

Wineyard Cellars LLC

trading as Wineyard

Capitalization Table

As of October 6, 2026

Fiscal year ends Dec · figures in USD · 1 planned round

Fully diluted table with the columns counsel's Series A checklist asks for

Sample built from a demo company. Not a filing. Review every figure with your accountant.

BUSINESS MODEL	INDUSTRY	FOUNDED	WEBSITE
Retail / E-commerce	Estate winery and wine club	2019	https://wineyard.example
UNITS OUTSTANDING	ACCOUNTING METHOD	PRINCIPAL ADDRESS	PREPARED
1,000,000	Accrual	4410 Westside Road, Healdsburg, CA 95448	Oct 6, 2026
PREPARED WITH			
Replafin			
CONFIDENTIAL			

TODAY

Authorized and outstanding

AUTHORIZED	UNITS OUTSTANDING	FULLY DILUTED	OPTION POOL (RESERVED)
2,000,000	1,000,000	1,050,000	50,000
PAR VALUE	PREFERRED CLASSES	LAST FINANCING	FOUNDERS TODAY
No par	1	Post-money \$2,000,000 · 2023-06	81.0%

HOLDERS TODAY

1,050,000 UNITS FULLY DILUTED

HOLDER	TYPE	CLASS	ISSUED	ISSUE PRICE	UNITS	FULLY DILUTED	VESTED	INVESTED
Elena Marchetti	Founder	Common	Apr 1, 2019	\$0.0010	600,000	57.1%	Fully vested	–
Tomas Reyes	Founder	Common	Jan 15, 2023	\$0.0010	250,000	23.8%	229,166	–
Sonoma Growers Fund	Investor	Seed	Jun 30, 2024	\$2.0000	150,000	14.3%	–	\$300,000
Option pool	Option pool (unallocated)	Common	–	–	50,000	4.8%	–	–
Total					1,050,000	100.0%		\$300,000

A dash under Issued or Issue price means the Cap Table page does not record it yet; counsel's closing checklist asks for both on every holder.

CLASSES AND PREFERENCES

CLASS	INVESTED	LIQUIDATION PREFERENCE	PARTICIPATING	SENIORITY	DIVIDEND
Common	–	None	–	Junior to every preferred class	–
Seed	\$300,000	1× (\$300,000)	No	Pari passu with other preferred	None

What each class is paid on a sale or wind-up before common, from the terms recorded for existing series and for each planned round. The term sheet page models what they mean at exit.

PRO-FORMA

Expansion round · Priced equity round

CLOSES	AMOUNT	PRE-MONEY	POST-MONEY
Nov 2026	\$750,000	\$4,200,000	\$4,950,000
PRICE PER UNIT	NEW UNITS	POOL TOP-UP	FOUNDERS BEFORE → AFTER
\$3.9525	189,753	12,619	81.0% → 67.9%

Effective pre-money to existing holders after the pool top-up and conversions: \$4,150,125 (headline \$4,200,000).

OWNERSHIP AFTER THE EXPANSION ROUND							1,252,372 UNITS FULLY DILUTED	
HOLDER	TYPE	CLASS	ISSUED	ISSUE PRICE	UNITS	FULLY DILUTED	VESTED	INVESTED
Elena Marchetti	Founder	Common	Apr 1, 2019	\$0.0010	600,000	47.9%	Fully vested	–
Tomas Reyes	Founder	Common	Jan 15, 2023	\$0.0010	250,000	20.0%	229,166	–
Sonoma Growers Fund	Investor	Expansion round	Nov 2026	\$3.9525	189,753	15.2%	–	\$750,000
Sonoma Growers Fund	Investor	Seed	Jun 30, 2024	\$2.0000	150,000	12.0%	–	\$300,000
Option pool	Option pool (unallocated)	Common	–	–	62,619	5.0%	–	–
Total					1,252,372	100.0%		\$1,050,000

A dash under Issued or Issue price means the Cap Table page does not record it yet; counsel's closing checklist asks for both on every holder.

CLASSES AND PREFERENCES AFTER THE EXPANSION ROUND

CLASS	INVESTED	LIQUIDATION PREFERENCE	PARTICIPATING	SENIORITY	DIVIDEND
Common	–	None	–	Junior to every preferred class	–
Seed	\$300,000	1× (\$300,000)	No	Pari passu with other preferred	None
Expansion round	\$750,000	1× (\$750,000)	No	Pari passu with other preferred	None

What each class is paid on a sale or wind-up before common, from the terms recorded for existing series and for each planned round. The term sheet page models what they mean at exit.

- Priced at \$4.2M pre / \$5.0M post: \$3.9525 per share on 1,062,619 fully diluted pre-money shares (pool top-up and conversions included). New money owns 15.2%.
- Pool topped up by 12,619 shares (\$50k at the round price) to reach 5.0% unallocated post-money: carved out of the pre-money, so it dilutes existing holders, not the new investor.
- Effective pre-money for existing holders: \$4.2M of the \$4.2M headline once the pool top-up and conversions are carved out.
- Founders go from 81.0% to 67.9%.

Fully diluted figures count every share, option, warrant and reserved pool share as if issued. SAFE and note conversions follow the instrument's own terms (post-money cap, pre-money cap or discount, whichever gives the lower price) and are estimates until the round's documents fix the price. Prepared with Replafin; confidential.

SAMPLE