and accumulated earnings and profits, as determined for these purposes. Provided certain holding period requirements are satisfied, non-corporate U.S. Holders generally will be eligible for reduced rates of taxation on amounts treated as dividends. To the extent that cash received pursuant to the Invitation is treated as a dividend to a corporate U.S. Holder (i) it will be eligible for a dividends-received deduction (subject to applicable limitations) and (ii) it will be subject to the “extraordinary dividend” provisions of the Code. U.S. Holders should consult with their tax advisors concerning the rules discussed in this paragraph in light of their particular circumstances.

To the extent that amounts received pursuant to the Invitation (that are not treated as proceeds from the sale or exchange of Shares under the Section 302 Tests) exceed the Company’s available current and accumulated earnings and profits, the distribution will first be treated as a non-taxable return of capital, causing a reduction in the adjusted tax basis of such U.S. Holder’s Shares, and any amounts in excess of the U.S. Holder’s adjusted basis will constitute capital gain. The Company anticipates, but there can be no assurance, that the Company’s available current year or accumulated earnings and profits will be such that all or a significant portion of the amounts treated as a distribution will be taxed as a dividend. Shareholders that do not exchange all of their Shares pursuant to the Invitation should consult with their tax advisors regarding the proper method for recovering tax basis in their Shares and computing capital gain. Any remaining adjusted tax basis in the Shares redeemed will be transferred to any remaining Shares held by such U.S. Holder.

Dividends will generally be included in a U.S. Holder’s income on the date of the U.S. Holder’s receipt of the dividend. The amount of any dividend income paid in PLN will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of actual or constructive receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency

gain or loss if the dividend is converted into U.S. dollars after the date of receipt. Such gain or loss would generally be treated as U.S.-source ordinary income or loss.

Sale or Exchange Treatment. If a U.S. Holder is treated as recognizing gain or loss from the sale or exchange of the Shares for cash, such gain or loss will be equal to the difference between the amount of cash received and such U.S. Holder's adjusted tax basis in the Shares so exchanged. U.S. Holders that acquired different blocks of Shares at different times or at different prices will need to calculate their adjusted tax basis in each block of Shares exchanged pursuant to the Invitation to calculate their gain or loss. The application of these rules to a Shareholder that exchanged shares acquired at different times or at different prices is complex, and any such Shareholder should consult its tax advisor regarding the calculation of its gain or loss on the Shares exchanged pursuant to the Invitation for cash. Any such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the holding period of the Shares exchanged exceeds one year as of the date of the sale. Long-term capital gains of non-corporate U.S. Holders will generally be eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

If the consideration received by a U.S. Holder is paid in PLN, the amount realized will be the U.S. dollar value of the payment received determined by reference to the spot rate of exchange on the date of the exchange of Shares. However, if the Shares are treated as traded on an "established securities market" and a Shareholder is either a cash basis taxpayer or an accrual basis taxpayer that has made a special election (which must be applied consistently from year to year and cannot be changed without the consent of the IRS), such Shareholder will determine the U.S. dollar value of the amount realized in PLN by translating the amount received at the spot rate of exchange on the settlement date of the sale.

If a Shareholder is an accrual basis taxpayer that is not eligible to or does not elect to determine the amount realized using the spot rate on the settlement date, such Shareholder will recognize foreign currency gain or loss to the extent of any difference between the U.S. dollar amount realized on the date of exchange or disposition and the U.S. dollar value of the PLN received at the spot rate on the settlement date. Any currency gain or loss realized on the settlement date or on a subsequent conversion of the PLN for a different U.S. dollar amount generally will be U.S.-source ordinary income or loss for foreign tax credit limitation purposes. U.S. Holders should consult their tax advisors as to the U.S. federal income tax consequences of the receipt of PLN. Each U.S. Holder should consult its own tax advisor regarding the U.S. federal income tax consequences of an exchange of its Shares pursuant to the Invitation and the application of the Section 302 Requirements to its particular circumstances, including any tax reporting or return requirements.

Effect of the SBB on Other Stockholders

Under Sections 305(b)(2) and 305(c) of the Code, if any Shareholder is treated as receiving a dividend, other Shareholders whose percentage interest in the Company increases as a result of the SBB (either because such Shareholder (i) did not submit Sale Offers or (ii) submitted Sale Offers for a relatively small portion of their shares) may be deemed to have received a taxable constructive stock dividend from the Company (to the extent of the Company's current and accumulated earnings and profits, as determined under U.S. federal income tax principles), unless the SBB is considered to be "incident to an isolated redemption of stock." While the Company is of the view that the SBB should be viewed as an isolated transaction, and not part of a plan to make periodic tender offers, there is no assurance that the IRS could not successfully assert a contrary position (particularly in light of the fact that the Company consummated a prior SBB in May 2023). Shareholders should consult their own tax advisors regarding the possibility of receiving a constructive stock dividend if their percentage interest in the Company increases as a result of the SBB.

Backup Withholding and Information Reporting

In general, payments of the proceeds of an exchange of Shares pursuant to the Invitation to U.S. Holders are subject to information reporting and U.S. Holders may be subject to backup withholding (currently at a rate of 24%) unless the U.S. Holder furnishes a correct taxpayer identification number and certifies that it is not subject to backup withholding on IRS Form W-9 (or successor form) or otherwise establishes that it is exempt from backup withholding.

Each U.S. Holder, except any U.S. Holder who has previously provided a duly executed IRS Form W-9 (unless a change in circumstances has made the required information on the form incorrect), is required to make such

certifications by including a completed and signed copy of IRS Form W-9 at the following link: https://webeushrew8prd.ihsmtaxsolutions.com/Huuuge_Prod/ED3. Certain persons (including corporations) are not subject to these backup withholding rules.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a U.S. Holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS. Each U.S. Holder should consult with his, her or its tax advisors regarding the application of backup withholding in his, her or its particular circumstances and the availability of, and procedures for obtaining, an exemption from backup withholding under current Treasury Regulations.

Non-U.S. Holders

This section applies to a Shareholder if a Shareholder is a Non-U.S. Holder. The tax considerations discussed in this section may not apply to a Non-U.S. Holder who is subject to special U.S. tax rules including without limitation a Non-U.S. Holder who is a non-resident alien individual present in the United States for a period or periods aggregating 183 days or more in the taxable year of disposition of Shares and a Non-U.S. Holder who is a former citizen or former resident of the United States. In either of these cases, a Shareholder should consult his, her or its tax advisor regarding the U.S. federal income tax consequences of an exchange of Shares for cash pursuant to the Invitation.

Characterization of the Exchange of Shares pursuant to the Invitation

If an exchange by a Non-U.S. Holder of Shares pursuant to the Invitation qualifies as a sale or exchange under any of the Section 302 Tests described above, then any gain recognized by such Non-U.S. Holder on the exchange generally will not be subject to U.S. federal income tax unless (i) such gain is "effectively connected" with a trade or business carried on by the Non-U.S. Holder within the United States (and if an income tax treaty applies, is attributable to a permanent establishment of the Non-U.S. Holder within the United States), (ii) the Non-U.S. Holder is an individual who is physically present in the United States for 183 days or more during the taxable year of the exchange and certain other conditions are met or (iii) the Company is or has been a United States real property holding corporation, or USRPHC, for U.S. federal income tax purposes at any time within the shorter of the five-year period preceding the disposition or the Non-U.S. Holder's holding period for our common stock and such Non-U.S. Holder actually or constructively owned 5% or less of the Company's Shares throughout the shorter of the five-year period ending on the date of the sale or other taxable disposition or the Non-U.S. Holder's holding period. The Company has not made any determination as to its status as a USRPHC.

A Non-U.S. Holder described in clause (i) in the preceding paragraph will generally be required to pay U.S. federal income tax on the net gain derived from the disposition in the same manner as if such Non-U.S. Holder were a U.S. Holder, and if such Non-U.S. Holder is a foreign corporation, an additional "branch profits tax" at a rate equal to 30% (or such lower rate as may be specified by an applicable income tax treaty) with respect to any effectively connected earnings and profits (subject to certain adjustments). A Non-U.S. Holder described in clause (ii) of the preceding paragraph will generally be subject to U.S. federal income tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) on the gain derived from the disposition, which may be offset by U.S. source capital losses even though the Non-U.S. Holder is not considered a resident of the United States, provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

If a Non-U.S. Holder does not satisfy any of the Section 302 Tests described above, amounts received by such Non-U.S. Holder pursuant to the Invitation will be treated as a distribution to the Non-U.S. Holder with respect to such Non-U.S. Holder's Shares. The treatment for U.S. federal income tax purposes of such distribution as a dividend or return of capital, or as gain from the sale or exchange of Shares, will be determined in the manner described above under "U.S. Holders - Characterization of the Exchange of Shares pursuant to the Invitation" In general, any amount that constitutes a dividend for U.S. federal income tax purposes will be subject to U.S. withholding tax at a rate of 30% (or such lower rate as may be specified pursuant to an applicable income tax treaty) unless the dividend is "effectively connected" with a trade or business conducted by the Non-U.S. Holder within the United States (and, if required pursuant to an applicable income tax treaty, is attributable to a permanent establishment of the Non-U.S. Holder within the United States), in which case such dividend generally will be subject to U.S. federal income tax on a net income basis, in the same manner as if the Non-U.S. Holder were a resident of the United States. A Non-U.S. Holder that is a corporation may be subject to an additional "branch profits tax" at a rate of 30% (or such lower rate

as may be specified by an applicable income tax treaty) with respect to any effectively connected earnings and profits (subject to certain adjustments).

Because the Company may not know the extent to which a payment made pursuant to the Invitation is a dividend for U.S. federal income tax purposes at the time it is made, the Company or such other applicable withholding agent (the "applicable withholding agent") generally will presume, for withholding purposes, that the entire amount received by a Non-U.S. Holder participating in the SBB is a dividend distribution from the Company. Accordingly, payments to Non-U.S. Holders will be subject to withholding at a rate of 30% of the gross proceeds paid, unless the Non-U.S. Holder establishes an entitlement to a reduced or zero rate of withholding by timely completing, under penalties of perjury, the applicable IRS Form W-8. In order to obtain a reduced or zero rate of withholding pursuant to an applicable income tax treaty, a Non-U.S. Holder, except any Non-U.S. Holder who has provided, in the three year calendar years immediately preceding the SBB, an applicable IRS Form W-8 (unless a change in circumstances has made the required information on the form incorrect), must deliver to the applicable withholding agent, before the payment is made to such Non-U.S. Holder, a properly completed and executed IRS Form W-8BEN (or other applicable IRS Form W-8) claiming such an exemption or reduction. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Invitation are effectively connected with the conduct of a trade or business within the United States, a Non-U.S. Holder must deliver to the applicable withholding agent before the payment is made to it a validly completed and executed IRS Form W-8ECI.

Each Non-U.S. Holder, who has not provided the Company with an applicable IRS Form W-8 (as discussed above), is required to make such certifications by including a completed and signed copy of IRS Form W-8 at the following link: https://webeushrew8prd.ihsmtaxsolutions.com/Huuuge_Prod/ED3.

To the extent Non-U.S. Holders exchange Shares held in a United States brokerage account or otherwise through a United States broker, dealer, commercial bank, trust company, or other nominee, such Non-U.S. Holders should consult such United States broker or other nominee and their own tax advisors to determine the particular withholding procedures that will be applicable to them.

A Non-U.S. Holder may be eligible to obtain a refund of all or a portion of any tax withheld if (i) such Non-U.S. Holder meets one of the Section 302 Tests described above or (ii) is otherwise able to establish that no tax or a reduced amount of tax is due. However, by submitting a Sale Offer, a Shareholder is confirming that the Shareholder will treat the sale as a distribution from the Company for U.S. federal Income tax purposes.

Non-U.S. Holders are urged to consult with their tax advisors regarding the application of U.S. federal income tax withholding, including eligibility for a withholding tax reduction or exemption, and the refund procedure.

Effect of the SBB on Other Stockholders

Under Sections 305(b)(2) and 305(c) of the Code, if any Shareholder is treated as receiving a dividend, other Shareholders whose percentage interest in the Company increases as a result of the SBB (either because such Shareholder (i) did not submit Sale Offers or (ii) submitted Sale Offers for a relatively small portion of their shares) may be deemed to have received a taxable constructive stock dividend from the Company (to the extent of the Company's current and accumulated earnings and profits, as determined under U.S. federal income tax principles), unless the SBB is considered to be "incident to an isolated redemption of stock." While the Company is of the view that the SBB should be viewed as an isolated transaction, and not part of a plan to make periodic tender offers, there is no assurance that the IRS could not successfully assert a contrary position (particularly in light of the fact that the Company consummated a prior SBB in May 2023). Shareholders should consult their own tax advisors regarding the possibility of receiving a constructive stock dividend if their percentage interest in the Company increases as a result of the SBB.

Backup Withholding and Information Reporting

Information returns are required to be filed with the IRS in connection with any distributions on the Shares paid to the Non-U.S. Holder, regardless of whether any tax was actually withheld. Copies of information returns that are filed with the IRS may also be made available under the provisions of an applicable treaty or agreement with the tax authorities of the country in which the Non-U.S. Holder resides or is established. Backup withholding, however,

generally will not apply to the proceeds payable to a Non-U.S. Holder of Shares provided that the Non-U.S. Holder certifies its non-U.S. status, such as by furnishing to the applicable withholding agent a valid IRS Form W-8BEN, IRS Form W-8BEN-E or IRS Form W-8ECI, or otherwise establishes an exemption. The certification procedures required to claim a reduced rate or exemption from withholding under a treaty (discussed in "Non-U.S. Holders - Characterization of the Exchange of Shares pursuant to the Invitation" above) generally will satisfy the certification requirements necessary to avoid the backup withholding.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS. Each Non-U.S. Holder should consult with his, her or its tax advisors regarding the application of backup withholding in his, her or its particular circumstances and the availability of, and procedures for obtaining, an exemption from backup withholding under current Treasury Regulations.

Foreign Account Tax Compliance Act

Legislation commonly referred to as "FATCA," and related administrative guidance, impose withholding of 30% on certain payments of dividends by U.S. corporations to "foreign financial institutions" (which is broadly defined for this purpose and in general includes investment vehicles) and "non-financial foreign entities" (as specifically defined under these rules) unless various U.S. information reporting and due diligence requirements (generally relating to ownership by U.S. persons of interests in or accounts with those entities) have been satisfied, or an exemption applies. Non-U.S. Holders should consult with their tax advisors regarding the possible implications of these rules.

THE U.S. FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE MAY NOT BE APPLICABLE DEPENDING UPON A SHAREHOLDER'S PARTICULAR SITUATION. SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS CONCERNING THE TAX IMPLICATIONS OF THE SBB UNDER APPLICABLE FEDERAL, STATE OR LOCAL LAWS. NON-U.S. SHAREHOLDERS SHOULD ALSO CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES UNIQUE TO SHAREHOLDERS WHO ARE NOT U.S. PERSONS.

The exchange of Shares pursuant to the Invitation may also result in tax consequences for the Shareholders in their respective countries of residence, including (without limitation) income tax consequences. For this reason, all Shareholders should seek advice from their tax advisors before making a decision to participate in the SBB.