



# *Bonne Santé* GROUP INC.

EXECUTIVE SUMMARY

Q4 | 2020

## IMPORTANT NOTICES

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The information set forth below includes statements, estimates, projections with respect to our anticipated future performance and other forward-looking statements, which are subject to risks, uncertainties and assumptions. In some cases, you can identify these statements by forward-looking words such as “may”, “might”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “future” or “continue”, the negative of these terms and other comparable terminology. Such forward-looking statements are based on current plans, estimates and expectations and are made pursuant to the Private Securities Litigation Reform Act of 1995. These statements, estimates and projections are based upon various assumptions that we made concerning our anticipated results and industry trends, which may or may not occur. We are not making any representations as to the accuracy of these statements, estimates or projections. Our actual performance may be materially different from the statements, estimates or projections set forth below. We are under no duty to update any of these forward-looking statements to conform them to actual results or revised expectations.

Neither this document nor any of its content constitutes an offer to sell, solicitation of an offer to buy or a recommendation for any security by Bonne Santé Group, Inc. (the “Company”) or any third party. The content of this document is provided for general information purposes only and is not intended to solicit the purchase of securities or to be used as investment, legal or tax advice. A securities offering by the Company will only be made pursuant to a private placement memorandum and/or other subscription documents available elsewhere to prequalified prospective investors. The content of this document is qualified in its entirety by such offering materials. Prospective investors are urged to consult with their own, investment, legal and tax advisors prior to making any investment in the Company.

Investing in private placements involves a high degree of risk. Securities sold through private placements are typically not publicly traded and, therefore, are less liquid. Additionally, investors may receive restricted stock that may be subject to holding period requirements. Companies seeking private placement investments tend to be in earlier stages of development and have not yet been fully tested in the public marketplace. Investing in private placements requires a tolerance for high risk, low liquidity, and a long-term commitment. Investors must be able to afford to lose their entire investment. Such investment products are not FDIC insured, may lose value, and have no bank guarantee.





## THE COMPANY

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**Bonne Santé Group, Inc.** (“BSG,” “Bonne Santé,” or the “Company”), a Delaware corporation, is engaged in the development, marketing, manufacturing, acquisition, operation and sale of a broad spectrum of nutritional and related products with an emphasis on Health & Wellness. Structured as a global holding company, BSG is executing a Buy-and-Build strategy with serial accretive acquisitions creating a vertically integrated company with a publicly stated objective of aggregating companies generating a minimum of \$250 million to \$300 million in revenues within the next thirty-six months. To drive growth and earnings, the Company is developing proprietary products as well as acquiring other profitable companies, both brands and distribution channels. The Company is currently being positioned for an Initial Public Offering (the “IPO”) and NASDAQ listing in Q1 2021.

## HIGH GROWTH CONSOLIDATION BUSINESS MODEL

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The Company has been engaged in a comprehensive program to develop a robust pipeline of prospective acquisitions in addition to the target acquisitions described in this Executive Summary. Management has significant experience in locating and evaluating prospective target operating companies. The Company has also entered into buy-side agreements with certain M&A advisers and consultants to assist management in identifying and evaluating prospective target operating companies.

The acquisition profile for 2021 is to acquire multiple companies aggregating a minimum of \$100 million in revenues on an annualized basis, with the next three acquisitions in the pipeline representing over \$50 million in revenue. The nutritional products industry is highly fragmented with a large pool of companies generating less than \$20 million in revenues representing significant opportunity for industry consolidation.

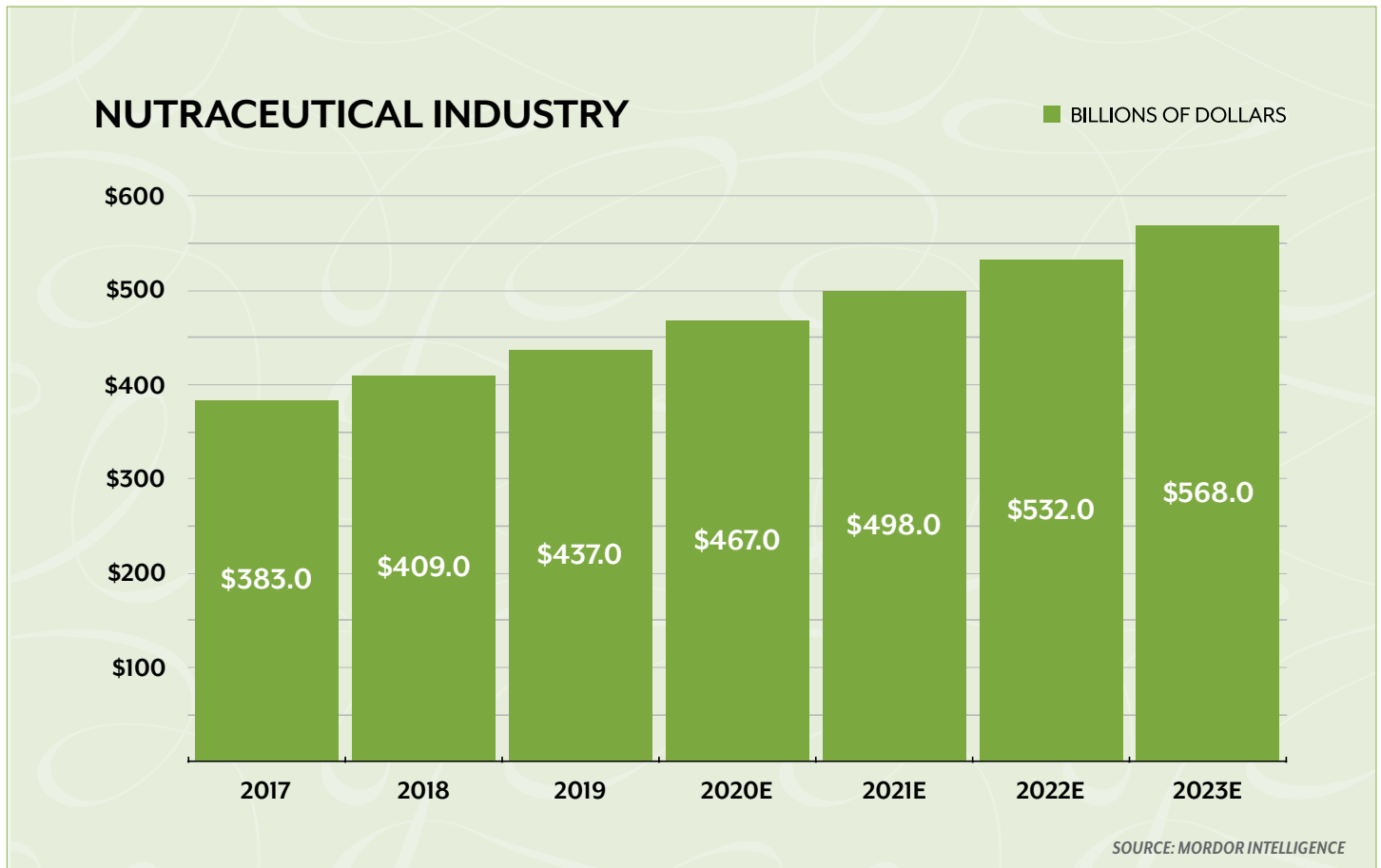
In the event the Company terminates the acquisition of any of the prospective companies described herein, the Company continues to proactively develop a pipeline of other suitable candidates.

## THE INDUSTRY

The nutraceutical industry focuses on nutritional supplements intended to improve longevity, sports fitness and provide health benefits in addition to the basic nutritional value present in food. Most people are familiar with various nutraceutical products—and have likely used them—even if they are unfamiliar with the industry name. Nutraceuticals comprise such commonly used items as herbal products, specific diet products, vitamins, processed foods and beverages, functional foods, isolated nutrients and other dietary products.

The nutraceutical industry has experienced rapid growth across the globe, propelled by the increasing age expectancies and concomitant increases in diseases of aging and lifestyle. A shift in demographics has also allowed manufacturers to benefit in recent years. The number of Americans ages 65 and older is projected to nearly double from 52 million in 2018 to 95 million by 2060. During this same timeframe, this older demographic is expected to grow to 5% of the population according to the

U.S. Census Bureau. Moreover, the Council for Responsible Nutrition reported that 74% of adults over age 55 took supplements on a regular basis.



## M&A ACTIVITY

Overall M&A activity in the nutrition and supplements industry has seen tremendous growth over the last six years, with hundreds of announced transactions every year from 2014 to 2019. These M&A transactions have increased in the supplement sector precisely because of the current state of maturity, viability, and growth in our industry. From a buyer's perspective, many of the founding brands are being sought after by strategic buyers because the financial opportunity is now considered established and safe. On the owner side, founders of these legacy brands are more than two to three decades in. They are ready for a life change and happy to reap some reward for their hard work.



## NATURAL PRODUCTS INDUSTRY CAPITAL MARKETS REMAIN HIGHLY ACTIVE WITH M&A AND PUBLIC PLACEMENTS

### TOTAL FINANCING AND M&A TRANSACTIONS REACHED RECORD NUMBER IN 2019

- Industry-wide financings grew by 10% in 2019, indicating continued healthy capital markets activity
- OTC & Personal Care, Ingredients, and Retail & Distribution fields highly active, generating a combined 28% increase in M&A transactions versus 2018

### NUTRITION AND HEALTH & WELLNESS INDUSTRY TRANSACTIONS: M&A DETAILS 2014-2019

	2014	2015	2016	2017	2018	2019
Retail & Distribution	11	10	26	34	22	29
Supplements	22	10	17	21	11	10
Ingredients	22	22	29	43	29	34
Contract Manufacturing	8	12	8	14	12	11
OTC & Personal Care	12	13	16	23	17	24
Natural & Organic Functional Food	53	100	103	138	138	100
Other: Tech, Fitness, Pet	47	80	60	83	115	93
<b>Total M&amp;A</b>	<b>175</b>	<b>247</b>	<b>259</b>	<b>356</b>	<b>344</b>	<b>301</b>
<b>Financings</b>	<b>210</b>	<b>383</b>	<b>456</b>	<b>554</b>	<b>612</b>	<b>667</b>
<b>Average Size of Financing (\$MM)</b>	<b>\$22</b>	<b>\$21</b>	<b>\$15</b>	<b>\$25</b>	<b>\$37</b>	<b>\$31</b>
<b>TOTAL TRANSACTIONS</b>	<b>385</b>	<b>630</b>	<b>715</b>	<b>910</b>	<b>956</b>	<b>958</b>

SOURCE: WHIPSTITCH

## PLATFORM COMPANY

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On March 8, 2018, the Company acquired 51% of Millennium Natural Manufacturing, Inc. On October 8, 2019, the Company acquired the 49% of Millennium it did not own. Based in Doral, Florida, Millennium is a 22,000 square-foot FDA-certified state-of-the-art manufacturing facility. Millennium manufactures products for nearly 100 different companies. The facility has encapsulation machines, tableting, packaging, labeling, and multiple shipping and receiving docks. Millennium's Quality Assurance Department uses the most up-to-date analytical technology to verify the potency of each product. The current building is under a 5-year lease from July 2017 to June 2022. Millennium has an option for 3-year renewable terms with a 3% annual increase. Millennium has been rebranded Bonne Santé Natural Manufacturing ("BSNM") to better reflect the Company's vertical integration. (Watch Bonne Santé Natural Manufacturing's overview video [here](#).)

### Company Strengths:

- Developed and tested over 300 formulas since 1998.
- Enjoys a quality reputation and FDA-approved state-of-the-art facility.
- Expertise in registering products across the globe, including Latin America.



## PATHWAY TO PROFITABILITY

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Although Millennium was highly distressed at the time of acquisition by Bonne Santé Group and has sustained moderate losses since the acquisition, the Company has made significant progress with the implementation of its Plan of Restructure (the "Plan"). The Plan has included the installation of new management in July 2019 following the termination of the former CEO and President, formerly the minority shareholder.

The Plan has been supported by:

- · Installation of new senior management.
- · Execution of a purchase agreement to obtain the remaining 49% of the company in October 2019.
- · Continual upgrades to facilities and equipment.
- · Implementation of a substantial number of SOPs.
- · Increased product testing.
- · Upgrades to computer equipment and software.
- · Increased personnel training.

Management anticipates that Bonne Santé Natural Manufacturing will reach profitability in Q4 2020. The principal drivers that will materially contribute to that profitability include:

- Bonne Santé Natural Manufacturing (formerly Millennium) executed a \$15 million, three-year contract with Twinlab. (see below.)
- The launch of BSG's proprietary brands requiring contract manufacturing.
- Immediate migration of all contract manufacturing to BSNM on completion of the Boost Marketing acquisition (Target I). Target I utilizes only third-party contract manufacturing which will now inure to the benefit of BSNM. That contribution is anticipated to be in excess of \$1 million in additional annual revenues.



## TWINLAB STRATEGIC MANUFACTURING AGREEMENT

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On February 10, 2020, Bonne Santé Group executed a 3-year, \$15 million agreement with Twinlab Consolidated, a 50-year-old global supplements company for contract manufacturing. Pursuant to the terms of the contract, it is anticipated Twinlab will deliver a minimum of \$5 million per year in contract manufacturing orders. The Twinlab contract is attached here as Exhibit A. (Read the press release [here](#).)



## INITIAL ACQUISITION PIPELINE

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As of the date of this Term Sheet, the Company has identified and commenced negotiations with multiple companies in its M&A pipeline representing aggregate revenues approaching \$100 million that management believes can be acquired on an accretive basis supporting the Company's high growth business model. Of these, BSNM, which has already been acquired, and the next two acquisitions in the pipeline represent over \$20 million in revenue for 2020 and are expected to be completed on a pre-IPO basis. The third acquisition in the pipeline is also presented below, and is expected to be completed subsequently, resulting in a Company with over \$50 million in revenue on a consolidated basis:

### Target #1

On April 26, 2019 Bonne Santé Group executed a definitive agreement for the acquisition of an operating division of a Michigan-based online supplement marketing company pursuant to an asset purchase agreement ("Target 1"). The company provides an online commerce platform for its multiple brands of nutritional supplements sold on Amazon, including several "Amazon's Choice" products with over 10,000 review. The company sells various supplements including: Probiotics, Testosterone, Prenatal Vitamins, Anti-Aging, Brain Function, Thyroid Support and Anxiety. BSG will pay to the Seller a purchase price equal to 4x Trailing Twelve Months EBITDA, estimated at approximately \$4 million, comprised of 67% Cash, 16.5% Seller Note and 16.5% Convertible Note.



## Target #2

On February 11, 2020 Bonne Santé Group executed a definitive agreement for the acquisition of 100% of a Southern Florida nutritional food company from its sole shareholder pursuant to a stock purchase agreement (“Target 2”). This health and wellness foods company specializes in the manufacturing, development and sale of numerous weight loss products, supplements, health food bars, diet cookies and healthy snacks. The company currently sells its products in various big box retailers including Costco, Walmart, BJ’s and Sam’s Club. In addition, the company has a licensing deal with an internet celebrity with over 15 million followers. BSG will pay to the Seller a purchase price equal to 6x Trailing Twelve Months EBITDA, estimated at approximately \$12 million, comprised of 50% Cash, 25% Seller Note and 25% Convertible Note.

## SUMMARY FINANCIAL DATA

	2018A	2019A	2020E	2021E
<b>Revenue</b>				
Bonne Santé Natural Manufacturing	3,682	2,364	4,067	8,337
Target #1	6,463	4,109	4,520	5,424
Target #2	13,517	10,386	14,017	18,400
<b>Total Net Sales</b>	<b>23,662</b>	<b>16,860</b>	<b>22,604</b>	<b>32,161</b>
<b>EBITDA</b>				
Bonne Santé Natural Manufacturing	(49)	(506)	213	1,004
Target #1	2,600	1,393	1,252	1,566
Target #2	1,920	2,494	2,657	3,946
<b>Total EBITDA</b>	<b>4,471</b>	<b>3,381</b>	<b>4,121</b>	<b>6,516</b>

\* Adjusted EBITDA data does not give effect to parent company G&A estimated at \$1 million annually.

\*\* Certain information set forth in the chart above is based on pro forma estimates and are subject to material adjustments.



## MANAGEMENT AND BOARD OF DIRECTORS

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### **Alfonso J. Cervantes** FOUNDER & EXECUTIVE CHAIRMAN

Alfonso J. “A.J.” Cervantes, 70, is the founder and Executive Chairman of Bonne Santé Group. Mr. Cervantes is also Chairman of Trilogy Capital Group, LLC, a private equity firm and a principal shareholder of Bonne Santé. Through more than 38 years as an executive in diversified businesses, Mr. Cervantes has accumulated extensive experience in the public markets with a proven strength in corporate finance and the development of emerging growth companies.

Since 2002, Mr. Cervantes has been Chairman and Chief Executive Officer of Trilogy Capital Partners, Inc., a financial services group and an affiliate of Trilogy Capital Group. His significant corporate finance experience includes M&A, IPOs, APOs and PIPEs as well as the reorganization of middle-market companies. Both as a principal and financial services professional, Mr. Cervantes has facilitated a significant number of M&A transactions. In addition, Mr. Cervantes possesses a deep understanding of securities laws and corporate governance. Mr. Cervantes has also been a frequent public speaker at industry capital markets events.

In 2012, prior to the organization of Trilogy Capital Group, he founded a pure start-up, Staffing 360 Solutions, Inc. (NASDAQ: STAF), an emerging growth public company engaged in the provision of temporary staffing services on a global basis. In a period of seven quarters, Mr. Cervantes completed five acquisitions, facilitated approximately \$25 million of debt and equity financing, and drove Staffing 360 from a pure startup with no revenues or employees to over \$140 million in annualized revenues with approximately 3,000 employees worldwide. In 2014, Mr. Cervantes resigned from Staffing 360 to assume responsibilities as Chief Executive Officer of Trilogy Capital and to focus on the development of Trilogy’s prospective portfolio companies.

In 2008, Mr. Cervantes was a principal in Regeneration Capital Group which provided merchant banking services to privately-held Chinese middle market companies executing reverse mergers to facilitate financing and public listings.

In 2002, Mr. Cervantes formed Trilogy Capital Partners, Inc. Structured as a financial services firm, Trilogy was engaged in after-market support for its publicly-held client companies through the provision of M&A advisory, high level strategic communications and media-related services by leveraging traditional communications with next-generation financial marketing utilizing a broad array of methodologies including best-of-breed online communications, social networking and public relations. From 2002 to 2008 Trilogy represented approximately 150 public companies.

Throughout the 1990s, prior to his work with Trilogy, Mr. Cervantes was engaged in the reorganization and recapitalization of distressed middle market companies, serving as interim CEO for a number of public and private companies facilitating Chapter 11s, Chapter 7s, and out-of-court reorganizations. Mr. Cervantes is a graduate of Webster University in St. Louis.



### **Ryan Zackon** CHIEF EXECUTIVE OFFICER

Mr. Zackon, 38, is Bonne Santé’s incoming Chief Executive Officer. Mr. Zackon is a dynamic and highly accomplished C-suite executive with deep experience in the nutraceutical industry with a focus on the development and implementation of a comprehensive array of operational and financial initiatives. As CEO, Mr. Zackon’s mission will be to drive revenues, generate increased earnings and, ultimately, enhance shareholder value.

Mr. Zackon is currently serving as Chief Operating Officer for Twinlab Consolidated Holdings, Inc. (OTC: TLCC), a 50-year old international health and wellness company engaged in the manufacturing and distribution of a broad array of nutritional products on a global basis. His current responsibilities include overseeing operations, logistics, supply chain and business development. During his tenure with the company, Mr. Zackon has designed and initiated a highly proactive restructuring program including a substantial decrease in personnel, significant cost-cutting, consolidation of operations, margin increases and realignment of the company’s priorities.

Prior to Twinlab, Mr. Zackon served as the Vice President of Operations at Woodfield Distribution, LLC a leading 3PL provider to the highly regulated pharmaceutical industry. During his tenure with Woodfield, Mr. Zackon oversaw a 47% growth in fiscal year 2018 revenue and expanded the company footprint by standing up new domestic and international facilities.

Before working with Woodfield, Mr. Zackon was Chief Operating Officer of Private Label Express, a dietary health and wellness contract manufacturer. Under his leadership, Private Label Express gained significant market share and scaled from 90 employees to over 240 employees with revenue exceeding \$75 million.

Prior to relocating to Florida, Mr. Zackon served as the Chief Operating Officer of PDF Security Services, a leading multi-national security consulting firm based in Sacramento, CA. Prior to PDF, Mr. Zackon founded Dynamic Protective Services.

Mr. Zackon is a graduate of the Rio Hondo Police Academy, Los Angeles Class 177. Mr. Zackon was engaged by the Los Angeles Police Department and Palantir Technologies to serve as an Intelligence Analyst embedded within LAPD's Special Investigation Section (SIS). Mr. Zackon trained at the Central Intelligence Agency in Mclean VA, followed by assignment to the Joint Regional Intelligence Center in Los Angeles.

Mr. Zackon graduated from The Ohio State University with a degree in Psychology.



### **Darren Minton** PRESIDENT

Mr. Minton, 37, is the President of Bonne Santé Group. He is a highly skilled executive with over 10 years of capital markets experience in both small and large organizations. Mr. Minton provides a depth of knowledge and expertise on private-to-public transactions, with a particular emphasis on capital formation, M&A, corporate messaging, branding strategies, and growth through consolidation. Over the years, his capacities have ranged from various executive positions, as well as President and CEO of entrepreneurial ventures to established roles reporting to public company boards, with significant leadership and team building skills.

Prior to Bonne Santé Group, Mr. Minton was Executive Vice President at Staffing 360 Solutions, Inc. (NASDAQ: STAF) which he formed in conjunction with Mr. Cervantes and worked from 2012 to 2017. He was involved in the process of the company's Alternative Public Offering, assisting in raising the initial capital to commence operations, as well as the process of the company's acquisition and consolidation growth strategy as part of its mission to reach \$300 million in annualized revenues, in addition to managing the company's uplisting to NASDAQ in September 2015. Prior to Staffing 360 Solutions, Mr. Minton was the President of Trilogy Capital Partners, a New York-based financial services company and predecessor of Trilogy Capital Group, engaged in international merchant banking, strategic advisory services and financial communications, where he worked from 2009 to 2014 in conjunction with Mr. Cervantes. Mr. Minton served as Vice President of China America Financial Communications Group, as well as an Analyst at China US Venture from 2007 to 2009, where he consulted with numerous US-listed Chinese operating companies.

From 2006 to 2007, Mr. Minton was an Analyst at Mesa West Capital, a privately held portfolio lender with a multi-billion dollar offering capability headquartered in Los Angeles, and he also worked at First Republic Bank in Palo Alto. Mr. Minton graduated with a Bachelor of Arts in Economics from Stanford University.



### **Ronald Scott** CHIEF FINANCIAL OFFICER

Ronald Scott, 62, is a forward-thinking executive who brings BSG over 30 years of diversified accounting and financial management success building and directing best-in-class corporate finance organizations. Mr. Scott's association with BSG will provide the Company and our related entities with superior and insightful due diligence processes for both public company targets and prospective private company acquisitions. In addition, Mr. Scott's mission with BSG is to do a bottom-up installation of reporting and accounting procedures to assure maximum compliance with all regulations, while concurrently working to identify a highly competent and skilled permanent Chief Financial Officer within the nutraceutical industry.

Mr. Scott's expertise includes corporate finance management, mergers and acquisitions, corporate reorganizations, cost reduction and avoidance, financial analysis and reporting, IPO management, contract negotiations, ISO 9000 Quality Systems, and SEC reporting and compliance.



### **Jorge Lamazares VICE PRESIDENT - PRODUCT INNOVATION & OPERATIONS**

Jorge Lamazares, 65, is Bonne Santé Group’s Vice President of Product Innovation and Operations. Mr. Lamazares is a highly credentialed chemist and product formulator. As a seasoned nutraceutical executive with broad capabilities in chemical laboratories in diversified areas and roles, he brings to Bonne Santé deep industry experience with a focus on product innovation with high profit commercial applications. He is an expert and analytically minded chemist with extensive understanding of various branches of inorganic and organic chemistry, wet chemistry, quality control and validation testing. His experience also includes formulations of skin care products, lipsticks, lip gloss and diverse SPF OTC products. He is a nutraceutical formulator of liquids, capsules and tablets of vitamins and sports performance supplements with high level of proficiency with all modern chemical laboratory equipment and in performing analysis on medium- as well as large-sized chemical laboratory platforms. Mr. Lamazares has strong knowledge of statistical procedures and experimental design applied to chemical analysis and has participated in multiple Six Sigma projects.

## **INDEPENDENT DIRECTORS**

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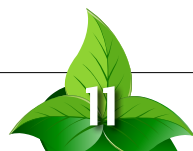
### **Ronald S. Altbach INDEPENDENT DIRECTOR**

Ron Altbach, 73, brings over 40 years as a highly successful financial services executive with a strong emphasis on M&A, demonstrated repeatedly through his skill and creativity in the formation and successful development of both private and public companies. An experienced venture capitalist and merchant banker, Mr. Altbach is currently a principal in and a Director and Chief Commercial Officer of Monitor Power Systems Inc., a provider of industrial-scale comprehensive energy and potable water solutions internationally, principally in developing countries.

Prior to the founding of Monitor Power Systems, Mr. Altbach was a principal in Regeneration Capital Group which provided financing and advised on US listings to Chinese middle market companies. He also served as a principal in Cambridge Group Holdings, a financial advisory firm focused on large scale infrastructure projects and structured financing on a global basis.

Mr. Altbach has served in senior leadership positions in a variety of industries, including investment banking, marketing, consumer and luxury products, and media finance. He serves as an independent director on the board of and is a shareholder in Catch Media, a cloud-based technology provider with tens of millions of active users across the globe, and is a principal in Games Marketing, a leading provider of online gaming intellectual property. From 1998 to 2003, he served as founder, Chairman and Chief Executive Officer of Cross Media Marketing Corporation, a publicly held technology-driven direct marketing company.

From 1995 through 1998, Mr. Altbach held the position of Vice Chairman of Rosecliff, Inc., a prominent New York-based merchant bank principally engaged in leveraged buyouts. During the same time period, he served as Chairman of Paul Sebastian, Inc., a Rosecliff portfolio company that marketed its own fragrance brands, as well as licensed brands, to U.S. and international department stores. From 1992 to 1994, Mr. Altbach was President and principal shareholder for Olcott Corporation, which was engaged in the worldwide distribution of luxury products to the mass market as well as through direct sales, television sales and as premiums. From 1983 through 1987, Mr. Altbach conducted media-related financing activities in the entertainment industry; positions included Co-Founder and President of Mediacom Filmworks, a publicly held film and television finance, production and international distribution company.







**Richard M. Cohen INDEPENDENT DIRECTOR (PRE-IPO)**

Richard Cohen, 68, brings BSG excellent business development skills in revenue growth and financing, including more than 25 years of experience as a director for start-ups, early stage growth companies, private to public company transition, and distressed company turnaround. He has specific experience in biotech/medical devices, financial services and diversified media, and significant relationships with Wall Street and capital sources.

Mr. Cohen is currently the President of Richard M. Cohen Consultants (RMCC), a position he has held since 1996. RMCC provides financial and business consulting services to both public and private companies in a wide range of fields including financial services, cannabis, biotech, and cyber security.

From 2012 to 2015 Mr. Cohen was Managing Partner of Chord Advisors, LLC, a financial services entity he founded, that provided complete outsourced CFO services, including SEC reporting (10-K and IO-Q), accounting policy, valuation as well as advisory. From 2010 to 2013, he was Chief Executive Officer, Chief Financial Officer and Board Member of CorMedix Inc., a Bridgewater, NJ, publicly traded (NYSE: CRMD) medical device/biotechnology company with intrapericardial therapy products targeted to markets in the U.S. and Europe.

From 1992 to 1996, he was Chief Executive Officer of General Media, Inc., a New York, NY, an international media company. There he managed a successful work-out with take-out by public debt offering and raised approximately \$200 million in financing from various sources. From 2001 to 2012, Mr. Cohen was Investor/Consultant with Novation Capital of West Palm Beach, FL. With Novation, he structured settlements factoring the company in financial service sector for sale to a private equity firm with the purchase of over \$1 billion of contracts. Mr. Cohen was also the architect of the sale of internet advertising firm RegionalHelpWanted.com to a private equity firm.

Mr. Cohen began his career with Arthur Andersen & Co. Other executive and advisory experience includes Investment Banker at Henry Ansbacher, Furman Selz (1984-1992), and VP Corporate Development at Macmillan, Inc.

A widely respected financial expert, Mr. Cohen has served on the Board of Directors of several companies, including Helix BioMedix, Inc., a private biotech/peptide company where he has been Audit Committee Chair since 2006. He has also served as Audit Committee Chair for public companies CorMedix Inc. (NYSE: CRMD) and Rodman & Renshaw (NASDAQ: RODM).

Mr. Cohen holds an MBA from Stanford University, a BS with Honors from Wharton School, University of Pennsylvania, and is a member of Beta Gamma Sigma. He is a CPA (inactive) in New York.



**DMITRI VILLARD INDEPENDENT DIRECTOR (PRE-IPO)**

Dimitri Villard has extensive experience managing public and private companies in a variety of industries including biotechnology, investment banking, entertainment and technology services. From 2009 to 2012 he was Chairman and CEO of Peer Media Technologies, Inc., an Internet technology public company on whose board he served since 2005. From 1999 to 2018 he was a co-founder and Chairman of Pivotal BioSciences, Inc., a biotechnology company developing cancer immunotherapy drugs in association with senior faculty at the University of Southern California Keck School of Medicine, where he played a key role in the formation of the USC Institute for Integrative Health.

Since 2013, Mr. Villard has been a member of the Board of Directors of Staffing 360 Solutions, Inc. (NASDAQ: STAF). He is also Chairman of Staffing 360 Solutions' Nominating and Corporate Governance Committee and serves on the Compensation and Audit Committees.

Previously, he was a Director at the investment banking firm SG Cowen and affiliated entities, a position he held from 1997 to 1999. From 1993 to 1996 he was a Managing Director at the investment banking firm Laidlaw & Co. From 2004 to 2008 Mr. Villard served as Chairman of the Board of Dax Solutions, Inc., a digital asset management venture, and from July 2012 until September 2013 was a member of the Board

of Directors of The Grilled Cheese Truck Company, a public company. Since January 1982, Mr. Villard has also been President of Byzantine Productions, Inc., where he has produced a number of feature films with major studios.

Mr. Villard is a member of the Executive Committee of the Los Angeles chapter of the Tech Coast Angels, one of the largest private venture capital groups in the United States. Mr. Villard received a B.A. from Harvard University and a Master of Science degree in Traditional Chinese Medicine from China International Medical University. He was an early member of the American Academy of Anti-Aging Medicine, and is an advisor to AesculaTech, a biomedical device company.

## CONFIDENTIALITY

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This document is confidential and none of its provisions or terms may be disclosed to anyone other than the recipient without the express written authorization by the company.

## COMPANY CONTACT

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**BONNE SANTÉ... TO GOOD HEALTH!**

