## THIS SUMMARY OF EQUITY OFFERING TERMS HAS BEEN PREPARED BY THE BROWNWINICK LAW FIRM ON BEHALF OF AND WITH THE ASSISTANCE OF THE COMPANY. THIS DOCUMENT PRESENTS ONLY A SUMMARY OF THE TERMS OF THE COMPANY’S ARTICLES OF INCORPORATION, BYLAWS, EMPLOYMENT AGREEMENTS, AMONGST OTHER IMPORTANT DOCUMENTS. POTENTIAL INVESTORS SHOULD CONDUCT THEIR OWN DUE DILIGENCE WITH THE ASSISTANCE OF QUALIFIED LEGAL COUNSEL. THE BROWNWINICK FIRM REPRESENTS THE COMPANY AND NOT YOU AS A POTENTIAL INVESTOR.

## [COMPANY LOGO]

## COMPANY, INC.

## SUMMARY OF PREFERRED EQUITY OFFERING TERMS

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| **Securities Issued:** | Company, Inc. (the “Company”) is offering up to $1,000,000 in shares of the Company’s Series A Preferred Stock (the “Preferred Shares”) to accredited investors only. The Preferred Shares will be priced based on a fully diluted pre-money valuation of $4.5 million. |
| **Minimum Offering:** | The Company has established a minimum offering of $800,000. Funds invested prior to the time when the Company reaches the minimum offering will be held in a separate account which will not be an escrow account. |
| **Minimum Per Investor Investment:** | Investors who wish to participate in this offering will be required to make a minimum investment of at least $50,000. The Company reserves the right to waive this minimum investment on a case-by-case basis. |
| **Investor Suitability:** | Investing in the Preferred Shares involves a high degree of risk. Accordingly, the purchase of Preferred Shares is suitable only for investors of substantial financial means that have no need for liquidity in their investments and can bear to lose their entire investment. Preferred Shares are only being offered to accredited investors, as that term is defined by Securities and Exchange Commission (“SEC”) Regulation D, Rule 501. |
| **Capitalization:** | The Company’s founders, Andrew, Peter and Zoey, collectively hold 1,500,000 common shares. There are no other equity holders. The Company has issued $500,000 in convertible debt which is subject to a 20% discount in this offering and a valuation cap of $2 million. The convertible debt will be subject to a mandatory conversion if the minimum offering amount is reached. The Company has $50,000 in SAFE Notes issued which will convert in this offering with a 25% discount. The Company has reserved an option pool representing 500,000 common shares. |
| **Management:** | The Company is managed by its board of directors (the “Board”). Currently the Company’s two directors are Andrew and Peter. Following the close of the offering, the Board will expand to three members, with two elected by the holders of the common shares and one elected by the holders of the Preferred Shares. Nearly all management decisions with respect to the Company will be made by the Board, and shareholders will not be actively involved in the management of the Company. The Board will be elected on an annual basis. |
| **Distributions:** | Holders of the Preferred Shares will be entitled to an 8% per year cumulative distribution, when and if declared by the Board, which will be paid before any distribution is paid to the holders of the common shares. Following payment of the preferred distribution, the holders of the Preferred Shares will participate with the holders of the common shares on any additional distribution paid by the Company. The Company is not obligated to make a distribution in any year. The Board’s ability to issue distributions is subject to certain restrictions, including the requirements of the Iowa Corporation Act, any contracts the Company may execute which limit the Board’s ability to make distributions and the restrictions in the Company’s governing documents. Distributions are not assured and any income generated by the Company may be reinvested by the Board which may limit the Company’s ability make distributions. |
| **Liquidation Preference:** | In the event of any liquidation or winding up of the Company, the holders of the Preferred Shares will be entitled to receive in preference to the holders of the common shares, a per share amount equal to the original purchase price plus any declared but unpaid dividends for each Preferred Share.  A sale of all or substantially all of the Company’s assets or a merger or consolidation of the Company with any other company will be treated as a deemed liquidation of the Company. A deemed liquidation may be waived upon the election of the holders of a majority of the outstanding Preferred Shares. |
| **Right of First Refusal:** | The Preferred Shares will be entitled to a right of first refusal. Certain permitted transfers, such as estate planning transfers, are exempt from the right of first refusal. |
| **Preemptive Rights:** | Holders of the Preferred Shares will be entitled to limited preemptive rights to allow the investors to maintain their pro rata interest in the Company and to purchase additional securities issued by the Company in the future. |
| **Tag-along and Drag-along Rights:** | If any founder proposes to sell any equity security, the holders of the Preferred Shares will have the right to sell a pro rata portion of their Preferred Shares on the same terms and conditions to the proposed purchaser.  Each founder will be required to vote his/her shares in favor of a liquidation event that is approved by the Board, by the holders of a majority of the Preferred Shares, and by a majority of the holders of the common shares. |
| **Conversion Rights of Preferred Shares:** | The Preferred Shares may be converted at any time, at the option of the holder, into common shares. The conversion rate will initially be 1:1, subject to anti-dilution and other customary adjustments.  The Preferred Shares will automatically convert into common shares upon the closing of an underwritten public offering of common shares as long as the Company’s valuation in the public offering is at least $50 million (a “Qualified Financing”). The Preferred Shares will also be automatically converted into common shares upon the consent of holders of a majority of the issued and outstanding Preferred Shares. |
| **Employment Agreements:** | Each of the founders has an employment agreement with the Company subject to customary termination provisions. Further, each founder’s ownership in the Company is subject to vesting equally over a three year period starting on January 1, 2018. |
| **Registration Rights:** | Holders of the Preferred Shares will have piggyback registration rights subject to common exceptions. |
| **Closing:** | The Company plans to close the offering on or before July 31, 2018. Investments will only be accepted after the Company issues definitive investment documents. |

**INVESTMENTS CAN BE MADE ONLY PURSUANT TO FINAL DOCUMENTS EXECUTED BY AN INVESTOR AND COMPANY, INC.**

**Neither the Securities and Exchange Commission nor any state securities commission has passed upon the accuracy or adequacy of the information contained in this TERM SHEET. Any representation to the contrary is a criminal offense.**

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