

# INVESTOR SUBSCRIPTION AGREEMENT

FOR OFFICE USE ONLY

FOR

**WILLAMETTE VALLEY VINEYARDS, INC.**

(AN OREGON CORPORATION)

**SERIES A REDEEMABLE PREFERRED STOCK**

First name: \_\_\_\_\_

Last name: \_\_\_\_\_

Persons interested in purchasing shares of Series A Redeemable Preferred Stock (the “Shares”) of Willamette Valley Vineyards, Inc. (the “Company”) paying a cumulative annual dividend of 22¢ a share (6.9% based on the current offering share price of \$3.15) must complete and return this Subscription Agreement along with their purchase price in cash, check, VISA, MasterCard, or Discover charge to: Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, OR 97392. You may also choose to scan and email this to stock.offering@wvv.com or fax to 503-588-8894.

Shares of Series A Redeemable Preferred Stock will be issued on, or just prior to December 31, 2026 for all subscriptions accepted during 2026 and dividends for those shares will begin accruing January 1, 2027.

An electronic or written acknowledgment will be sent upon acceptance. This Preferred Stock is traded on the NASDAQ under the symbol WVVIP.

I hereby tender this Subscription Agreement for purchase of \_\_\_\_\_ Shares at the per share price determined in accordance with the schedule set forth below (minimum 300 shares or \$945.00, maximum 5,000 shares or \$15,750 at \$3.15 per share).

| Price Per Share | Date of Subscription                 |
|-----------------|--------------------------------------|
| \$3.15          | July 1, 2026 - July 31, 2026         |
| \$3.45          | August 1, 2026 - October 31, 2026    |
| \$3.95          | November 1, 2026 - December 31, 2026 |

The “Date of Subscription” shall be the date on which this Subscription Agreement together with the investor’s purchase price is either hand delivered to the Company or postmarked, if delivered by mail.

With this Agreement, I tender payment in the amount of \$ \_\_\_\_\_ for the Shares subscribed. I am purchasing these shares as a gift ☐ Yes ☐ No

## Method of Payment (check one):

☐ Check

Name on Check \_\_\_\_\_ Check # \_\_\_\_\_

Please make check payable to: Willamette Valley Vineyards and mail  
ATT: Ownership Services, 8800 Enchanted Way SE, Turner, OR 97392

*Note: Applications cannot be processed until payment is received.*

☐ Visa ☐ MC ☐ Discover

Name on Card \_\_\_\_\_ Billing Zip \_\_\_\_\_

Credit Card # \_\_\_\_\_ Exp. Date \_\_\_\_\_ CVV \_\_\_\_\_

## In connection with my investment in the Company, I represent and warrant as follows:

a. Prior to tendering payment for the Shares, I have reviewed to my satisfaction the following disclosure documents from the Company (the “**Disclosure Package**”):

1. The Company’s Registration Statement on Form S-3, SEC File No. 333-288108 and all related Prospectus Supplements;
2. Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025;
3. Company’s Quarterly Report(s) on Form 10-Q for the period ending in the most current quarter of 2026; and
4. Each Current Report on Form 8-K issued since December 31, 2025.

b. I have reviewed the section of the Company’s Prospectus entitled “Risk Factors” and fully understand the degree of risk associated with a purchase of the Shares. I have sufficient economic resources to bear the economic risk of the complete loss of my investment in the Shares.

c. I acknowledge that the Disclosure Package is accurate only as of the date on the cover page of the documents identified above. I understand that I may withdraw my subscription for the Shares at any time prior to the date the subscription is accepted by the Company.

d. I have both knowledge and experience in financial and business matters, and have had the opportunity to consult my own legal, tax and financial advisors who are capable of evaluating the merits and risks of my purchase of the Shares. I have conducted such examination of the Company’s business, financial condition, results of operations and other relevant matters as I deem appropriate. I have reached an informed and knowledgeable decision to acquire the Shares, independent of any representations of any persons connected in any way with the Company. No party has made any representations to me as to the profitability, if any, of the Company, nor have I relied on any statements made by any persons concerning the value of the investment in the Shares or the risks associated therewith.

e. I acknowledge that (i) the Company may determine in the future that it is not appropriate to list the securities on an exchange, including without limitation if material doubt exists

whether the Company can meet the continued listing criteria; and (ii) even if so listed, the inclusion of the Shares in the Nasdaq Stock Market does not assure liquidity if I should wish to sell my Shares. I understand that for these and other reasons, the Shares may not be saleable for a price equal to or greater than the Purchase Price and that I must be prepared to withstand a complete loss of any amounts invested.

f. I acknowledge that the sale prices identified in the table above have been determined arbitrarily by the Company’s board of directors, and that both dividends and liquidation preference are determined on the lowest such price (\$4.15 per share) regardless of the price I paid for Shares.

g. I have no specific expectation of distributions or other remuneration based upon my position as a shareholder of the Company other than those benefits described under the heading “Description of Capital Stock – Preferred Stock – Series A Redeemable Preferred Stock – and in particular I specifically acknowledge that any benefits to be granted to me as a holder of Shares as discussed under “- Special Benefits for Holders of Series A Redeemable Preferred Stock” are at the complete discretion of the Company’s boards of directors, which may decide not to grant any such benefits, and consequently I have not invested in the Shares based on my expectation to receive any such benefits.

h. I acknowledge that the Company is under no obligation to accept my subscription for the Shares, and can reject my subscription for any reason. Further, I understand that when selecting subscriptions to accept, the Company intends to give preference to prospective subscribers who are either current members of the wine club, or intend to become members of the wine club, and who have indicated their intention to participate the Company’s other business programs.

i. No representation or warranty made by me in this Subscription Agreement contains or will contain any untrue statement of a material fact, or omits or will omit to state a material fact necessary to make the statements contained herein or therein not misleading.

Over 

The Shares which I am purchasing shall be issued as follows (check one):

☐ Individual Ownership — Line 1

☐ TOD Beneficiary — Lines 1 and 3a

☐ Joint Tenancy — Lines 1 and 2

☐ Tenants in Common — Lines 1 and 2

☐ Trust — Lines 1, 3a and 3b

☐ Corporation — Line 1

☐ Other — Line 1 and type of registration: \_\_\_\_\_

**Line 1.** New Owner/Existing Owner/Custodian/Trustee/Executor/Other (First Name, Middle Initial, Last Name)

**Line 2.** Joint Owner/Trustees/Other (First Name, Middle Initial, Last Name)

**Line 3a.** Name of Trust/Estate/TOD Beneficiary

**Line 3b.** Date of Trust

**Address for the New/Existing Account.**

**City**

**State**

**Zip**

**Email Address.** Preferred email for Owner and winery communications

**Phone**

**Date of Birth**

**Tax ID for the New Account.** Enter the Social Security Number or Employer Identification Number (then check one box to identify type)

☐ SSN

☐ EIN

Do you agree to have your annual cash dividend issued as an owner benefit credit to use on purchases from the winery? With this benefit, you will receive 15% more value than the cash dividend, in addition to receiving other Winery Owner discounts.

☐ Yes (preferred, priority given to those that elect Owner Benefit Credit)

☐ No

The undersigned acknowledges under the penalties of perjury that the information provided by me on the Subscription Agreement and Ownership Application is true, accurate and complete.

\_\_\_\_\_  
Signature of Preferred Stock Subscriber

\_\_\_\_\_  
Date

ACCEPTED BY: WILLAMETTE VALLEY VINEYARDS, INC

\_\_\_\_\_  
By: James W. Bernau, Founder/President

\_\_\_\_\_  
Date

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Date Billed : \_\_\_\_\_

Existing Transfer Agent Account # : \_\_\_\_\_

# WILLAMETTE VALLEY VINEYARDS

## PREFERRED STOCK OWNERSHIP APPLICATION

Please fill out and return with your Subscription Agreement.

Priority is being given to wine enthusiasts who will support their investment as a Wine Club Member or use their dividend as an owner benefit credit. In this way, our winery becomes stronger with devoted Owners that support their winery.

### Are you a wine enthusiast who regularly enjoys wine?

- ☐ Yes (preferred, priority given to wine enthusiasts) ☐ No

### How did you learn about the 2026 stock offering?

- ☐ Print advertisement ☐ Online advertisement ☐ Social media  
☐ Company email ☐ Tasting room ☐ Personal referral  
☐ On-site Wine event ☐ Off-site Wine event ☐ Other \_\_\_\_\_

### Will you enroll in a Wine Club membership at the time of Subscription Agreement acceptance?

- ☐ I'm already a Club Member ☐ Yes (preferred, priority given to those that sign-up to be Wine Club Members today)  
☐ No

### If you are not already enrolled in a Wine Club, but plan to, please indicate which Wine Club\* you would like to join.

By initialing the box, selecting a club and submitting your signed subscription agreement, you are agreeing to the Club Cancellation Policy and authorize Willamette Valley Vineyards to use the credit card on your subscription agreement (Your card on file can be updated at any time) to enroll you in the wine club of your preference, as indicated below:

- |                                                                                                                |                                                         |                          |                          |
|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> Club Willamette (\$49 per month wine subscription to spend on wines of your choosing) |                                                         | Pick-up                  | Ship                     |
| <input type="checkbox"/> Founders' Club, Exclusive to Owners                                                   | (\$110 – \$150 per shipment. 3 bottles, 4 times a year) | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Premier Cru, Reds & Whites                                                            | (\$164 – \$215 per shipment. 4 bottles, 3 times a year) | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Grand Cru, Cellared Reds                                                              | (\$230 – \$260 per shipment. 4 bottles, 3 times a year) | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Vault Club, Limited Releases                                                          | (\$330 – \$360 per shipment. 6 bottles, 2 times a year) | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Domaine Willamette Sparkling Wines                                                    | (\$200 – \$250 per shipment. 3 bottles, 4 times a year) | <input type="checkbox"/> | <input type="checkbox"/> |

**Club Cancellation Policy** - Membership may be canceled at any time after receiving your first billing. We request 30 days' notice via phone, email or written notice in advance of the shipment. We cannot cancel your membership once a monthly club billing is in process. Club Willamette accounts with balances and no activity within 24 months will be closed and any balances forfeited. To cancel your membership, please call (503) 588- 9463 or email wineclub@wvv.com.

\_\_\_\_\_  
Initial Here



**WillametteValleyVineyards.com**

8800 Enchanted Way SE · Turner, OR 97392 · 503-588-9463 · stock.offering@wvv.com  
Jim Bernau, Founder/President