tZERO Proposed Business Combination Advances Opportunity to Scale Regulated Digital-Asset Infrastructure; NXH Signs Support Agreement

November 2, 2026

Neighborhood Intelligence owns approximately 38% of tZERO through direct and indirect interests and has agreed to support the proposed transaction

NASHVILLE, Tenn.--(BUSINESS WIRE)--Nov. 2, 2026-- Neighborhood Intelligence, Inc. (Nasdaq: NXH) today announced that it has entered into a Stockholder Support Agreement dated as of October 31, 2026 (the "Support Agreement"), in connection with the proposed business combination pursuant to an Agreement and Plan of Merger dated as of October 31, 2026 (the "Merger Agreement"), by and among tZERO Group, Inc. ("tZERO"), FG Imperii Acquisition Corp. (Nasdaq: FGII) ("FG Imperii"), FGII Merger Sub I Inc. and FGII Merger Sub II LLC, each a wholly-owned subsidiary of FG Imperii.

Neighborhood Intelligence holds approximately 38% of tZERO through direct and indirect interests and has agreed to support the proposed transaction and vote its shares in favor of the business combination, subject to the terms of the Support Agreement.

"We believe this transaction represents an important next step for tZERO and its future growth," said Marcus Lemonis, Executive Chairman and Chief Executive Officer of Neighborhood Intelligence. "With our significant ownership interest, we look forward to supporting tZERO as it advances its business."

The proposed business combination values tZERO at a pre-money equity valuation of $350 million, including $25 million to be realized upon the achievement of specified milestones. Existing tZERO stockholders, including Neighborhood Intelligence, are expected to roll 100% of their equity interests into the combined company. Following the closing, the combined company's common stock is expected to trade on NYSE American under the ticker symbol "TZRO."

The transaction is expected to close in early 2027, subject to the satisfaction of customary closing conditions, including the approval of the stockholders of each of tZERO and FG Imperii, applicable regulatory approvals, the effectiveness of a registration statement on Form S-4 to be filed by FG Imperii with the U.S. Securities and Exchange Commission (the "SEC") and the approval of the listing of the combined company's common stock on NYSE American.

About Neighborhood Intelligence, Inc.

Neighborhood Intelligence (Nasdaq: NXH), previously Bed Bath & Beyond, Inc., is a data and technology company organized around three interconnected pillars: Omni-Channel Retail, Home Services and Home Ownership.

Its portfolio includes Bed Bath & Beyond, Overstock, buybuy BABY, Kirkland's, The Container Store, Elfa and Closet Works, along with its expanding Home Services and Home Ownership businesses.

Neighborhood Intelligence connects products, services, financing, expertise and data to make homeownership simpler and more affordable.

Cautionary Statement Regarding Forward-Looking Statements

This release contains forward-looking statements, including statements concerning the Merger Agreement and proposed business combination, the expected benefits and opportunities for tZERO, the valuation of tZERO, the value of Neighborhood Intelligence's ownership interest in tZERO and the combined company, the expected listing of the combined company's common stock on NYSE American, and the expected timing and potential completion of the transaction. These statements are based on current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially. Factors that could cause such differences include, but are not limited to: the risk that the proposed business combination may not be completed in a timely manner or at all, including as a result of the failure to obtain the approval of the stockholders of tZERO or the shareholders of FG Imperii, the failure to obtain required regulatory approvals or the failure to satisfy other closing conditions; the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; the amount of redemption requests made by FG Imperii's public shareholders; the ability to meet stock exchange listing standards in connection with the consummation of the proposed business combination; the outcome of any legal proceedings that may be instituted in connection with the proposed business combination; the risk that the proposed business combination disrupts tZERO's current plans and operations; the ability to recognize the anticipated benefits of the proposed business combination; costs related to the proposed business combination; changes in laws or regulations applicable to tZERO's business; fluctuations in the value of the combined company's securities and of Neighborhood Intelligence's interest therein; and other economic, business, competitive and regulatory factors. Additional information about these and other risks and uncertainties will be included in the registration statement on Form S-4, including the proxy statement/prospectus included therein, to be filed by FG Imperii with the SEC in connection with the proposed transaction, and in Neighborhood Intelligence's filings with the SEC, including its most recent Annual

Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. Readers should not place undue reliance on forward-looking statements, which speak only as of the date of this release. Neighborhood Intelligence undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

View source version on businesswire.com: https://www.businesswire.com/news/home/20261101523880/en/

Media and Investor Contact
ir@neighborhoodintelligence.com

Source: Neighborhood Intelligence, Inc.