**FORM 3**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name and Ticker or Trading Symbol |
| Farman Carly Lizanne | 2/16/2026 | Nuvan Ltd. [NVAX] |
| (Last) (First) (Middle) | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| EXECUTIVE PLAZA 1<br>11350 MCCORMICK ROAD, SUITE 1004 | Director ____ 10% Owner<br>Officer (Specify below) ____ Other (Specify below)<br>CEO/SAVE North America | |
| (Street) | 5. If Amendment, Date Original Filed(MM/DD/YYYY) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HUNT VALLEY MARYLAND 21031 | | 8. Form filed by Other Reporting Person<br>Form filed by Other Reporting Person |
| (City) (State) (Zip) (Individual Only) | | |
| UNITED STATES | | |
| (Country) | | |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Item 4) | 2. Amount of Securities Beneficially Owned (Item 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Item 5) | 4. Nature of Indirect Beneficial Ownership (Item 5) |
|---|---|---|---|
| Ordinary Shares | 2,042 | D | |
| Ordinary Shares | 2,910 | D | |
| Ordinary Shares | 2,040 | D | |
| Ordinary Shares | 3,320 | D | |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Item 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Item 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security (Direct (D) or Indirect (I) (Item 5) | 6. Nature of Indirect Beneficial Ownership (Item 5) |
|---|---|---|---|---|---|
| | Date Exercisable | Date Exercisable | Date Exercisable | Date Exercisable | |
| | | | | | |

**Explanation of Responses:**

(1) The Reporting Person was granted restricted stock units ("RSUs"), which each represents a contingent right to receive one share of ordinary stock of Nuvan Ltd. (the "Company"). The RSUs vest 25% on the first year (08/26/2026) and the remaining 75% vest in twelve equal quarterly installments over a three year period, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.

(2) The Reporting Person was granted restricted stock units ("RSUs"), which each represents a contingent right to receive one share of ordinary stock of Nuvan Ltd. (the "Company"). The RSUs vest 25% on the first year (08/26/2026) and the remaining 75% vest in twelve equal quarterly installments over a three year period, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.

(3) The Reporting Person was granted restricted stock units ("RSUs"), which each represents a contingent right to receive one share of ordinary stock of Nuvan Ltd. (the "Company"). The RSUs vest 25% on the first year (08/26/2026) and the remaining 75% vest in twelve equal quarterly installments over a three year period, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.

(4) The Reporting Person was granted restricted stock units ("RSUs"), which each represents a contingent right to receive one share of ordinary stock of Nuvan Ltd. (the "Company"). The RSUs vest 25% on the first year (08/26/2026) and the remaining 75% vest in twelve equal quarterly installments over a three year period, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date.

**Remarks:**

This Form 3 is being filed to report the Reporting Person's beneficial ownership of securities of the Issuer as of the date the Reporting Person became subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934.

**Reporting Owners**

| Reporting Owner Name / Address | Relationship | | | |
|---|---|---|---|---|
| Farman Carly Lizanne<br>EXECUTIVE PLAZA 1<br>11350 MCCORMICK ROAD, SUITE 1004<br>HUNT VALLEY<br>MARYLAND<br>21031<br>UNITED STATES | | | | |

**Signature**

Carly Farman by Oppenheimer Israel, as Attorney-in-fact
Reporting Owner Signature

2/16/2026
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

* Form 3: SEC 1473 (05-26)

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Oppenheimer Opco Parent Ltd ("Oppenheimer") and its associates, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or other Section 16 reporting person of Bayou LTD (the "Company"), all filings (including SEC Forms 3, 4 and 5) (each a "Filing") required under Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the "Exchange Act") and any related documents or filings thereto;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Filing and timely file any such Form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of Oppenheimer, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by Oppenheimer on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as Oppenheimer may approve in its sole discretion.

The undersigned hereby grants to Oppenheimer full power and authority to do and perform any and all acts and things whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that Oppenheimer, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that Oppenheimer in serving in such capacity at the request of the undersigned, is not assuming, nor is the undersigned agreeing that Oppenheimer may rely entirely and conclusively on information furnished orally or in writing by the undersigned to the Company, and the undersigned agrees to promptly provide to the Company all information, certifications and supporting documentation necessary or appropriate for the preparation, execution and timely filing of any Filing. The undersigned also agrees to indemnify and hold harmless the Company and Oppenheimer against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned for purposes of this Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make any Filing with respect to the undersigned's holdings of and transactions in securities of the Company pursuant to Section 16 of the Exchange Act, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The undersigned agrees that the Company is authorized to provide Oppenheimer with all information the Company maintains or requires for purposes of Section 16 reporting and any Filings made pursuant thereto.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of

Name: Carly Furman

Date: 04/15/2020