

SMI GROUP LLC



SMI GROUP LLC

CONSULTANTS & INVESTMENT BANKERS

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SMI GROUP is a private Los Angeles-based management consultant, investment bank and registered investment advisor that participates in creating and building companies, joint ventures and other business opportunities. We lead or participate in guiding the strategy, business development and management of these businesses. We provide investment banking services for some of these businesses and other clients, with a focus on mergers, acquisitions, joint ventures, other business combinations and dispositions, complex licenses, strategic investments and financings.*

TRANSACTIONS COMPLETED BY SMI
GROUP'S PROFESSIONALS

SMI GROUP LLC

Exceeds \$50 billion*

SMI Group's professionals have led multi-national companies and divisions with billions of dollars in annual revenues and thousands of employees, and also led, structured, negotiated or advised on more than \$50 billion of completed merger, acquisition, restructuring, financing, licensing and related transactions. SMI Group's professionals may have acted as a principal, senior executive, investment banker, attorney or other advisor for these transactions.

* Transaction value is an estimate.



- Our parent, SMI Group LLC (SMIG), creates businesses, business opportunities and strategic alliances globally, with a focus on North America, Africa, Asia, Europe and the Middle East. SMIG also provides management and strategic advice to these businesses.

- Our subsidiary, SMI Capital Markets LLC (SMI-CM), is registered with the United States Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority, Inc. (FINRA) and the Securities Investor Protection Corporation (SIPC). SMI-CM provides licensed investment banking services in the United States, focused on mergers and acquisitions and private placements, particularly for strategic investments.

- Our subsidiary, SMI Advisors LLC (SMI Advisors), is a registered investment advisor that provides a platform for managing funds and “funds-of-funds” that invest in other funds.

- Directly and through our international collaborations, we participate in creating, acquiring and building businesses and business opportunities and provide strategic advice in Africa, Asia, Europe and the Middle East.

- Through HanoverWest-SMI LLC, a collaboration between HanoverWest LLC and an affiliate of SMI Group, we have access to opportunities in Africa. HanoverWest-SMI LLC provides advice to private and public sector clients, primarily in Africa.

* SMIG is not an investment bank, investment advisor or broker-dealer. However, our subsidiary, SMI-CM is registered as a broker-dealer with the SEC and is a member of FINRA and SIPC and is licensed to provide investment banking services. Our subsidiary, SMI Advisors, is registered in Washington as a registered investment advisor, licensed to provide permitted investment advisory services in the United States. Nothing herein is a solicitation, offer, or recommendation to acquire or dispose of any investment or engage in any transaction. Nothing herein provides investment advice or services. This Introduction is published by SMIG, not by SMI-CM or SMI Advisors. Investing in securities involves risks and losses are always possible.

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SMI Group was formed by successful professionals with broad experience in creating, building, re-invigorating, managing and advising organizations to build value. Our senior professionals have led businesses ranging from multi-national corporations with thousands of employees to start-ups with fewer than 10 employees and have closed transactions with an aggregate value in excess of \$50 billion and led or advised companies and projects with many billions of dollars of revenues and capital investment.

Our senior professionals have served as managers and as directors and officers of the managers of a broad range of public and private investment funds in numerous business sectors.

Transactions closed by our senior professionals include multi-billion dollar acquisitions, mergers and financings for high-profile multi-national corporations, more modestly-sized transactions for start-ups, microcap and small cap companies, and real estate transactions of nearly every size and complexity.

Our international scope is evident from the diversity and the breadth of our professionals and international collaborations:

- Fewer than half of our professionals are focused on domestic transactions in the United States. The majority of professionals are located outside of the United States or travel extensively to develop and execute cross-border transactions, particularly in Asia, Canada, Europe and the Middle East.
- The businesses led by SMI Group senior professionals have had substantial operations in the North America, Asia and Europe and additional activities throughout the world.
- Based on information available to us, measured by U.S. dollar value, less than half of our professionals' completed transactions were centered in North America, with the balance throughout Asia, Europe and the Middle East.
- Through strategic alliances in Africa, the Middle East and Southeast Asia, we collaborate with business and financial professionals who have managed complex projects and advised on billions of dollars of projects throughout their regions.

Iconic companies and assets sold or acquired by our senior professionals include, among many others: Metro-Goldwyn-Mayer, United Artists, MGM Grand, Bally's, Desert Inn (now Wynn Hotel), Sands (now, the Venetian), Dunes (now Bellagio), Earls Court/Olympia (largest exhibition center in London), MITEC (largest exhibition center in Malaysia), Metro Traffic Networks, Premiere Radio Networks and major infrastructure projects throughout Southeast Asia.

Other leading companies advised by our senior professionals for significant business initiatives or transactions include, among many others large and small: AT&T, British Telecom, Cable & Wireless, Dentsu Advertising, Deutsche Bank, Preferred Bank, Digital Equipment Corporation, Hewlett Packard, Netscape Communications Corporation, Novell Corporation, Westwood One, Resorts World, Reuters, Tata Group and Texas Instruments.



Examples of our strong expertise in numerous sectors include:

- **Advertising, Entertainment, Gaming and Media:** Our senior professionals and advisors have led and advised entertainment and media companies of nearly every size and function, ranging from major studios, to networks, production companies, distributors, broadcast stations, cable systems, hotels, casinos, advertising agencies, *publishers* and Internet start-ups. Our team has acted in nearly every capacity in these companies, including chairman, chief executive officer, attorney, investment banker, writer, producer, director and even performer and on-air talent. Our team has concluded many billions of dollars of complex transactions, financings and licensing arrangements for entertainment and media properties.
- **Real Estate:** Our senior professionals have concluded real estate transactions totaling nearly \$20 billion in value, and served as senior executives or senior project managers for projects exceeding an estimated additional \$10 billion in value, including, among many others, major exhibition centers in the United Kingdom and Southeast Asia, major Las Vegas hotels and casinos, and production and studio facilities, office complexes, multi-family dwellings and shopping centers in North America, Europe and Asia.
- **Technology:** Our senior professionals and technology advisors have served as senior executives for some of the world's largest technology companies, such as Hewlett-Packard, Electronic Data System (now DXC Technology) and Digital Technologies, as well as some of its most innovative start-ups and have arranged investments and commercialization of technologies valued at many billions of dollars. Technology companies led or advised by our team, or in which are team has invested, include: alternative energy (wind, solar, biomass, geothermal); artificial intelligence; batteries and other energy storage technologies; big data; data distribution, management and storage; communications technologies; cyber-security, encryption and disaster recovery; food and water purification; genetic and other technologies related to agriculture and food; mobile applications and technologies; robotics; semiconductor applications; social gaming not requiring licenses; health and life sciences; nano technologies; payment technologies; and waste management.
- **Energy and Natural Resources:** Our senior professionals and executives of our strategic alliances have extensive experience as senior executives and advisors for substantial businesses engaged in oil and gas exploration, refining and distribution; oil rigs; alternative energy, including wind, solar and hydro; battery development and marketing; and mining and distribution of natural resources, including cobalt, copper, coltan, diamonds, gold and timber.

We maximize achievable value by combining business experience and acumen with financial and legal expertise. We identify opportunities and impediments, resolve complex operating, legal, financial and structural dilemmas create or acquire attractive businesses and divest non-core assets.

We work with investment bankers, entrepreneurs, law firms, accounting firms, institutional and individual investors, venture capitalists and operating businesses in North America, Asia, Europe and the Middle East. Leveraging this broad international network, we focus on cross-border business opportunities and transactions.



We work with management teams and other stakeholders to:

- Participate in businesses and business opportunities in which SMIG or members of our team or strategic alliances are founders, co-founders, officers or directors;
- Advise public and private companies to achieve their strategic business goals, improve communications and enhance stakeholder value;
- Advise public and private companies and institutional and affluent individual investors regarding business activities and investment banking transactions, including structuring and negotiating cross-border and domestic opportunities;
- Participate in the formation of private equity and venture capital funds that aggregate investor capital for investment in diversified portfolios of developmental and operating businesses under professional management; and
- Arrange strategic investments and private placements, generally pursuant to the exceptions to registration available under Regulations D and S promulgated under the U.S. Securities Act of 1933, as amended.

We undertake principal and agent transactions. In principal transactions, our senior professionals have a material role in developing, founding or co-founding the business, business line or strategic alliance, or otherwise creating the business opportunity. In agent transactions, we advise and assist our clients for business development, marketing, strategy or management, or we provide investment banking services to the client.

SMI-CM focuses on investment banking activities for businesses formed by SMIG and for other clients.[†] Our team has vast experience in mergers and acquisitions, initial public offerings, follow-on offerings, secondary offerings, private placements, PIPEs, SPACs, reverse mergers, distressed situations, restructurings and turnarounds in the United States and for cross-border transactions. However, we do not maintain client accounts, syndicate public offerings or provide services related to annuities, insurance, individual retirement accounts or other services typically provided by retail brokers.

Our professionals have extensive experience in many industry sectors, including apparel, agriculture, alternative and traditional energy, beauty products, broadcasting, construction and infrastructure projects, consumer products, education, entertainment, finance, food products, gaming, healthcare, hospitality, manufacturing, media, medical devices, mining, publishing, real estate, technology and telecommunications.

[†] Activities in the United States for which a securities license is required generally are undertaken by SMI-CM and activities for which an investment advisor registration or license is required generally are undertaken by SMI Advisors. Where appropriate, SMIG also may engage or introduce other licensed broker-dealers or registered investment advisors to lead or participate in our activities.

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Our senior professionals and executives of our strategic alliances have led or advised companies and projects with many billions of dollars of revenues and capital investment and tens of thousands of employees around the world. They have:

- Led or served in other senior board and executive positions for multinational corporations, including Gartner Inc., Electronic Data Systems (now DXC Technology), Hewlett-Packard Company, Korn/Ferry International, MGM/UA Communications Co., Metro Traffic Networks and John Paul Mitchell Systems and numerous consumer products, entertainment, finance, media, technology, advertising and marketing companies and ventures primarily operating in North America, Europe or Asia;
- Founded or co-founded and advised multiple start-up and development stage companies, typically focused on emerging technologies, through multiple rounds of initial and series rounds, private equity rounds, and exits; and
- Acquired, developed, managed and sold many billions of dollars of real estate and real estate projects.

Our senior professionals also have completed more than \$50 billion in transactions as principals, senior executives, investment bankers, advisors or attorneys.

The scope of our business is indicated by the breadth of transactions our senior professionals have led, structured, negotiated, or advised:

- Mergers, acquisitions and divestitures, ranging from a few million dollars to nearly \$2 billion, including multiple transactions exceeding \$1 billion.
- Major restructurings and liquidations through prepackaged, prearranged and free-fall bankruptcies across a broad array of industries.
- Structured finance transactions involving asset-based credit-linked instruments, including pooled financings for corporate issuers.
- Complex cross-border tax-advantaged financings.
- Complex domestic and cross-border joint ventures, intellectual property licenses and other commercial ventures.
- Tax-advantaged and pooled investment vehicles for investments in motion picture production and distribution.
- Funding and managing private equity and venture capital firms.
- Identifying, financing, acquiring, developing, managing and profitably disposing of billions of dollars of real estate throughout North America and in cross-border transactions, including commercial, retail, residential, agriculture and hospitality, including for marquis properties such as MGM Grand, Bally's, Desert Inn (now Wynn Hotel), Sands (now, the Venetian), Dunes (now Bellagio), Earls Court/Olympia and MITEC.

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- Financings ranging from a few million dollars to nearly \$10 billion, including initial public offerings, follow-on offerings, secondary offerings, and public and private debt financings.

Our senior professionals have invested in, and served as chairmen, presidents and CEOs of companies in alternative and traditional energy, banking, beauty products, broadcasting, construction and infrastructure, consumer products, education, entertainment, finance, food products, wealth management, manufacturing, media, publishing, real estate, technology, telecommunications and wealth management.

Many of our senior professionals previously also were investment bankers and lawyers with global firms, including, among others, Merrill Lynch; Clifford Chance LLP; Milbank, Tweed, Hadley & McCloy LLP; Paul, Weiss, Rifkind, Wharton & Garrison LLP; Paul, Hastings, Janofsky & Walker LLP; and Shearman & Sterling LLP. One our professionals currently leads the substantial real estate practice group for one of Los Angeles' leading law firms. Three of our professionals are partners or of counsel to law firms that specialize in mergers and acquisitions, corporate finance and complex financial transactions and real estate.



Kenin M. Spivak, *Chairman and CEO of SMI Group, SMIG and SMI Capital Markets and Chairman of SMI Advisors*, is a highly regarded executive, entrepreneur, financier, author and attorney known for innovative leadership, sophisticated deal-making, understanding of financial markets and institutions, marketing expertise and “hands on” management.

Mr. Spivak has led multi-national companies with billions of dollars of worldwide sales and operations in more than 30 countries, and led, structured, negotiated and advised on more than \$10 billion of completed complex transactions, including acquisitions, dispositions, combinations, divestitures, financings, restructurings, licensing and other ventures. He also led the development, branding, marketing and sales of consumer products, feature films, television series and services grossing many billions of dollars.

Mr. Spivak is co-founder and chairman of Stratagem Studios Inc., which has obtained substantial financial commitments to acquire, build and operate film and television production studios and related services in Canada and internationally; founder and chairman of SMI Entertainment which owns interests in the entertainment sector, including a film library distributed by CBS; and senior advisor to the Elite Football League of India, the exclusively sanctioned American-style football league in India.

Mr. Spivak also advises companies engaged in developing and licensing technology for secure financial transactions, telecommunications, gaming and hybrid energy generation, gaming and gaming-related IP.

Mr. Spivak is co-founder and a managing partner of HanoverWest-SMI LLC, a co-venture of HanoverWest LLC and an affiliate of SMI Group that focuses on opportunities in Africa. He is the longest-serving director of the prestigious RAND Corporation Center for Corporate Ethics and Governance.

After starting his career as an attorney in Beverly Hills and New York, Mr. Spivak joined a subsidiary of Mobil Oil as a senior executive and then Merrill Lynch Investment Banking, where he led numerous financings, leveraged buy-outs, joint ventures, mergers and acquisitions. Mr. Spivak also served as an officer of investment and operating partnerships established by Merrill Lynch, including partnerships that financed feature films and operated broadcast stations and cable systems.

Since then, Mr. Spivak has served as chairman, vice chairman, president, CEO, director and senior advisor for public and private companies in Asia, Europe, North America and the Middle East, primarily in advertising, banking, consumer products, education, energy, entertainment, financial services, food products, franchising, gaming, health and beauty, marketing, media, real estate and technology. He also has served as chairman of special litigation committees, testified as an expert on corporate governance and directed complex litigation.

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For billionaire Kirk Kerkorian, Mr. Spivak revitalized major studio MGM/UA Communications, achieving record worldwide revenues and then sold the company for nearly \$2 billion. Mr. Spivak was CEO for News Corporation's and billionaire Michael Milken's Archon Communications, where he acquired control of media companies, guided them to success and then sold Archon for a substantial profit.

At the request of former U.S. Treasury Secretary William E. Simon, Mr. Spivak joined the executive committee of Mr. Simon's \$4 billion bank and helped guide it through a nationwide banking crisis. Mr. Spivak was chairman and CEO of pioneering global wireless technology company, Telemac Corporation; chairman of multiple advertising agencies and publishers; chairman of the executive committee of top-ranked Premiere Radio Networks; long-time vice chairman of global hair care leader John Paul Mitchell Systems and founding chairman of its cosmetology schools, which he grew into the largest chain in the U.S.; chairman of the independent directors' committee of Metro Traffic Networks, the global leader in traffic and news reporting; vice chairman of an NYSE-listed metals trading company, an on-line social network and a publicly-traded nuclear medicine company; and a director of global tequila brand Patrón and numerous other companies.

Mr. Spivak was co-founder of the Philippines Dream casino in Cebu. He was instrumental in planning for the MGM Grand Hotels and advised Silicon Gaming, which introduced the first digital slot machines.

Mr. Spivak acquired and then led publishers Phoenix New Millennium and Knowledge Exchange. He is the author of the thriller *The Karasik Conspiracy*, co-editor of the *Knowledge Exchange Business Encyclopedia* from Warner Books and a contributor to Larry King's *Beyond a Reasonable Doubt*, a compendium of essays on the justice system.

Mr. Spivak was a member of the executive committee of the Beijing International University Task Force, formed by Chinese government education agencies and a member of the Los Angeles Committee on Foreign Relations. He is listed in *Who's Who in the West, America, Finance & Business* and *the World* and is a voting member of the Academy of Television Arts and Sciences. He received multiple patents for wireless technology inventions.

Mr. Spivak received an A.B., M.B.A. (marketing) and Juris Doctor from Columbia University, each with honors, completing all three degrees in six years. He is admitted to practice law in California, New York and U.S. federal courts and holds Series 22 (partnerships/direct participation programs), 24 (general securities principal), 63 (state law), 65 (investment advisor), 79 (investment banking) and 82 (private placements) U.S. securities licenses. Mr. Spivak is a U.S. citizen.



Edward T. Swanson, SMI Group, SMI Capital Markets and SMI Advisors Managing Director, General Counsel and Secretary, President, SMI Capital Markets, has more than 30 years of experience as a corporate and securities attorney including as a staff attorney with the SEC and as a partner and senior attorney with major firms, with a focus on public offerings, private placements and corporate transactions. Mr. Swanson has been Of Counsel to Richardson & Maloney LLP since 2014. In addition, he has practiced in his own firm since 2001. Prior to that, he was vice president and general counsel of eStable, Inc., a start-up internet company. From 1984 to 2000 he was a partner in various law firms in Los Angeles, including Wyman, Bautzer, Kuchel & Silbert, one of the most highly regarded Los Angeles-based law firms. Mr. Swanson was primary or senior counsel on nearly \$2.5 billion of completed financings, mergers and other complex transactions.

During the seven years he was a partner of Wyman Bautzer, Mr. Swanson represented clients such as MGM/UA, MGM Grand Hotels, and Reliance Insurance Company. Mr. Swanson started his practice as an attorney with the SEC. He has served as an arbitrator for the Financial Industry Regulatory Authority, Inc. (FINRA) and its predecessor, NASD since 1980. FINRA is the SEC-authorized regulatory organization for broker-dealers in the United States. Mr. Swanson is a former President of the Century City (Los Angeles) Bar Association and a former

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member of the Board of Trustees of the Los Angeles County Bar Association. He has represented Mr. Spivak and businesses in which Mr. Spivak has a financial interest since 1997.

Mr. Swanson received a Bachelor of Arts from Wesleyan University and a Juris Doctor from the University of Connecticut School of Law (with honors). He holds Series 63 (state law) and 79 (investment banking) U.S. securities licenses. Mr. Swanson is a U.S. citizen.



Dale Garnett, *Chief Financial Officer and Chief Compliance Officer of SMI Group, SMI Capital Markets and SMI Advisors and President and CEO of SMI Advisors*, has been a securities industry executive, investment banker and a broker since 1981. Mr. Garnett founded SMI Advisors. He joined SMI Group in 2015. Previously, he owned and led Ashton Garnett Securities, LLC from 2007 until 2013. Mr. Garnett grew the firm from one office to five branches and four states. Ashton Garnett also established a wholesale division that placed securities through independent broker-dealers throughout the United States.

Before co-founding Ashton Garnett, Mr. Garnett owned, or was employed in management, investment banking and brokerage positions by broker-dealers in Denver and the Pacific Northwest. His responsibilities at these firms included managing and supervising Series 7 brokers and other registered representatives, financial and operating reports, SEC, NASD and FINRA compliance and general business development.

Mr. Garnett received his bachelor's degree in Accounting from Metropolitan State University of Denver. He holds Series 7 (general securities representative), 24 (general securities principal), 27 (financial and operations principal), 66 (investment advisor and state law), 79 (investment banking) and 99 (operations professional) U.S. securities licenses. Mr. Garnett is a U.S. citizen.



Dolapo Asiru, *SMI Group Senior Advisor*, is a highly regarded international financier and diplomat. He is highly regarded as an advisor and confidant to presidents and heads of state. For nearly 30 years, his insight and guidance has been sought in the formulation of economic development and public policies for multinational corporations and African governments.

Mr. Asiru is the founder and managing partner of HanoverWest LLC and co-founder and a managing partner of HanoverWest-SMI LLC, a co-venture of HanoverWest and an affiliate of SMI Group that focuses on opportunities in Africa.

As a seasoned expert on international relations and business, Mr. Asiru combines his deep policy expertise with hands-on, profound insight into the complex and intertwined human, political and economic realities of emerging market economies. He has represented African governments at the United Nations and advises African governments on international trade and infrastructure investments. His experience in creating frameworks for regional cooperation amidst occasional hostilities has helped to create substantial value.

As managing partner of HanoverWest LLC and previously as Regional Head at the Midland Group and BCH Limited, Mr. Asiru has arranged significant bilateral trade agreements between African countries and partners in North America, Europe and Asia. He has special expertise in mergers and acquisitions, corporate finance, risk-management and marketing. He has structured and was instrumental in arranging financings and acquisitions involving emerging market economies aggregating more than \$5 billion, including for the Ministry of Finance of a Central African nation in its issuance of \$1 billion of Senior Notes. This was the country's first ever international bond issue, managed by J.P. Morgan Securities and Citigroup Global Markets.

Mr. Asiru has extensive experience in developing and managing companies in a wide range of industries, including oil and gas, infrastructure, manufacturing, technology and communications. He also has developed

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philanthropic programs, including healthcare and other programs dedicated to improving the delivery of education to young people. His commanding presence and passion inspires ethics and conscience, which he believes to be critical to the advancement of Africans and others in the developing world.

Mr. Asiru received his B.A. in Economics and an MBA in Finance and Management from the State University of New York. He resides in the Los Angeles area and frequently travels to Europe and Africa. Mr. Asiru is fluent in several dialects. He is a U.S. citizen.



Michael Cerenzie, *SMI Group Managing Director* is a versatile, multi award winning producer, financier and entrepreneur. He brings more than two decades of experience, a diverse network of global relationships and a keen awareness of trends and opportunities in media and technology.

Mr. Cerenzie is the founder, chairman and chief executive officer of the Stratagem Group of companies, based in Toronto. The Stratagem companies are engaged in financing, production and development activities relating to feature film, television, digital media, VR and cross-platform technologies. Stratagem Studios Inc. has obtained substantial financial commitments to acquire, build and operate film and television production studios and related services in Canada and other regions. Stratagem Entertainment and its predecessors have produced award-winning and commercially successful feature films and television programs. Stratagem Rx arranges facilities, services and personnel in Canada for global film and television producers. Stratagem Financial collaborates with SMI Group in numerous sectors to develop cross-border opportunities involving Canadian individuals and businesses.

Born and raised in Ontario, Canada, Mr. Cerenzie started his career in the restaurant and hotel business at 16 and launched a chain of casual and fine dining restaurants in Toronto at the age of 21. He then moved to the U.S., where he produced critically acclaimed films and theatre in New York and Los Angeles, closed substantial financing deals in Hollywood and innovative real estate transactions in Asia.

For 25 years after he moved from Toronto, Mr. Cerenzie lived in the United States, Japan and China, giving him a unique understanding of the global entertainment industry. During this time, Mr. Cerenzie produced dozens of theatrical motion pictures and more than 50 stage plays in New York, several of which won the prestigious Obie Award, the top award for off-Broadway stage productions.

Mr. Cerenzie produced the first-ever reality series for HBO. *TV Guide* referred to it as a “ground-breaking hit.” In his feature films, he collaborated with legendary, Academy Award®-winning filmmakers such as Robert Altman, Sidney Lumet, Martin Scorsese and Jim Sheridan.

Mr. Cerenzie’s first feature was co-developed and executive produced by Martin Scorsese. Mr. Cerenzie produced and financed Sidney Lumet’s last film, *Before the Devil Knows You’re Dead*. Lumet’s most critically successful film in 25 years, *Devil* starred Academy Award®-winning and nominated actors Philip Seymour Hoffman, Michael Shannon, Marisa Tomei, Ethan Hawke and Albert Finney and was named one of the American Film Institute’s Top 10 films of the year.

In both film and television, Mr. Cerenzie partnered with most of the leading major studios, including MGM/UA, Paramount, Universal and Warner Bros., as well as major television networks such as HBO, Showtime and CBS.

The entertainment industry’s trade journal of record, *Variety*, named Mr. Cerenzie as one their “50 Creatives to Watch” and the California Film Festival created a special category and named him “*Maverick Producer of the Year*.” Mr. Cerenzie’s productions have premiered in Cannes, at the Toronto International Film Festival (TIFF) and the Berlin, Venice and Sundance film festivals, won numerous awards and achieved financial success.

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Mr. Cerenzie has extensive experience in the development, financing and branding of cross-border projects, particularly those involving North America, Asia, Europe and the Middle East. He was instrumental in arranging more than \$500 million in financing for films and technology companies, forged partnerships that created synergies among mobile phone platforms, video-on-demand and emerging content distribution technologies, and invested in and incubated technology and marketing companies in digital and new media.

Mr. Cerenzie has also contributed as an on-air industry expert for Fox Business News, CNBC, and CNN, Bloomberg.com.

After nearly 25 years away from home, Mr. Cerenzie returned to Toronto in 2015. He founded the Stratagem companies to build in Canada the creative and financial capabilities and infrastructure that has helped make the United States, China and Japan succeed in the global entertainment and media industries.

Mr. Cerenzie is a Canadian citizen. He travels frequently, particularly to the United States and Asia.



Daniel Jordan, *SMI Group Senior Advisor*, is Partner and Co-Chair of the Real Estate Department at leading Los Angeles law firm Glaser Weil Howard Avchen & Shapiro LLC and an investor and partner in real estate development funds and companies that have invested more than \$2 billion in commercial, retail and mixed-use developments. Over a 34-year career, as an investor, advisor and attorney, Mr. Jordan has completed more than \$7 billion of complex real estate development and entitlement projects, acquisitions, financings, divestitures and leasing.

Projects led or advised by Mr. Jordan range from major skyscrapers to substantial mixed-use developments, shopping malls, industrial developments, major hotels and casinos, and land development and entitlement projects, among other uses. In addition, he has substantial experience regarding real property environmental law, land entitlements and related issues. Mr. Jordan was one of the original founders of Glaser Weil in 1988.

Mr. Jordan received his bachelor's degree from the University of California, Los Angeles (UCLA) and his law degree from the Boalt Hall School of Law at the University of California, Berkeley. He is a member of the Board of Governors of United Cerebral Palsy. Mr. Jordan is a U.S. citizen.



Adam Klotz, *SMI Group Senior Advisor*, is a Managing Director of S4S LLC and its affiliate Strong Force Intellectual Capital LLC. S4S provides strategic insight and comprehensive guidance to innovative companies, entrepreneurs, and inventors seeking to generate significant strategic advantage and higher value by acquiring, developing, and leveraging IP and talent. Strong Force invests in patent portfolio development in carefully selected sectors.

Mr. Klotz leads S4S's delivery of Transaction Services. An accomplished transactional attorney, Mr. Klotz previously was the managing partner of GTC Law Group's Los Angeles affiliate, specializing in corporate and business/licensing transactions, with a particular focus on licensing, mergers and acquisitions, private equity and venture capital financings, and creating, structuring, and financing complex domestic and international business ventures.

Particularly experienced in financial analysis and providing strategic and business guidance and planning for business transitions, Mr. Klotz has worked primarily for clients in the IP-driven technology and entertainment sectors, ranging from Fortune 100 companies to private equity and venture capital funds to start-ups and individual entrepreneurs. He has completed more than \$1 billion of financing, merger and licensing transactions.

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Mr. Klotz is a co-founder of and senior advisor to OMERS-backed Energizing Co., a developer of utility distribution microgrids. Previously, he served as President of StandardVision, LLC, which develops and manages the world's largest and most compelling architecturally-integrated media channels.

Mr. Klotz previously practiced law at Riordan & McKinzie (now Bingham McCutcheon LLP) and Paul Hastings LLP. He holds a B.A. in English Literature, cum laude, from Columbia University and a J.D. from the University of Virginia School of Law.



Theodore Maloney, *SMI Group Managing Director*, has more than 25 years of experience as a partner and senior attorney with major global law firms such as Clifford Chance, Milbank Tweed and Sheppard Mullin and as a senior executive, investment banker and advisor. Throughout his career, Mr. Maloney has focused on complex corporate transactions, mergers and acquisitions, financial restructurings, bankruptcy, debt and equity financings and tax advantaged financings, with particular attention to cross-border transactions. He has extensive experience as an executive and a consultant instrumental in advising and managing growing and troubled companies and financial institutions through capital formation, corporate operations, expansion and developing business restructurings.

Mr. Maloney was a pioneer in developing the templates for expedited prepackaged bankruptcies, representing both debtors and creditors in control-transfer transactions. He was primary or lead counsel for more than \$1 billion of completed merger and acquisition transactions, with a significant number of these transactions involving the restructuring of the acquired businesses.

As a principal, a business advisor and an attorney, Mr. Maloney has extensive experience in agriculture and food products, renewable and alternative energy, battery technology, consumer electronic devices, semiconductors, data storage and distribution, health and fitness, mining and licensing for all forms of technology.

Mr. Maloney started his career in 1986 in the corporate and restructuring departments of Clifford Chance (Rogers & Wells), one of the world's largest law firms. In 1988, he joined Milbank, Tweed, Hadley & McCloy, one of the leading international law firms. While at Clifford Chance and Milbank Tweed, Mr. Maloney participated in developing structured finance, including real estate mortgage investment conduits (REMICs), pooled loans and receivables, other pooled investment vehicles and leveraged lease aircraft financing. Mr. Maloney represented lenders, investors and debtors in public offerings, private placements and restructurings, including free-fall, prepackaged and prearranged bankruptcies.

After six years with Milbank Tweed, Mr. Maloney co-founded Nida & Maloney in 1994. That firm focused on venture capital, intellectual property, strategic alliances, and mergers and acquisitions. Nida & Maloney became the pre-eminent business law firm serving start-ups and emerging growth companies in California's Central Coast. While at Nida & Maloney, Mr. Maloney co-founded the Santa Barbara Technology Incubator and the California Coast Venture Forum. In 2001, Nida & Maloney was acquired by Sheppard, Mullin, Richter & Hampton LLP, one of the largest national full-service law firms based in California.

Commencing in the 1980s, Mr. Maloney began his involvement in direct management of businesses, working first with international enterprises focused on the emerging renewable energy industry. From the 1980s and continuing presently, Mr. Maloney has served at the request of owners and other entrepreneurs as a director, executive, advisor and consultant to growing and troubled public and private companies in numerous additional industries, including agriculture, commodity merchanting, financial services, medical devices, energy technologies and mining.

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Mr. Maloney received an A.B. in Economics (*cum laude* and with departmental distinction) from Occidental College and a law degree from the University of California, Hastings College of the Law, where he was a member of the Order of the Coif and Thurston Society and an editor of the Hastings International and Comparative Law Review. Mr. Maloney is a U.S. citizen.



Graham Norton-Standen, *SMI Group Managing Director*, is a highly-respected, senior executive, infrastructure manager and advisor with a rich background with top tier organizations and utilities. He has served as chairman, CEO, board member, senior advisor and in other senior capacities for a number of the world's top companies and fund managers, as well as other established companies and start-ups.

Mr. Norton-Standen has led or participated as a senior advisor in closing merger, financing and other complex transactions with an aggregate value exceeding \$10 billion, including acquisitions of businesses, hotels and other real estate, including Earls Court/Olympia in London and the privatization of public utilities. He has led, turned-around and grown companies with tens of thousands of employees and many billions of dollars of annual revenues, including as CEO of information technologies leader Gartner Inc. and division president for technology leaders Digital Equipment Corporation (DEC) and Electronic Data Systems (EDS, now DXC Technology).

Among the other industry leaders Mr. Norton-Standen has served as a senior executive, board member or advisor are: British Telecom, Cable & Wireless, Deutsche Bank, Hewlett Packard, P&O, Reuters, Tata Group, Unisys, and other organizations. He is currently Chairman and CEO of Verdant Corporation, which develops products and solutions for energy storage and acts as a holding company for energy assets; Chairman of Totara, a New Zealand-based technology company specializing in business learning solutions with operations in New Zealand and United Kingdom; Chairman of VSL, a Hong Kong-based program management trading company; and Chairman of Smartcockpit, a Swiss software company providing security and audit solutions to financial institutions, international airports and other commercial organizations.

During his tenure in various organizations, Mr. Norton-Standen also acted as an advisor to professional and government bodies, including the British Government, European Commission, World Energy Council, Electric Power Research Institute (EPRI), Centre for European Policy Studies and the Governments of Sweden, Australia and New Zealand in the run up to privatization of certain industries. He also was a member of the boards of the United States Trade and Investment Council based in Brussels.

Mr. Norton-Standen was educated in Great Britain. He is a British citizen. Mr. Norton-Standen is based in London and frequently travels throughout Europe, Asia, the Middle East and the United States.



Juha Rouvinen, *SMI Group Managing Director*, is an entrepreneur and investor with more than 20 years of experience founding, managing, financing and investing in start-up companies, Mr. Rouvinen focuses on renewable energy and technology companies in the United States, Scandinavia and the Middle East.

He is currently the Chairman and CEO of Windstrip LLC based in Minneapolis and its South Africa-based affiliate, Windstrip Africa Pty. Ltd. Windstrip invented and is commercializing an integrated hybrid power system that provides continuous power at remote locations without access to the power grid. With the support of Government funds in the Middle East, he also is establishing a Clean Technology Fund with a primary investment focus in Europe and North America.

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Mr. Rouvinen advises clean technology investors, incubators and funds in Finland, the Middle East and North America. Mr. Rouvinen founded and managed a hospitality and health services company in Finland and a restaurant chain in Minneapolis.

Mr. Rouvinen received his bachelor's degree from University of Nevada, Las Vegas. He is based in Minneapolis, Johannesburg, South Africa and Helsinki, Finland. Mr. Rouvinen is a Finnish citizen and a permanent resident of the United States.



Jonathan Shek, *SMI Group Senior Advisor*, has extensive experience in finance, property development and project management, civil engineering and venture capital in China and Southeast Asia, including Singapore, Indonesia, Malaysia, and Myanmar. Mr. Shek has closed more than \$12 billion of investment transactions in Southeast Asia and supervised development and construction of projects with a value in excess of \$5 billion.

Mr. Shek managed the tender for nearly \$10 billion in financing for the Kyauk Phyu Special Economic Zone in Myanmar. As managing director of PM Link, previously a Temasek (Singapore)-owned infrastructure project management company, he managed large-scale projects such as MITEC, the largest exhibition center in Malaysia (\$100 million), Junction City, the largest commercial mixed development project in Myanmar (\$400 million), Ng Teng Fong General Hospital in Singapore (\$500 million) and Gardens by the Bay in Singapore (\$800 million). He also was instrumental in quality assurance and oversight of projects in Southeast Asia such as Resorts World Sentosa, Singapore, Marina Bay Sands, Singapore, and Exxon Mobile SPT, Singapore.

Mr. Shek is significant shareholder of, and advisor to, a Singapore-based incubator for alternative energy companies and technologies in Southeast Asia, and a senior advisor to iApps Pte Ltd, an E-government and E-money company operating in Asia.

Mr. Shek received his honors degree in Civil Engineering and MBA (Finance) from the National University of Singapore (NUS). He obtained a second MBA (Economics Thesis) from Peking University. Mr. Shek is a Singapore citizen.



Richard Spitz, *SMI Group Senior Advisor*, is a partner in Strong Force Intellectual Capital, LLC and its affiliate S4S, LLC. These companies provide strategic insight and comprehensive guidance to innovative companies, entrepreneurs and inventors and create patents and patent portfolios in carefully selected market segments. Mr. Spitz leads sector strategy and intelligence, expert ecosystem, and go-to-market functions for the companies.

A seasoned executive with more than 25 years' experience advising private equity funds, investors, technology companies, and entrepreneurs, Mr. Spitz spent 13 years at Korn/Ferry International (NYSE: KFY), the world's leading executive search firm, where he was Chairman of the Global Technology Market and a Member of the Global Operating Committee.

At Korn/Ferry, Mr. Spitz managed a global team and conducted hundreds of searches, focusing on searches for president, chief executive officer and members of board of directors.

Mr. Spitz also is an experienced transactional attorney, previously practicing law with GTC Law Group and Paul, Hastings, Janofsky & Walker LLP. Mr. Spitz provided structuring and tax advice and negotiated M&A transactions, venture capital investments, technology licensing, and strategic alliances.

Mr. Spitz has served on public and private boards of directors, and currently serves on the Board of Advisors of the Harold Price Center for Entrepreneurial Studies at UCLA's Anderson School of Business. He has spoken

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before numerous professional and educational organizations, including the Venture Capital Conference, the Harvard Alumni Association, the MIT/CalTech Enterprise Forum, and the Stanford Graduate School of Business.

Mr. Spitz holds a B.S. in Business Administration from California State University, Northridge, a Juris Doctor from Tulane University Law School and an L.L.M. in Taxation from New York University Law School.

Other Professionals: SMI Group's other advisors include, among others:

- The CEO of a Hamburg financial group structured and executed more than 50 public listings and financings in Germany and the United States, including in consumer products, business services and technology and arranged an aggregate of \$800,000,000 in financing for companies based in Canada, China, Germany, Switzerland and the United States.. He also participated in recruiting and executive management of Germany's phone manufacturer GIGASET, the former CTO of Deutsche Telekom and board members of H+R Wasag and ThyssenKrupp.
- One of the leading venture capitalists in the Nordic countries. He has raised and invested nearly \$500,000,000 in cleantech and related sectors. Presently, his venture capital firm has interests in 16 companies based in Finland, Sweden and Germany, many of which have worldwide operations.
- The chairman of the Bitcoin Foundation, who has raised more than \$200 million for companies he founded or co-founded and led more than 30 acquisitions. He is considered a leader in the development of Blockchain technologies and markets.
- A partner in a U.S. merchant banking firm who has founded, co-founded, financed and advised numerous technology companies in a wide range of sectors, including big data, cyber-technology and encryption, data storage and distribution, agriculture, water and food and gaming. He also has substantial experience in gaming, agriculture and real estate. A substantial portion of his transactions are cross-border involving Europe and the Middle East.
- A senior entertainment and media executive and lawyer, with extensive experience advising clients regarding financing, corporate governance, international partnerships, licensing and supervision of litigation for businesses within and outside of the entertainment industry. He was previously president of a major network television supplier, a senior executive of the ABC Television Network and a U.S. Navy aviator who flew 144 combat missions.
- An innovative advertising and corporate communications executive. The recipient of the Clio (the advertising industry's most significant award) and a nominee for the prestigious Pulitzer Prize, he led a pioneering digital advertising agency, all marketing and promotion for Fox Broadcasting, including the launch of *American Idol* and all creative and corporate communications for Toyota in North America. He was managing director of D'Arcy Masius Benton & Bowles in Los Angeles and a senior executive for Saatchi & Saatchi. Among other national advertising accounts in North America, he led significant business for General Motors, Proctor and Gamble, Phillips Sonicare, Activision, Target, Yamaha and Pioneer.

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