

PRIVATE PLACEMENT MEMORANDUM

Issuer: Jammy Box, a Utah Corporation

Address: 2681 W 11275 S, South Jordan, Utah, 84095

Type of Security: Preferred Stock

Exemption: Rule 506(b) of Regulation D

1. BUSINESS DESCRIPTION.

Jammy Box is a Utah-based investment holding company designed to capture the "alpha" (excess returns) found in the specialized transition phase of corporate growth. Unlike traditional large-cap funds that focus on mature, slow-moving companies, Jammy Box operates as a high-conviction vehicle that identifies and holds equity in quality growth enterprises.

Our Mission: To provide investors with a structured, yield-enhanced entry into a diversified portfolio of businesses that possess strengthening competitive advantages and superior capital allocation records.

Market Focus: We specifically target the Small-to-Mid-Cap ("SMID") space. Historically, companies in this range (\$300M to \$10B market capitalization) offer a "sweet spot" of the enterprise lifecycle: they are more stable than micro-cap startups but grow significantly faster than the S&P 500.

2. USE OF PROCEEDS.

Allocation: 100% of the net proceeds from this offering will be deployed directly into the Jammy Box Portfolio.

- **Zero Management Drag:** Unlike many private equity funds that charge high "upfront fees" or "setup costs," Jammy Box intends to put 100% of your capital to work.
- **Asset Deployment:** Capital will be used to acquire shares of high-quality growth companies as defined in our Investment Strategy (Section 3).
- **Liquidity Reserve:** A portion of the proceeds may be held in cash or cash equivalents specifically to ensure the company can honor the 6% repurchase premium and mandatory buyback terms outlined in the Stock Repurchase Agreement (SRA).

3. INVESTMENT STRATEGY

The Jammy Box Portfolio follows a rigorous fundamental research process. We do not "buy the market"; we buy specific businesses that meet the following high-quality growth criteria:

1. **Small & Mid-Cap Focus:** We invest in companies that are leaders in niche markets or are disrupting legacy industries.
2. **Profitability Metrics:** We exclusively target established companies with a proven track record of realized profitability. We do not invest in speculative theories or pre-revenue startups; we only deploy capital into businesses that will generate actual, consistent bottom-line earnings.

3. **Low Leverage:** We avoid "zombie" companies or those with excessive debt. We look for clean balance sheets that can withstand market volatility.
4. **Growth Durability:** We target companies with high recurring revenue or "sticky" customer bases that can grow earnings regardless of the broader economic cycle.

4. THE 10% TARGET RETURN PROFILE.

The Jammy Box Preferred Stock is structured to target a 10% annualized total return. This objective is achieved through a dual-layered capital return model:

- **Fixed Floor (The Baseline):** A 6% repurchase premium is contractually mandated upon the exit date through a formal Stock Repurchase Agreement.
- **Variable Upside (The Performance):** The company targets a quarterly dividend distribution of 15% – 25% of net realized profit.
- **Historical Synergy:** Based on our focus on established, profitable Small-to-Mid-Cap (SMID) companies, the combination of the fixed 6% premium and regular profit distributions is designed to yield an expected average return of 10% for the investor.

5. THE "ON-DEMAND" LIQUIDITY STRUCTURE.

Most private stock offerings leave investors "locked in" for 5-10 years with no clear exit. Jammy Box allows investors to request a repurchase of their shares at any time through the Investor Portal.

- **Priority Status:** This repurchase is a mandatory obligation of the company, subject to legally available funds under Utah law.
- **Default Protection:** Per the Stock Repurchase Agreement, if the repurchase is delayed, a 10% per annum default rate applies, ensuring the investor is compensated for the additional time their capital is deployed.

6. DIVIDEND POLICY.

- **Target Distribution:** The company intends to distribute between 15% - 25% of its quarterly net realized profit to holders of Preferred Stock, subject to legally available funds under Utah law.
- **Payment Priority:** These distributions are "Preferred," meaning they shall be paid to Preferred Stockholders in full before any distributions are made to holders of Common Stock.
- **Frequency and Calculation:** Dividends will be calculated based on the Company's fiscal quarter-end financial statements and distributed on the last business day of each calendar quarter (March 31, June 30, September 30, and December 31).

7. INVESTOR NOTICES & RISK FACTORS.

- **Rule 506(b) Compliance:** This offering is private and has not been registered with the SEC. It is available only to investors who have a substantive pre-existing relationship with Jammy Box.
- **Market Risk:** Small and mid-cap stocks can be more volatile than large-cap stocks.
- **Liquidity Risk:** Your shares are restricted securities and cannot be easily sold on an open market; your primary exit is through the company's mandatory repurchase.