



# COGNITION®

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## INTERNATIONAL

### Securing the Future of Cognitive Health Research with COGNITION® International

*COGNITION® International is the sole licensee of the COGNITION® Biobank, which is the research database of the not-for-profit research and education charity Food for the Brain Foundation (no.1116438). This exclusive license allows COGNITION® International Ltd to provide access to researchers worldwide.*

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## **IMPORTANT NOTICE – PLEASE READ BEFORE READING OR ACTING UPON THE ACCOMPANYING INFORMATION**

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The content of this promotion has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purposes of engaging in any investment may expose an individual to a significant risk of losing all of the property or other assets invested.

This communication is made by Food for the Brain Foundation, incorporated in England and Wales with company number 05885305 whose registered office is at Fforest Barn Retreat, Forest Coal Pit, Abergavenny, Monmouthshire NP7 7LL (the "Company"). Any enquiries or requests for further information should be directed to Patrick Holford of the Company at [patrick@foodforthebrain.org](mailto:patrick@foodforthebrain.org).

This offer and any accompanying material (including any application form) (together the "**Information Pack**") prepared by the Company is exempt from the general restriction in section 21 of the Financial Services and Market Act 2000 (FSMA) on the communication of invitations or inducements to engage in investment activity on the grounds that it is made only to high net worth individuals or certified sophisticated investors or self-certified sophisticated investors.

To qualify as a high net worth individual the individual must have completed and signed a statement of high net worth within the twelve months ending on the date hereof in the form required by article 48(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (*SI 2005/1529*) (FPO). The statement must confirm that one of the following statements applies to the individual:

- They had during the financial year immediately preceding the date on which the statement is signed, an annual income to the value of £100,000 or more.
- They held throughout the financial year immediately preceding the date on which the statement is signed, net assets to the value of £250,000 or more.

To qualify as a certified sophisticated investor a person must have a certificate in writing signed by an authorised person (meaning a person authorised for the purposes of FSMA) to the effect that they are sufficiently knowledgeable to understand the risks associated with the particular description of investment and they have signed, within 12 months ending in the date of communication, a statement in the terms required by Article 50(1) of the FPO. A certificate is current if it is signed and dated not more than 3 years from the date of this Information Pack.

To qualify as a self-certificated sophisticated investor the individual must have completed and signed a statement, within the twelve months ending on the date of this Information Pack, in the form required by Article 50A of the FPO. The contents of the statement must confirm that one of the following statements applies to the individual:

- They are a member of a network or syndicate of business angels and have been so for at least six months prior to the date of the statement.
- They work or have worked in the two years prior to the date of the statement in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises.
- They currently or have been in the two years prior to the date of the statement, a director of a company with a turnover of at least £1 million.
- They have made two or more investments in an unlisted company in the last two years.

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This offer and the Information Pack does not constitute a prospectus for the purposes of the Prospectus Regulation Rules of the FCA and a copy of it has not been, and will not be, submitted to the FCA for approval. This offer and the Information Pack does not contain an offer to the public within the meaning of section 85 of the FSMA and/or section 755 of the Companies Act 2006.

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The Company reserves the right, without giving reasons, at any time and in any respect, to amend or terminate the offer process in connection with the share offer referred to in this offer. The issue of this offer and the Information Pack shall not be deemed to be any form of commitment on the part of the Company to accept any application relating to a proposed subscription of shares.

**Date 08 August 2024**

### **Contacts**

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**If you have not received this offer or the Information Pack directly from the Company, your receipt is unauthorised. Please return this document to the Company immediately.**

# Introduction

**COGNITION® International is a cutting-edge research organisation dedicated to the prevention and early detection of neurological, neurodevelopmental, and psychiatric conditions, such as Alzheimer's, dementia, ADHD, and autism.**

As sole licensee of the COGNITION® Biobank and the validated Cognitive Function Test we focus on collecting global data on diet, lifestyle, and biological markers to advance research in cognitive health. Impact investors have a unique opportunity to support this vital cause, driving both social and financial returns.



COGNITION®  
BIOBANK



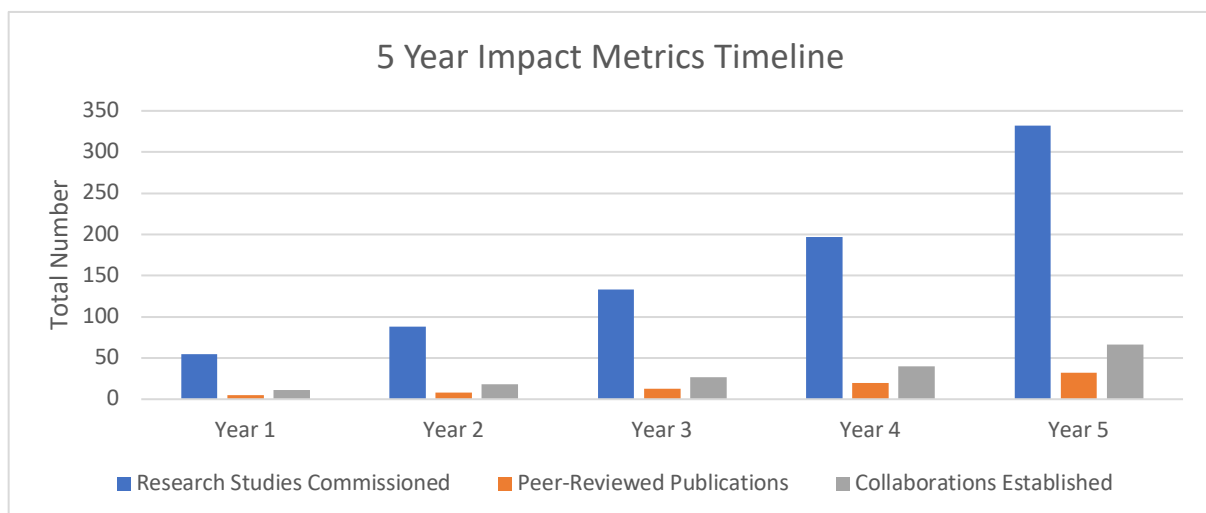
## Measuring Success and Impact

To track its success and impact, both scientifically and socially, COGNITION® International will measure and monitor a range of activities and outcomes, allowing it to continuously refine its approach to delivering valued outcomes in the cognitive health sector.

### Scientific Success

The success of COGNITION® International will be measured by:

- Number of research studies commissioned, including groundbreaking work on preventing cognitive decline with international reach.
- Number of Publications - peer-reviewed articles in high-impact publications.
- Collaborations - partnerships with leading research institutions, universities and industry partners.
- Breakthroughs - novel discoveries in cognitive health, dietary patterns and lifestyle factors and mechanisms that significantly contribute to cognitive decline.



## Social Impact

The social impact will be evaluated based on:

- Improvement in health outcomes - research outcomes that lead to better prevention, diagnosis, and treatment of diseases will directly measure the COGNITION® Biobank's impact on public health. Examples include new treatment guidelines or public health policies influenced by findings from COGNITION® Biobank data.
- Policy influence - The use of COGNITION® Biobank data in shaping healthcare policies or clinical guidelines.
- Improved patient outcomes - Enhanced treatments and interventions, such as early diagnoses or early treatment with better patient outcomes, developed from COGNITION® Biobank data.
- Accessibility - availability of research findings to public health bodies and policymakers.
- Population reach and engagement for behaviour change - the extent to which the research findings are disseminated and the degree to which the information leads to observable behaviour change, including geographic and demographic reach.

## Commercialisation Opportunities

### Data Access Licensing

Licensing access to anonymised COGNITION® Biobank data to industry, private sector researchers, universities, the healthcare industry, and research institutions. Includes licensing of the validated Cognitive Function Test.

### Product Development

Partnerships to develop diagnostic tools, therapeutic solutions, and personalised medicine. Integration with health systems like the NHS, providing valuable long-term data and predictive health analytics.

### Research Grants and Sponsorships

Research funding from governmental and philanthropic sources interested in advancing cognitive health prevention strategies.

## Financial Overview

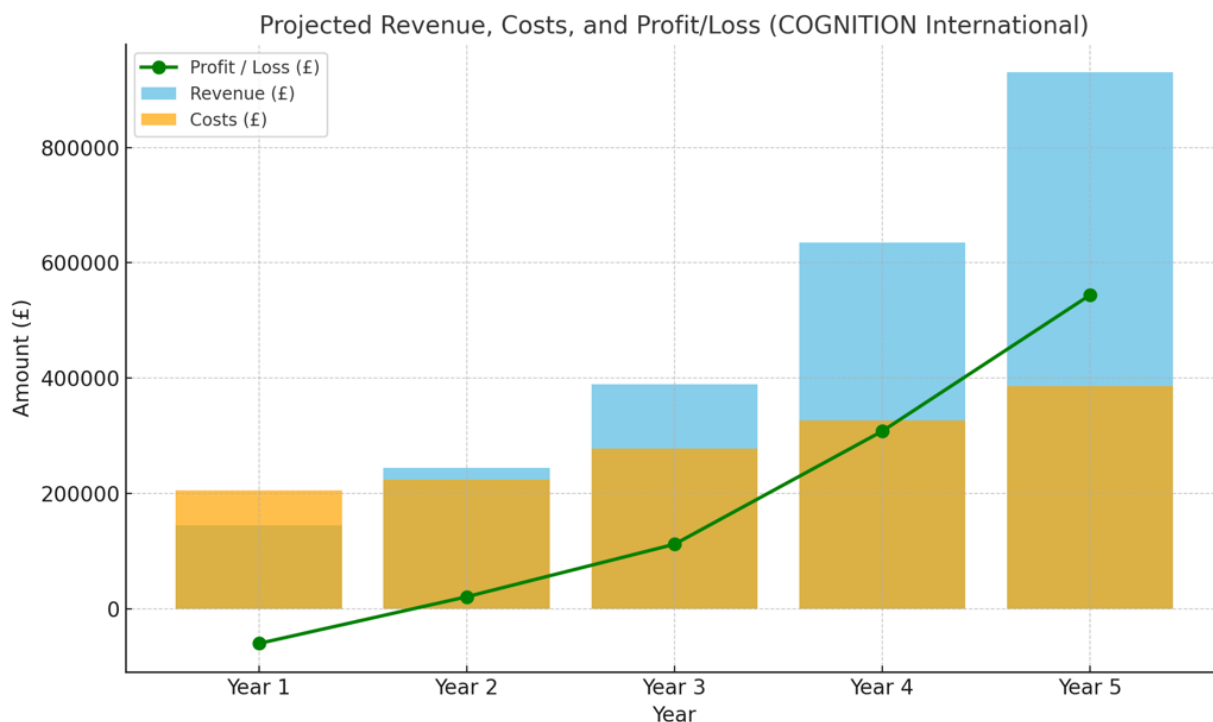
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***Following initial investment, COGNITION® International grows progressively as it gains credibility, attracts more clients, and establishes itself in the market.***

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It is projected that by Year 3, COGNITION® International reaches substantial market traction and profitability. Data access fees are projected to represent the largest revenue stream, especially by Year 5, as demand for access to data increases.

Over this time, the sale of licenses for the Cognitive Function Test and Cognition questionnaire are projected to become an important contributor to financial success, and product commissions steadily grow as marketing partnerships expand.



## Risk Management

Identifying and mitigating risks is essential to safeguarding the integrity of the COGNITION® Biobank and ensuring the ethical handling of sensitive data. Proactively managing risks enables us to advance scientific research while maintaining the trust and protection of our Citizen Scientists and their invaluable contributions to global health.

Key potential risks and their mitigations include:

- Regulation - Compliance with data privacy laws and ethical standards will be ensured through rigorous protocols and regular audits.
- Market risks - Diversifying revenue streams and maintaining strong partnerships will mitigate market fluctuations.
- Ensuring global participation and data accuracy - Expansion of multilingual resources; Ambassador programs to ensure culturally sensitive engagement; continuous validation of cognitive testing tools to enhance accuracy.
- Funding - Diversification of revenue streams through strategic partnerships, licensing, and tapping into the growing interest in preventive healthcare.
- Research challenges - Close collaboration with leading global research institutions to ensure high-quality data analysis.
- Operational risks – Strong leadership team. Implementing robust project management systems and contingency plans will address operational challenges in the set-up phase.

# Investment Opportunity

*We have structured an opportunity to invest in COGNITION<sup>®</sup> International Ltd, a commercial subsidiary of the Food for the Brain Foundation, through an investment in Redeemable Participating Preference Shares (“RPP Shares”).*

RPP Shares are a type of equity that allows shareholders to participate in the company's profits and be redeemed in certain circumstances (such as a sale of the company). The benefit of RPP Shares to investors is that they offer the potential for profit participation (based on company performance) while providing a fixed annual preferential dividend at an attractive percentage of the sum invested.

This investment offers a fixed **preferential dividend** of 6% and a **participating dividend** equal to 20% of the surplus net profits (after paying all fixed accrued preferential dividends), divided pro rata amongst RPP shareholders, presenting a compelling opportunity for impact investors. Our aim is to raise £1 million with a select group of investors of circa £50K plus, with a return via preferential dividends and participating dividends once COGNITION<sup>®</sup> International Ltd is in profit, forecast year 3 of operations. The remaining profit achieved then goes back into seeking to reach more people, generate more research data and increase the profits of the company and shareholders' additional return.

## RPP Shares - Offered Securities

- Those in receipt of an Information Memorandum will be able to apply for RPP shares in the Company.
- Application form and self-certification letter will be required as set out in the Information Memorandum.
- RPP Shares provide a **fixed preferential dividend of 6%** of subscription price per annum, which “rolls up” if not paid in full in any given year due to lack of distributable profits. No other dividends can be declared until this preferential dividend is paid in full.
- RPP Shares also receive a **“participating” dividend equal to 20% of net profit** in each year to the extent this exceeds the accumulated preferential dividends.
- RPP Shares **do not carry voting rights** unless the Company has defaulted in the payment of dividends.
- RPP Shares can be redeemed at the option of the Company after 5 years or upon a **change of control**. This means that the company has the option to buy back the Shares after 5 years or if there is a change in ownership. The buyback price will be

whichever is higher: the original price paid for the shares or the average of the company's pre-tax profits from the last two years (adjusted based on how many shares the investor owns).

- RPP Shares can be sold or transferred to others without restrictions, as long as each transfer meets a specified minimum number of shares.

## Example of RPP Shares' dividend return

*(Based on 1 million RPP Shares subscribed @ £1 per share)*

	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Net profit / (loss) (£)</b>	-60,000	21,000	112,000	308,000	544,000
<b>Cumulative Distributable Profits (£)</b>	-60,000	-39,000	73,000	210,000	544,000
<b>Preferential dividend paid (£)</b>	0	0	180,000	60,000	60,000
<b>Cumulative preferential dividends entitlements rolled forward to next year (£)</b>	60,000	120,000	0	0	0
<b>Participating dividend paid (£)</b>	0	0	0	28,200	96,800
<b>Available dividend to Food for the Brain (£)</b>	0	0	0	112,800	387,200
<b>Total RRP Dividends Paid (cumulative) (£)</b>	0	0	180,000	268,200	425,000

## Conclusion

***COGNITION® International represents a unique opportunity for impact investors to drive transformative change in global cognitive health.***

A strong financial position ensures COGNITION® International can continue to operate and expand its reach. By investing in this initiative, stakeholders can be part of a movement that aims to prevent and mitigate the devastating effects of neurological and psychiatric disorders, while also securing financial returns, and creating significant social and economic benefits.

**To join us in this mission or learn more about the investment opportunities, contact the Food for the Brain Foundation at [donations@foodforthebrain.org](mailto:donations@foodforthebrain.org)**