

Reliv International, Inc.

136 Chesterfield Industrial Blvd., Chesterfield, MO 63005

Company Phone: 636-537-9715

Website: www.reliv.com

Email: shareholderinfo@relivinc.com

Annual Report

For the period ending December 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,140,024 as of December 31, 2025 (Current Reporting Period Date or More Recent Date)

1,058,303 as of December 31, 2024 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred during this reporting period:

Yes: No:

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Reliv International, Inc.

Current State and Date of Incorporation or Registration: Delaware
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

136 Chesterfield Industrial Blvd., Chesterfield, MO 63005

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Equiniti Trust Company, LLC (formerly American Stock Transfer & Trust)
Phone: 718-921-8124
Email: admin1@equiniti.com
Address: 6201 15th Avenue, Brooklyn, NY 11219

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: RELV
Exact title and class of securities outstanding: Reliv International, Inc. Common Stock
CUSIP: 75952R308
Par or stated value: Par value \$0.001
Total shares authorized: 5,000,000 as of date: 12/31/2025
Total shares outstanding: 1,140,024 as of date: 12/31/2025
Total number of shareholders of record: approx. 25 as of date: 12/31/2025

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Reliv International, Inc. Preferred Stock
Par or stated value: Par Value \$0.001
Total shares authorized: 500,000 as of date: 12/31/2025
Total shares outstanding: none as of date: 12/31/2025
Total number of shareholders of record: none as of date: 12/31/2025

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

No other classes of authorized or outstanding equity securities

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Dividends: We have not declared any cash dividends over the past two years. The declaration of future dividends is subject to the discretion of our Board of Directors and will depend upon various factors, including our earnings, financial condition, restrictions that may be imposed by any indebtedness that may be outstanding, cash requirements, and other factors deemed relevant by our Board of Directors.

Voting rights: For matters presented by our Board of Directors to our common stock shareholders, an owner of our common stock as of the record date is entitled to one vote per each share of common stock.

Preemption rights: None

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Preferred Stock: Shares of Preferred Stock may be issued from time to time at the sole discretion of our Board of Directors, with such designation, preferences, conversion rights, cumulative, relative, participating, option or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock adopted by our Board of Directors pursuant to its authority.

The Company has had no outstanding shares of Preferred Stock since 2004.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.***

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>1/1/2024</u>	Common: <u>1,058,303</u>	Preferred: <u>-0-</u>							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>4/11/25</u>	<u>Cancellation</u>	<u>(2,141)</u>	<u>Common</u>	<u>\$2.96</u>	<u>N/A</u>	<u>Mair Hill</u>	<u>Cash</u>	<u>N/A</u>	<u>N/A</u>
<u>8/26/25</u>	<u>New issuance</u>	<u>36,000</u>	<u>Common</u>	<u>\$2.50</u>	<u>No</u>	<u>Donald L. McCain</u>	<u>Cash</u>	<u>Restricted</u>	<u>N/A</u>
<u>8/26/25</u>	<u>New issuance</u>	<u>24,000</u>	<u>Common</u>	<u>\$2.50</u>	<u>No</u>	<u>Robert L. Montgomery</u>	<u>Cash</u>	<u>Restricted</u>	<u>N/A</u>
<u>8/26/25</u>	<u>New issuance</u>	<u>16,862</u>	<u>Common</u>	<u>\$2.50</u>	<u>No</u>	<u>Stephen M. Merrick</u>	<u>Cash</u>	<u>Restricted</u>	<u>N/A</u>
<u>9/9/25</u>	<u>Cancellation</u>	<u>(20,000)</u>	<u>Common</u>	<u>\$3.00</u>	<u>N/A</u>	<u>R. Scott Montgomery</u>	<u>Cash</u>	<u>N/A</u>	<u>N/A</u>
<u>9/19/25</u>	<u>New issuance</u>	<u>13,500</u>	<u>Common</u>	<u>\$2.25</u>	<u>No</u>	<u>Donald L. McCain</u>	<u>Cash</u>	<u>Restricted</u>	<u>N/A</u>
<u>9/19/25</u>	<u>New issuance</u>	<u>13,500</u>	<u>Common</u>	<u>\$2.25</u>	<u>No</u>	<u>Robert L. Montgomery</u>	<u>Cash</u>	<u>Restricted</u>	<u>N/A</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Date <u>12/31/2025</u>	Common: <u>1,140,024</u>	Preferred: <u>-0-</u>							
Ending Balance:									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Reliv International, Inc. is a developer and marketer of a proprietary line of nutritional supplements addressing basic nutrition, specific wellness needs, weight management and sports nutrition. We sell our products through an international network marketing system using independent distributors. We have sold products in the United States since 1988 and in selected international markets since 1991. Our international markets include Australia, New Zealand, Canada, Malaysia, Mexico, the Philippines, the United Kingdom, Ireland, France, Germany, Austria and the Netherlands.

We have developed our products over the years through several sources, including an in-house R&D team, partnering with our manufacturing partner, Nutracom LLC, and other development partners in the nutritional supplement industry. We have received U.S. patents on a number of products, and have active patents on ProVantage, GlucAffect, 24K, and CardioSentials. In addition to our patented formulas, we own four U.S. patents, several international patents and patent applications related to our soy concentrate ingredient with elevated levels of bioactive lunasin, the key ingredient in our LunaRich X product. Further, we utilize a proprietary production process to produce our soy concentrate that we protect as a trade secret, along with the bioassay to determine the bioavailability of lunasin in our products.

We market our products through our independent distributors in the United States and other countries we do business in. We also market directly to our preferred customers that have purchased through a distributor or directly from the company. Our marketing techniques include our corporate website (www.reliv.com), direct email, texting, and frequent activity on various social media sites, including Facebook and Instagram. We also maintain a marketplace on Amazon.

B. List any subsidiaries, parent company, or affiliated companies.

Reliv, Inc., an Illinois corporation
Reliv World Corporation, an Illinois corporation
Reliv Australia Pty, Limited, organized under the laws of Australia
Reliv New Zealand, Limited, organized under the laws of New Zealand
Reliv Now de Mexico, S. de R.L. de C.V., organized under the laws of Mexico
Reliv Philippines, Inc., organized under the laws of the Philippines
Reliv Canada Company, organized under the laws of Canada
Reliv International Sdn. Bhd., organized under the laws of Malaysia
Reliv Europe Limited, organized under the laws of the United Kingdom
SL Technology, Inc., a Missouri corporation
Reliv Online Global, Inc., a Missouri corporation
Reliv Latin (US) LLC, an Alabama limited liability company

All of our subsidiaries conduct business under their legal names as stated above.

C. Describe the issuers' principal products or services.

See response to Item 4) A. above

Reliv International, Inc. offers a proprietary line of nutritional supplements addressing basic nutrition, specific wellness needs, weight management and sports nutrition which is distributed internationally through an international marketing system of independent distributors.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

<u>Location</u>	<u>Nature of Use</u>	<u>Square Feet</u>	<u>Owned/Leased</u>
Chesterfield, MO, USA	corporate headquarters/call center	29,823	Leased
Guadalajara, Mexico	central office/call center	700	Leased
Makati City (Manila), Philippines	central office/ warehouse/distribution	3,500	Leased
Redditch (Birmingham), England, UK	central office/ warehouse/distribution	1,700	Leased
Subang Jaya (Kuala Lumpur), Malaysia	central office/call center	300	Leased

Effective upon the completion of the April 2023 sale of our headquarters building and land, we have entered into a lease agreement with the Buyer to continue our headquarters office in its current location. The lease is for a term of ten years with a lessee mid-term option to reduce the rental space after five years. Annual lease payments range from approximately \$25,000 to \$36,000 per month plus operating expenses and common area maintenance charges. The lease also includes various provisions for our obligation to fund certain building repairs over the term of the lease.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Robert L. Montgomery	Chairman of the Board	Chesterfield, MO	381,189	Common	33.4%
Ryan A. Montgomery	Chief Executive Officer, Director	St. Albans, MO	100,781	Common	8.8%
Donald L. McCain	Director	Las Vegas, NV	161,951	Common	14.2%
Melisa B. McCain	5% Owner / Employee	Wildwood, MO	100,000	Common	8.8%
Stephen M. Merrick	Secretary, Director	Fairhope, AL	62,951	Common	5.5%
Steven D. Albright	Chief Financial Officer	St. Louis, MO	5,438	Common	<1.0%
John M. Klimek	General Counsel	Inverness, IL	-0-	n/a	---
Debra P. Bernardoni	Chief Operating Officer	O'Fallon, MO	-0-	n/a	---
James L. Lahm	VP of Information Technology	St. Louis, MO	-0-	n/a	---

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NO

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NO

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

NO

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NO

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NO

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NO

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Jessica Haggard
Firm: Anthony, Linder & Cacomanolis, PLLC
Address 1: 1700 Palm Beach Lakes Blvd., Suite 820
Address 2: West Palm Beach, FL 33401
Phone: 561/514-0936
Email: jhaggard@alclaw.com

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Steven D. Albright**
Title: **Sr. Vice President, Chief Financial Officer**
Relationship to Issuer: **Officer of Reliv International, Inc.**

B. The following financial statements were prepared in accordance with:

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Steven D. Albright**
Title: **Sr. Vice President, Chief Financial Officer**
Relationship to Issuer: **Officer of Reliv International, Inc.**

Describe the qualifications of the person or persons who prepared the financial statements:⁶

Mr. Albright has been our Senior Vice President and Chief Financial Officer since March 2005; was the Vice President, Finance/Controller from 2002 to 2005; and was the Controller from 1992 to 2002. Prior to his employment with us, Mr. Albright was employed from 1987 to 1992 as Assistant Controller for Kangaroos USA, Inc., an athletic shoe importer and distributor. For the period from 1983 to 1987, he was employed by the public accounting firm of Ernst & Young LLP. Mr. Albright received a B.S. degree in Accountancy from the University of Illinois at Urbana-Champaign and is a CPA.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable." Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

See Appendix F at end of document for the unaudited Consolidated Financial Statements.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Ryan A. Montgomery certify that:

1. I have reviewed this Disclosure Statement for Reliv International, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 17, 2026

/s/ Ryan A. Montgomery

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Steven D. Albright certify that:

1. I have reviewed this Disclosure Statement for Reliv International, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 17, 2026

/s/ Steven D. Albright

(Digital Signatures should appear as "/s/ [OFFICER NAME]")



**Reliv' International, Inc.
and Subsidiaries**

**Consolidated Financial Statements
(unaudited)**

Years ended December 31, 2025 and 2024

Contents

Consolidated Financial Statements (unaudited):

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Reliv' International, Inc. and Subsidiaries

Consolidated Balance Sheets
(unaudited)

	December 31	
	2025	2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,582,670	\$ 4,733,843
Accounts receivable	26,272	21,140
Notes & accounts receivables and deposits	690,472	778,968
Inventories:		
Finished goods	1,652,665	1,723,946
Raw materials	231,984	247,744
Sales aids and promotional materials	26,256	41,877
Total inventories	<u>1,910,905</u>	<u>2,013,567</u>
Refundable income taxes	20,558	26,819
Prepaid expenses and other current assets	413,061	585,562
Total current assets	<u>6,643,938</u>	<u>8,159,899</u>
Notes and accounts receivables	531,919	735,691
Operating lease right-to-use assets	2,290,379	2,454,556
Intangible assets, net	512,856	628,975
Property and equipment:		
Office and other equipment	786,168	971,393
Computer equipment and software	1,853,591	2,270,863
Leasehold improvements	72,318	81,983
	<u>2,712,077</u>	<u>3,324,239</u>
Less accumulated depreciation	2,133,529	2,740,951
Property and equipment, net	<u>578,548</u>	<u>583,288</u>
Total assets	<u><u>\$ 10,557,640</u></u>	<u><u>\$ 12,562,409</u></u>

Reliv' International, Inc. and Subsidiaries

Consolidated Balance Sheets (continued)
(unaudited)

	December 31	
	2025	2024
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,403,353	\$ 1,925,343
Operating lease liabilities	258,035	286,132
Total current liabilities	<u>1,661,388</u>	<u>2,211,475</u>
Noncurrent liabilities:		
Operating lease liabilities	2,173,719	2,263,658
Other noncurrent liabilities	235,998	242,941
Total noncurrent liabilities	<u>2,409,717</u>	<u>2,506,599</u>
Stockholders' equity:		
Preferred stock, par value \$0.001 per share; 500,000 shares authorized; -0- shares issued and outstanding in 2025 and 2024	-	-
Common stock, par value \$0.001 per share; 5,000,000 shares authorized, 1,140,024 shares issued and 1,140,024 outstanding in 2025; 1,421,867 shares issued and 1,058,303 shares outstanding in 2024	1,140	1,422
Additional paid-in capital	20,701,920	27,993,259
Accumulated deficit	(13,163,493)	(13,239,022)
Accumulated other comprehensive loss:		
Foreign currency translation adjustment	(1,053,032)	(1,059,901)
Treasury stock	-	(5,851,423)
Total stockholders' equity	<u>6,486,535</u>	<u>7,844,335</u>
Total liabilities and stockholders' equity	<u><u>\$ 10,557,640</u></u>	<u><u>\$ 12,562,409</u></u>

See accompanying notes.

Reliv' International, Inc. and Subsidiaries

Consolidated Statements of Net Loss
and Comprehensive Loss
(unaudited)

	Year ended December 31	
	2025	2024
Product sales	\$ 19,313,310	\$ 19,729,147
Freight income	1,233,646	1,255,642
Net sales	20,546,956	20,984,789
Costs and expenses:		
Cost of goods sold	5,166,547	5,317,428
Distributor royalties and commissions	6,387,761	6,401,162
Selling, general, and administrative	10,667,437	11,280,357
Loss from operations	(1,674,789)	(2,014,158)
Other income (expense):		
Interest income	112,806	149,575
Interest expense	(7,501)	(22,513)
Other income	34,249	23,528
Loss before income taxes	(1,535,235)	(1,863,568)
Provision for income taxes	16,000	70,000
Net loss available to common shareholders	\$ (1,551,235)	\$ (1,933,568)
Other comprehensive income (loss):		
Foreign currency translation adjustment	6,869	(101,784)
Comprehensive loss	\$ (1,544,366)	\$ (2,035,352)
Loss per common share - Basic & Diluted	(\$1.43)	(\$1.83)
Weighted average shares	1,085,000	1,058,000

See accompanying notes.

Reliv' International, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity (unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock		Total
	Shares	Amount				Shares	Amount	
Balance at December 31, 2023	1,421,867	\$ 1,422	\$ 27,993,259	\$ (11,305,454)	\$ (958,117)	363,564	\$ (5,851,423)	\$ 9,879,687
Net loss	-	-	-	(1,933,568)	-	-	-	(1,933,568)
Other comprehensive income (loss):								
Foreign currency translation adjustment	-	-	-	-	(101,784)	-	-	(101,784)
Total comprehensive loss								(2,035,352)
Balance at December 31, 2024	1,421,867	1,422	27,993,259	(13,239,022)	(1,059,901)	363,564	(5,851,423)	7,844,335
Net loss	-	-	-	(1,551,235)	-	-	-	(1,551,235)
Other comprehensive income (loss):								
Foreign currency translation adjustment	-	-	-	-	6,869	-	-	6,869
Total comprehensive loss								(1,544,366)
Common stock purchased and retired	(22,141)	(22)	(377,238)	310,922	-	-	-	(66,338)
Common stock issued	103,862	104	252,800	-	-	-	-	252,904
Retirement of treasury stock	(363,564)	(364)	(7,166,901)	1,315,842	-	(363,564)	5,851,423	-
Balance at December 31, 2025	1,140,024	\$ 1,140	\$ 20,701,920	\$ (13,163,493)	\$ (1,053,032)	-	\$ -	\$ 6,486,535

See accompanying notes.

Reliv' International, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(unaudited)

	Year ended December 31	
	2025	2024
Operating activities		
Net loss	\$ (1,551,235)	\$ (1,933,568)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	215,232	242,579
Foreign currency transaction (gain)/loss	(30,782)	(8,511)
(Increase) decrease in trade, accounts & notes receivable, and deposits	75,657	(245,556)
(Increase) decrease in inventories	131,257	697,746
(Increase) decrease in refundable income taxes	6,234	(8,546)
(Increase) decrease in prepaid expenses and other current assets	176,506	(119,226)
Increase (decrease) in income taxes payable	-	(1,153)
Increase (decrease) in accounts payable & accrued expenses, deferred revenue, and non-current liabilities	(508,570)	555,223
Net cash used in operating activities	<u>(1,485,701)</u>	<u>(821,012)</u>
Investing activities		
Purchase of property and equipment	(92,673)	(278,624)
Payments received on notes and royalty receivables	212,580	236,351
Net cash provided by (used in) investing activities	<u>119,907</u>	<u>(42,273)</u>
Financing activities		
Proceeds from issuance of common stock	252,904	-
Common stock purchased	(66,338)	-
Net cash provided by financing activities	<u>186,566</u>	<u>-</u>
Effect of exchange rate changes on cash and cash equivalents	28,055	(69,929)
Increase (decrease) in cash and cash equivalents	<u>(1,151,173)</u>	<u>(933,214)</u>
Cash and cash equivalents at beginning of year	4,733,843	5,667,057
Cash and cash equivalents at end of year	<u>\$ 3,582,670</u>	<u>\$ 4,733,843</u>

Reliv' International, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (continued)
(unaudited)

	Year ended December 31	
	2025	2024
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	\$ 7,501	\$ 22,513
Income taxes paid, net:		
Federal	\$ (1,700)	\$ 15,000
State	4,600	9,600
Foreign (Philippines)	3,500	51,600
	\$ 6,400	\$ 76,200

In 2025, net cash paid for income taxes in New Jersey and Texas was approximately \$2,000 and \$1,500, respectively.

In 2024, net cash paid for income taxes in Missouri, New Jersey, and Texas was approximately \$5,000, \$2,000, and \$1,800, respectively.

See accompanying notes.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

December 31, 2025

1. Nature of Business and Significant Accounting Policies

Nature of Business

Reliv' International, Inc. (the Company) develops and markets a proprietary line of nutritional supplements addressing basic nutrition, specific wellness needs, weight management, and sports nutrition. These products are sold by subsidiaries of the Company to a sales force of independent distributors of the Company that sell products directly to consumers. The Company and its subsidiaries sell products to distributors throughout the United States and in Australia, Austria, Canada, France, Germany, Ireland, Malaysia, Mexico, the Netherlands, New Zealand, the Philippines, and the United Kingdom.

Basis of Presentation

The unaudited consolidated financial statements include the accounts of the Company and its foreign and domestic subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates may change as new events occur and additional information is obtained. Actual results could differ materially from these estimates under unanticipated conditions or assumptions.

Concentrations of Risk

Effective January 1, 2019, we have entered into outsourcing agreements with Nutracom LLC ("Nutracom") to manufacture our nutritional and dietary supplements and for warehousing and fulfillment services for the U.S. distribution of our products. Nutracom also issued promissory notes (as amended) to us for the acquisition of our manufacturing and fulfillment operations. Any inability of Nutracom to deliver these contracted services or to repay its various obligations to us could adversely impact our future operating results and valuation of our Nutracom-related assets. See Notes 2 and 3 for further discussion of our relationship with Nutracom.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

1. Nature of Business and Significant Accounting Policies (continued)

Cash Equivalents

Our policy is to consider the following as cash and cash equivalents: demand deposits and short-term investments with a maturity of three months or less when purchased. We primarily maintain our U.S. cash balances in two U.S. financial institutions which are insured up to the maximum allowable by the Federal Deposit Insurance Corporation ("FDIC"). We have not experienced any losses in such accounts and do not believe we are exposed to any significant risk of loss of cash. At times, the U.S. cash balance may exceed the maximum insured limits of the FDIC. Our non-U.S. cash balances are maintained at various financial institutions within the local country of each of our foreign subsidiaries. As of December 31, 2025 and 2024, our U.S. cash balance as a percentage of our total consolidated cash balance was 76% and 78%, respectively.

Property and Equipment

Property and equipment are stated on the cost basis. Depreciation is computed using the straight-line or an accelerated method over the useful life of the related assets. Generally, computer equipment and software are depreciated over 3 to 5 years, office and other equipment over 7 years, and leasehold improvements over the estimated remaining lease term. For the years ended December 31, 2025 and 2024, depreciation expense was \$99,113 and \$53,217, respectively.

Inventories

Inventories are valued at the lower of cost or net realizable value and are accounted for on a first-in, first-out basis. Finished goods inventories primarily consist of purchased products held for resale. On a periodic basis, we review inventory levels, as compared to future demand requirements and the shelf life of the various products. Based on this review, we record inventory write-downs when necessary.

Sales aids and promotional materials inventories represent distributor kits, product brochures, and other sales and business development materials which are held for sale to distributors. Cost of the sales aids and promotional materials held for sale are capitalized as inventories and subsequently recorded to cost of goods sold upon recognition of revenue when sold to distributors. All other advertising and promotional costs are expensed when incurred.

Fair Value Measurements

FASB ASC Topic 820, "Fair Value Measurements and Disclosures," defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements required under other accounting pronouncements. See Note 6 for further discussion.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

1. Nature of Business and Significant Accounting Policies (continued)

Amortizable Intangible Assets

Intangible assets are recorded based on management's determination of the fair value of the respective assets at the time of acquisition. Determining the fair value of intangible assets is judgmental and involves the use of significant estimates and assumptions of future company operations. Our fair value estimates and related asset lives are based on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from these estimates.

Intangible assets estimated to have finite lives are amortized over their estimated economic life under the straight-line method; such method correlates to management's estimate of the assets' economic benefit. Based on management's estimates at origination, these lives range from two to seventeen years. Related amortization expense is presented within Selling, General, and Administrative in the accompanying consolidated statements of net loss and comprehensive loss.

Basic and Diluted Earnings (Loss) per Share

Basic earnings (loss) per common share are computed using the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per common share are computed using the weighted average number of common shares and potential dilutive common shares that were outstanding, if any, during the period. Potential dilutive common shares may consist of outstanding stock options, outstanding stock warrants, and convertible preferred stock. There were not any dilutive common shares for 2025 and 2024.

Foreign Currency Translation and Transaction Gains or Losses

All balance sheet accounts have been translated using the exchange rates in effect at the balance sheet date. Statements of net income (loss) amounts have been translated using the average exchange rate for the year. The gains and losses resulting from the changes in exchange rates from year to year have been reported in other comprehensive income (loss). The foreign currency translation adjustment is the only component of accumulated other comprehensive loss. If applicable, foreign currency translation adjustments exclude income tax expense (benefit) as certain of our investments in non-U.S. subsidiaries are deemed to be reinvested for an indefinite period of time. Foreign currency transaction gains (losses) were \$30,782 and \$8,511 for 2025 and 2024, respectively.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

1. Nature of Business and Significant Accounting Policies (continued)

Revenue Recognition

We recognize revenue from product sales under a five-step process with our independent distributors (including customers) when there is a legally enforceable contract, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. Product sales revenue (principally nutritional and dietary supplements) and commission expenses are recorded when control is transferred to the independent distributors, which occurs at the time of shipment. Generally, net sales reflect product sales less the distributor discount of 20 percent to 40 percent of the suggested retail price. We present distributor royalty and commission expense as an operating expense, rather than a reduction to net sales, as these payments are not made to the purchasing distributor. At point of sale, we receive payment by credit card, personal check, or guaranteed funds for contracts from independent distributors and make related commission payments no later than the following month.

We recognize the performance obligation for membership fees-type revenue over the membership term of generally twelve months. We receive payment for membership fees revenue at the beginning of the membership term and recognize membership fees revenue on a straight-line basis in correlation with the completion of our performance obligation under the membership term. Our remaining unearned membership fees obligation is reported as a deferred revenue liability.

We record freight income as a component of net sales and record freight costs as a component of cost of goods sold. Total sales do not include sales tax as we consider ourselves a pass-through conduit for collecting and remitting applicable sales taxes.

Actual and estimated sales returns are classified as a reduction of net sales. We estimate and accrue a reserve for product returns based on our return policy and historical experience. Our product returns policy allow for distributors to return product only upon termination of his or her distributorship. Allowable returns are limited to saleable product which was purchased within twelve months of the termination for a refund of 100% of the original purchase price less any distributor royalties and commissions received relating to the original purchase of the returned products. For the year-to-date periods ending December 31, 2025 and 2024, total returns as a percent of net sales were approximately 0.01% and 0.04%, respectively.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

1. Nature of Business and Significant Accounting Policies (continued)

Income Taxes

The provision for income taxes is computed using the liability method. The primary differences between financial statement and taxable income result from financial statement accruals and reserves and differences between depreciation and amortization for book and tax purposes.

Unrecognized tax benefits are accounted for as required by FASB ASC Topic 740 which prescribes a more likely than not threshold for financial statement presentation and measurement of a tax position taken or expected to be taken in a tax return. See Note 8 for further discussion.

Advertising

Costs of sales aids and promotional materials are capitalized as inventories. All other advertising and promotional costs are expensed when incurred. Advertising expenses were \$13,100 and \$43,800 in 2025 and 2024, respectively.

Research and Development Expenses

Research and development expenses, which are charged to selling, general, and administrative expenses as incurred, were \$77,800 and \$86,000 in 2025 and 2024, respectively.

Leases

We determine if an arrangement is a lease at inception applying guidance under Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)* (including subsequent issued lease-related ASU's).

Lessee Accounting

We use the lease standard's practical expedient that allows lessees to treat the lease and implicit non-lease components of our leases as a single lease component and we do not record on the balance sheet leases with an initial term of twelve months or less. Fixed lease expense on all of our operating leases is recognized on a straight-line basis over the contractual lease term, including our estimate of any renewal or early termination lease terms. Operating lease expense is presented within Selling, General and Administrative expense in our operating results.

Operating lease liabilities and related operating lease right-to-use assets are recognized at commencement date of the lease based on the present value of lease payments over the lease term. When leases do not provide an implicit discount rate, we use a country specific estimated incremental borrowing rate based upon the lease term.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

1. Nature of Business and Significant Accounting Policies (continued)

Reclassifications

Certain previously reported 2024 year amounts and/or descriptions have been reclassified or revised to conform to the current year presentation.

New Accounting Pronouncements – Adopted

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments are effective for our annual fiscal periods beginning January 1, 2025. As required, we have adopted this standard effective January 1, 2025 and elected the retrospective application to our current and prior period disclosures.

New Accounting Pronouncements – Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, *Disaggregation of Income Statement Expenses (Subtopic 220-40)*. The ASU requires public entities to disaggregate, in a tabular presentation in the financial statement notes, certain income statement expenses into different categories, such as purchases of inventory, employee compensation, depreciation, and intangible asset amortization. The guidance is effective for fiscal years beginning after December 15, 2026, with early adoption permitted, and may be applied retrospectively. We are currently evaluating the impact of adopting the new ASU on our consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU No. ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. This ASU amends the existing standard to remove all references to software development project stages and requires entities to start capitalizing software costs when both of the following occur: (i) management has authorized and committed to funding the software project and (ii) it is probable that the project will be completed and the software will be used to perform the function intended. This guidance is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years, with early adoption permitted as of the beginning of a fiscal year. The guidance can be applied prospectively, retrospectively, or via a modified prospective transition method. We are currently evaluating the impact of adopting the new ASU on our consolidated financial statements and related disclosures.

2. Significant Business Concentrations

On January 1, 2019, we entered into a Purchase Agreement with Nutracom pursuant to which Nutracom purchased from us machinery, other equipment, and inventories previously used by us in our manufacturing operations. Nutracom was founded by our former manufacturing operations management.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

2. Significant Business Concentrations (continued)

Concurrently with the execution of the Purchase Agreement, we entered into several agreements with Nutracom including a product supply agreement for a term of seven years, and a fulfillment agreement. The original product supply agreement has been extended through 2030.

Included within the consideration received by us for the sale of our manufacturing operations, Nutracom issued us two interest-bearing promissory notes (as amended) and a Class B equity membership interest in Nutracom. Embedded within the Class B equity membership was an agreement for Nutracom to pay us royalties based on a percentage of Nutracom's annual revenues (excluding Nutracom's revenues from sales to us). In April 2023, we entered into an agreement with Nutracom whereby we returned to Nutracom our Class B 5% non-voting, non-profit-participating equity membership interest in Nutracom LLC. We continue to retain our rights to receive royalties on certain Nutracom revenues until the end of 2030 or an effective Supply Agreement with Nutracom remains in effect. The annual royalty limit is \$250,000.

The following summarizes our significant business activities with Nutracom.

<u>Assets and liabilities</u>	December 31 2025	December 31 2024
<u>Notes & accounts receivables and deposits - current</u>		
Deposits with Nutracom for inventory	\$ 448,317	\$ 505,292
Manufacturing credit receivable - Nutracom	184,615	173,027
Royalty receivable - Nutracom	35,787	56,183
Other miscellaneous receivables	21,753	44,466
	\$ 690,472	\$ 778,968
<u>Notes & accounts receivables - non-current</u>		
Manufacturing credit receivable - Nutracom	\$ 227,066	\$ 411,681
Royalty receivable - Nutracom	304,853	324,010
	\$ 531,919	\$ 735,691
<u>Liability captions with Nutracom balances included therein</u>		
Trade accounts payable and other accrued expenses	\$ 26,023	\$ 116,879

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

2. Significant Business Concentrations (continued)

<u>Revenue and expense</u>	Year ended December 31	
	2025	2024
Selling, general and administrative expense:		
Fullfillment & professional fees	\$ 326,524	\$ 348,943
Interest income on promissory notes	31,974	42,894
Royalty income (other income)	2,188	4,288
Finished goods inventory purchased from Nutracom	\$ 2,828,000	\$ 3,194,000

At December 31, 2025, we had \$1,370,000 in commitments (net of deposits) to purchase finished goods inventory from Nutracom.

3. Notes Receivable Due From Nutracom

Included within the consideration received by us from Nutracom for the January 1, 2019 sale of our manufacturing operations, Nutracom issued us two interest-bearing promissory notes under various repayment terms.

Effective April 2023, we have entered into a re-financing agreement with Nutracom whereby our two then outstanding Nutracom notes receivable balances were combined into a single financial instrument (manufacturing credit receivable) to be satisfied as follows: fifty-eight months of a monthly amortization of principal and interest of approximately \$17,000 at 6.5% fixed interest rate. Nutracom will satisfy its obligation to us in the form of a monthly credit memo which we will apply to our obligations to Nutracom for our purchases from Nutracom of our finished goods inventories. Concurrently, we extended our supplier agreement with Nutracom through 2030.

The following table presents scheduled principal payments to be received on the Nutracom manufacturing credit receivable:

2026	\$ 184,615
2027	196,979
2028	30,087
2029	-
2030	-
Thereafter	-
	\$ 411,681

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

4. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses at December 31, 2025 and 2024, consist of the following:

	2025	2024
Trade payables	\$ 481,521	\$ 816,914
Distributors' commissions	490,305	591,761
Sales taxes	83,300	127,161
Deferred revenue	155,198	144,391
Payroll and payroll taxes	193,029	245,116
	\$ 1,403,353	\$ 1,925,343

5. Amortizable Intangible Assets

Amortizable intangible assets as of December 31, 2025 and 2024 were as follows:

	Gross Carrying Amount		Accumulated Amortization	
	2025	2024	2025	2024
Distributorship and related agreements	\$2,060,000	\$2,060,000	\$2,060,000	\$2,060,000
Lunasin technology license	1,954,661	1,954,661	1,441,805	1,325,686
	\$4,014,661	\$4,014,661	\$3,501,805	\$3,385,686

As of December 31, 2025, the remaining life of intangible assets is approximately 4.5 years. Amortization expense for intangible assets totaled \$116,119 and \$189,362 in 2025 and 2024, respectively. Amortization expense for amortizable intangible assets over the next five years is estimated to be:

	Intangible Amortization
2026	\$ 116,000
2027	116,000
2028	116,000
2029	116,000
2030	49,000

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

6. Fair Value of Financial Instruments

The carrying amount and fair value of financial instruments at December 31, 2025 and 2024 were approximately as follows:

Description	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<u>December 31, 2025</u>					
Receivables - Nutracom:					
Manufacturing credit	\$411,681	\$398,000	-	-	\$398,000
Royalty	340,640	340,640	-	-	340,640
<u>December 31, 2024</u>					
Receivables - Nutracom:					
Manufacturing credit	\$584,708	\$550,000	-	-	\$550,000
Royalty	380,193	380,193	-	-	380,193

Fair value can be measured using valuation techniques such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). Accounting standards utilize a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

Manufacturing credit receivable - Nutracom: The manufacturing credit receivable - Nutracom represents a financial instrument with characteristics similar to a fixed rate promissory note issued by a privately-held entity (PHE). At December 31, 2025 and 2024, we developed an estimated market value discount rate based on the current prime borrowing rate plus a risk-adjustment factor of 3% to estimate the fair value of this note receivable under a discounted cash flow model. (Fair value is only disclosed).

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

6. Fair Value of Financial Instruments (continued)

Royalty receivable - Nutracom: The royalty receivable - Nutracom represents our long-term right to receive a royalty from Nutracom based upon Nutracom's annual revenues (excluding Nutracom's revenues from sales to us). At December 31, 2025 and 2024, due to its variable nature, we believe that the fair value of this royalty amount approximates carrying value. (Fair value is only disclosed).

The carrying value of other financial instruments, including cash, accounts receivable and accounts payable, and accrued liabilities approximate fair value due to their short maturities or variable-rate nature of the respective balances.

7. Leases

Lessee

Effective upon the completion of the April 2023 sale of our company headquarters building and land, we have entered into a lease agreement with the Buyer to continue our headquarters office in its current location. The lease is for a term of ten years with a lessee mid-term option to reduce the rental space after five years. Annual lease payments range from approximately \$25,000 to \$36,000 per month plus operating expenses and common area maintenance charges. The lease also includes various provisions for our obligation to fund certain building repairs over the term of the lease.

In addition to the lease of our headquarters building, we lease certain other office and storage facilities, and equipment. These leases have varying terms, are generally one to five years in length, and certain real estate leases have options to extend or early terminate. Several of our operating leases are subject to annual changes in the Consumer Price or similar indexes (CPI). The changes to the lease payment due to CPI changes are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred.

Operating lease expense:	Year ended December 31	
	2025	2024
Fixed	\$ 475,050	\$ 489,058
Variable	232,952	236,501
Short-term	59,075	77,459
Total	<u>\$ 767,077</u>	<u>\$ 803,018</u>

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

7. Leases (continued)

The following represents the maturity of our operating lease liabilities as of December 31, 2025:

2026	\$	395,758
2027		393,959
2028		408,854
2029		423,748
2030		429,461
Thereafter		960,668
Total operating lease payments		3,012,448
Less: imputed interest		(580,694)
Total operating lease liabilities	\$	2,431,754

As of December 31, 2025, our right-to-use operating leases have a weighted-average remaining lease term of 7.07 years and a weighted-average discount rate of 5.96%. Cash paid for amounts included in the measurement of operating lease liabilities was approximately \$287,800 and \$277,000 for the years ended December 31, 2025 and 2024, respectively.

8. Income Taxes

Components of income (loss) before income taxes:	Year ended December 31	
	2025	2024
United States	\$ (1,041,143)	\$ (1,257,797)
Foreign	(494,092)	(605,771)
	\$ (1,535,235)	\$ (1,863,568)

Components of provision for income taxes:	Year ended December 31	
	2025	2024
Current:		
Federal	\$ -	\$ 1,000
State	6,000	2,000
Foreign	10,000	67,000
Total current	16,000	70,000
Deferred:		
Federal	-	-
State	-	-
Foreign	-	-
Total deferred	-	-
	\$ 16,000	\$ 70,000

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

8. Income Taxes (continued)

During the fiscal years of 2016 through 2022, we determined that it was more likely than not that losses generated in the U.S. (domestic) and certain foreign jurisdictions would not be realized based on projections of future taxable income, estimated reversals of timing differences, and other considerations. In prior years, we recorded a full valuation allowance on all of our domestic and foreign deferred tax assets.

In an April 2023 non-recurring event, we sold our headquarters building and land for a taxable gain on sale which exceeded our 2023 loss from operations resulting in 2023 net U.S. taxable income. In 2023, we applied unrecognized U.S. deferred tax assets (primarily consisting of federal and state net operating loss carryforward balances subject to full valuation allowances), to significantly reduce our overall 2023 federal and state tax liabilities.

Excluding our 2023 operating results, we are unable to estimate that we will generate sufficient domestic taxable income to utilize remaining deferred tax assets post-2023. As a result, we continue to record a full valuation allowance on all of our estimated remaining domestic and foreign deferred tax assets.

Due to the deferred tax valuation allowance adjustments, our operating losses, and other factors, the effective income tax rate percentage was (1.0)% and (3.7)% for the years ended December 31, 2025 and 2024, respectively. The 2025 and 2024 income tax provision amounts primarily represent estimated income taxes for one of our foreign subsidiaries and certain U.S. states.

The provision (benefit) for income taxes is different from the amounts computed by applying the United States federal statutory income tax rate of 21% for the years ended December 31, 2025 and 2024, respectively. The reasons for these differences are presented below in conformity with ASU No. 2023-09 and are as follows:

	Year ended December 31			
	2025		2024	
	Amount	Percent	Amount	Percent
Income taxes at U.S. statutory rate	\$ (322,000)	21.0 %	\$ (391,000)	21.0 %
State income taxes, net of federal benefit *	6,000	(0.4)	7,000	(0.4)
Foreign tax effects:				
Philippines				
Higher effective taxes on earnings/losses	27,000	(1.8)	23,000	(1.2)
Income tax audit settlements	-		52,000	(2.8)
Other	11,000	(0.7)	15,000	(0.8)
Valuation allowance, net	290,000	(18.9)	362,000	(19.4)
Other	4,000	(0.2)	2,000	(0.1)
	<u>\$ 16,000</u>	<u>(1.0) %</u>	<u>\$ 70,000</u>	<u>(3.7) %</u>

* State taxes in New Jersey and Texas made up the majority (greater than 50 percent) of the tax effect in this category in each of 2025 and 2024.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

8. Income Taxes (continued)

The components of our deferred tax assets and liabilities, and the related tax effects of each temporary difference at December 31, 2025 and 2024, are as follows:

	2025	2024
Deferred tax assets:		
Inventory obsolescence reserve	\$ 1,000	\$ 3,000
Deferred revenue	43,000	40,000
Intellectual property costs	76,000	82,000
R&D expenditures capitalization	36,000	36,000
Operating lease liabilities	76,000	76,000
Miscellaneous accrued expenses	41,000	17,000
Domestic net operating loss carryforwards	1,428,000	1,115,000
Foreign net operating loss carryforwards	2,906,000	3,026,000
Valuation allowance	(4,391,000)	(4,185,000)
	216,000	210,000
Deferred tax liabilities:		
Operating lease right-to-use assets	78,000	78,000
Depreciation and amortization	31,000	25,000
Foreign currency exchange	107,000	107,000
	216,000	210,000
Net deferred tax assets (liabilities)	\$ -	\$ -

We have a deferred tax asset relating to domestic federal net operating loss carryforwards of approximately \$1,428,000 at December 31, 2025 which do not expire; however these remaining federal net operating loss carryforwards can only be used to offset 80% of U.S taxable income in future years. We have a deferred tax asset of \$2,906,000 at December 31, 2025 relating to foreign net operating loss carryforwards in various jurisdictions which principally do not expire.

The United States Tax Cuts and Jobs Act (TCJA) was enacted in December 2017, which significantly changed U.S. tax law, principally by permanently reducing the U.S. federal statutory rate to 21% effective January 1, 2018 and implementing a territorial tax system. The TCJA introduced a new tax on global intangible low-taxed income ("GILTI") effective as of January 1, 2018. When GILTI is applicable, our policy is to treat GILTI as a period cost when incurred.

Our domestic and foreign subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. We have concluded all U.S. federal income tax matters for years through 2021 and concluded years through 2021 with our primary state jurisdiction.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

8. Income Taxes (continued)

Beginning October 2023, one of our foreign subsidiaries was under examination of its 2022 local country income tax return. For the year to date period ending December 31, 2024, our operating results include \$9,000, \$9,000, and \$52,000 for general administrative expense, interest expense, and income tax expense, respectively, from a June 2024 cash settlement of this 2022 tax year examination.

There were no significant uncertain tax positions at December 31, 2025 and 2024.

9. Incentive Compensation Plan

Under a Board of Directors approved incentive compensation plan, bonuses are payable quarterly in an amount not to exceed 18% of the Company's Income from Operations for any period, subject to achieving a minimum quarterly Income from Operations of at least \$500,000. For fiscal years 2025 and 2024, the Board determined that the aggregate amount of incentive compensation available under the Plan shall be equal to 15%, respectively, of the Company's Income from Operations. The bonus pool is allocated to executives according to a specified formula, with a portion allocated to a middle management group as determined by our Board of Directors. Our expense for this incentive compensation plan was \$-0- for 2025 and 2024, respectively.

10. Employee Benefit Plans

We sponsor a 401(k) employee savings plan which covers substantially all U.S. employees. Employees may contribute from 1% to 50% of their eligible compensation to the plan up to defined limits. For the year ended December 31, 2025, we matched 100% of the first 6% of the employee's eligible compensation contributed. For the year ended December 31, 2024, we matched 10% of the first 15% of the employee's eligible compensation contributed. Our matching contributions under the 401(k) plan totaled \$33,700 and \$24,600 in 2025 and 2024, respectively.

We sponsor an employee stock ownership plan ("ESOP") which covers substantially all U.S. employees. We fund contributions to the ESOP on a discretionary basis. In 2025 and 2024, we did not make any contributions to the ESOP.

11. Segment Information

Our business consists of a single operating segment. Our chief operating decision maker (CODM) is our Chief Executive Officer, who reviews financial information presented on a consolidated basis, accompanied by disaggregated information about our revenue, for purposes of making operating decisions, developing sales incentives and marketing strategies, allocating resources, and assessing overall financial performance. Income (loss) before income taxes is our primary measure of profit or loss, and all costs and expenses categories on our consolidated statements of operations are significant.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

11. Segment Information (continued)

Description of Products and Services by Segment

We operate in one reportable segment, a direct selling segment consisting of six operating units that sell nutritional and dietary products to a sales force of independent distributors that sell the products directly to customers. These operating units are based on geographic regions. Geographic data for the years ended December 31 follow:

	<u>2025</u>	<u>2024</u>
Net sales to external customers		
United States	\$ 15,880,689	\$ 16,529,636
Australia/New Zealand	319,090	395,042
Canada	405,449	350,565
Mexico	370,828	439,104
Europe ⁽¹⁾	2,706,742	2,185,988
Asia ⁽²⁾	864,158	1,084,454
Total net sales	<u>\$ 20,546,956</u>	<u>\$ 20,984,789</u>
Assets by area		
United States	\$ 8,749,178	\$ 10,520,746
Australia/New Zealand	199,085	261,745
Canada	103,068	270,711
Mexico	53,366	86,612
Europe ⁽¹⁾	779,102	506,946
Asia ⁽²⁾	673,841	915,649
Total consolidated assets	<u>\$ 10,557,640</u>	<u>\$ 12,562,409</u>

⁽¹⁾ Europe consists of United Kingdom, Ireland, France, Germany, Austria, and the Netherlands.

⁽²⁾ Asia consists of Philippines and Malaysia.

Reliv' International, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

11. Segment Information (continued)

We classify sales into three categories of sales products plus freight income. Net sales by product category data for the years ended December 31 follow:

	<u>2025</u>	<u>2024</u>
Net sales by product category		
Nutritional and dietary supplements	\$ 18,629,431	\$ 19,000,184
Other supplements	175,059	221,148
Sales aids, membership fees, and other	508,820	507,815
Freight income	1,233,646	1,255,642
Total net sales	<u>\$ 20,546,956</u>	<u>\$ 20,984,789</u>

12. Subsequent Events

Management has evaluated events from January 1, 2026 through the OTC Markets filing date of these consolidated financial statements and concluded there were not any subsequent events which required disclosure.