

**tZERO Group, Inc.
Pro Forma Cap Table
As of April 16, 2026**

Investor	Pre-Conversion		Post-Conversion (a)					
	<u>Fully-Diluted As Converted Basis</u>		<u>Common/RSUs</u>		<u>Series B</u>		<u>Fully-Diluted As Converted Basis</u>	
Beyond - Direct (Legacy Commons and Bs)	26.2%		20.0%		13.4%		18.2%	(b)
Beyond - Indirect via Medici (Legacy Commons and Bs)	23.2%		20.4%		4.5%		16.1%	(c)
Legacy Series B (Other than Beyond and Medici)	20.0%		-		51.2%		13.9%	
Other Legacy Common + RSUs	30.6%		29.1%	(d)	-		21.2%	(d)
TZROP Series B & Common Conversion	-		30.6%	(e)	30.9%	(f)	30.6%	(g)
Totals	100.0%		100.0%		100.0%		100.0%	

(a) Post-Conversion includes the conversion of each share of TZROP to 3 shares of Series B Preferred and 8 shares of Common.

(b) Beyond holdings include legacy Common and legacy Series B shares but not as-converted shares from the TZROP conversion.

(c) Medici holdings include legacy Common and legacy Series B shares.

(d) Other Legacy Common + Restricted Stock Units ("RSUs"), excluding legacy common holdings of Beyond and Medici.

(e) Reflects all Commons converted from TZROP, shares held by Beyond. Excluding Beyond, the TZROP holders will convert to 26.2% of the post-conversion commons and RSUs.

(f) Reflects all Series Bs converted from TZROP, including shares held by Beyond. Excluding Beyond, the TZROP holders will convert to 26.5% of the post-conversion Series Bs.

(g) Reflects all Series B and Common converted from TZROP, including shares held by Beyond. Excluding Beyond, the TZROP holders will convert to 26.3% of the post-conversion capitalization on a fully-diluted basis.