

Incubator [in-kyuh-bey-ter]

- noun

- an apparatus used to maintain environmental conditions suitable for hatching and growth

Hive [hahyv]

- noun

- a community or teeming multitude

IncuHive [in-kyuh-hahyv]

- noun

- a community of entrepreneurial executives representing a variety of disciplines gathered together to help our clients build profitable companies.

Successful Companies Are Built Key Ingredients

Invention + Process + Capital = Success

or

Founder + Entrepreneurial Executive + Capital = Success



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Successful Companies Are Built Entrepreneurial Executives v. Founder

Founders - INVENT

- If an idea is sufficiently novel, the entrepreneur has an opportunity to exploit markets for a short period of time AKA "The First Mover" advantage.
- Over time competitors educate themselves and respond diminishing the "first mover" advantage.

Entrepreneurial Executives - INNOVATE

 Successful Entrepreneurial Executives deploy processes to ensure their organizations continually build and deliver products, built on the unique strengths of the organization, that address changing customer needs/pains.

🕷 Investors - CAPITAL

- * Get it, Manage it, Maximize it
- Plan diligently. Take only the capital you need. Don't go back to the well.
- 70% of investors pass on good ideas because entrepreneurs fail to demonstrate a practical understanding of sound business planning and capital management.
- ✤ Generating Return On & Of Investment ("RO²I") requires discipline .
- Identifying and killing bad ideas early is important to RO²I

Execution is acting on a defined plan. Results influence future plans. Tactics get aligned to new plans and the process repeats until the objective is achieved. 'Poor execution' can result from failed actions, a faulty plan or both. The entire <u>PROCESS</u> of planning, acting and repeating is critical to success and typically underfunded in most fast paced-high growth companies.





Successful Companies Are Built Planning, Process and Communication are Critical

The Entrepreneurial Executive will employ process as a means to:

- empower employees and increase efficiencies
- communicate objectives to stakeholders
- develop loyal customers, vendors and investors
- maximize returns for shareholders
- ***** Keys to successful process implementation:
 - Know WHEN it is required
 - Define WHY the process is needed (control, collaboration, information, etc)
 - Know HOW much is required (weekly, monthly, quarterly, annual)
 - Understand WHAT process type is required (controls, directed or informal)
 - Establish WHO leads the process and who contributes to it
 - COMMUNICATE the process and set expectations for results
 - INITIATE the process without dragging on momentum
- ***** Results of implementing good processes and business planning:
 - Discovery of information and data not seen or considered before
 - Free up resources by streamlining business models
 - Identify areas of weakness
 - Consistent communication and decision making around repeated tasks
 - Eliminate waste and leakage
 - Improve timelines and manage expectations
 - Mitigate potential liability by documenting corporate actions





Successful Companies Are Built Planning, Process and Communication are Critical

- IncuHive helps clients deploy key business processes ensuring business critical information is always available and easily digested. Repeatable processes result in better knowledge & understanding and quicker-better decisions that ultimately lead to greater entity value.
- * IncuHive excels at applying appropriate processes to your business workflow in the following areas:
 - Strategy, planning and hypothesis testing
 - Product innovation and requirement gathering
 - Market analysis, planning and entry
 - Lead generation, sales management and pipeline rationalization
 - Financial planning and reporting
 - Fund raising, M&A, IPO prep
 - Contract review and negotiation
- * For over 20 years IncuHive has developed specific tools to ensure immediate high impact results for our clients.

"The most valuable commodity in the world is information" – GG, <u>Wall Street</u>. The concept of information is a little skewed in the movie, but the idea reigns true in all genuine aspects of business. We can not manage what we don't fully understand.





IncuHive's Products and Services

Business Planning and Innovation	Financial Planning and Analysis INCUCAST [™]	Transaction Readiness
 Strategy review; business plan analysis & vetting Market assessment, monitoring & reporting; pricing review & demand estimations Product mapping against strategic roadmap Innovation analysis; resource assessment & planning; market development Competitive research with momentum mapping Channel expansion analysis (incl. international assessments) 	 * PROCAST[™] - fully integrated financial proforma modeling & analysis * P&L, BS, CF, STAFFING, OPEX, CAPX, VALUATIONS, Accruals; Depn & Amtz; Rev Rec; etc. * DASHCASH[™] - dashboard development & implementation * PIPECAST[™] Pipeline analysis & roll forward methodology / process * CAPCAST[™] Optimized capital structure & funding strategies * Cost & infrastructure rationalization * Board meeting material design & preparation 	 M&A strategy & synergy assessment Screening tool development; ranking methodology & target selection Due diligence methodology, document prep & analysis Data room organization & management Financial modeling & valuation Fund raising prep (incl. IPO) Corporate presentation & road show materials Shareholder waterfall

Innovation is driven by passion and creativity but managed through process. Creating sustainable solutions takes diligence and discipline. For value driven organizations, decision should always include financial elements. *INCUCAST*TM delivers timely and actionable information in the right context.

Game changing opportunities are sporadic at best. Be prepared for the opportunity when it's uncovered. Good luck is when Opportunity meets Planning





IncuHive's solutions drive measurable benefits in our area of expertise

***** Business Planning and Innovation

IncuHive will help you:

- Monitor your markets, customers & vendors to gain insight and exploit opportunity
- Align & leverage your resources to create unique product portfolios that promote your strategy
- Avoid product launches that miss the market or run into your competitors sweet spot
- Build differentiated, sustainable and PROFITABLE PRODUCTS / SOLUTIONS.

Financial Planning and Analysis

IncuHive will help you:

- Empower your organization with decision based financial reporting
- Quantify the impact of various decisions before they are made
- Focus your organization on the economic impacts of your decisions
- Fully understand the capital needs of the organization (amount; timing; pricing)
- Hit your top line estimates and beat your financial forecasts

***** Transaction Readiness

IncuHive will help you:

- Prepare the organization for new investors or exit
 - » diligence, doc prep, road show prep, cap structure, waterfall analysis, etc
- Fund your company on the best terms (Early Stage, Mezzanine and IPO)
- Accelerate your strategy by preparing your company for acquisitive growth
- Identify high priority targets and synergy creation
- Build the M&A valuation model and negotiate terms LOI through definitive agreements



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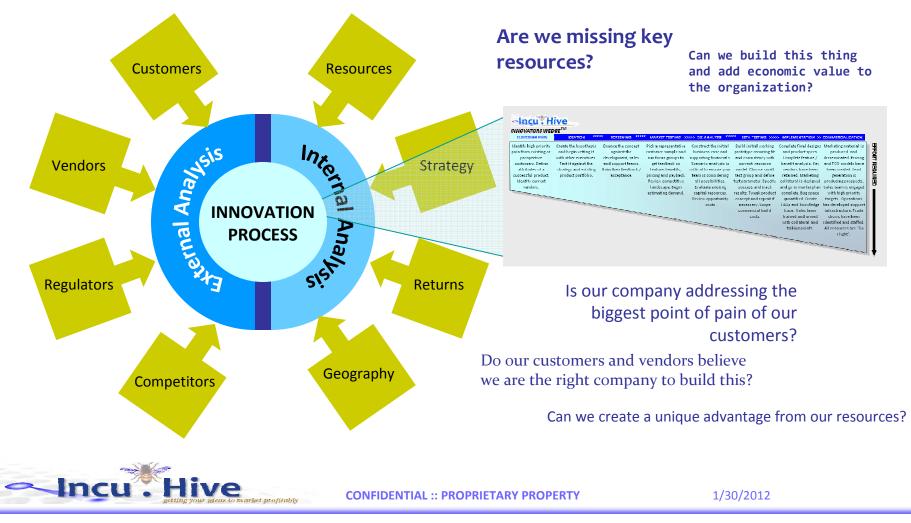
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IncuHive's Innovation Model

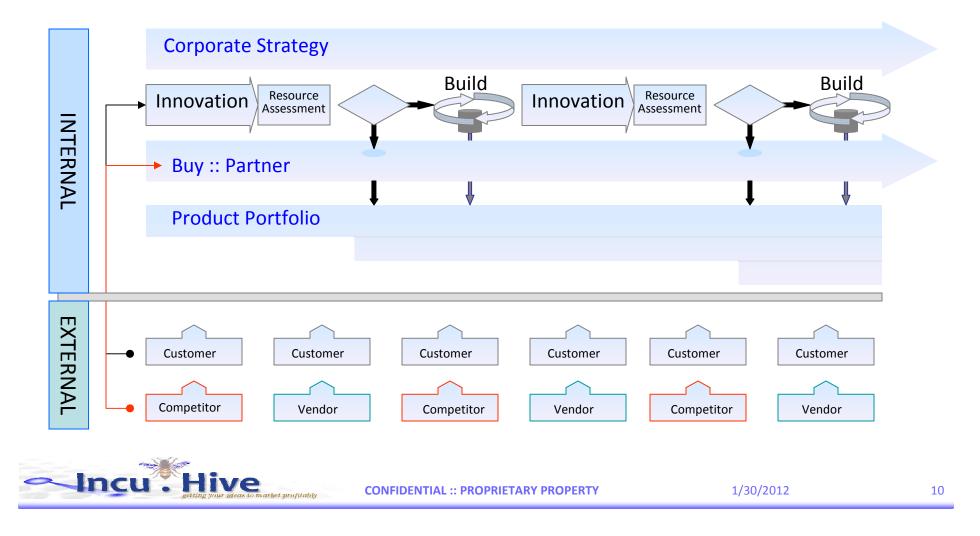
Building sustainable products requires the accumulation and analysis of information from a variety of inputs. Too many companies focus solely on internal inputs thus failing to address the real and ever changing pains in their markets. IncuHive has developed a process that promotes discovery and ensures clients consider all relevant inputs during the innovation process. We call it the *Innovators Wedge*TM





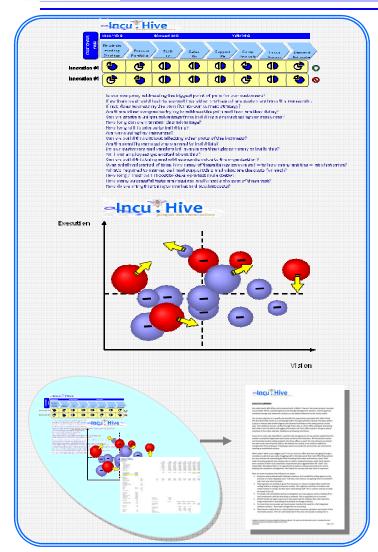
IncuHive's Innovation Model

A good innovation process considers resource availability and time to market constraints. Innovation should be linked to the M&A / Partner process thus enabling a continual portfolio expansion even if core development resources are committed.





IncuHive Business Planning & Innovation Tool Kit



Hive

ket profitably



IncuHive uses proprietary procedures and tools for evaluating the effectiveness of your Product Innovation process.

- Map existing product portfolio against strategy
- Identify & document unique assets and roadmap alignment
- $\boldsymbol{\diamond}$ Adjust innovation process to feed the product development group
- Document product requirements and specs
- ✤ Assist with the first screening if appropriate.

Competitive Analysis and Momentum Mapping

IncuHive has a developed an enhanced version of the classic 'magic quadrant' that includes an assessment of organizational momentum which must be assessed before any launch.

- Public and private company evaluations.
- $\boldsymbol{\bigstar}$ Assess stated strategy and determine execution success.
- Velocity and vectoring are measured to determine momentum

Business Case Preparation and Vetting

Every business should prepare an abbreviated business case prior to deploying resources or capital. Key components of the business case include:

- Resource alignment and allocation analysis
- Market sizing
- Competitive analysis
- ✤Go to market plan and pricing
- Demand estimates
- Cost and value analysis.
- ♦ Go / No Go Conclusions

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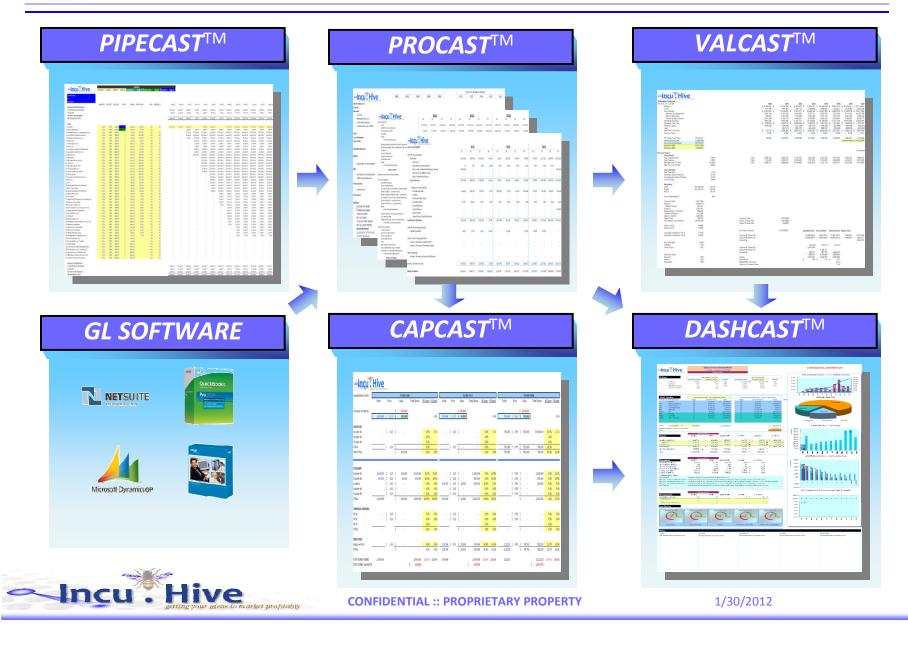
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IncuHive's FP&A Model INCUCAST[™]



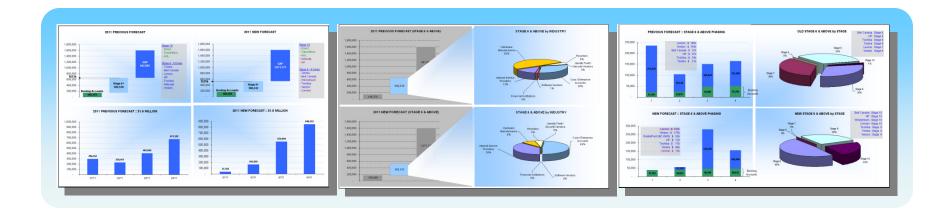


IncuHive *PIPECAST*™ ::

Closing sales opportunities defines a strong entrepreneurial company

All companies must demonstrate an ability to identify and close opportunities in their marketplace. A good sales organization is comprised of both human talent and a consistent management process. For early and middle stage companies, the sales process can be the largest contributor of financial variability. Executives must be prepared to clearly communicate sales progress with their Boards & Investors.

PIPECASTTM ensures executives have all the right information to clearly communicate and <u>set expectations</u> around the sales process and ultimately the financial future of the organization. Most importantly, **PIPECAST**TM is fully integrated with **PROCAST**TM so any changes to the 'close' assumptions will immediately translate to your corporate forecast. You will always know how movements in deal closure will impact your financial resources and ultimately your valuation.





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IncuHive's FP&A Model



IncuHive **PROCAST**TM ::

Good decisions are possible when the effects of those decisions can be quantified and measured prospectively

Scenario planning and re-forecasting are important business processes that are often overlooked by the finance organization. Closing the month and reporting GAAP earnings has become a consuming priority for most CFOs. Often financial data is quickly prepared and loosely assembled in a generic format leaving little time or opportunity to spot trends or issues. This is typically a result of limited time, tools, process and experience. Most large organizations have dedicated staff assigned FP&A whereas most entrepreneurial to organizations are lucky to get an allocation of time from existing staff to manage this function.

PROCAST[™] features:

- Fully integrated (P&L, BS, CF, DCF, GL Feed, CapX)
- Quickly adjusted to your specific drivers
- Multi-level financial model that give you a variety of views into your business.
- Tested model designed to discover information that will empower better decisions.

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TDA	Loans to Employees	Net Income				(397,201)	(539,949)	(136,191)	16,460	58,236	215,003	419,876	735,906	779,548	1,037,328	1,241,500	1,488,22
	Restricted Cash Other	Adjustments															
Depreciation & Amortizatit	Total Restricted Assets	Depreciations and Amortization				72	355	649	1,654	2,251	4,203	5,206	5,619	6,619	8,119	1,716	
т	TOTAL ASSETS	Gain on Sale / Undistributed Earnin Allowance for Doubtful Accounts	s / Earnout			(500,000)			•	•				•			500,00
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Other Income/(Expense)	Current Liabilities	Adjusted Earnings			-	(397,129)	(539,594)	(135,542)	11,114	60.547	220.016	425,161	741,605	786 559	1,045,447	1,257,206	1 968 22
etax income	Accounts Payable Due to Related Party	velaces caused				(031,223)	(222,224)	(133,341)	10,114	00,347	110,010	+25,101	/41,000	100,000	1,040,441	1,237,200	1,700,11
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t income	Notes Payable - Current Portion Notes Payable Related Parties- Current R	1. 1.1.1.11				(35,439)	(120,907)	(88,576)	1,750	(264,719)	(6,723)	22,704	(965,914)	367,385	230,353	199,676	(22,23
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TRICS	Leases Payable - Current Portion Deferred Revenue - Current Portion	PrePaid and Other Assets							2	× .					1		-
RECORDS PROCESSED	Other	Accounts Payable				71,795	26,511	5,916	5,975	7,152	2,593	2,155	(163)	4,580	7,361	(342)	3,14
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IERS/NERS IS TOT BOOKING IRS IS TOT BOOKINGS	Special Common Rock Series A Preferred	Cash Flow from Investing Activities															
	Series B Preferred APIC	Capital Expenditures				4,619	8,706	1,423	31,021		62,344		21,000	20,000	30,000		
	Subscription Receivable																
	Accumulated Earnings / (Deficit) Cumulative Translation Adjustment	Cash Flow from Financing Activities															
	Total Shareholders Equity	Increase / (Decrease) in Long Term Debt								•							
	TOTAL FOOTINES	Increase / (Decrease) in Shareholders Eq	nti			•				·							
		(ther Adjustments)															
		Increase / (Decrease) in Long Term Def Ri	venue														
		Increase / (Decrease) In Cash				(916,532)	(642,697)	(219,625)	(5,902)	(197,009)	153,547	450,021	(244,472)	1,138,453	1,253,161	1,447,620	2,008,13*



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IncuHive's FP&A Model

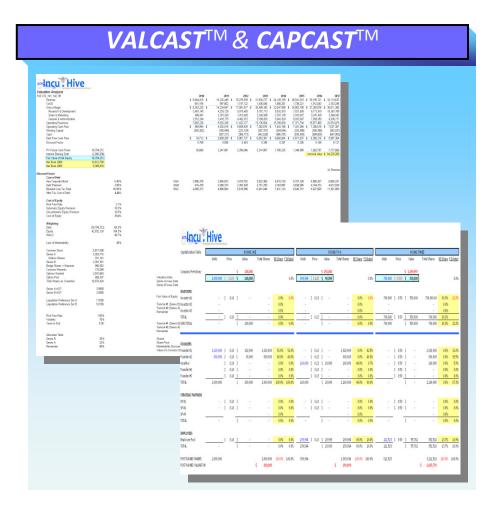


IncuHive VALCASTTM & PROCASTTM ::

Capital Resources & Entity Valuation are top of mind for Entrepreneurial Executives

The ultimate objective for scenario planning is to determine if you have sufficient capital to exploit a desired course. IncuHive's **PROCAST™** model includes detailed GAAP cash flow statements that accurately project cash balances based on your businesses specific metrics and assumptions regarding future performance.

The **PROCAST**[™] model includes a robust DCF valuation model, **VALCAST**[™] and 'round calculator', **CAPCAST**[™] so you always know how your decisions impact your capital reserves and how your company is positioned for its next round or last round. **VALCAST**[™] also includes supporting calculations for your FAS123, 409a, FAS141 and FAS142 (ASC 350) work.





IncuHive's FP&A Model



IncuHive *DASHCAST*™ ::

Everything on one page

The CEO and Board must have relevant information available when making a course correction. Executive reporting includes more than just a summary of current results vs. budget. Decision makers need input from all functional areas and they need to know how recent events effect future results.

IncuHive's **DASHCAST**[™] is an integrated one page dashboard that summarizes both key historical results and key business data related to future performance. Our experience suggests a good KPI analysis is critical to effective 'decisioning' at all levels.

Key thoughts ...

- you have to measure what you want to manage
- you should only measure what matters

DASHCASTTM







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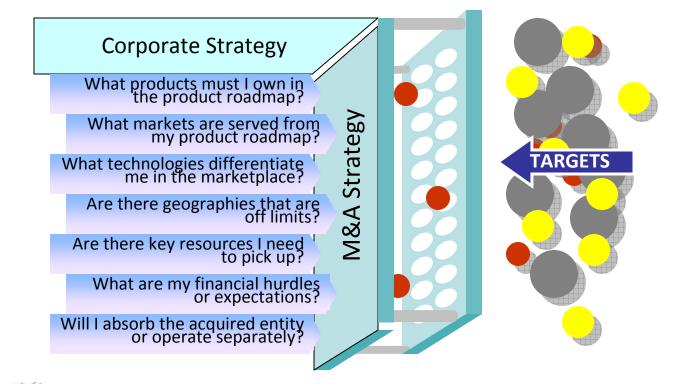




Transaction Readiness M&A Strategy Development

Corporate Strategy provides a framework for the M&A Strategy. Other factors influencing M&A Strategy include:

- Product Roadmap and resource availability
- * Competitive landscape
- Organic growth or penetration rates in key markets
- * Ability to operate and extra synergy from acquired entities





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Transaction Readiness M&A Strategy Development

A solid acquisition plan supports corporate strategy by enhancing the product roadmap and giving immediate access to customers/resources that might be difficult to reach otherwise.

Product Roadmap

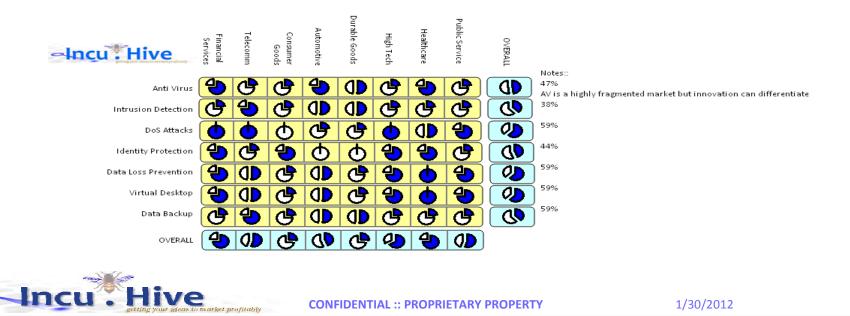
Products that differentiate must be owned/controlled while lower priority products can be developed through partnership. Most core products will be built on existing resource while other high priority products must be acquired because:

- resource constraints & market timing
- key technology is concentrated with a few companies
- key resources are concentrated with a few companies

Key Markets

Corporate strategy identifies high priority markets for a given product roadmap. Some markets develop over time allowing new entrants to grow into demand. Other markets are slow moving with little share change from year to year. Buying into markets makes sense when:

- the competitive landscape is fairly static
- new entrants consistently fail
- customers are tied into long term contracts

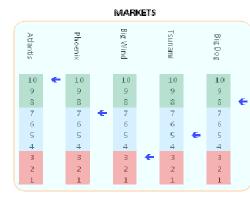


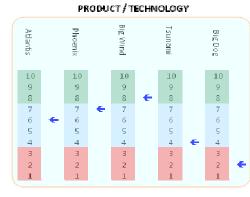


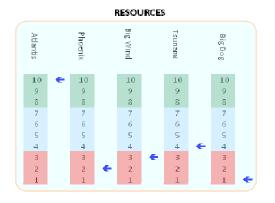
Transaction Readiness Screening Tools

IncuHive uses a proprietary tool to rank acquisition targets. The process starts with a focused competitive analysis and results in an empirical ranking of potential targets. Each target gets ranked on its strategic alignment across five categories including: Markets, Product/Technology, Resources, Financial Synergy and Valuation. We develop a total score using client specific weightings.

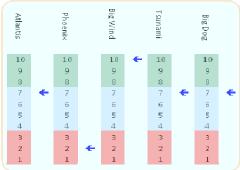
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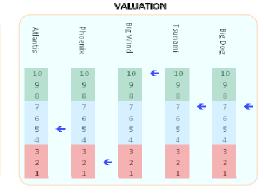


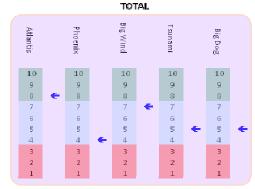




FINANCIAL SYNERGIES









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Transaction Readiness Fundraising Preparation

Keys to fundraising:

- Develop a sustainable business plan around a clear benefit to the market
- Demonstrate an intimate knowledge of the funding requirements & use of proceeds
- Ask for just enough funds to reach the next milestone
- Communicate all known and preferred exit options

Raising funds for growing companies requires:

- * Solid business plan that stands out from the pack:
 - Statement regarding WHY you are doing this thing demonstrate passion for you vision.
 Technology is often difficult to understand ... Apple creates beautiful technology that is easy to use
 - What markets are you serving; who is the buyer and what pains are you addressing
 - How are you unique and differentiated from the competition critical information that can take many forms
 - What are the products; how are they developed; over what time period; how are they sold
 - How do you make money over five or more years & more importantly how do investors get their return on & of investment

*** PROCAST**TM financial model including:

- Executive dashboard with relevant investor information
- Three or Five year forecast depending on funding requirements and exit options
- A pipeline analysis make an attempt even if you are early days
- Detailed year one forecast by month specific months, not Month1, Month2, ... (appendix)
- Quarterly forecast until cash flow breakeven (appendix)
- CAPCAST[™] with valuation assumptions
- * An understanding of your investors before you pitch
 - ↔ What companies are in their current portfolio are there links to your business plan
 - How do they 'add more than money' are they connected to important assets that can advance your strategy
 - What is their success rate do they have some recent high profile exits
 - Do they prefer to exit through M&A or IPO does this fit with your preferences
 - Do they invest throughout the company life-cycle (early, middle, late stage)





The IncuHive methodology and implementation model looks a lot like an acquisition due diligence process except it's abbreviated and approached with a collaborative attitude. We keep disruptions to a minimum.

- ★ We begin all our engagements by looking at specific information related to you business including: business plans, financial statements, business cases, marketing plan & collateral, product roadmaps, development methodology and product pipeline, sales pipelines and bookings, significant customer and supplier agreements, key personnel, and so on. We meet with management to ensure we understand the subtleties of the information we've gathered and the current go to market strategies.
- We prepare our own version of a SWOT analysis documenting unique resources and capabilities. We form an opinion as to organizational momentum and attitude. We compare this to the competitive set.
- We review your existing processes and compare this to our best practices. We work with existing staff to implement improvements and educate affected staff on any new process implementation.
- We deliver services as if we were owners. We are always available to answer questions and provide 'tune-ups' as necessary.
- We believe that strong businesses are built on quality principles that include honesty, integrity, accountability, candor and sense of ownership. We understand the importance of market timing and we deliver our solutions with a shared sense of urgency.

Our team is comprised of Entrepreneurial Executives. We know that fast paced companies succeed, in part, because they outmaneuver their larger competitors. Planning and execution occurs in abbreviated cycles compared to larger organizations. We understand these time constraints and deliver within these compressed cycles.





IncuHive is a team of experienced entrepreneurial executives working together to bring our clients innovative solutions and best practices from a broad range of disciplines including:

- ★ Accounting, Corporate Finance, FP&A,
- Strategy Development & Deployment (Corporate, Product Innovation and M&A)
- Business Plan & Business Case Vetting and Development
- * Market Monitoring and Competitive Analysis & Reporting
- * Customer Pipeline Management
- * Funding Strategy, Preparation and Execution
- M&A Preparation and Execution (Buy & Sell side)

Carlisle "Kirk" Kirkpatrick – Managing Partner

- * Entrepreneurial Executive with 20+ years working with fast growth companies
- Specialties include:
 - Accounting, Finance, Budget & Cash Administration, Audit, Controls & Compliance
 - Transaction Readiness & Administration (M&A (buy and sell side), IPO, Venture Financing, Reseller & Vendor Contracts)
 - Business Planning and Strategy Development & Administration
 - Product Innovation & Product Management Administration
 - Business Process Implementation & Management
 - Market Monitoring & Competitive Analysis
 - Business Plan Development & Examination
- * Goal oriented entrepreneur who listens, plans and executes with the executive team
- Thoughtful communicator understanding the important balance between empathy and clear direction





Clients





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