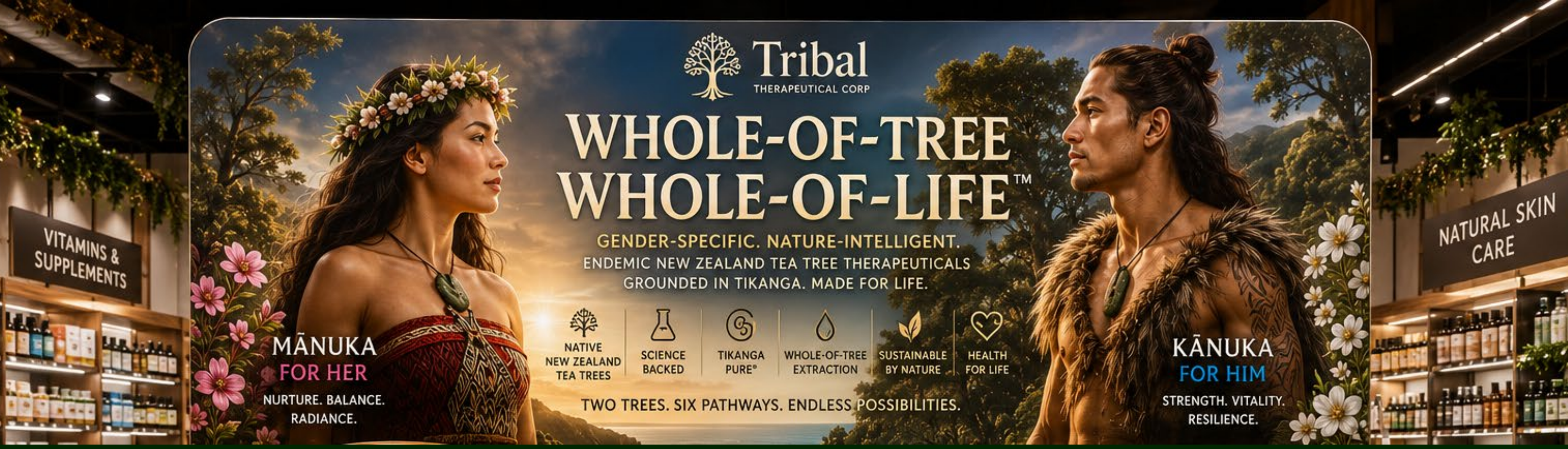
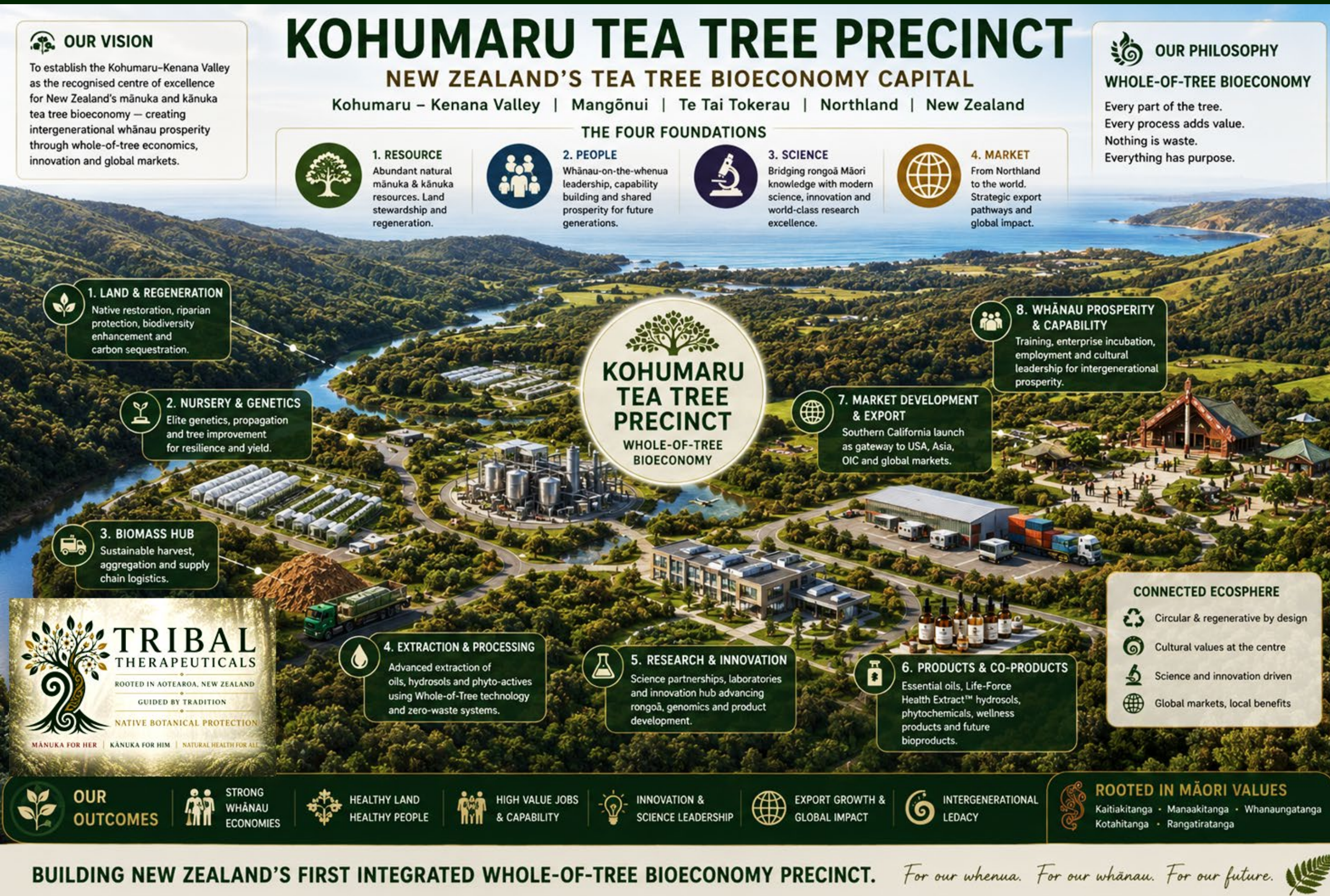



# -Precinct Campus Bridging Partner-




**BRIDGING FINANCE PROPOSAL**

**TEA TREE VALLEY CAMPUS DEVELOPMENT**

**An Invitation to Kōrero**

- **NZD5.0 Million Convertible Zero-Coupon Bond.**
- **NZD4.0 Million Issue Price | 24-Month Term.**

TRIBAL THERAPEUTICALS LTD
NATURALLY OURS - PURPOSEFULLY YOURS

**The Directors**

**Tribal Therapeuticals Ltd**

**9/7/2026**

*Kohumaru Tea Tree Bioeconomy Precinct – Phase 2*

# -FOREWORD-

**“From Tairāwhiti to Te Tai Tokerau”**

| Tairāwhiti – Non-Native Cannabis | Te Tai Tokerau – Endemic Mānuka/Kānuka |
|---|---|
| **In 2016, an ambitious proposition emerged from Tairāwhiti.**<br>The proposition’s objective was the belief that the commercialisation of medicinal cannabis would create a new botanical industry as an instrument of regional economic development on the east coast of the North Island. Creating employment, increasing household incomes, attracting investment and enabling whānau in one of Aotearoa / New Zealand’s more economically marginalised rural regions to participate in the value being created around them.<br>***That proposition emerged as* Rua Bioscience.**<br>Beginning with a non-native botanical resource, the founders embarked upon the difficult task of creating the cultivation, scientific, regulatory, production and commercial ecosystem required to establish a NZ originated medicinal-cannabis enterprise in a highly competitive industry.<br>***The capital markets responded.***<br>An initial NZD2M crowdfunding campaign was followed by ~NZD11M in pre-IPO wholesale capital, delivering the operating and production ecosystem from which Rua subsequently completed a NZD20 million IPO and NZX listing.<br>In doing so, Rua established a highly visible and very important New Zealand capital-market reference point. Demonstrating that a Māori-founded botanical proposition from an economically marginalised rural region **could attract mainstream private capital and ultimately reach the NZX.**<br>That journey provides the benchmark for the native Whole-of-Tree™ proposition now emerging from Te Tai Tokerau. Providing a benchmark for a native “whole-of-tree” proposition to follow in Te Tai Tokerau. | **In 1996, a Māori landowner in the Kohumaru Valley had a remarkably similar vision.**<br>His objective was to transform his whānau's tea-tree-bearing whenua into a native-tree nursery and plantation agribusiness capable of creating sustainable employment and recurring income for whānau living on the whenua.<br>Twenty years later, in 2016, an expatriate New Zealander returned home after 38 years abroad seeking New Zealand tea-tree botanical products for distribution into the United States.<br>In 2020, another expat New Zealander returned home, bringing with him a state-of-the-art plant-oil extraction facility he set up on his family's 184-year-old farm south of the Kohumaru Valley.<br>By 2022, these complementary resources, skills and relationships had been brought together through a **Business Combination** operating model. The Partners having since invested more than **NZD1.15M in seed capital** and now at production stage. But with a very different botanical starting point to the Tairāwhiti benchmark model.<br>***The underlying resource is not an exotic product.***<br>It is the endemic NZ tea-tree duality of **mānuka & kānuka** with an evolutionary history of more than **9,000,000 years** and an ethnobotanical, tangata whenua born legacy of more than **1,000 years**.<br>Existing biomass, extraction capability and NZD4M+ in identified bulk-oil demand providing the commercial foundation on which the Partners will introduce the **Whole-of-Tree™ / Whole-of-Life™** model and launch **Life-Force™ 9M Botanical Extract** globally via a Southern California launch.<br>The resource exists. The knowledge ecosystem has been assembled and the market pathway plan developed. ***The next step is the capital to scale these elements into an export led and driven two year journey to create value for all stakeholders.*** |

# -THE TWO YEAR VALUE BUILDING JOURNEY-

The successful development of the Kohumaru Tea Tree Bioeconomy Precinct and the progressive delivery of its Whole-of-Tree™ economic benefits to the Whānau-on-the-Whenua depend upon establishing a commercially sustainable capital expansion program that delivers the pathway from **resource production through processing to international market access & distribution**.

To support this objective, a step-by-step capital programme has been developed and structured to fund each successive stage of the Precinct's development as commercial milestones are achieved and investment risk is progressively reduced.

“Building upon the completed NZD1.15M Seed Capital Stage, the pathway progresses through the California market activation programme, the Campus and its GMP processing development, establishment of the US retail Showcase / US distribution hub, expansion into the OIC markets through Malaysia, and ultimately the targeted public-market pathway.

| Step | Milestone | Capital Pathway | Strategic Outcome |
|---|---|---|---:|
| 1 | Seed Capital Stage *(Closed)* | NZD1.15M | Biomass resource secured and early-stage production capability established |
| 2 | SoCal market activation *(Now open)* | **NZD500k** Kohumaru Angels / Pre-Series A | Life-Force™ 9M activation; initial export market established |
| 3 | Kohumaru Campus Acquisition | **NZD3.5M** Bridging | !40 Kenana Road campus facility purchased. GMP compliant factory construction |
| 4 | US Partner Entry | **USD5M** Series A Round (Takes out bridge in 3 above) | US retail showcase purchase. GMP factory expansion / new laboratory. |
| 5 | Campus labour force expansion | Series A funded / *(construction)* | Whole-of-Tree processing capability established at Precinct |
| 6 | SoCal Showcase | Series A funded / *(Operating capital)* | Direct consumer-facing US market presence |
| 7 | Valencia distribution hub | Series A funded / *(Acquisition capital)* | US distribution infrastructure secured |
| 8 | US scale-up *(Listing agreement signed)* | **USD5M** Series B Reg CF Round | Consumer/investor community and North American expansion |
| 9 | OIC market activation *US Corp to list* | **USD5M** Series C Round / LFX listing for OIC entry | Malaysia gateway supporting Halal/OIC distribution |
| 10 | International scale | OIC capital deployment | Expansion of production and export capability |
| 11 | Public-market pathway | **NZD20M** Series D / Targeted NZX listing | Longer-term liquidity, growth capital and institutionalisation |

**CURRENT INVESTMENT ENTRY POINT:** The NZD4M investment opportunity captioned in this document comprises Steps 2 and 3 of the current activation programme — **NZD500,000 to activate the Southern California market-development pathway and NZD3.5 million to secure and activate the physical Precinct/Campus asset base.** Together, these steps establish the market-facing and production-facing foundations from which the subsequent capital pathway is intended to proceed with an NZX listing targeted within two years of closing the NZD4M Convertible Bridging Partner placement.

# -THE TWO YEAR BIOECONOMY BUILDOUT-

The **Kohumaru Tea Tree Bioeconomy Precinct** begins with the same economic socio-economic vision but built solely on a native tree duality kōrero. This leading us to the following question:

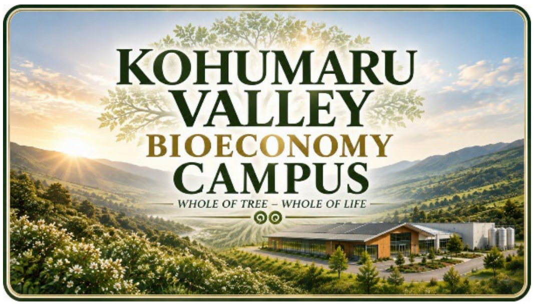
***"Can the structured commercialisation of a 9,000,000+ year old native tree duality with a 1,000 year ethnobotanical legacy in Te Tai Tokerau create enduring economic participation for the whānau who have traditionally stood closest to that resource?"***

- Yes, Rua does provide a visible New Zealand capital-market benchmark against which each stage of the Kohumaru journey can be measured.
- But the Kohumaru proposition begins with a very different resource base. A different production architecture and a different approach to connecting commercial value directly with the **Whānau-on-the-Whenua™** who supply the botanical resource.
- Now in production and ready to scale, to this point in the journey, the Partners have provided the funding.
- The Partners now seek one like-minded capital partner to scale production to meet both growing bulk oil demand, the Southern California market activation and the Partners intergenerational kaupapa.

This DOC-6015 is an invitation to consider investing NZD4M alongside the Partners and join Tribal Therapeuticals Ltd on the next two years of its journey. From private enterprise, through Campus activation and international commercial scale-up, toward its targeted pathway to the New Zealand public capital markets via an IPO and NZX listing.

*In this sense, Rua provided more than a precedent.*

***Rua established a benchmark that Kohumaru can perfect as it scales.***




So eight years after that original Tairāwhiti capital proposition, Kohumaru now looks to demonstrate what the next iteration of a Māori botanical bioeconomy might will like when it begins with an endemic resource already growing on whānau whenua, an established extraction pathway, identifiable, verifiable third-party demand, a Whole-of-Tree™ value-capture model; and a commercial structure deliberately designed around the supply led, economic participation of the **Whānau-on-the-Whenua**. Attributes that Rua lacked when going to the market.

**This Expression of Interest invites a kōrero around the two year bridge required to put that model onto its intergenerational operating base.**

# -THE NZD4M BRIDGE-

## A 24-Month Convertible Bridge to Acquire / Activate the Tea Tree Valley Campus.

The next development step is both tangible and time-specific.

**Tea Tree Valley Campus Ltd ("TTVC") has entered into an executed 90-day finance-conditional Sale and Purchase Agreement to acquire the 173.53-hectare property at 140 Kenana Road, Kohumaru Valley, Mangonui.**

To complete that acquisition and activate the Campus, **Tribal Therapeuticals Ltd ("TTL")** — the New Zealand parent company at the centre of the Group's commercial and longer-term capital-market strategy proposes to raise **NZD4.0M** through the issue of a **24-Month Zero-Coupon Convertible Bond**.

Bond proceeds will be deployed by TTL into the acquisition and development of the **Tea Tree Valley Campus**, with TTVC remaining the dedicated Campus property-holding vehicle and **Tribal Tea Tree Botanicals Ltd ("TTTB")** becoming its principal operating tenant.

The property is intended to become the permanent production and commercial hub of the Precinct, bringing the tea-tree resource, extraction capability, GMP-compliant production, laboratory, storage and export-preparation infrastructure together within the Valley from which the underlying biomass is supplied and financed as follows:

| PROPOSED BRIDGE INSTRUMENT | |
|---|---|
| **Issuer** | Tribal Therapeuticals Ltd "TTL" |
| **Instrument** | Zero-Coupon Bond with agreed investor protections |
| **Issue Price / Capital Raised** | **NZD1.00 per note to raise NZD4,000,000** |
| **Cash Redemption** | **NZD5,000,000** |
| **Term** | **24 Months** |
| **Conversion** | Bondholder option to convert to TTL equity one year post issue date. |
| **Conversion Bonus** | Conditional upon exercise of the TTL conversion option, **1,000,000 shares in Tribal Therapeutical Corp ("TTC")**, the US-based product distribution affiliate. |
| **Early Redemption** | In the event of non-conversion, permitted in year 2 without penalty. |
| **Security Package** | Negotiable |

## REDEMPTION — OR PARTICIPATION

At maturity, the Bondholder is intended to have two pathways: cash redemption of the Bond, or the opportunity to elect conversion into equity in Tribal Therapeuticals Ltd under the agreed conversion terms. The conversion feature is designed to allow an investor who wishes to remain invested following the twelve-month Campus activation period to transition from short-duration Bridge capital into the TTL equity platform through which the Group intends ultimately to pursue its targeted NZX capital-market pathway.

## NZD4M— FOUR IMMEDIATE OUTCOMES

### 01 — NZD2.50M | ACQUIRE THE CAMPUS

Settle the acquisition of the 173.53-hectare Tea Tree Valley Campus at **140 Kenana Road**, under the executed finance-conditional Sale and Purchase Agreement. The acquisition establishes a permanent land and infrastructure base at the heart of the Kohumaru Valley from which the wider Whānau-on-the-Whenua™ supply-led bioeconomy can be progressively developed as the Kohumaru Tea Tree Bioeconomy Precinct.

### 02 — NZD1.00M | ESTABLISH STAGE-ONE GMP PRODUCTION

Develop the initial **GMP-compliant production facility**, incorporating extraction, production, laboratory and storage capability. The facility is to be leased to and operated by **Tribal Tea Tree Botanicals Ltd ("TTTB"),** the operating company holding the biomass-supply and wholesale/retail product-sales relationships underpinning the commercial model.

### 03 — NZD500k | COMPLETE PRODUCTION & CAPITAL ACTIVATION

Provide for the costs associated with establishing the Bond facility together with the initial **vacuum-sealing, export packing facility and associated production capability** required to protect product integrity through packing, storage and export to Southern California.

***This completes the initial NZD4.0M capital deployment.***

### 04 — ~NZD400k | ADDITIONAL INTERNALLY GENERATED CAPITAL

Existing timber on the acquired property is forecast to realise approximately **NZD400,000**, with proceeds expected to become available within approximately 60 days following settlement. ***"These proceeds are additional to the NZD4M Bridge and will be invested into further production plant and equipment, increasing the productive capability.***

## FROM PASTORAL FARM TO BIOECONOMY CAMPUS

*The proposed acquisition is not being approached as the purchase of a 173.53-hectare pastoral property. The development plan divides the Campus economically into three complementary components:*

1. **161 hectares — Tea-Tree Plantation & Nursery**

   Planned conversion into a managed tea-tree plantation and nursery resource, applying the project's productive-development benchmark of **NZD23,500 per hectare**.

2. **2 hectares — Residence & Curtilage**

   Retained as part of the underlying Campus property and operational infrastructure.

3. **10 hectares — Production Campus**

   Allocated to the GMP factory, laboratory, storage, packing, vehicle access, parking, mulch storage and associated production infrastructure, with the completed facility to be leased to TTTB at a provisionally proposed, NZD120,000 per annum.

## INDICATIVE POST-DEVELOPMENT VALUE ARCHITECTURE

| Campus Component | Applied Project Value |
|---|---:|
| 161ha tea-tree plantation/nursery @ NZD23,500/ha | **NZD3.7835M** |
| Residence & curtilage | **NZD0.600M** |
| 10ha production site / leased GMP facility | **NZD1.500M** |
| **Total Applied Post-Development Value** | **NZD5.8835M** |

*These are project-applied post-development values and should not be interpreted as an independent current market valuation of the property.*

## THE PURPOSE OF THE BRIDGE

*“Throughout New Zealand's agribusiness history, long-term industry success has generally been driven not by the primary producer alone, but by the establishment of permanent processing, innovation and market development infrastructure located close to the resource upon which the industry depends*

**The NZD4M Bridge is not being sought simply to finance the purchase of a pastoral farm.**

*“It is sought to transform an identified 173.53-hectare asset into the permanent production base of a Whānau-on-the-Whenua™ supply-led New Zealand tea-tree bioeconomy and to bridge that transformation into the Group's longer-term equity capital programme”.*

The **Kohumaru Valley Bioeconomy Campus** has been conceived to perform that catalytic role for New Zealand's endemic tea tree bioeconomy.

**“Ko te whenua te tūāpapa, ko ngā uri te pae tawhiti.”**

*“The land is the foundation, and future generations are the horizon”*

# -THE REVENUE ENGINE BEHIND THE CAMPUS-

**The Resource Exists. The Market Pathway Exists. The Campus Connects Them.**

The commercial rationale for the Tea Tree Valley Campus rests upon a simple proposition.

To aggregate an existing whānau-controlled biomass resource, process that resource through an integrated production platform, satisfy identified third-party demand for bulk oil and progressively capture the additional value created from the **Whole-of-Tree™** production process. The proposed Campus brings those activities together within the Kohumaru Valley. No Government funding has been assumed in producing the commercial pathway presented in this paper.

## THE RESOURCE PRECEDES THE CAPITAL

In 2019, a long-term agreement was executed with Kohumaru Taonga Ltd providing sole harvesting rights over **450 hectares of whānau owned mānuka and kānuka biomass**. Those harvesting rights sit within a wider **581-hectare Lloyd whānau-owned, harvest-ready tea-tree resource base** available to support "**Phase 1**" of the Kohumaru Tea Tree Precinct model. This meaning that the Bridge is not asking investors to finance the establishment of the underlying botanical resource because the biomass is already growing on the whenua**. The commercial task being to capture the maximum possible value that can be extracted from it in accordance with tikanga and kaitiakitanga.**

## YEAR-ONE COMMERCIAL PATHWAY – 9,000 LITRES – Forecast Tea-Tree Oil Production

The initial production programme provides for **9,000 litres** of mānuka and kānuka oil during the first 18 month operating cycle delivering **"Standard, non-reflux processed" hydrosol**. This production divides into two complementary commercial pathways. One "**Non-Related**", the other "**Related**".

### (1) NON-RELATED THIRD-PARTY BULK OIL SALES – 7,000 LITRES

Identified non-related wholesale demand advised by way oi LOI / Intent statements, presently supports a Year-One sales pathway comprising the following:

- **4,000 litres** Australian essential oils distributor. *(LOI)*
- **1,200 litres** New Zealand based tea tree oil convertor. *(Intent)*
- **1,200 litres** Additional NZ oil-converter customer. *(Intent)*
- **600 litres** Smaller independent customers. *(Forecast)*

At the applicable forecast wholesale prices of NZD750 & NZD850 per litre this will deliver a forecast yea one bulk oil sales of **NZD5.3M to these Non Related Parties.**

- But the economics do not stop when the oil is extracted and sold.
- They start again because emerging from the oil extraction process a second, long overlooked product, "*hidden in plain sight*" emerges. The "**hydrosol**".

The steam-distillation process that produces the 7,000 litres of third-party oil will simultaneously generate circa 80 litres of "**Standard**" grade hydrosol for every litre of oil produced, i.e., 7,000 X 80 = 560,000 litres as a byproduct. Because the oil is being commercially sold to Non-Related third Parties, the "Standard" grade hydrosol emerges as a byproduct at **no additional cost, delivering the "feedstock**" for the production and export of hydrosol as an "inhouse" branded botanical extract.

At the provisionally applied **NZD10 per litre** internal transfer price, this "Standard" hydrosol is forecast to add a further **NZD5.6M** to the export sales of TTTB. When launched, we envisage the patented **"Reflux"** technology processed, therapeutic grade "**Premium**" hydrosol to command a market price of more than double that of the "Standard" grade due to its much higher **phenolic compound content**.

By way of explanatory note, at the proposed **USD49.90 per litre RRP (Recommended Retail Price)** in the US, this 560,000-litre production of "**Standard**" grade hydrosol represents downstream retail shelf-sales value in the US distribution operations of:

**USD27.94M – NZD46.57M**

### (2) RELATED PARTY (Inhouse) EXPORT SALES – 2,000 LITRES

The remaining **2,000 litres of the forecast year-one oil production** is intended to be used on an inhouse basis in the production of 100,000 "Tribal" branded, 20ml SKU units which will be exported by TTTB at an Internal Transfer Price of **NZD27.68 FOB per-SKU** to the US distribution operation:

**This will add NZD2.768M in forecast TTTB produced export sales**

Importantly, the circa **160,000 litres of additional hydrosol** forecast to arise from the extraction of these 2,000 litres of oil has been **excluded entirely from the following TTTB sales forecast**. That production being reserved solely for US market activation.

### TTTB REVENUE PATHWAY - YEAR-ONE SUMMATION *(Allow 18 month period)*

| Revenue Sources | Volume | Forecast Sales |
|---|---|---|
| Non-Related – *Bulk tea-tree oil* | 7,000 litres | **NZD5.310M** |
| Non-Related – *Life-Force 9M™ hydrosol export sales* | 560,000 litres | **NZD5.600M** |
| Related – *Tribal™-branded oil SKU internal export sales* | 2,000 litres | **NZD2.768M** |
| Related – *Life-Force 9M™ hydrosol export sales* | 160,000 litres | **Excluded** |
| **FORECAST YEAR-ONE SALES** | | **NZD13.678M** |

**"Mai i te whenua, ki te pūtaiao, ki te ao."**

*From the whenua, through science, to the world.*

kohumaru

"The Trusted Provenance of NZ Tea Tree Agribiz"

# -THE TAKE-OUT-

**Cash Redemption — or Continuing Equity Participation.**

*"The 24-month Bridge is transitional capital, providing the Bondholder with the option to convert into TTL equity or, where conversion is not elected, proceed toward cash redemption through the Group's planned take-out pathways".*

Its principal planned cash-redemption pathway remains the Group's **USD5M Series A equity programme**. However, structuring the Bridge as a Convertible Bond issued directly by **Tribal Therapeuticals Ltd** provides the Bondholder with an additional pathway. Rather than being redeemed entirely in cash, the investor may elect, subject to the agreed Bond terms, to convert into TTL equity and continue participating in the enterprise whose development the Bridge has helped accelerate.

**STEP 1 The NZD4M Bridge Capital acquires / activates the Campus operations.**
**STEP 2 The Campus provides the permanent production base.**
**STEP 3 The Bridge activates the entire revenue generation programme.**
**STEP 4 The USD5M SERIES A Equity capital campaign is activated.**
**STEP 5 The Bondholders choice / NZD5M Cash Redemption or TTL equity conversion?**

**THE BRIDGE CAPITAL TAKE-OUT — A USD5.0 MILLION SERIES A ROUND**
***The Series A is the principal planned take-out mechanism for the Bridge.***

Because the TTL equity proposition should be materially stronger after the Bridge than before it, the Convertible Bond gives the Bridge investor the opportunity to decide at that point whether to exit or participate in what has been created. The Bridge is intended to finance a defined twenty four month transition in investment readiness for a business possessing resource access, identified demand and a finance-conditional Campus acquisition, to one possessing its permanent production base, expanded operating capability, developing export revenues and a substantially enlarged commercial platform. The Bondholder is not required to make any equity decision until the Conversion Notice Date which in the Bond terms, will be set at 12 months after the Issue Date.

**THE BRIDGE & TAKEOUT DOES NOT RELY UPON GOVERNMENT FUNDING**
**No Government grant, matching contribution or other public-sector funding has been assumed in either the commercial case supporting the Bridge or its repayment pathway.**

The structured NZD5.0 million redemption is planned to be supported by the Group's private-capital programme, **principally the USD5M Series A.** Materially strengthened in terms of the trading and asset base created by and during the Bridge period. Any Government participation that may be subsequently obtained would thus be additional to the private-capital model presented herein.

***NOTE:***

*Beyond the Bondholder's conversion option and the planned Series A Round, the Group's expanded trading and revenue base, expansion into the OIC market through an Equity Participating Model (EPM), and debt-free capital structure would together provide a strong platform from which an alternative Bond take-out facility could be arranged if required, to redeem the Bond at the end of two years, independent of of the Series A outcome.*

# -The First Twelve Months-

## Pre Bond Notice Conversion Date - Building the Foundation

Within twelve months of the Campus settlement, the Bridge Investment will have established the operational foundations of the Kohumaru Tea Tree Bioeconomy Precinct by integrating science, mātauranga Māori and commercial practice to strengthen the long-term productivity of Māori-owned endemic tea tree whenua, having delivered:

- ✓ Permanent freehold ownership of the 140 Kenana Road campus.
- ✓ 990 hectares of biomass whenua supporting the Precinct. (Phase 1, 2 & 3)
- ✓ A GMP-compliant extraction factory plus supporting analytical laboratory.
- ✓ A hybrid kānuka nursery and plantation development programme.
- ✓ A fully operational Southern California market activation platform.
- ✓ A scalable Māori-owned supply chain centred on Ngāti Kahu whenua.
- ✓ A solid group balance sheet supported by freehold property ownership capable of supporting both banking facilities plus potential capital inflow from investors.

**"He kaupapa tika ka toitū."**
*"A kaupapa grounded in sound practice will endure".*


The Kohumaru Tea Tree Precinct has been conceived and proposed as New Zealand's first Reference Precinct for the commercialisation of endemic tea tree resources. Demonstrating how Māori-owned whenua can support a bioeconomy that is commercially scalable, environmentally sustainable and culturally grounded, while delivering recurring intergenerational opportunities for the whānau who remain connected to the land.

**Although the first Campus is planned to be built in the Kohumaru Valley, the opportunity exists to create a model that can ultimately be adopted wherever Māori-owned tea tree whenua exists throughout Aotearoa.**

# -IN CLOSING-

The **Kohumaru Tea Tree Precinct** has been conceived as a practical demonstration of how Māori landowners, scientific research and commercial innovation can work together to create a resilient **Whole-of-Tree™ / Whole-of-Life™ bioeconomy** founded upon **tikanga**, **kaitiakitanga** and the enduring intergenerational stewardship of the whenua.

The Partners respectfully invite prospective bridging capital investors and strategic collaborators to explore how this Māori-led initiative can contribute to the establishment of a nationally significant **Reference Precinct.** One capable of demonstrating how New Zealand's endemic tea tree resources may be transformed into a commercially scalable, environmentally sustainable and culturally grounded agribusiness that delivers measurable economic, environmental and community outcomes for generations to come.

***The journey begins in the Kohumaru Valley. Its potential reaches far beyond it.***

Should the vision outlined in this Investment Summary resonate with you, we welcome the opportunity to meet, share our kaupapa and explore how we might work together to bring the next phase of the Kohumaru Tea Tree Precinct to life.

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**"Ehara taku toa i te toa takitahi, he toa takitini"**

*"My strength is not as an individual, but as a Collective"*