

Andra Capital

Technology Growth Fund

*Technology growth fund focused on private
late stage **Silicon Valley** companies*

Executive Summary

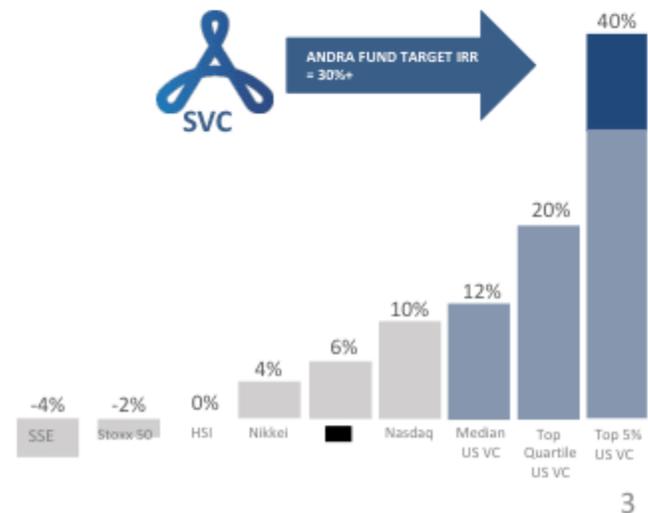
Andra Capital is a late-stage, Silicon Valley technology growth fund with an optional tokenized liquidity feature

- **30%+ target IRR** returns, comparable to top-tier VCs
- **Asset backed, tradable and regulatory compliant** security token **“Silicon Valley Coin” (SVC)**
- **Democratizing venture capital** through blockchain technology, providing access to US and global investors
- **Option to cash out** and realize investment returns without typical waiting period of 7-10 years

Illustrative SVC Ownership Interests



Global Indices IRR (10-year average)



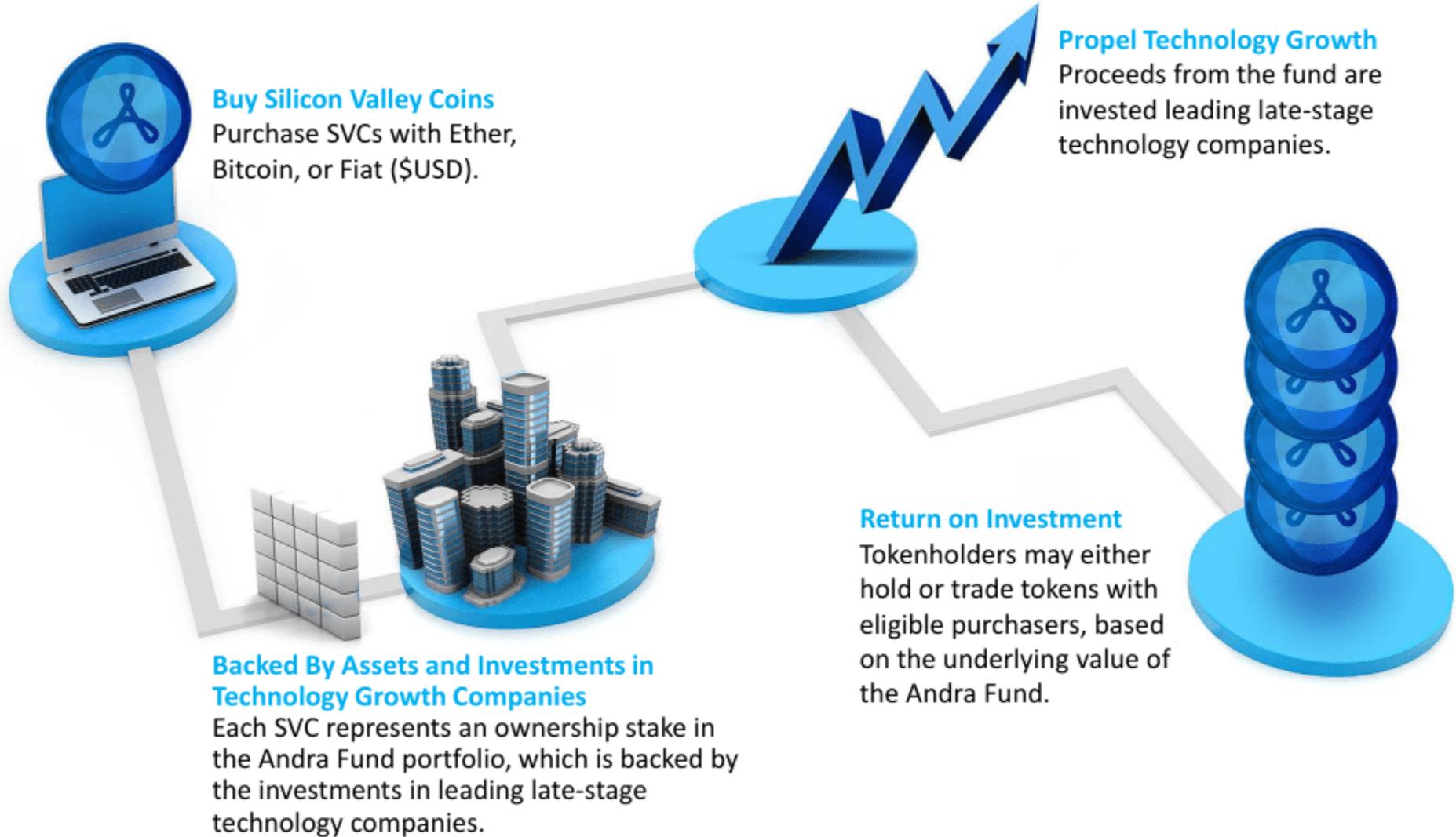
Summary of the Offering

Inception	Q3 2018
Offering	Up to US \$1 Billion
Investment Objective	Long-term superior capital appreciation
Target Return	30%+ IRR Targeted
Investment Strategy	Andra Capital allocates 80% of funds toward aggressive, un-leveraged investments in leading private late stage US technology companies while the balance of the fund is distributed amongst active investments in earlier stage companies where Andra partners have domain experience. This "portfolio approach" produces a low risk, high-reward model for the investors
Pro forma Allocation	80% Late-stage/Growth Investments / 20% Discretionary/Structured investments 
Minimum Investment	\$5,000,000 ¹
Management Fee	2% + 1% ² Premium annually
Management Incentive	20% management carried interest
Fund Life	Perpetual

1) Self-serve on-boarding with lower min. subscription available for retail investors.

2) Premium incurred for tokenization, exchange listing, and transferability.

How SVC Works



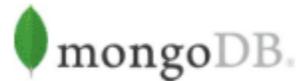
Winning Investment Strategy Produces IPOs

- **Top 10% decile** VCs of invested capital results in >60% of the exit distributions
- Fund monitors investment activities of top VCs and identifies their **fast growing** late stage companies
- Acquire stakes in these companies via participation in primary VC-led rounds and secondary transactions
- Companies can work with the fund to help their employees achieve partial liquidity or founders and employees can sell their shares directly to the fund
- Build a **diversified portfolio** of companies across the fund



Note: Indicative companies that meet (or met prior to IPO) Andra's screening criteria.

Partners Have Closed Over 300 Deals



Managing Partners



Dr. Hermann Liu
Venture Investor & Technology Entrepreneur

- ▶ Founding partner of Arbor Ventures
- ▶ Co-founded the Global Financial Technology in China – acquired by Newscorp
- ▶ Technology and management positions at Charles Schwab and Morgan Stanley
- ▶ MPA, Harvard Kennedy School, PhD from Northeastern University, BS from Tsinghua University



Haydar Haba
Venture Capitalist & Serial Entrepreneur

- ▶ 20+ years of building successful companies with disruptive technologies that have generated billions in revenue
- ▶ Founded and built IntelePeer, raising millions of dollars in VC and growing revenue to over \$150mm
- ▶ Founded Telco214 from launch to revenue of over \$100 million
- ▶ Board member/advisor for several tech companies
- ▶ Master’s and Bachelor’s degrees from Florida Institute of Technology



Ting Louie
Technology Investment Banker

- ▶ Founding member of NASDAQ Private Market and head of business development for SharesPost; the leading marketplace for private investment transactions
- ▶ \$2+ billion in private transactions completed; companies such as Facebook, Twitter, LinkedIn, GoPro, Palantir, TrueCar, SpaceX
- ▶ Partner at Seed Equity Ventures, Utah-based Venture Capital firm
- ▶ Sr. Director of Investments and [REDACTED] at PwC
- ▶ Technology investment banker - Deutsche Bank and Jefferies



Team



Paul Tuan
Managing Director

- ▶ \$10 billion of [REDACTED], capital raises, bonds, and private placement transactions
- ▶ Over 10 years of investment banking and venture capital experience at BAML, Jefferies, US Bancorp, MVP Capital, and White Oak



Bassim Al-Khafaji
Partner

- ▶ C-Level executive with 20+ years in global enterprise IT platforms and delivery in capital markets, asset management
- ▶ Strategic technology advisor, joint venture development, emerging technologies evaluation and integration
- ▶ IT Corporate Governance: COBIT, TOGAF, NIST, GLBA, and cybersecurity initiatives



Nicole DeMeo
Chief Marketing Officer

- ▶ Silicon Valley veteran, 20+ years accomplished business launch, growth and turnaround expert
- ▶ C-level contributor and go-to-market strategist creating significantly increased valuations, acquisitions and IPOs
- ▶ Marketing strategist for Steve Jobs, Eric Schmidt and Carly Fiorina; Apple, HP and Accenture; Glispa; Earlybird Venture Capital, The September 11th Fund, New York Community Trust



Iddo Tal
Partner

- ▶ Serial entrepreneur, angel investor, startup coach, public speaker
- ▶ CEO and co-founder of invi Messenger, his 5th startup.
- ▶ Hundreds of talks at events for Google, Stanford Business School, The White House and startup accelerators, and has coached 1,000+ startup CEOs from over 40 countries.



Team Continued



Jordan Wahbeh
Partner

- ▶ 20+ years of operational excellence in technology, management, service, and business development internationally
- ▶ Managing Director of Bay Angels, startup advisor and board member



Roman Glukhovsky
Partner

- ▶ 19 years of investment banking, venture capital and VC funded companies, including Lehman Brothers, Banc of America Securities and Kernel Capital
- ▶ 24+ direct and secondary technology investments with co-investors such as Founders Fund, 500 Startups, State of NY, Microsoft and Motorola



Early Boykins
Director, Business Development

- ▶ Over 10 years of partnerships and growth opportunities development
- ▶ 6+ years of experience in blockchain & advising technology startups



Regina Liang
Analyst

- ▶ 4 years of strategy and management consulting for Fortune 500 companies
- ▶ Digital and go-to-market strategy, lean business modeling, project management



Andra's World Class Service Providers



Legal Counsel



Auditor



Compliance & Valuation



Fund Admin

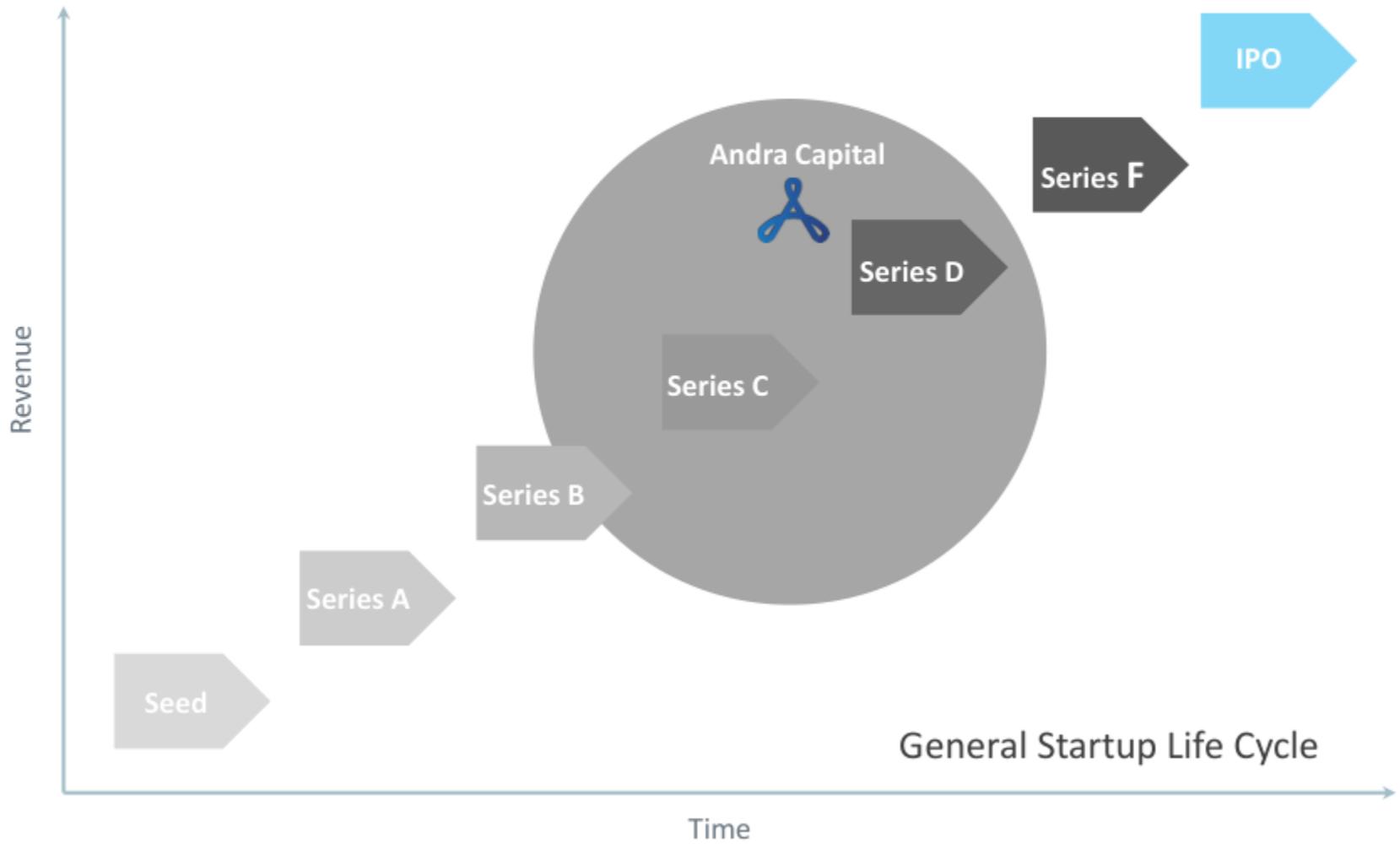
Andra Capital's Technology Growth Fund

Invest in Multi-Billion Dollar Companies

HYPER GROWTH

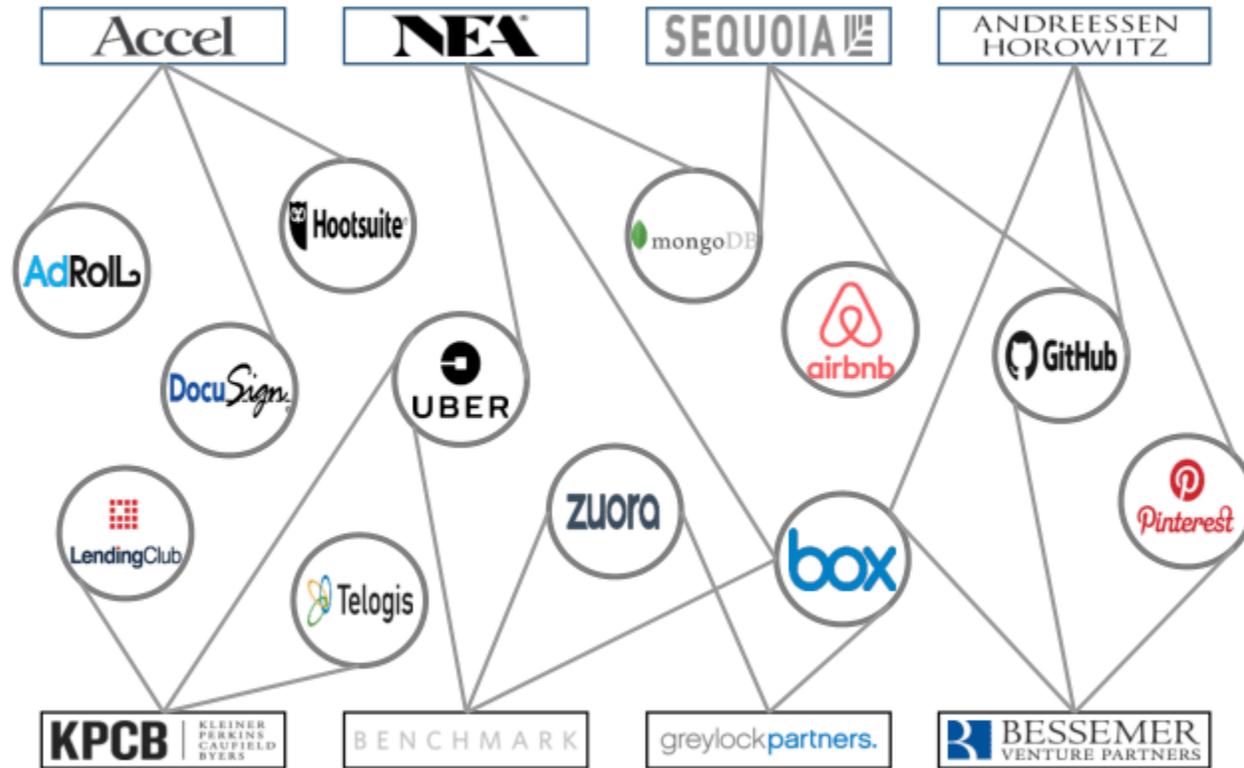
**Illustrative potential investment opportunities*

Investment Approach



Andra is able to cherry pick from the leading companies from Tier 1 venture capital firms – to achieve high returns with a low risk profile

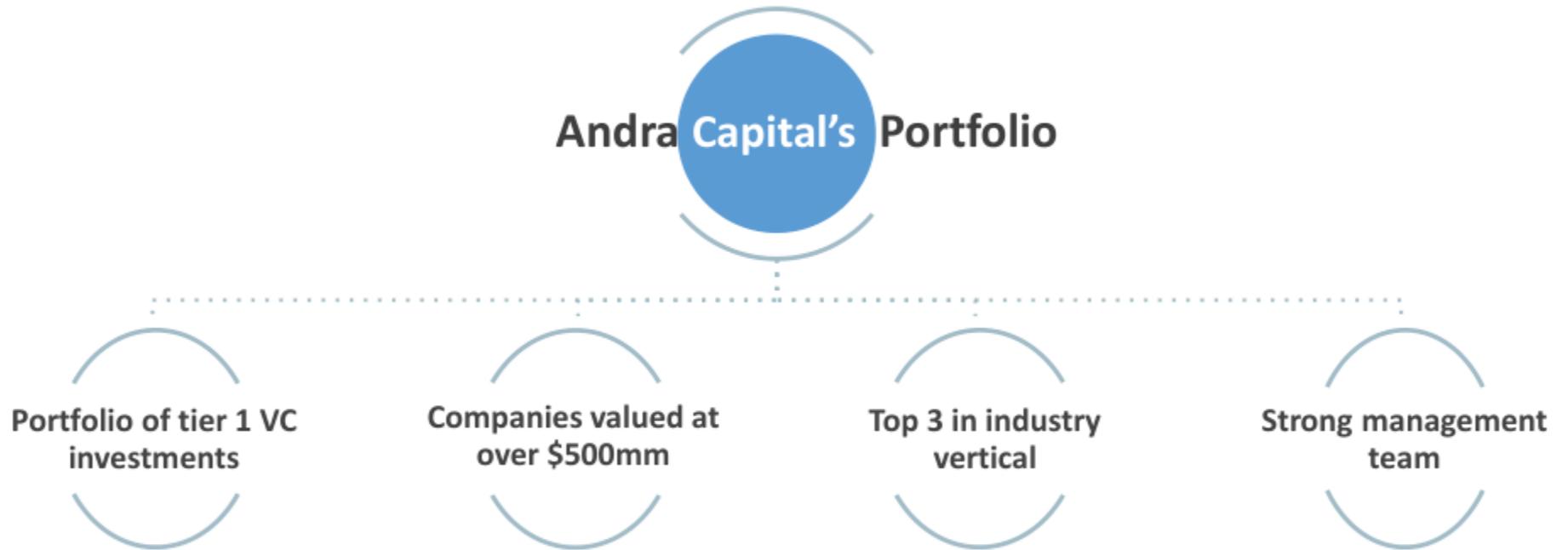
Access to High Quality Investments



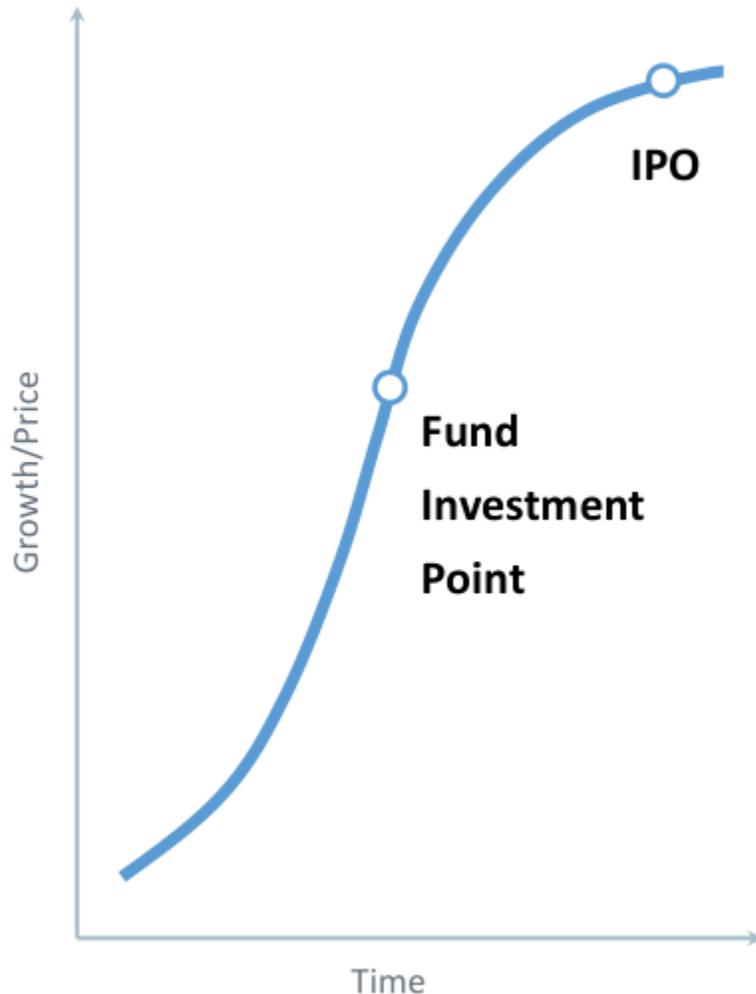
- 1 Highly selective investment targeting
- 2 Invest alongside best venture investors at right time
- 3 Seek out and execute on special opportunities to invest in top companies

Andra selects strongest portfolio companies of leading venture investors

Proprietary Investment Process

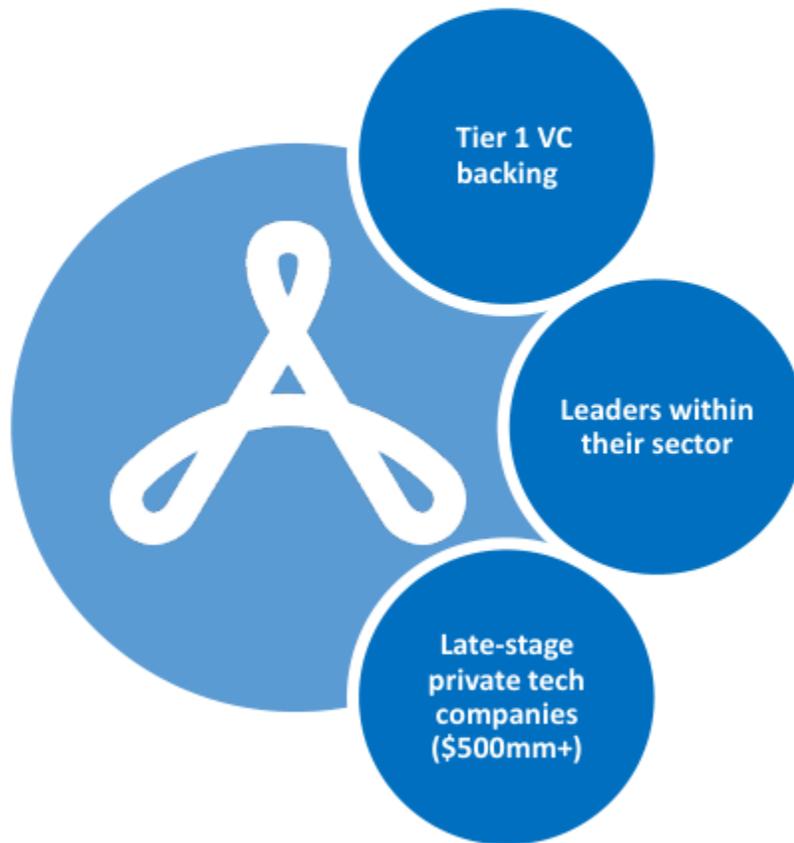


Investment Approach



- Diversified exposure into promising high-growth private companies
- Investment anchored last institutional priced primary round
- Co-invest alongside top-tier venture capital investors
- These three factors mitigate risk and provide higher success ratios than traditional venture capital funds

Triple Appeal in Deal Selection

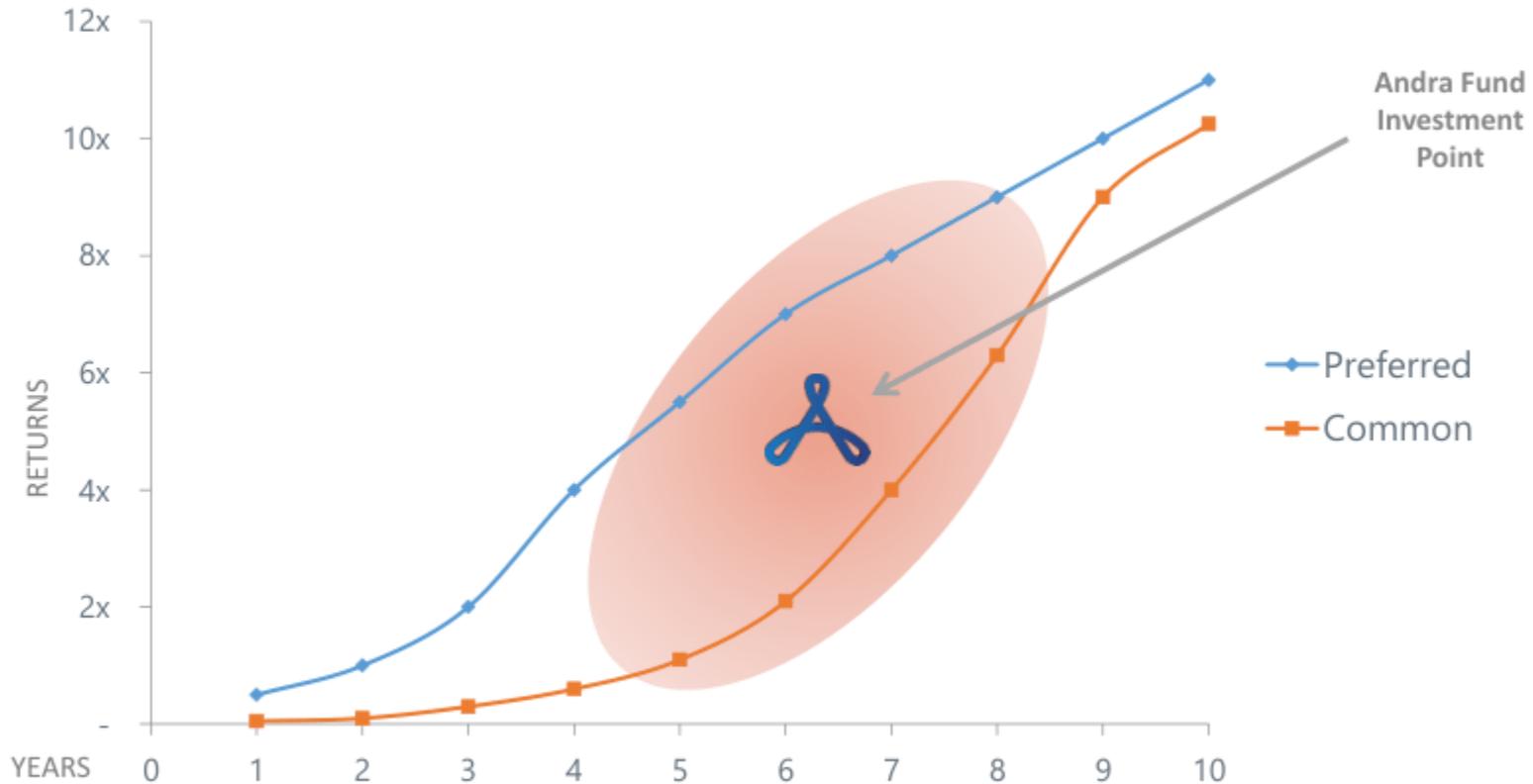


- The largest appreciation capture opportunity now comes prior to the initial public offering
- Changes to VC ecosystem have fragmented an asset class traditionally only accessible via top tier VCs and unavailable to new LPs
- The ability to access the best venture opportunities is now based largely upon strength of the network in the entrepreneur ecosystem
- Non-traditional funding sources have an opportunity to invest at an advantaged time in companies' life cycles

De-risking Traditional Venture Capital

Risks	Traditional VC Firms	Andra Capital
Team	High Risk	Low Risk
Business Model	High Risk	Low Risk
Industry	High Risk	Low Risk
Competitive	High Risk	Low Risk
Technology	High Risk	Low Risk
Pricing	High Risk	Moderate Risk
Timing	High Risk	Moderate Risk
Macro	High Risk	Moderate Risk

Investment Timing and Pricing



The differential in price between the value of the common stock and preferred stock decreases over time as a potential company approaches an exit event.

This creates an investment opportunity to acquire common stock in successful companies.

*The **Andra** team is powered by entrepreneurs, investors, investment bankers, technologists, and lawyers, to form a strong **deal network** with access to **top-tier** investments*

Proprietary Deal Flow Ecosystem

Successful Entrepreneur

Founders and early company employees with substantial equity positions

Early Stage Venture Funds

Looking to liquidate or pare down outsized appreciated positions

Key Angel Investors

Late-stage investments that mature outside their investment thesis

Private Wealth Management Clients

Entrepreneurs who wish to diversify out of a concentrated position

Service Providers

█ and IPO attorneys, CPAs, payroll, tax and benefits consultants

Corporate Retirement Plan Clients

Companies looking to fund share buyback to facilitate employee liquidity

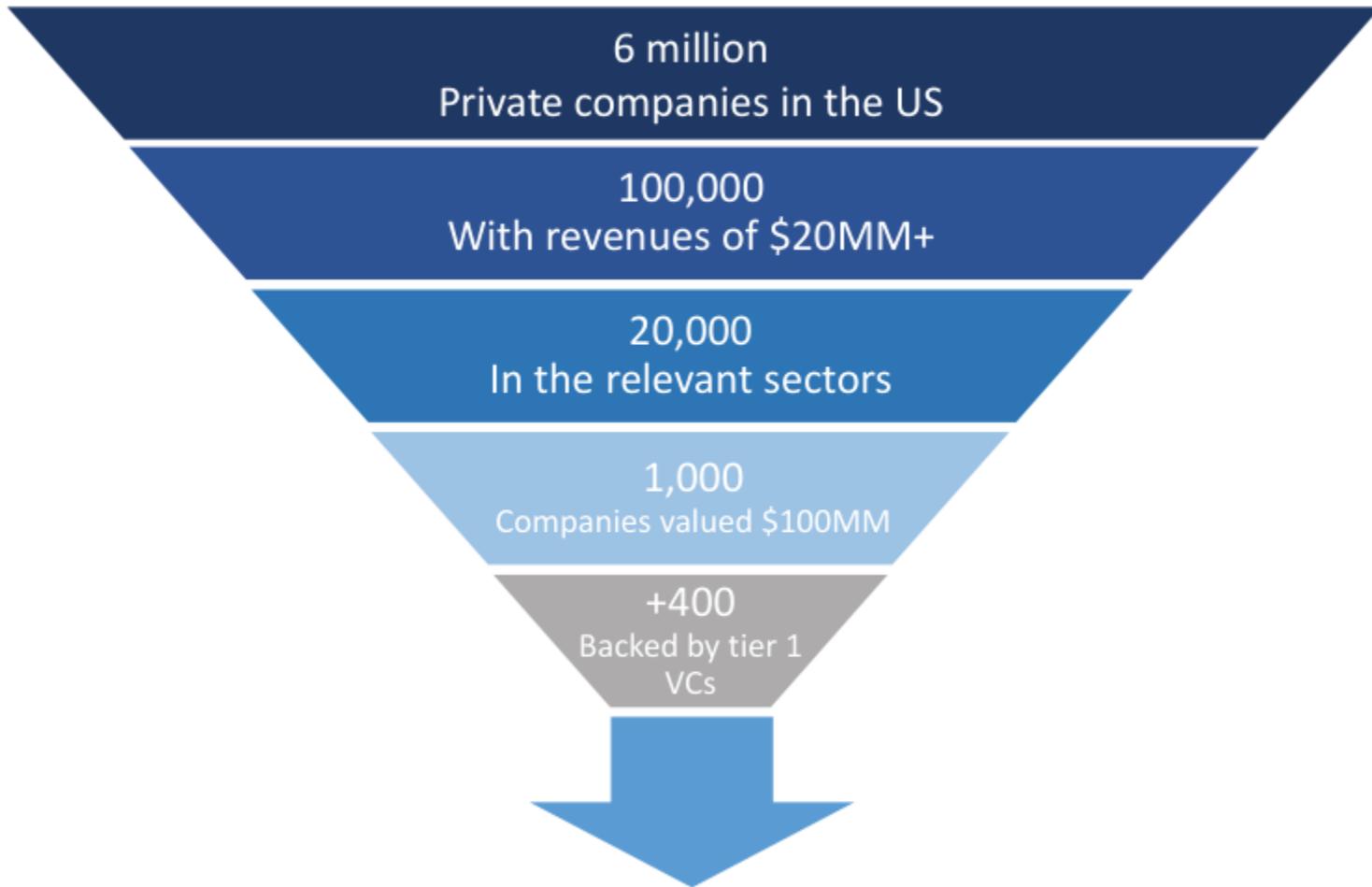
Advisory Board Members

Key strategic partners with contacts within target companies

Private Secondary Brokers

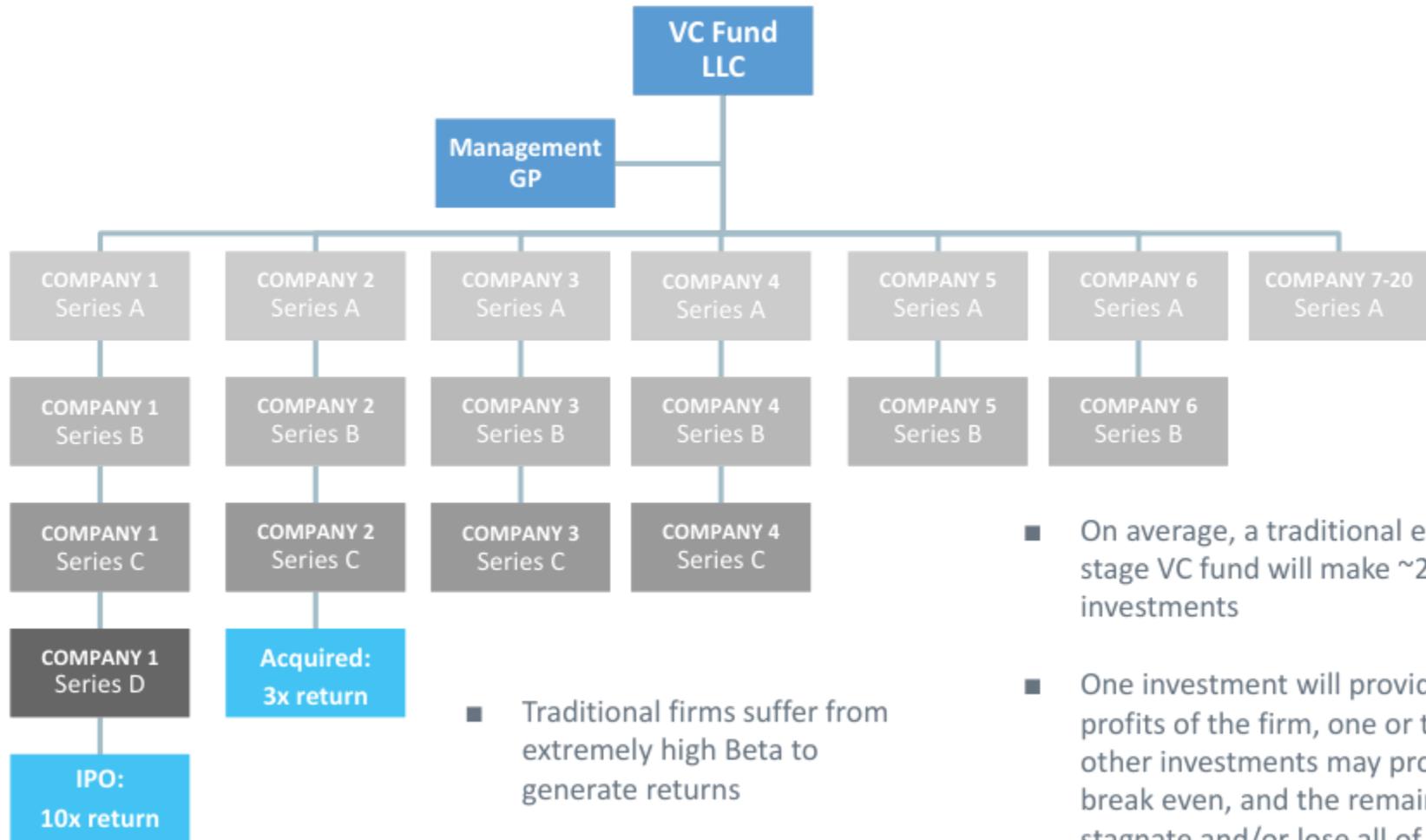
Contacts that are active in trading or sourcing private stock

Investment Universe



20-40 companies in the Andra Capital portfolio

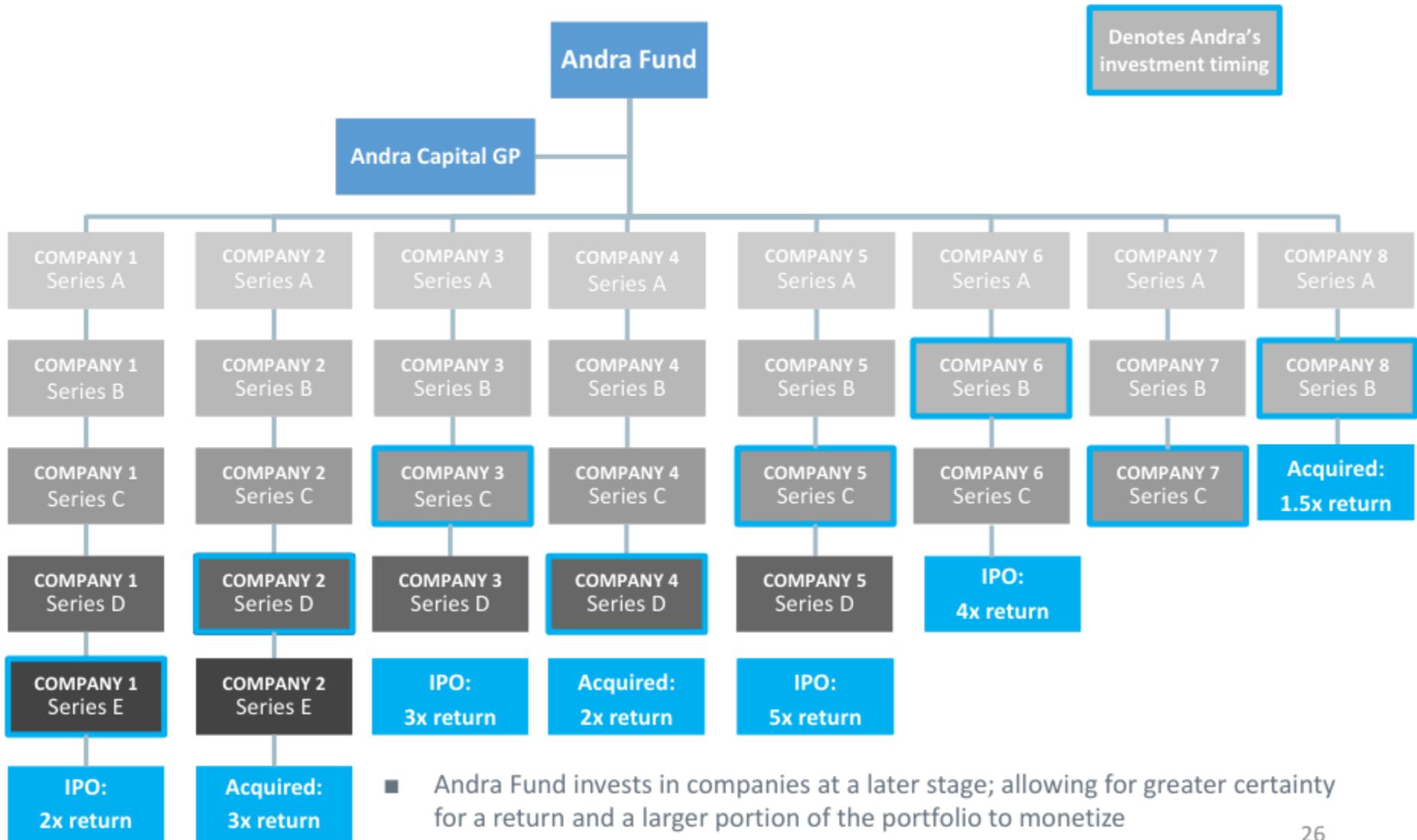
Traditional VC Fund Portfolio Structure



- Traditional firms suffer from extremely high Beta to generate returns
- Every investment needs the potential to be a grand slam

- On average, a traditional early stage VC fund will make ~20 investments
- One investment will provide all the profits of the firm, one or two other investments may profit or break even, and the remainder will stagnate and/or lose all of the investment

Andra Fund Portfolio Structure



Appendix

Dr. Hermann Liu



- Hermann brings in 20 years experience of investment, entrepreneurship and technology.
- Founding partner of Arbor Ventures, a 100-million USD VC fund invests in technology innovation with a focus on financial technology, big data and e-commerce. Portfolio includes companies in P2P lending, mobile payment, credit scoring, recruiting, block chain, machine learning, cloud computing, etc. Another expertise of his is cross-border deals between the US and Asia. The Gross IRR is 25.5%.
- Before Arbor, he co-founded the Global Financial Technology (GFT) in China, a Bloomberg-like company which provides news, data and analytics for the institutional clients in the Chinese market. GFT was acquired by Newscorp.
- Served in Morgan Stanley and Charles Schwab in various technology and management positions leading the innovation of financial services and products.
- Received a MPA (Master of Public Administration) from Harvard Kennedy School and a [REDACTED] from Northeastern University.
- Board member of the National Council of Chinese Americans.

Haydar Haba



- Recognized internationally for his technological vision, and is a respected thought leader throughout the Internet and Telecom industries for his accomplishments as business leader and innovator.
- Serial entrepreneur with over 20 years of experience building a string of successful companies with disruptive technologies that have generated billions of dollars in revenue.
- Founded and built IntelePeer, Telco 214 and others from inception to exit, raising millions of dollars in Venture Capital.
- Founder and CEO of IntelePeer, and led the company from inception to over \$150 million a year in revenue.
- Previously, he was the Founder and CTO of Telco214 where he built the company from launch to over \$100 million in revenue.
- With deep knowledge and opinions on global cloud-based platforms and technologies, he has been featured in print, broadcast, and online media across the globe.
- Significant experience on technology company boards as a member or advisor, as well as IPO experience.
- Completed █████ course work in Electrical Engineering and holds Bachelor of Science and Master's degrees from Florida Institute of Technology. He has several patents to his name.

Ting Louie



- Founding team and head of business development for the NASDAQ Private Market.
 - Leading marketplace for private transactions.
 - Access to key executives and decision makers across the late-stage private company ecosystem.
- Previously head of business development and corporate finance for SharesPost Financial Corporation.
 - SharesPost structured over \$2 billion in private investments in companies such as Facebook, Twitter, LinkedIn, GoPro, Palantir, TrueCar, SpaceX.
- Partner in Seed Equity Ventures, Salt Lake City based technology venture capital firm.
- Former technology investment banker - Deutsche Bank Securities and Jefferies & Company.
 - Representative ██████ Transactions: Adobe/Efficient Frontier, Visa/PlaySpan, CA/Nimsoft, GSI Commerce / Fanatics Inc., Fujitsu/TrueNet
 - Representative financing clients: eBay, Yelp, Tesla, TomTom, HomeAway, RenRen, CafePress, ChinaCache, Tudou, Nielsen Holdings, Iron Planet.
- MBA University of Southern California, BA Occidental College.

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