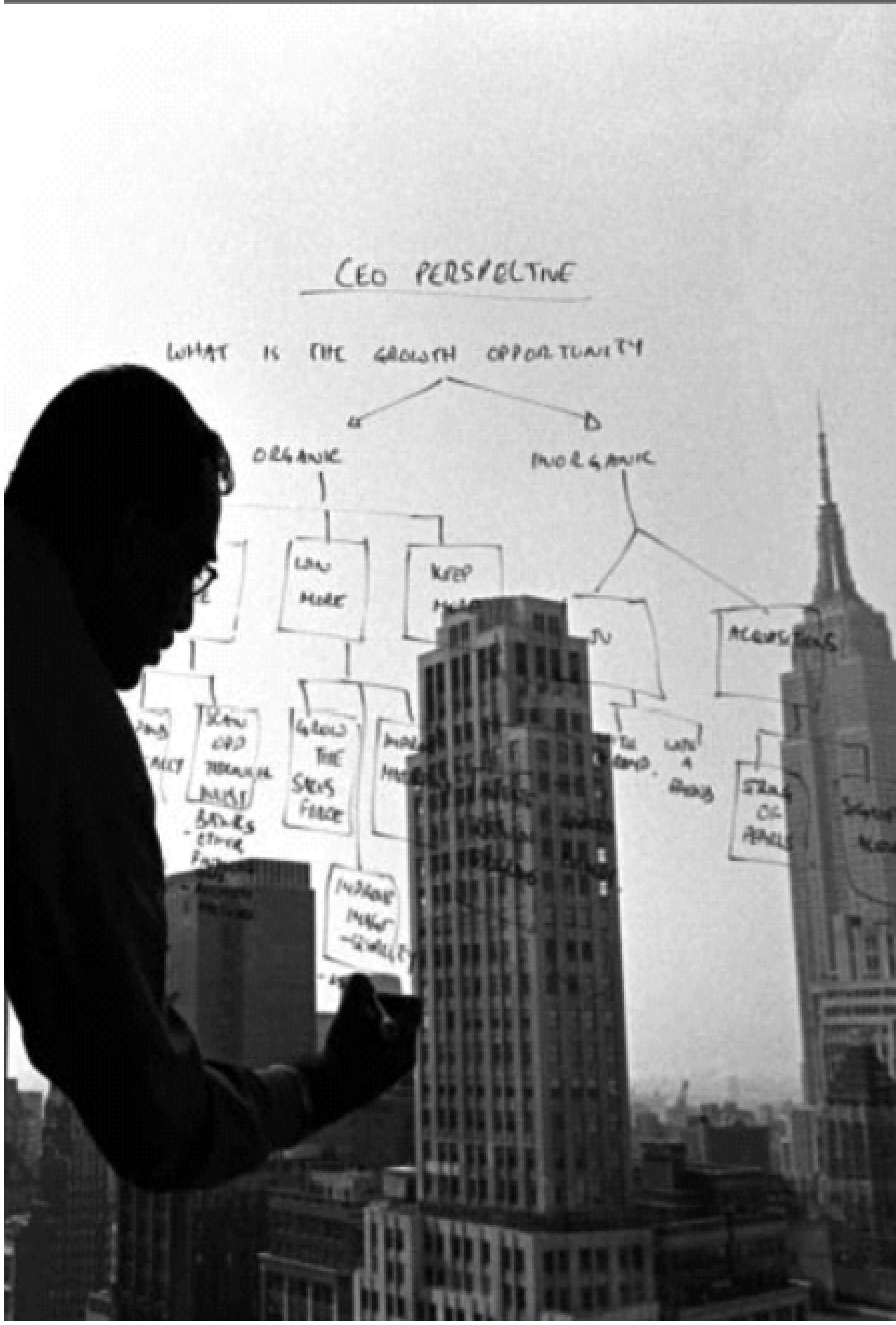
European opportunity

JEE

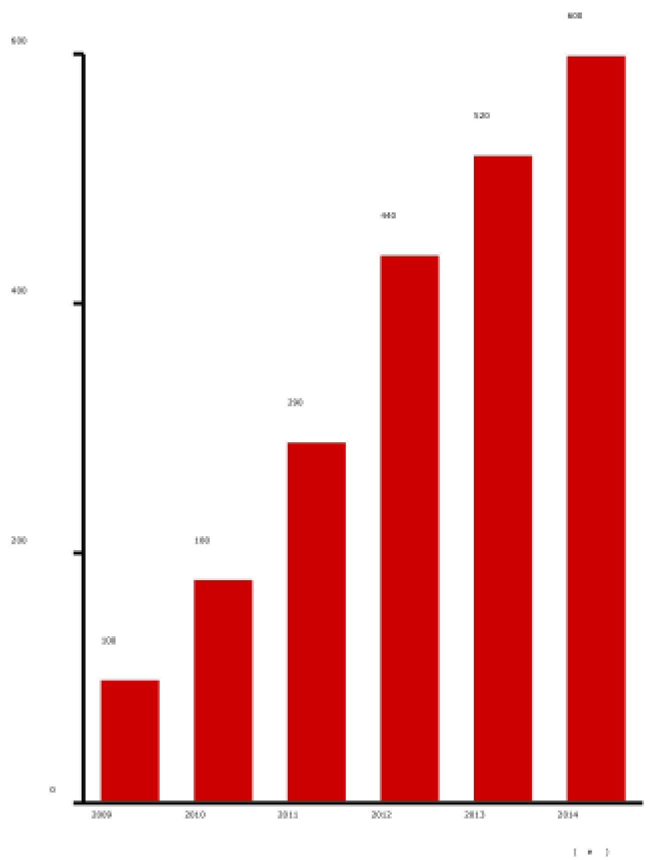
2morrowmodel group is the fastest growing group in the Milan market



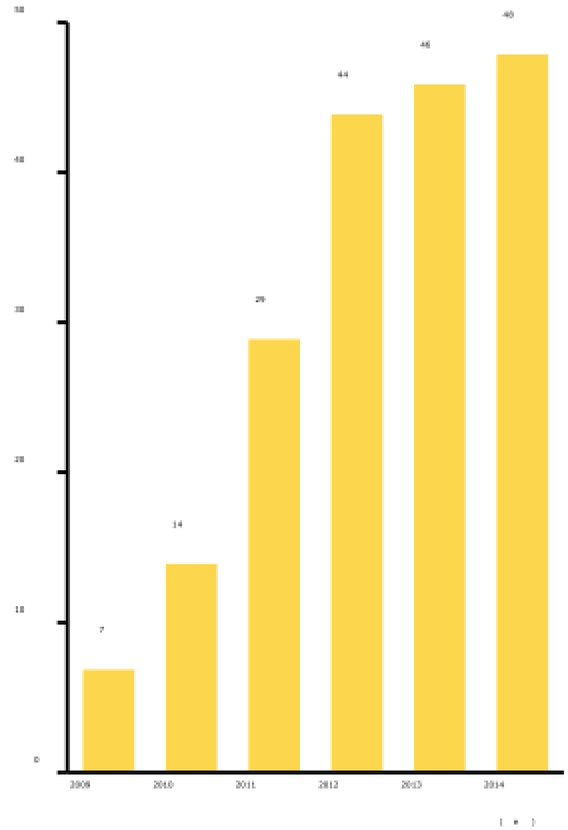
- **We believe in results**
  - We measure our success by the **numbers** of our **clients** and their **satisfaction**
  - We do not follow industry rules, we question them and change them where it's appropriate to make OUR rules
  - We want to create successful companies adequately structured, what is trendy but does not create sound business we leave to our competitors
  - We operate with a sense of urgency
- **We believe in sharing**
  - Our models, our mother agency partners and our top employees participate in our success
- **We tell it like it is**
  - We listen hard, but are suspicious of received industry wisdom
- **We aspire to have the <u>most efficient</u> company in modeling**
  - We employ our manuals, software and rules to run our companies as a Swiss clock
  - 60% of our employees have university degrees, 20% in management and economics. Our key managers come from Private Equity, Fashion and have been educated in the best universities

Exponential growth of 2morrowmodel group over the last 5 years

Founded in 2001, 2morrowmodel group is experiencing rapid growth in the last 5 years since new management arrived…
(INDEXED revenue, 2009 = 100%)



…and is already the largest group for FTEs in Milan with 48 employees



One group, 3 companies

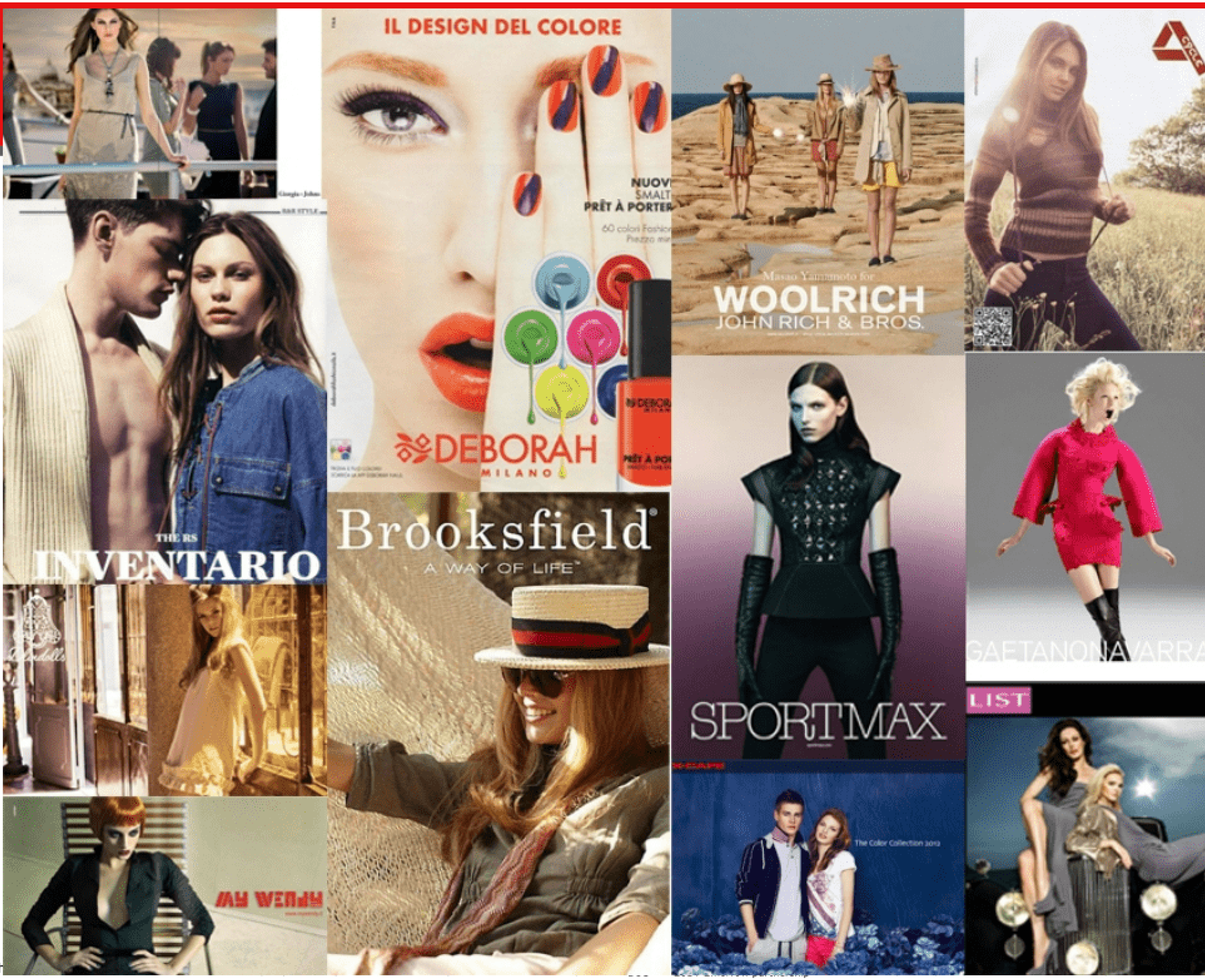
2morrowmodel

- [redacted]
- **>2000 models managed**
- **Paris opening in progress**

- [redacted]
- **~500 models managed**

2day Model Mgmt

- [redacted]
- **~300 models managed**


IL DESIGN DEL COLORE
NUOV
SMALT
PRÊT À PORTER
60 colori Fashion
DEBORAH
MILANO
Masao Yamamoto for
WOOLRICH
JOHN RICH & BROS.
INVENTARIO
Brooksfield
A WAY OF LIFE
SPORTMAX
GAETANONAVARRA
LIST
MY WENDY
The Color Collection 2012


GUCCI
Champion
AUTHENTIC ATHLETIC APPAREL
WHERE SPORT IS TRUE
X-CAPE
MASHLAB
GRIGIOPERLA
NERO
GRIGIOPERLA

Expansion opportunity

Opportunity

- Leverage the existing business model and the talent already under contract to open Paris and London
  - Provide from Milano the software and the internal procedures bringing efficiency in a dysfunctional industry. We are the disruptive technology
  - Provide from Milano the talent under contract
  - Create legally an invoicing platform from Italy to exploit tax advantages
  - Bring top quality management from Milano to kick-start the operations
  - Include the MC2 network and work together using Jean Luc organization as the American operations
  - Collaborate with Jean Luc also on the scouting side, even if the 19 mother agencies where we have equity participations and special agreements are already a very, very strong platform

Skin in the game

- On this project 2morrow group will bet its network, brand name and top management with very high image and opportunity cost. It MUST be a success, failure would put the rest of the ventures at risk and is unacceptable
- Existing personnel will be used to support the venture, that's why we can open these structures with limited investments

Financial terms

- 3M Eur commitment, to be drawn within 3 years
  - not all money needed upfront
  - 99% as debt, 1% as capital
- Total amount to be repaid before any other amount paid to shareholders
  - Cost of capital of 6% to be calculated for the months effectively used
  - Target: repay debt 3.5 years from when it's drawn
- 50-50 split of shares
- Complete transparency and quarterly updates