

ZEF

ZERO EQUITY FINANCING

SERVICE PRESENTATION FOR PARTNERS

ADN GROUP SA
ADN ГРУП СА



VOIE DU CHARIOT 3 | CH-1003 LAUSANNE | SWITZERLAND | +41 21 647 4141 | INFO@ADN-GROUP.CH

20130801-001 V2.00

CONFIDENTIAL DOCUMENT

ZEF AGENDA

- 🌀 WHAT IS ZEF?
- 🌀 THE ZEF PHILOSOPHY
- 🌀 THE ZEF OFFERING
- 🌀 THE ZEF APPROACH
- 🌀 THE ZEF METHODOLOGY
- 🌀 THE ZEF IMPLEMENTATION PHASES
- 🌀 THE ZEF COSTS
- 🌀 THE ZEF DISTRIBUTION MODEL

ZEF WHAT IS ZEF?

- 🌀 ZEF STANDS FOR ZERO EQUITY FINANCING. IT'S A FINANCING PROCESS WHICH DOES NOT REQUIRE EQUITY TO BE PUT IN PLACE.
- 🌀 ZEF IS A PROJECT-ORIENTED FINANCING PROCESS.
- 🌀 ZEF IS DEDICATED TO PROJECTS WHICH GENERATE SIGNIFICANT ADDED-VALUE AND/OR WHICH HELP TO IMPROVE THE HUMAN BEING'S QUALITY OF LIFE.
- 🌀 ZEF CAN BE APPLIED AT ANY STAGE OF A COMPANY'S LIFECYCLE.
- 🌀 ZEF IS NOT ONLY FINANCING: IT'S A BUNDLE OF SERVICES AND PROCEDURES WHICH DRAMATICALLY REDUCE INVESTOR'S RISKS AND PROJECT'S UNCERTAINTY.
- 🌀 ZERO EQUITY DOES NOT MEAN FREE TO SETUP. THE ZEF BUSINESS MODEL INCLUDES FIXED COSTS, VARIABLE COSTS AND IN SOME CASES SUCCESS FEES.

ZEF THE ZEF PHILOSOPHY

- ZEF ISOLATES THE PROJECT TO FINANCE FROM EXISTING COMPANY'S STRUCTURE, PROCESSES AND ACTIVITIES. ZEF CAPTURES AND CONTROLS ASSETS AND FLOWS.
- ZEF ALWAYS INCLUDES A PROJECT TRANSFER PHASE (DEDICATED FINANCING IS RAISED TO MOVE ITS ASSETS AND LIABILITIES TO AN ISOLATED STRUCTURE).
- WHILE ESTIMATING IF ZEF CAN BE APPLIED FOR A PROJECT, DIFFERENT TYPES OF FUNDING AND FINANCIAL PARTNERS WILL BE EVALUATED AND PRESENTED.
- ZEF RESPONSIVENESS IS KEY: PRIOR TO ESTABLISH ZEF NEEDED DOCUMENTS AND APPLICATION FORMS, FINANCING EXPERTS WILL ESTIMATE WHETHER ZEF CAN BE APPLIED WITHIN A 3-BUSINESS DAYS PERIOD.
- ZEF IS EASY TO UNDERSTAND, SIMPLE TO APPLY FOR AND SEAMLESS TO INTEGRATE.

ZEF THE ZEF OFFERING

VENTURE CAPITAL

FACTORING

LOANS

DEBT

ABS

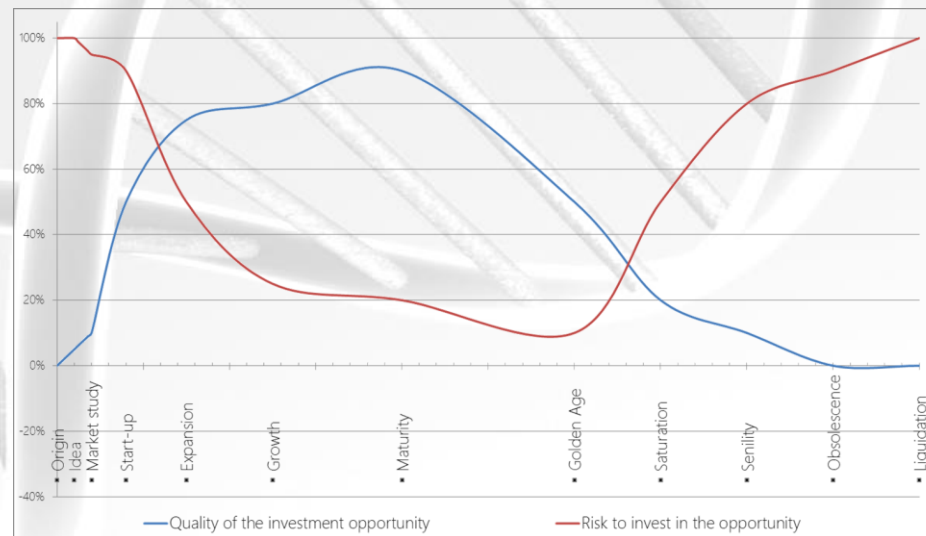
IPOs

M&A, LBO

MEZZANINE LOANS

ASSETS' REFINANCING

ZEF OFFERS THE BEST FINANCING SOLUTION TO EVERY SITUATION!



VALUE INCREASE

RISK REDUCTION

ZEF'S FLEXIBILITY IS KEY IN FINANCING PROVIDING AND EASE OF INTEGRATION!

ZEF THE ZEF APPROACH

THE ZEF APPROACH IS PROJECT-CENTRIC.

THE PROJECTS MUST BE CLEARLY AND PRECISELY DEFINED.
THEY MUST BE DESCRIBED SHORTLY AND SIMPLY.
FINANCIALS HAVE TO FOLLOW INTERNATIONAL STANDARDS.
ZEF FUNDING IS FASTER THAN ANY OTHER FINANCING PROCESS.

THE ZEF APPROACH IS A MID-/LONG-TERM RELATIONSHIP.

THE PROJECTS ARE TRANSFERRED TO DEDICATED ZEF ISOLATED STRUCTURE.
THEY ARE DEVELOPED AND EXPLOITED WITHIN ZEF PROCESS ENVIRONMENT.
CONTROLS ARE STRICT. EXIT PROCEDURES ARE FLEXIBLE AND ADAPTIVE.
DEFAULT CONDITIONS ARE DEFINED FROM THE VERY BEGINNING.

ZEF THE ZEF METHODOLOGY

- ❧ ZEF IS FOCUSED ON THE PROJECT (*WHAT HAS TO BE ACHIEVED, WHICH OBJECTIVES HAVE TO BE REACHED*) AND ALWAYS ISOLATES IT AND TRANSFER IT INTO ZEF ENVIRONMENT (*MADE OF SPVs, CONTROLS, POLICIES AND REPORTING*) TO EASE INVESTORS' INVOLVEMENT AND UNDERSTANDING AND TO LET THE PROMOTERS CONCENTRATE ON THEIR ADDED VALUE.
- ❧ THE ZEF METHODOLOGY IS INNOVATIVE: ZEF PROCESS ALWAYS TENDS TO MANAGE PROJECT'S IMPACTS BY BALANCING VALUE AND SUCCESS GENERATION WHILE IMPROVING PROJECT'S KEY FACTORS.
- ❧ ZEF INVOLVES MORE THAN FINANCING RELATED SERVICES, ZEF MAINLY INTENDS TO GENERATE HIGHLY-RATED INVESTOR-GRADE OPPORTUNITIES.

ZEF THE ZEF IMPLEMENTATION PHASES

ZEF PROCESS

QUICK ASSESSMENT

- “GO” / “NO GO”
- LOC FROM ADN GROUP
- SERVICE OFFER FOR FORMAL ASSESSMENT
- **FREE OF CHARGE**
- **DURATION: 1 TO 3 BUSINESS DAYS**

DOCUMENTS TO PROVIDE

- **SHORT PROJECT/OPPORTUNITY PROFILE (1 A4 PAGE)**
- **SHORT COMPANY PROFILE AND REFERENCES (1 A4 PAGE)**
- **FULL PRESENTATION (COVERING TECHNICAL, COMMERCIAL AND FINANCIAL ASPECTS)**
- EXECUTIVE SUMMARY (MAX. 10 A4 PAGES)
- BUSINESS PLAN (WITH STRATEGIES’ DESCRIPTION AND DETAILED FINANCIALS)
- DEBT STRUCTURE / FINANCING PLAN
- CORPORATE STRUCTURATION MODEL (EFFECTIVE AND FORECASTED)
- OFFER TO INVESTORS OR FINANCING PARTNERS / EXPECTED TERMS AND CONDITIONS
- SUBSCRIPTION CONTRACT / FINANCING APPLICATION FORMS

FORMAL ASSESSMENT

- CONSULTANCY OFFER FOR BEST FINANCING SCENARIO
- SERVICE CONTRACT
- **ADN GROUP’S COMMITMENT TO DELIVER THE FINANCING**
- **FROM CHF 10’000 (EXCL. VAT)**
- **UPFRONT PAYMENT**
- **DURATION: 3 BUSINESS DAYS**

FINANCING SETUP

- ACCURATE DOCUMENTATION
- PARTNERS’ DETECTION
- RATING
- ROADSHOW
- LOC FROM FINANCING PARTNERS
- FINAL BUDGET
- FINAL AGREEMENTS
- FUNDRAISE / FINANCING AVAIL.
- **SETUP FEES: FROM CHF 20’000 (EXCL. VAT) AND UP TO 2.00 % OF FINANCING NEEDS**
- **SUCCESS FEES: FROM 4.00 % TO 10.00 % OF FINANCING NEEDS**
- **UPFRONT PAYMENT (PARTLY)**
- **DURATION: TYPICAL 120 – 180 DAYS**

FINANCING DEPLOYMENT PROJECT ACCOMPANYING

- ZEF ENVIRONMENT OPERATIONS
- PROJECT MONITORING
- BUSINESS MANAGEMENT AT A BOARD LEVEL
- REPORTING TO FINANCING PARTNERS
- **COSTS INCLUDED IN FINANCING SOLUTION**
- **DURATION: UNTIL PROJECT’S MATURITY**

ZEF THE ZEF IMPLEMENTATION PHASES

(1)

PHASE I: ZEF AS A POSSIBLE SOLUTION?

EVERY PROJECT CANNOT BE FINANCED USING ZEF METHODOLOGY. A QUICK PROJECT EVALUATION ALLOWS TO DETERMINE WHETHER IT'S WORTH STARTING A ZEF PROCESS FOR SUCH OR SUCH PROJECT. THE ESTIMATION IS CONDUCTED BY PROJECT'S DOMAIN SPECIALISTS AND FINANCING EXPERTS.

RESULTS: NO WARRANTY IS GIVEN, JUST YES OR NO.

REQUIREMENTS: PROJECT'S DESCRIPTION
OBJECTIVES TO REACH
MOST UP-TO-DATE PROJECT'S DOCUMENTATION
PROJECT'S ASSETS' RELATED TITLES, DESCRIPTION, CONTRACTS, ...

DELAY AND COSTS: 3 BD / CHF 10'000 (UPFRONT EXCL. VAT)

ZEF ZEF IMPLEMENTATION PHASES

(II)

PHASE II: ZEF IS A SOLUTION – WHICH MODEL TO USE AND HOW?

FOR EACH PROJECT, A SPECIFIC ZEF IMPLEMENTATION IS EVALUATED AND BUILT. PHASE II ANALYZES WHICH FUNDING MODELS WILL BE USED AND WHAT IS THE AMOUNT OF SERVICE THAT HAS TO BE PUT IN PLACE TO ACHIEVE THE FUNDRAISE. THE ESTIMATION IS CONDUCTED BY PROJECT'S DOMAIN SPECIALISTS, FINANCING EXPERTS, TAX SPECIALISTS AND EXPERIENCED ACCOUNTANTS.

<u>RESULTS:</u>	ZEF SCENARIO WITH LOI ZEF SETUP SERVICE FIRM OFFERING
<u>REQUIREMENTS:</u>	COMPLETE PROJECT'S DOCUMENTATION CONTACT PERSON
<u>DELAY AND COSTS:</u>	5 BD / CHF 20'000 (EXCL. VAT) – UPFRONT PAYMENT

PHASE III: ZEF FUNDRAISE SETUP

PHASE III EXECUTES WHAT PHASE II HAS DESCRIBED. THE ZEF APPLICATION DOCUMENTS AND ENVIRONMENT CREATION ARE PERFORMED. THE FUNDING SOURCES ARE CONFIRMED.

THE SERVICES ARE CONDUCTED BY DOMAIN SPECIALISTS, DOMAIN MARKET PLAYERS, FINANCING EXPERTS, TAX SPECIALISTS AND EXPERIENCED ACCOUNTANTS.

RESULTS: ZEF APPLICATION DOCUMENTS, LOI AND LOC
ZEF FUNDRAISE SERVICE FIRM OFFERING
OPTIONAL ZEF RATING SERVICE FIRM OFFERING

REQUIREMENTS: COMPLETE PROJECT'S DOCUMENTATION. SPECIFIC NEEDED DOCS.
CONTACT PERSON AND PROJECT'S TEAM

DELAY AND COSTS: VARIABLE (DEPEND ON THE PROJECT AND THE FUNDING MODEL)

PHASE IV: ZEF RATING SERVICE

OPTIONAL PHASE IV LETS A LEADING RATING AGENCY TO ISSUE A RATING FOR THE FUNDRAISE PROCESS ATTACHED TO THE PROJECT. THE SERVICES ARE CONDUCTED BY THE RATING AGENCY'S SPECIALISTS AND OUR TEAM.

RESULTS:

RATING

REQUIREMENTS:

COMPLETE PROJECT'S DOCUMENTATION.

SPECIFIC NEEDED DOCUMENTS.

CONTACT PERSON AND PROJECT'S TEAM

DELAY AND COSTS:

VARIABLE (DEPEND ON THE PROJECT AND THE FUNDING MODEL)

ZEF ZEF IMPLEMENTATION PHASES

(V)

PHASE V: ZEF FUNDRAISE AND ZEF ENVIRONMENT'S SETUP

PHASE V EXECUTES WHAT PHASE III HAS DESCRIBED. THE ZEF FUNDRAISE IS ACHIEVED THROUGH CONFIRMED FUNDING PARTNERS. THE SERVICES ARE CONDUCTED BY BANKERS, FUND MANAGERS, DOMAIN SPECIALISTS, DOMAIN MARKET PLAYERS, FINANCING EXPERTS AND NEEDED CONSULTANTS.

RESULTS: FUNDED AND OPERATIONAL ZEF STRUCTURE TO EXECUTE THE PROJECT
ZEF ENVIRONMENT TO MANAGE AND CONTROL PROJECT'S EXECUTION

REQUIREMENTS: COMPLETE PROJECT'S DOCUMENTATION. SPECIFIC NEEDED DOCS.
CONTACT PERSON AND PROJECT'S TEAM
ACCESS TO PROJECT'S ASSETS AND PARTNERS

DELAY AND COSTS: VARIABLE (DEPEND ON THE PROJECT AND THE FUNDING MODEL)

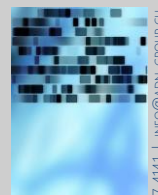
PHASE VI: ZEF EXECUTION PHASE

PHASE VI EXECUTES WHAT THE FUNDS WERE RAISED FOR. ZEF ENVIRONMENT'S PROCEDURES CONTROL AND MANAGE THE PROJECT'S MILE STONES, FUNDS' DRAWS, DEBT SERVICES AND REDEEM AS WELL AS SURPLUS MANAGEMENT AND PAYOUT. THE SERVICES ARE CONDUCTED BY PROJECT'S PROMOTERS, BANKERS, FUND MANAGERS, DOMAIN SPECIALISTS, DOMAIN MARKET PLAYERS, FINANCING EXPERTS AND NEEDED CONSULTANTS.

RESULTS: PROJECT ACHIEVEMENT OR DEFAULT CONDITIONS
FINANCIAL OBJECTIVES / REDEEM
REMAINING ASSETS TRANSFERRED TO PROJECT'S PROMOTERS (IF ANY)

REQUIREMENTS: PROJECT'S PROMOTERS TEAM

DELAY AND COSTS: VARIABLE (DEPEND ON THE PROJECT AND THE FUNDING MODEL)



ZEF THE ZEF COSTS

- 🌀 ZEF COSTS DEPEND ON THE PROJECT'S NATURE, SIZE, SECTOR AND FINANCING MODEL (SOURCES, VEHICLES, ...).
- 🌀 ZEF SERVICES ARE BILLED AS FIXED FEES (UPFRONT 60 % - 100 %).
- 🌀 ZEF RATING SERVICES ARE BILLED AS VARIABLE FEES (UPFRONT 100 %).
- 🌀 ZEF FUNDING SERVICES ARE BILLED AS VARIABLE FEES (AT FUNDS DELIVERY).
- 🌀 ZEF ENVIRONMENT SERVICES ARE BILLED AS FIXED FEES (AT FUNDS DELIVERY).
- 🌀 ZEF FUNDING COSTS ARE WELL DEFINED, AGREED AND CONTROLLED.
- 🌀 ZEF TOTAL FUNDING COSTS MAY VARY BETWEEN 5% TO 15% OF TOTAL FINANCING MAINLY DEPENDING ON PROJECT'S SIZE AND DOCUMENTATION'S STATUS.
- 🌀 ZEF FINANCIAL COSTS (LOAN INTERESTS, DIVIDENDS, PLUS-VALUE) DEPEND ON THE FINANCING MODEL.

ZEF THE ZEF DISTRIBUTION MODEL

- ❧ ZEF SERVICES ARE DISTRIBUTED THROUGH A NETWORK OF REGISTERED INTERNATIONAL HIGHLY-SKILLED FINANCING PARTNERS.
- ❧ ZEF SERVICES ARE DIRECTLY SOLD ONLY IN VERY SPECIFIC CASES.
- ❧ THE PROJECTS ARE SUBMITTED BY PARTNERS. A LINK IS ESTABLISHED BETWEEN A PARTNER AND A PROJECT TO PROTECT PARTNER'S INTERESTS.
- ❧ THE PROJECTS WHICH ARE UNDER ZEF REVIEW ARE ATTACHED TO PARTNERS WHO RELAY QUESTIONS AND ANSWERS TO ZEF EVALUATION TEAM.
- ❧ THE ZEF FIXED CONSULTING SERVICES CAN ALSO BE SOLD DIRECTLY BY THE PARTNERS (INCLUDED IN GLOBAL CONSULTANCY, FOR EXAMPLE).

ZEF ABOUT US

- ADN GROUP LTD IS A SWISS PRIVATELY-HELD COMPANY LOCATED IN LAUSANNE (GENEVA LAKE AREA) FOUNDED IN 2011. PREVIOUSLY FOCUSING ON THE FOOD INDUSTRY, IT'S TURNING INTO A RAPIDLY GROWING COMPETENCIES CENTER DELIVERING CONSULTANCY SERVICES TO LOCAL AND INTERNATIONAL SMBs.
- ADN GROUP LTD IS TARGETING POTENTIALLY ALL THE INDUSTRY MARKET BY FOCUSING ONLY ON INNOVATIVE PRODUCTS AND SOLUTIONS WHICH RELY ON WIDELY SPREAD STANDARDS AND WHICH ARE EASILY INTEGRABLE AND MAINTAINABLE PROVIDING IMMEDIATE AND MEASURABLE BENEFITS TO THE CUSTOMERS.
- PRIMARILY ACTIVE IN EUROPE, THE COMPANY IS SEEKING FOR OPPORTUNITIES IN RAPIDLY-GROWING ECONOMIES AS WELL AS IN ESTABLISHED MARKETS.
- TOP SERVICES: COMPLEX PROJECT MANAGEMENT; MULTI-SECTORIAL EXPERTISE SERVICES; BUSINESS STRATEGY CONSULTANCY; 0-EQUITY PROJECT FINANCING; BUSINESS CONTROL; RISK DETECTION, TRACKING AND MANAGEMENT; TIME USAGE OPTIMIZATION AND SHARED RESOURCES PLANNING; BUSINESS AUTOMATION PLATFORM.

ZEF CONTACT US

ADN GROUP LTD

VOIE DU CHARIOT 3
CH-1003 LAUSANNE
SWITZERLAND

T +41 21 647 4141
E INFO@ADN-GROUP.CH
W WWW.ADN-GROUP.CH



ADN GROUP SA
ADN GRONB SA

VOIE DU CHARIOT 3 | CH-1003 LAUSANNE | SWITZERLAND | +41 21 647 4141 | INFO@ADN-GROUP.CH