

PCM

PRODOS CAPITAL MANAGEMENT LLC

Overview

Principal Activities

Bridging Globalization

Team

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Overview



Prodos Capital Management LLC (“PCM”) is a merchant banking firm focused on lower middle market companies that are in a transitional phase or are underachieving. We create value by being proactive partners with management and other stakeholders. In addition to our hands-on approach, we are able to “bridge” globalization through our Asian Strategic Partners. The principals of PCM are seasoned professionals that have a track record of producing value for companies.

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Principal Activities



PCM seeks to produce significant returns for investors through acquiring companies in the lower middle market and improving their profitability and growth potential. PCM will only pursue investments where we will be able to contribute meaningful value through our strategic guidance, operating/turnaround management, financial engineering and, if appropriate, the facility to “bridge” globalization. The principals of PCM have extensive experience in working with growth and underperforming companies in a wide range of industries.

Investment Criteria:

- Lower middle market (private and public) focus with valuations below \$150 million
- Companies with revenues of \$25 - \$500 million
- Geographic focus: North America and Western Europe
- Target investment size: \$5 - \$50 million
- Typical investment horizon: 3 - 7 years
- Positive / negative “control” positions
- Investment Themes:
 - Platform potential
 - Underperforming
 - Need for globalization of business and operations

Types of Transactions:

- Buyouts (LBO/MBO)
- Growth and expansion capital
- Restructurings/Special Situations
- Leveraged recapitalizations
- Spinouts

Industry Targets:

- Industrial/Consumer Products
 - Business Services
 - Technology and Related Services
 - Fragmented Industries / Consolidation Opportunities

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Bridging Globalization



PCM seeks to “bridge” globalization through our alliances with Asian financial and corporate partners (“Asian Strategic Partners”). The Asian Strategic Partners will be a source of deals, capital, low cost, high quality manufacturing sites, and overseas consumer markets. PCM will take a lead role in managing the buyout and strategic activities in North America and Europe. To bridge globalization, we will take on the following roles:

- Assistance in development of global strategic plan and assessment of strategic alternatives
- Identification and execution of acquisitions to establish or expand presence in the North America and Europe
- Raise capital to fund growth and/or acquisitions
- Provide management for turnaround or underperforming situations
- Assistance with North American and/or European public listings

The logo for Prodos Capital Management LLC, featuring the letters 'PCM' in a large, bold, serif font. The letters are white and set against a dark, circular, gradient background that resembles a stylized globe or a lens flare.

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Arnold E. Ditri, Managing Director

Mr. Ditri is a Managing Director of Prodos Capital. Mr. Ditri will provide strategic advice and consulting services to companies where significant turnaround / improvements to the business and operations are required. Mr. Ditri was President of Ditri Associates for over 20 years working with a number of financial partners, including Arthur Goldberg and Sam Zell, to acquire and restructure public and private underachieving companies. As CEO of the acquired companies, he directed the restructuring, acquisition strategies, development of business strategies and day-to-day operations. For example, Mr. Ditri built Eagle Industries with Sam Zell over five years to over \$700 million in sales with four platform acquisitions and 14 add-on acquisitions. For 20 years prior to Ditri Associates, Mr. Ditri was a management consultant with Booz, Allen and Hamilton and Touche Ross, where he was a partner for 15 years. Mr. Ditri has advised a number of large corporate CEOs through periods of challenges and problems. Mr. Ditri received a B.S. in Finance from Wayne State University.

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Douglas Song, Managing Director

Mr. Song is a Managing Director of Prodos Capital. Mr. Song has over 18 years experience in investment banking, principal investment and corporate development. Previously, Mr. Song was the head of investments and corporate finance for Verus International, a boutique merchant banking firm that was co-founded by Citigroup. At Verus, Mr. Song led investments in both private and public companies in the emerging growth and middle market. Prior to Verus, Mr. Song was SVP of Corporate Development at On2 Technologies, where he developed business strategy and lead M&A initiatives, financings and relationships with Wall Street. Prior to On2, Mr. Song was a senior investment banker at Bluestone Capital Partners, where he was head of the Corporate Finance Department and was a member of the Commitment Committee and Management Committee. Prior to BlueStone Capital, Mr. Song was an investment banker at Smith Barney and Chase Manhattan Bank. Mr. Song received a B.S. in Finance from the School of Management at Boston University.

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Dirk Hall, Principal

Mr. Hall is a Principal of Prodos Capital. Mr. Hall has over 11 years of principal investing and investment banking experience. Formerly, Mr. Hall was a Vice President of Citigroup Investments Technology Ventures, a \$400 million venture

fund comprised of Citigroup's proprietary capital. At Citigroup, Mr. Hall made over 20 private equity investments in technology, media and health care companies and served on numerous boards of directors. Previously, Mr. Hall was an investment banker in the Health Care and Global Energy and Power Group at Smith Barney. At Smith Barney, Mr. Hall completed over 45 equity and debt financings and strategic advisory transactions totaling over \$4 billion. Mr. Hall received his B.S. at New York University and his M.B.A from the Harvard Business School.

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Kristopher Wood, Principal

Mr. Wood has over 13 years of principal and investment banking experience. Mr. Wood was the Vice Chairman and Chief Acquisitions Officer of Glenayre, a publicly-traded NASDAQ company. Prior to Glenayre, Mr. Wood was a Managing Director of Chancery Lane Capital, a New York based private equity firm. Mr. Wood was actively involved in the sourcing, execution and management of various portfolio companies. Mr. Wood was also a founder and Managing Director of XL Ventures, a \$60 million venture firm managed by Chancery Lane. Prior to Chancery Lane, Mr. Wood was a member of the Global Finance Group of Deutsche Bank Securities. Mr. Wood received a B.S. in economics from the Wharton School of the University of Pennsylvania.

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