Draft September 2, 2026

LAYNE CAPITAL INVESTMENT FUND III

[LOGO]

PERSONAL AND CONFIDENTIAL

$ 5,000,000 of Limited Liability Company Interests

We are pleased to introduce an opportunity to invest in a private equity strategy targeting established cash-generating franchise networks across the U.S. We are raising an investment fund to acquire a franchise brand, targeting established franchisors with approximately 20 to 25 operating units, five to seven years of operating history, proven revenue growth, and significant expansion potential. No target has been identified to date. Unlike investors that commonly acquire individual franchise locations, Layne Capital intends to acquire the franchisor entity itself, allowing us to benefit from recurring royalty income, franchise sales, marketing fund revenues, and other system-wide revenue streams generated across an entire franchise network.

Our business model is centered on acquiring established franchisors that have already demonstrated market acceptance and operational success focusing on identifying franchise brands that exhibit strong fundamentals, recurring cash flow, scalable business models, and favorable market conditions . The target acquisition profile generally includes franchise systems that are approximately five to seven years old, operate between 20 and 25 units, demonstrate consistent revenue growth, and possess favorable expansion opportunities through additional franchise sales. Preference will be given to concepts that have already sold additional franchise territories which have not yet opened, creating a built-in pipeline for future royalty growth. We will be industry agnostic and evaluate opportunities across a variety of sectors, including consumer services, home services, food and beverage, health and wellness and business services. This approach allows the company to pursue the most attractive opportunities available while reducing concentration risk within a single industry.

We believe that there are a number of mature franchise transitions. We intend to operate debt-free post-acquisition other than payroll and office overhead ensuring that all revenue routes directs toward equity growth.

We will target a disciplined return profile designed to insulate investors from downturns and franchise opportunities with a return of 20% or greater

Through elimination of third-party debt service and achieving operational growth under GP proprietary management playbook value creation through multi-unit scaling purchasing economics of scale and localized marketing enhancements. We intend to take advantage of generational wealth transfer leaving high-performing cash-fluid multi-unit locations available at highly attractive valuation multiples.

Layne Capital

Until closing on a target, funds will be held in interest bearing accounts. We intend to operate for five years with an intended liquidation at that point and distribution of 60% of net proceeds to investors with the balance to the founder. We will retain the right to extend the period for up to two additional years if management deems it to be in the best interests of the Company. We do not intend to make any distributions during the operating period other than distributions sufficient to pay taxes on deemed income.

Layne Capital is led by Mike Rosenberger, an accomplished entrepreneur, franchise executive, business owner, and operations professional with decades of experience building, growing, and managing successful businesses. Throughout his career, Mr. Rosenberger has developed a unique combination of franchise development expertise, operational leadership, logistics management, and entrepreneurial vision that positions him well to identify, acquire, and grow franchisor organizations.

In 1986, Mr. Rosenberger launched his restaurant concept, Buckets, a casual dining establishment known for its chicken wings and sports-oriented atmosphere. He founded Dick's Wings & Grill in 1994. Under his leadership, the concept evolved into a successful franchise system that expanded to approximately 30 locations across Florida and Georgia. Through the growth of Dick's Wings, Mr. Rosenberger gained firsthand experience in virtually every aspect of franchising, including concept development, franchise sales, franchisee support, operations management, site selection, marketing, and system-wide growth strategies. He sold his ownership interest in the company in 2012. Mr. Rosenberger continued his involvement in the restaurant and franchise industries through various entrepreneurial ventures, including the development of additional restaurant concepts. Mike also developed spa810 and was involved with Skin R&R, med spa franchises. His extensive experience as both a founder and franchisor provides valuable insight into the challenges and opportunities faced by emerging franchise brands. This perspective is particularly beneficial to Layne Capital, as it enables management to evaluate potential acquisition opportunities from both an investor's and operator's viewpoint.

Financial Projections

Layne Capital is raising an investment of $5 million for this fund. About $2.8 million will be required to purchase the franchisor; this is calculated at an assumed 4X multiple based on a franchisor EBITDA of $700,000. The cost of the acquisition will be 15 percent of this purchase price, totaling $420,000. Remaining funds will be utilized for working capital and other expenditures for continued, long-term operations.

Layne Capital Sources and Applications of Funding

Investment $ 5,000,000

Total Sources: $ 5,000,000

Applications:

Franchisor Purchase Price $ 2,800,000 (4X EBITDA of $700,000)

Acquisition Cost $ 420,000 (15% of purchase price)

Reserve/Working Capital $ 1,780,000

Total Applications: $ 5,000,000

At the time of the acquisition, the acquired franchisor is assumed to have approximately 20 franchises. Over the five-year period of ownership under Layne Capital, the number of franchises is projected to increase to 50.

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Layne Capital Investment Fund III

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