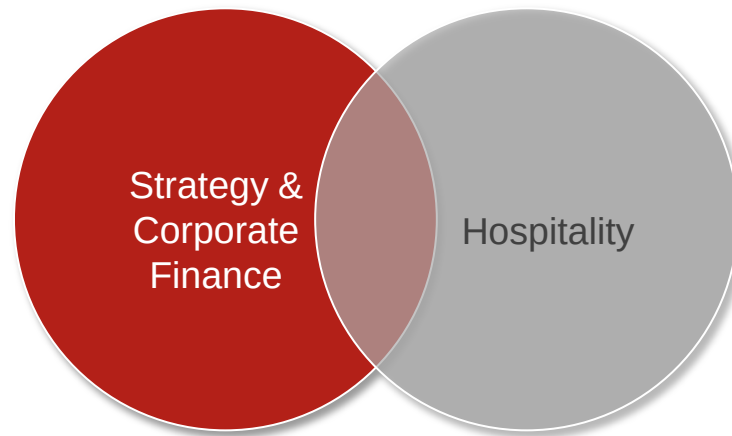


Matlin Associates – Corporate Presentation

2014

Price is what you pay
*Value is what
you get*

- Matlin Associates is an independent investment banking firm which provides M&A and corporate finance advisory services with two primary areas of focus: the first, middle market family-owned / privately held companies in the Iberian Peninsula multi-sectorially and, the second, providing consultancy and transaction services to the hospitality and leisure industries
- Founded in 2001 by its Managing Director, Stephen J. Matlin, the Firm is run by its partners, each possessing extensive experience in investment banking, capital markets as well as industry and as entrepreneurs. Additionally, the Firm possesses a “talent pool” of external resources made up of professionals with extensive experience in different sectors who participate on specific engagements to complement the transaction team



Quality of service:

The commitment of the professionals of Matlin Associates is one of uncompromising excellence in the delivery of all aspects of our work; from kick-off and preparation through to the execution and management of the transaction itself, bringing to bear our collective experience, the personalized service of a boutique firm coupled with independent and creative thinking which considers both traditional and unorthodox solutions, always seeking the best outcome

Execution capacity:

We possess the experience and all required skills (technical, financial, etc.) to execute any transaction in the broad range corporate finance services that we provide. However, we are disciplined in the evaluation of each opportunity ensuring that we only undertake projects for which we can commit the needed resources and which fall within the scope of our expertise. We are candid with clients prior to accepting any mandate; and do not shy away from declining projects that we feel we will be unable to fulfill to our standard of excellence or for which we do not believe the client's expectations are realistic or achievable

Closeness, honesty and commitment:

Our behavior and conduct in our relationships with our clients is paramount. We endeavor to maintain the highest ethical standards, putting our clients' interests before our own, providing transparent and unvarnished advice with the impartiality for which we are highly regarded and always bearing in mind the enormous responsibility and trust that our clients place in us in any transaction involving their businesses

Confidentiality and discretion:

We commit and undertake to ensure the highest level of confidentiality in the execution of any transaction, recognizing the impact that premature leaks can cause on employees, clients, suppliers and the like. Often no one outside the "inner circle" beyond the client (shareholders and senior management team), ourselves, legal advisors and potential buyers are aware that any transaction is under discussion until binding commitments are in place and an announcement is made

Advisory mandate on sell-side

- Sale of minority or majority stakes to financial investors (venture capital, private equity, family offices, institutional investors, etc.)
- Sale of minority or majority stakes to financial investors (venture capital, private equity, family offices, institutional investors, etc.)
- Industrial sales of minority or majority stakes in trade buyers
- Business unit divestitures of non-core divisions or operations
- Equity private placements
- Management buy-outs and buy-ins (MBOs / MBIs)
- Sale & Lease backs

Advisory mandate on buy-side

- Leveraged Buyouts (LBOs)
- Build-up / roll-up strategies
- Merger strategies / synergy analyses
- JV negotiations and structuring
- Secured debt financing
- Earn-out schemes

- We maximize the value of our clients' businesses through a thorough structured process, identifying the investor / buyer who most highly values the company:
 - Comprehensive financial projections of the management business plan and accompanying valuation
 - Scenario modeling
 - Teaser Letter and Information Memorandum
 - Confidentiality Agreements
 - Identification and screening of potential investors
 - Process structuring and management

- We assist our clients in the identification of and the approach to potential acquisition targets, valuation, negotiations and transaction structuring through closing:
 - Potential target identification
 - Valuation of target company
 - Initial approaches through to presentation of offers
 - Process structuring and management

Balance sheet restructuring

- Turn-arounds
- Workouts
- Reestructuración de la estructura financiero-patrimonial
- Desinversión de activos no estratégicos
- Sale & Lease back

We advise owners and senior management in situations of potential or actual financial distress requiring proactive measures and initiatives to adapt a company's balance sheet to reflect current conditions which may threaten the viability of the business in the short and mid-term

Company valuation

- Strategic decisions for shareholders and Boards
- Fairness opinions
- Arbitrations and litigation
- Put / call agreements
- Shareholder agreements

We prepare and provide independent and professional business valuations of companies based on the rigorous and thorough application of the methodologies used in corporate finance – discounted cash flow modeling, comparable company and comparable transaction multiples analysis, some-of-parts valuations, for the our clients internal use by Boards of Directors and senior management, put / call agreements and family and shareholder agreements

Purchase / sale of hotel assets

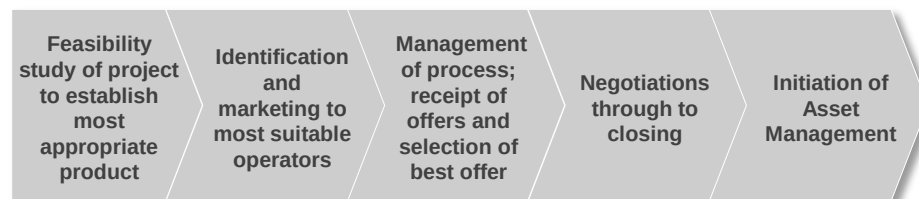
- The partners at Matlin Associates possess extensive experience in the sale and purchase of hotel assets or companies, structuring and managing the entire process

Rigorous and orderly management of the process from NDA's through due diligence and property visits, with the objective of maximizing the price for the vendor (when the vendor is our client), structuring the process in stages and coordinating the relationship of investors with their advisors



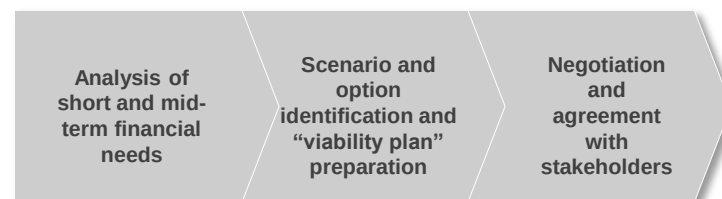
Operator search and negotiation of management, lease and franchise contracts

- Matlin Associates conducts operator search processes for both performing hotel assets as well as new projects. We have extensive experience in the selection of national and international operators, as well as negotiating different types of lease, management or franchise contracts and advising owners and developers in both the selection of the most appropriate operator and the negotiations order to maximize the value of their investment



Restructuring / refinancing of hotel assets

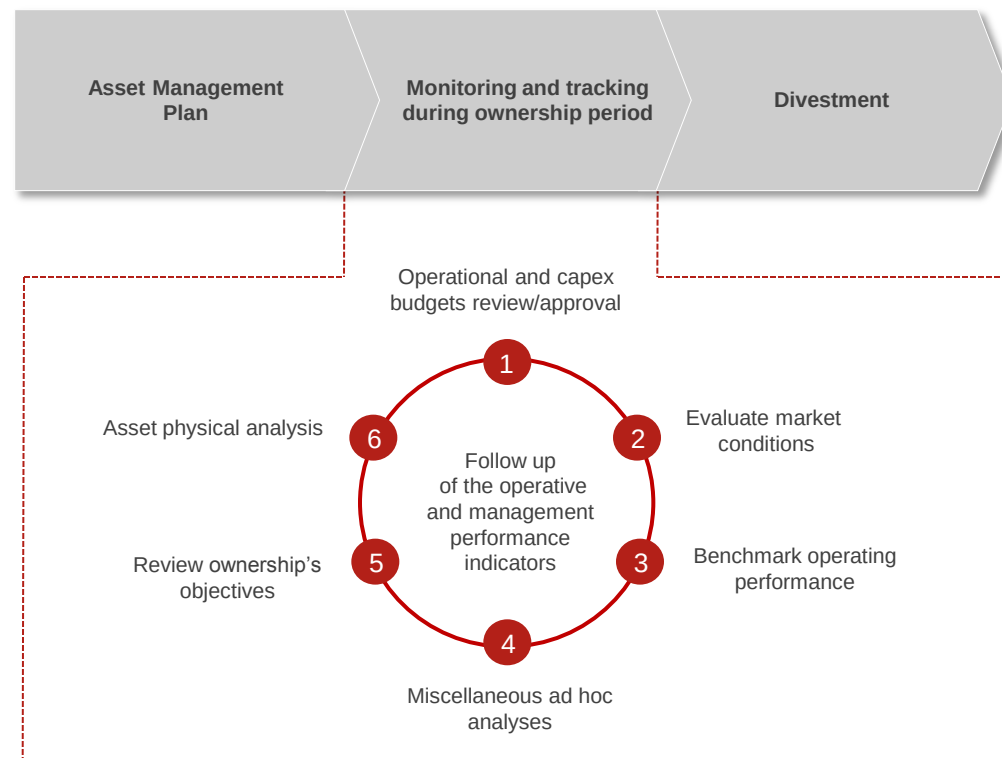
- We advise hotel owners facing changed environments in which they need to adapt their financing to anticipate or manage short to medium liquidity issues



Hotel Asset Management

- For hotels in development or already operating, it is essential that its management continuously strive to generate the best possible financial performance, minimizing development costs and maximizing operating profits

Matlin Associates possesses the experience both in operations, corporate development and as asset managers to be able to offers its clients, whether developers, investors or family offices with limited expertise in the hospitality sector or major financial institutions and specialized real-estate funds that outsource this service to professionals, a full range of asset management consultancy services



Strategy & Operational Consultancy

- We provide a range of consultancy services extending from hotel valuations to feasibility studies for advising on the development of new hotels, repositioning strategies to true management strategy consulting to major hospitality and leisure firms executed to the highest standards and coupled with our deep sectorial expertise. Strategic consultancy are customized engagements designed to respond to the specific issues and key questions that our clients wish to consider in depth



Stephen J.
Matlin

*Founding
Partner*

Steve is the Founder and Managing Director of Matlin Associates, a corporate finance firm founded in 2000. Steve possesses more than 20 years experience in investment banking in diverse areas including corporate finance, M&A, venture capital and private equity as well as restructuring and debt advisory. He has advised in transactions in many sectors including the automotive, biotechnology, education, energy / utilities, industrial manufacturing, and technology with especially significant experience in the hospitality, leisure and tourism industries.

Prior to starting the Firm, Steve worked for Lehman Brothers and Rothschild and was also Managing Director of Corporate Development and Strategy for NH Hotels.

Education

MBA with Honors, Harvard Business School
BA, *cum laude* with Honors, Dartmouth College

Sector Expertise

Automotive, biotechnology, education, energy / utilities, industrial manufacturing, technology and very substantial expertise in the hospitality, leisure and tourism industries



Óscar
Pérez

Óscar is a highly experienced hospitality executive with over 14 years in the hotel industry both operationally working in major hotel companies including Confortel and Grupo Alpitour, in asset management with Metrovacesa where he supervised their urban and resort hotel portfolio of 11 hotels and approximately 2,000 rooms and as a Senior Consultant with Christie+Co. Oscar has worked in Spain, Italy, Latin America and the Caribbean and speaks Spanish, English and Italian

Education

BA in Business Administration – Universidad Autónoma de Madrid
Master in Financial Direction and Management – Escuela de Organización Industrial
Certificate in Hotel Real Estate Investments and Asset Management - Cornell University

Sector Expertise

Hospitality, leisure, tourism and real estate



Carlos
Ortega

Carlos possesses significant hospitality and leisure industry experience. He worked for five years in hotel operations and management in Germany, Holland and Ireland. Subsequently, he joined the Spanish hotel operator Hotusa in corporate development. Prior to joining Matlin Associates, Carlos worked with Christie+Co in hotel transaction services and consultancy, as well as managing operator searches for owners and developers with both Spanish and international chains in leases and management contracts. Carlos speaks Spanish, English, German and Italian

Education

Structured Finance & Private Equity – IE Business School
Master of Financial Economics – Universitat Oberta de Catalunya
Certificate in Hotel Real Estate Investments and Asset Management - Cornell University
BA in Hospitality - Universidad de Sevilla

Sector Expertise

Hospitality, leisure and tourism

The Partners of Matlin Associates have led or been involved in numerous transactions during their careers at the Firm or previously, including:



Grupo Vaughan

Advisors to Group Vaughan's shareholders on the sale of 55% to Ahorro Corporacion Desarrollo PE Fund



7 City Learning

Advisors in the MBO transaction sponsored by Gresham Private Equity with the leading UK financial education training company



La Vajilla Enériz

Sale of 100% of Grupo Enériz to Arc International



Elsamex

Advisors to Group Elsamex's shareholders on the sale of 100% of Grupo Elsamex to the Indian investment company ITNL



Grupo Iberfón

Advisors to Group Iberofon Plásticos's shareholders on the sale of 100% to automotive parts manufacturer Teknia Manufacturing Group



SEPI

Privatization of the Spanish State-owned engineering company Weser Engineering



Cemento Bayano

Advisors in the sale of 100% of Cemento Bayano to Cemex



Larger Than Life

Raised \$10m to finance a start-up company that build and operated IMAX cinemas

Some selected transactions:

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Matlin Associates acted as corporate finance advisor to the shareholders of Grupo Vaughan in the sale of a 55% interest to Ahorro Corporación thru their fund AC Capital Premier II, F.C.R. managed by AC Desarrollo



In the transaction, the legal advisor to the Seller was



In the transaction, a commercial, financial and tax Vendor Due Diligence was carried out by



In the transaction, the legal advisor to the Investors was



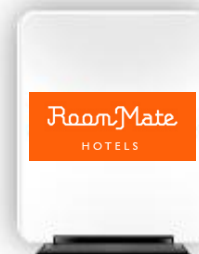
MATLIN | ASSOCIATES

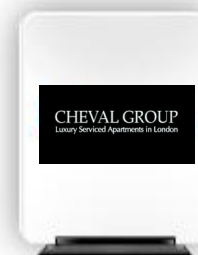


Strategic and financial advisors and shareholders in the evaluation and creation of the world's leader in telomere measurement and first spin-off of the Spanish National Cancer Research Institute (CNIO)



Some selected transactions in the hospitality sector:





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