

sequential brands group

INVESTOR DAY 2016



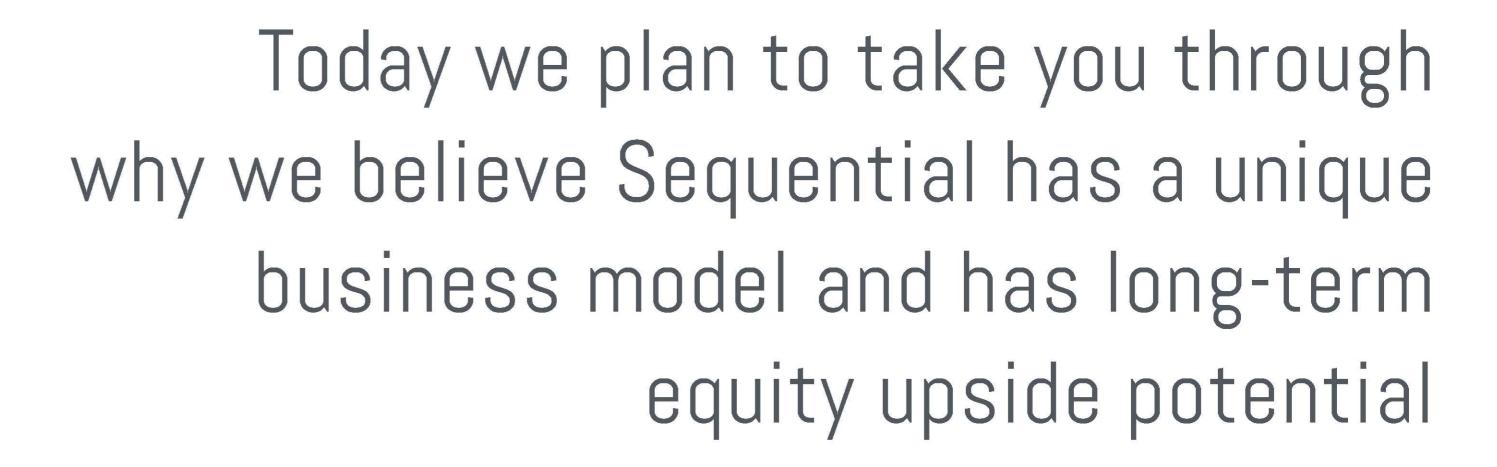
sequential brands group

WILLIAM SWEEDLER
Chairman

CAUTIONARY STATEMENT CONCERNING FORWARD LOOKING STATEMENTS

The slide presentation and the accompanying oral presentation contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date hereof and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Our actual results could differ materially from those stated or implied in forward-looking statements. Readers of this presentation should be aware of the speculative nature of "forward looking statements." Forward looking statements include statements concerning plans, objectives, goals, strategies, expectations, intentions, projections, developments, future events, performance or products, underlying assumptions and other statements that are not historical in nature, including those that include the words "anticipate", "estimate", "plan", "project", "continuing", "ongoing", "target", "aim" "expect", "believe", "intend", "could", or the negative of those words and other comparable words, are based on current expectations, estimates and projections about, among other things, annualized revenue, adjusted EBITDA, predictable guaranteed minimum revenues, benefits of net operating losses, free cash flow, leverage, and they are not guarantees of future performance. Whether actual results will conform to expectations is subject to known and unknown risks and uncertainties, including risks and uncertainties discussed in the reports that Sequential has filed with the Securities and Exchange Commission (the "SEC") and risks related to Sequential's ability to successfully integrate and realize the anticipated benefits of its acquisitions; licensees' ability to fulfill their financial obligations to Sequential's continued market acceptance of Sequential's ability to identify suitable targets for acquisitions; Sequential's indebtedness; Sequential's ability to obtain financing for the acquisitions on commercially reasonable terms; Sequential's ability to achieve and/or manage growth and to meet target metrics associated with such growth; changes in Sequential's competitive position or competitive actions by other companies; concentrations of Sequential's licensing revenues with a limited number of licensees and retail partners; Sequential's ability to protect its intellectual property; Sequential's ability to retain key personnel; and other circumstances beyond Sequential's control. Consequently, all of the forward-looking statements made in this presentation are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized or, if substantially realized, will have the expected consequences on Sequential's business or operations. These and other risks are discussed in detail in the periodic reports that Sequential files with the SEC. Except as required by applicable laws, Sequential does not intend to publish updates or revisions of any forward-looking statements it makes to reflect new information, future events or otherwise. Readers should understand that it is not possible to predict or identify all risks and uncertainties to which Sequential may be subject. Consequently, readers should not consider such disclosures to be a complete discussion of all potential risks or uncertainties. This slide presentation includes certain financial projections, which are also forward-looking statements, relating to Sequential and potential acquisitions. The projections are based on a number of assumptions, some of which are set forth in the footnotes and on slide 48. Although the Company believes the assumptions underlying such projections are reasonable, the reasonableness of these assumptions has not been independently passed upon. There can be no assurance that the projections will be realized and the projections may prove incorrect, including, without limitation, as relates to the anticipated aggregate guaranteed minimum royalties expected, retail revenues, total revenues and adjusted EBITDA. Nothing contained in the projections is, or should be relied upon, as a promise or representation as to the future results or prospects of Sequential. This presentation contains certain non-GAAP financial measures. The Company believes the use of non-GAAP measures in addition to GAAP measures is an additional useful method of evaluating its results of operations. The non-GAAP financial measures disclosed should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the expected results calculated in accordance with GAAP and reconciliations to those expected results should be carefully evaluated. The non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. This presentation contains trade names, trademarks and service marks of other companies. We do not intend our use or display of other parties' trade names, trademarks and service marks to imply a relationship with, or endorsement or sponsorship of, these other parties.

Sequential was founded in 2012 with the vision to invest in brands that consumers are passionate about



PRIOR TO THAT...

...BUT FIRST, LET'S TALK ABOUT THE CREDIT



- Over the past year, we believe that misperceptions in the marketplace have adversely impacted SQBG's stock price
- Our perspective is that this is largely driven by Sequential's net leverage
- We believe that Sequential's unique, predictable business model has distinct advantages over typical operating credit risk

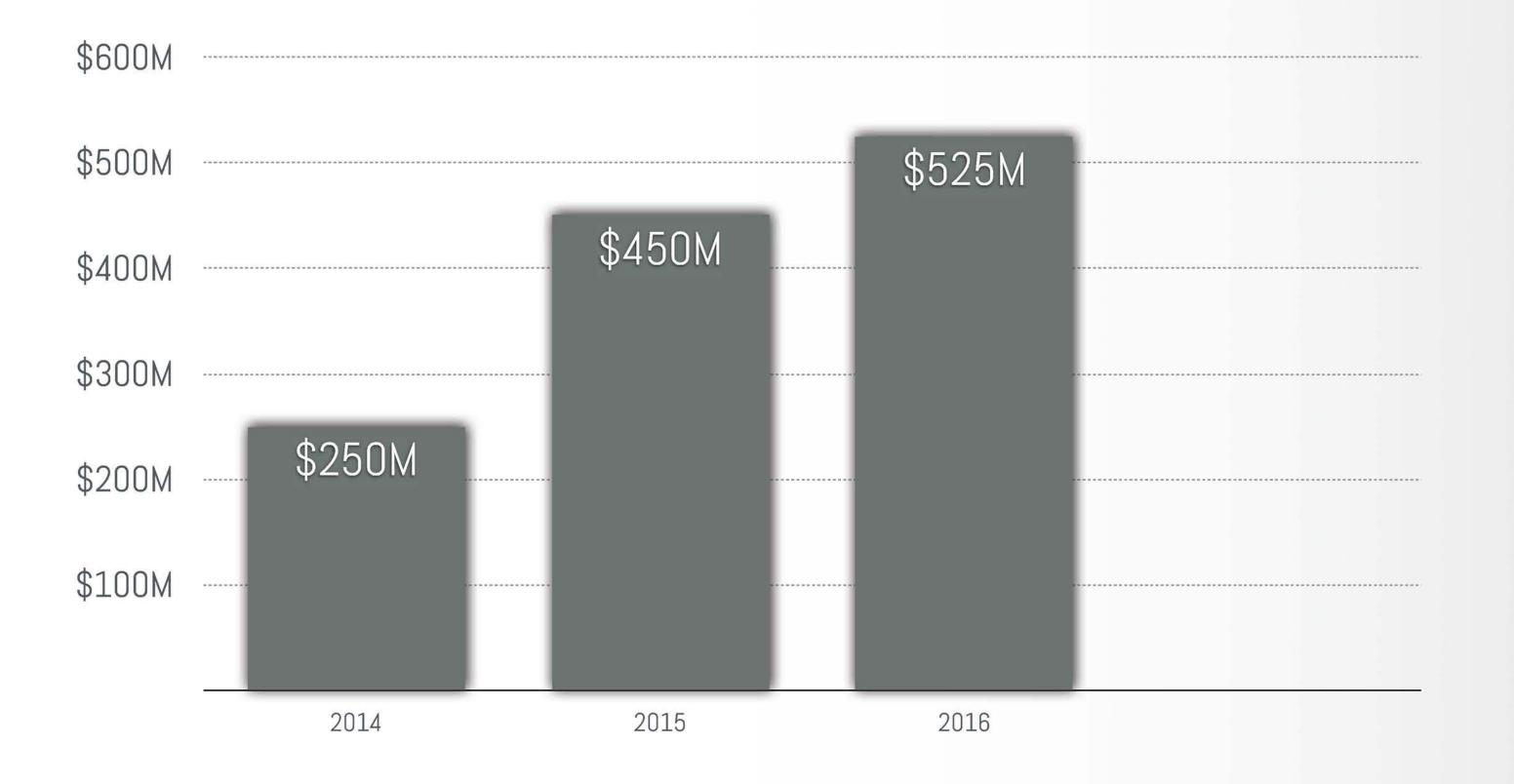
I. GUARANTEED MINIMUM ROYALTIES

- Sequential has over \$500 Million of Guaranteed Minimum Royalties ("GMRs")
- This \$500 Million of GMRs provides 80% coverage against our current net debt
- Royalty streams offer predictable cash flow and downside protection
- SQBG's total licensing income typically exceeds these GMRs
 - In 2015, overages represented ~30% above the base minimums

II. CONSISTENT RENEWALS OF ANNUAL GUARANTEED MINIMUM ROYALTIES

- Sequential works hard to maintain and grow GMRs each and every year
- We have historically accomplished this through:
 - Renewals
 - Product extensions
 - Channel expansion
 - Geographical growth
- Each year, ~2/3 of Sequential's revenue has been generated from GMRs

CONSISTENTLY INCREASING AGGREGATE GMRs THROUGH RENEWALS, NEW BUSINESS, AND ACQUISITIONS



Notes:

Represents remaining aggregate GMRs as of 1/1 for each respective year

III. DIVERSIFIED BASE OF BEST-IN-CLASS LICENSEES AND BRANDS

• Sequential has a deep network of >150 best-in-class licensees, including:







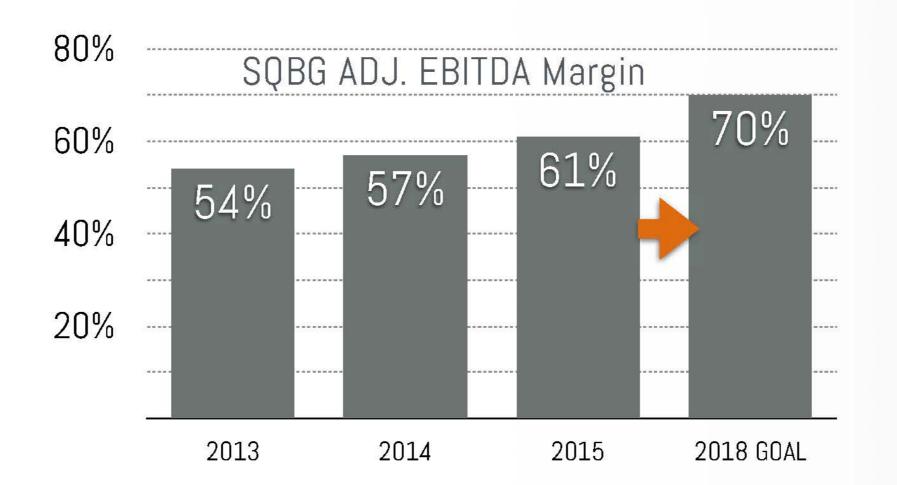




- Bad debt expense has averaged <1% of total revenue
- In aggregate, an incremental 38 new agreements have been executed for all of our brands since their respective acquisition dates
- Diversification across end-consumers, retailers, channels and geographies helps to insulate
 SQBG from certain macro trends

IV. INDUSTRY-LEADING EBITDA MARGINS

- Steady, predictable cash flows through the licensing arrangements
- Fixed expenses remain relatively stable on a brand by brand basis
- Historical Adj. EBITDA margins have been ~55% 60% with the opportunity to drive this to +70%



V. STRONG ADJ. EBITDA TO FREE CASH FLOW CONVERSION

- Limited tax, working capital and CapEx requirements expected to facilitate strong free cash flow generation
 - SQBG operating model has limited CapEx, no inventory risk, or warehousing cost
 - SQBG has over \$500 million of NOL's and other tax benefits⁽¹⁾
 - 2018 Goal of <4.0x Net Debt to Adj. EBITDA⁽²⁾

Notes:

⁽¹⁾ Estimated usable NOLs and amortization of intangibles based on 12/31/15 financials

⁽²⁾ Based on company 3-Year Plan. For Assumptions see page 46.
For a definition of Adj. EBITDA, see page 48.
Leverage multiple represents Adj, EBITDA/Net Debt

SUMMARY OF SQBG'S UNIQUE CREDIT ATTRIBUTES

- I. \$500 Million and Increasing of GMRs
- II. Consistent Annual Renewals
- III. Diversified Base of Licensees and Brands
- IV. Industry leading Adjusted EBITDA Margins
- V. Strong Adjusted EBITDA to Free Cash Flow Conversion













GREAT TEAM

& LEADERSHIP



STRONG BOARD



































POWERFUL



EXCEPTIONAL C. O. M. P. A. N. Y.



sequential brands group

YEHUDA SHMIDMAN

Chief Executive Officer

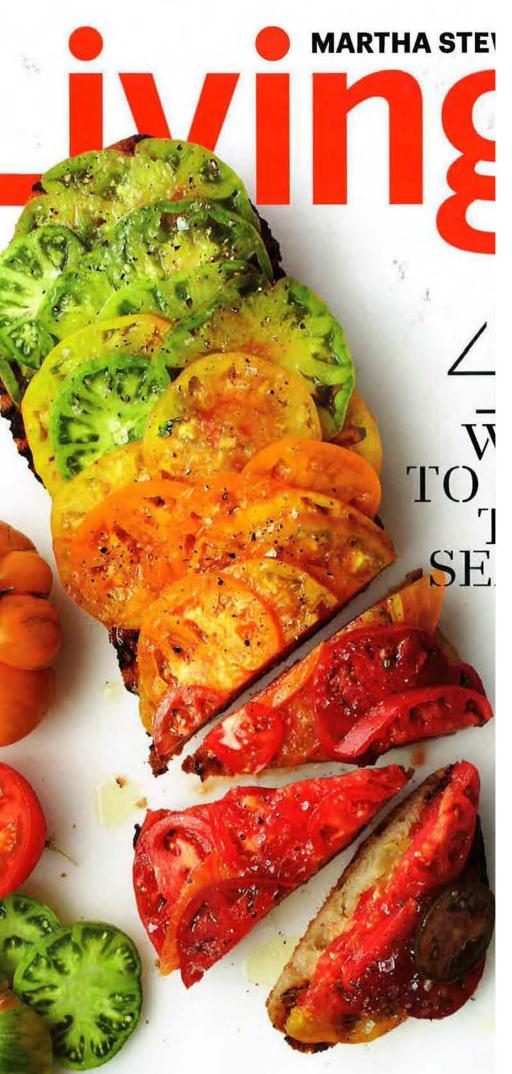
SQBG VALUE PROPOSITION

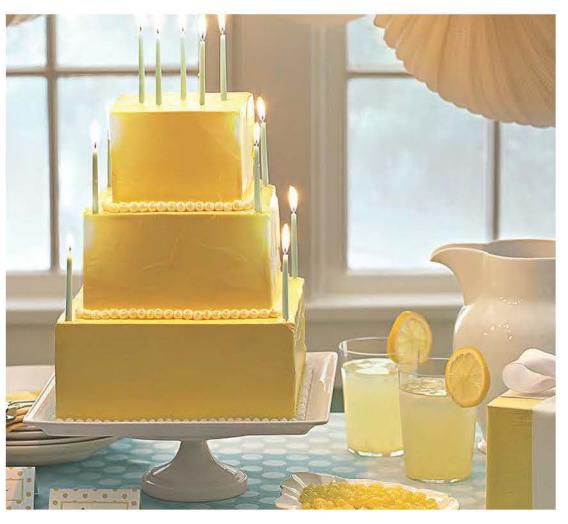


Growing Passion Brands into Power Brands

MARTHA STEWART PASSION











MARTHA STEWART | PASSION TO POWER







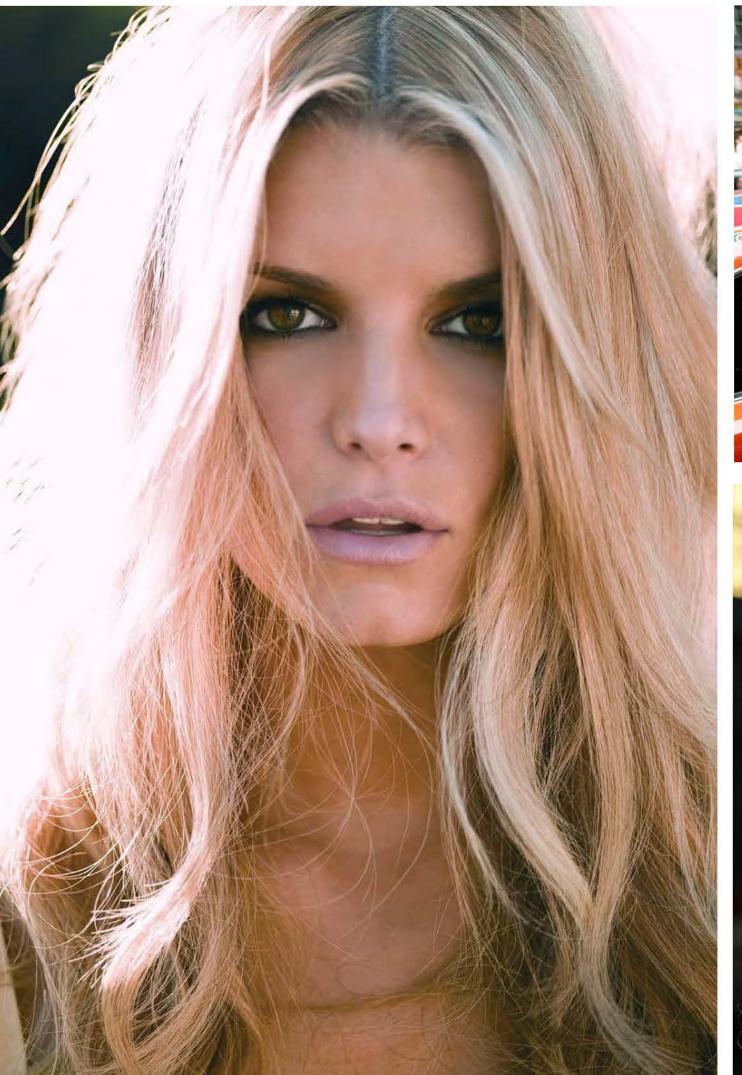








JESSICA SIMPSON PASSION











JESSICA SIMPSON PASSION TO POWER











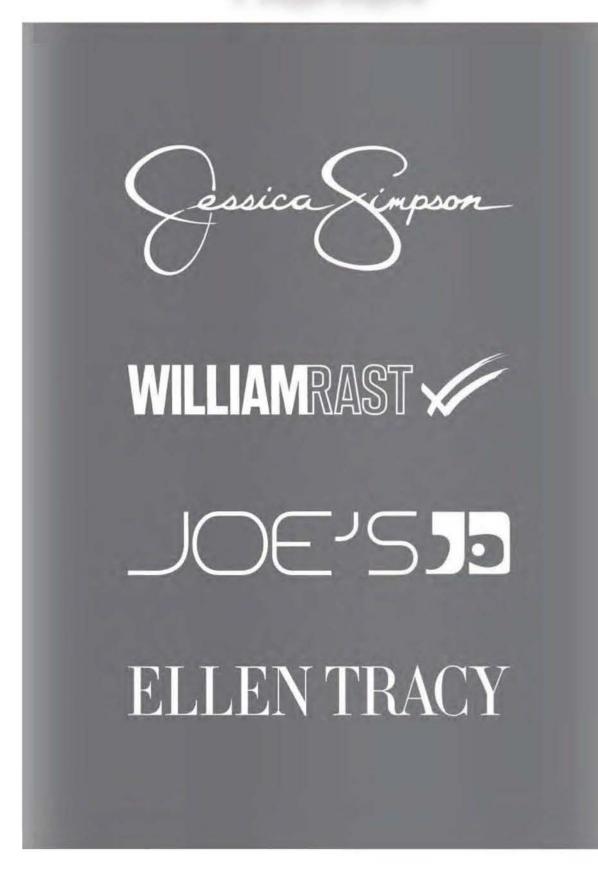


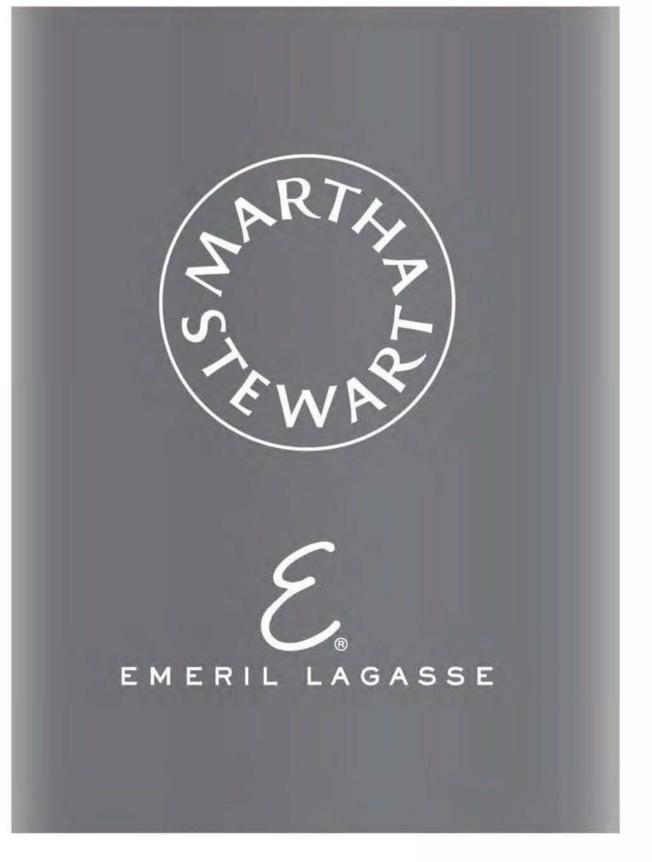


OUR BRAND VERTICALS

\$4 BILLION IN ANNUAL GLOBAL RETAIL SALES & GROWING

FASHION HOME ACTIVE









POWER of our PLATFORM

01

DIGITAL COMMERCE



02

INTERNATIONAL EXPANSION



03

NEW CATEGORIES

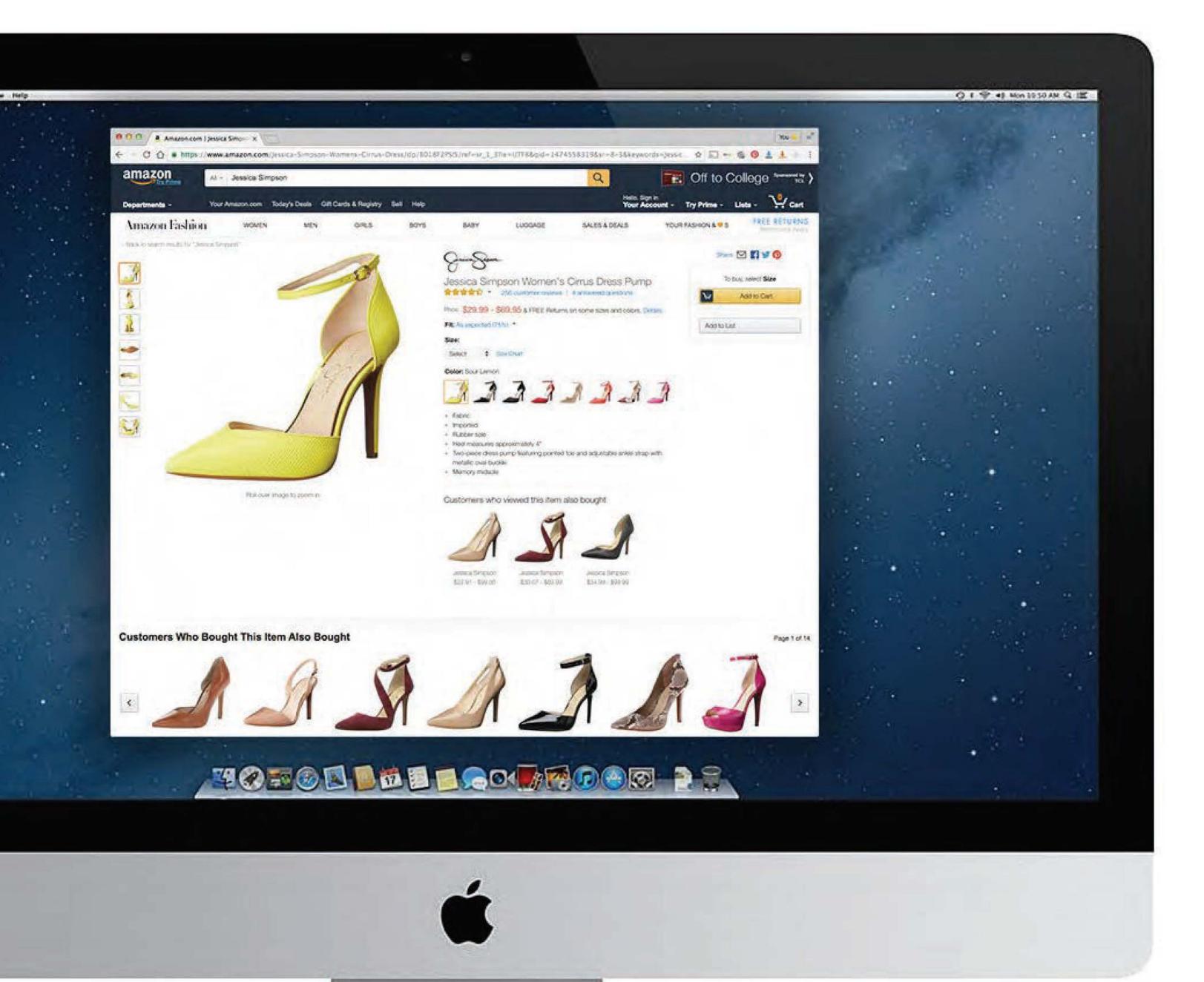


04

OPTIMIZE DISTRIBUTION



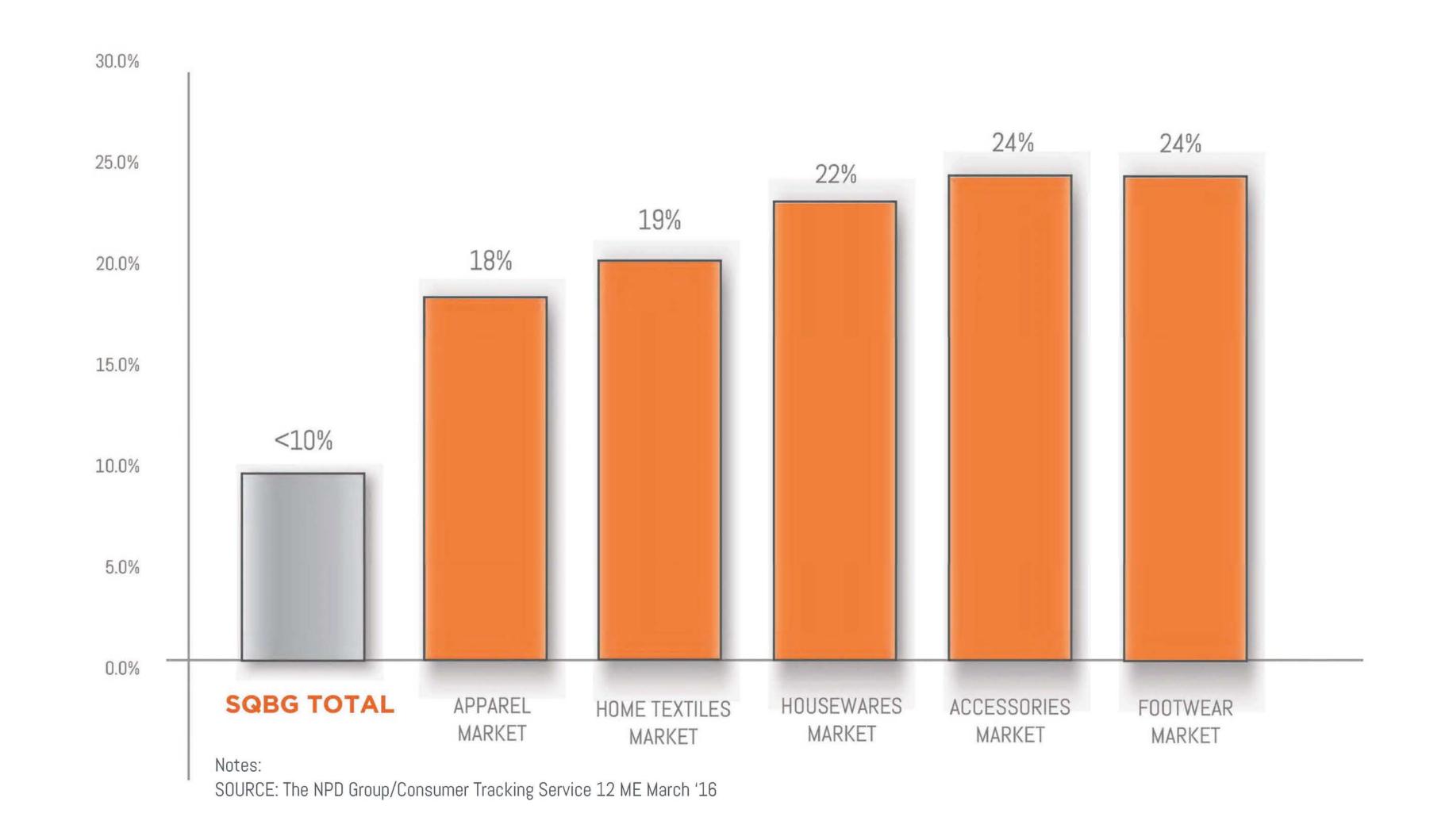
CRGANIC GROWTH drivers



#1 KEY ORGANIC GROWTH DRIVER

DIGITAL COMMERCE

2016 E-COMMERCE PENETRATION BY CATEGORY



SQBG OPPORTUNITY



Goal to increase E-Commerce penetration to over 15%

STRATEGIES FOR INCREASING DIGITAL

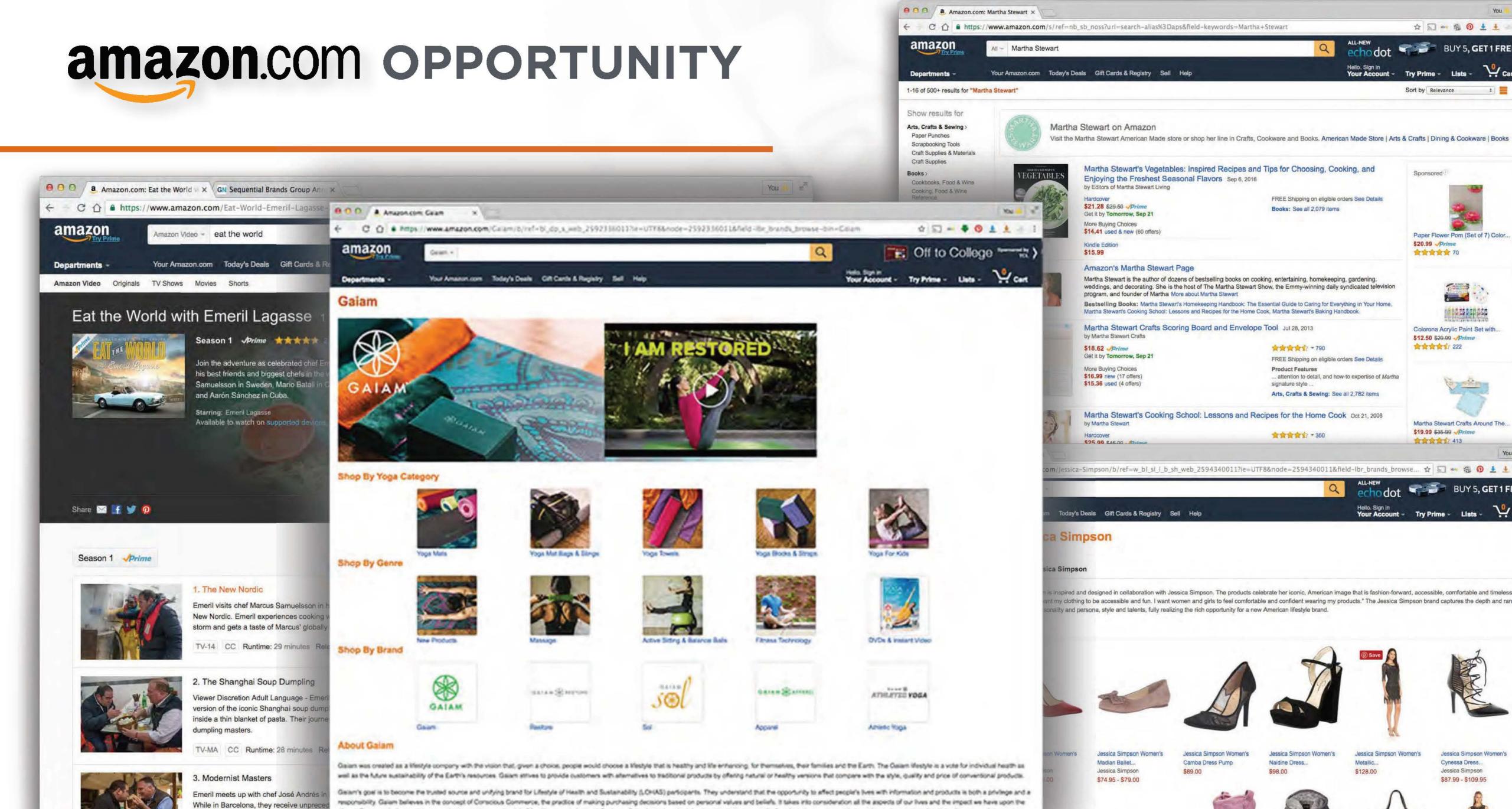
- 1. Increase marketshare with leading E-Commerce retailers
- 2. Launch direct E-Commerce businesses
- 3. Maximize & monetize digital content

TACTIC 1 LEVERAGING E-COMMERCE PARTNERSHIPS



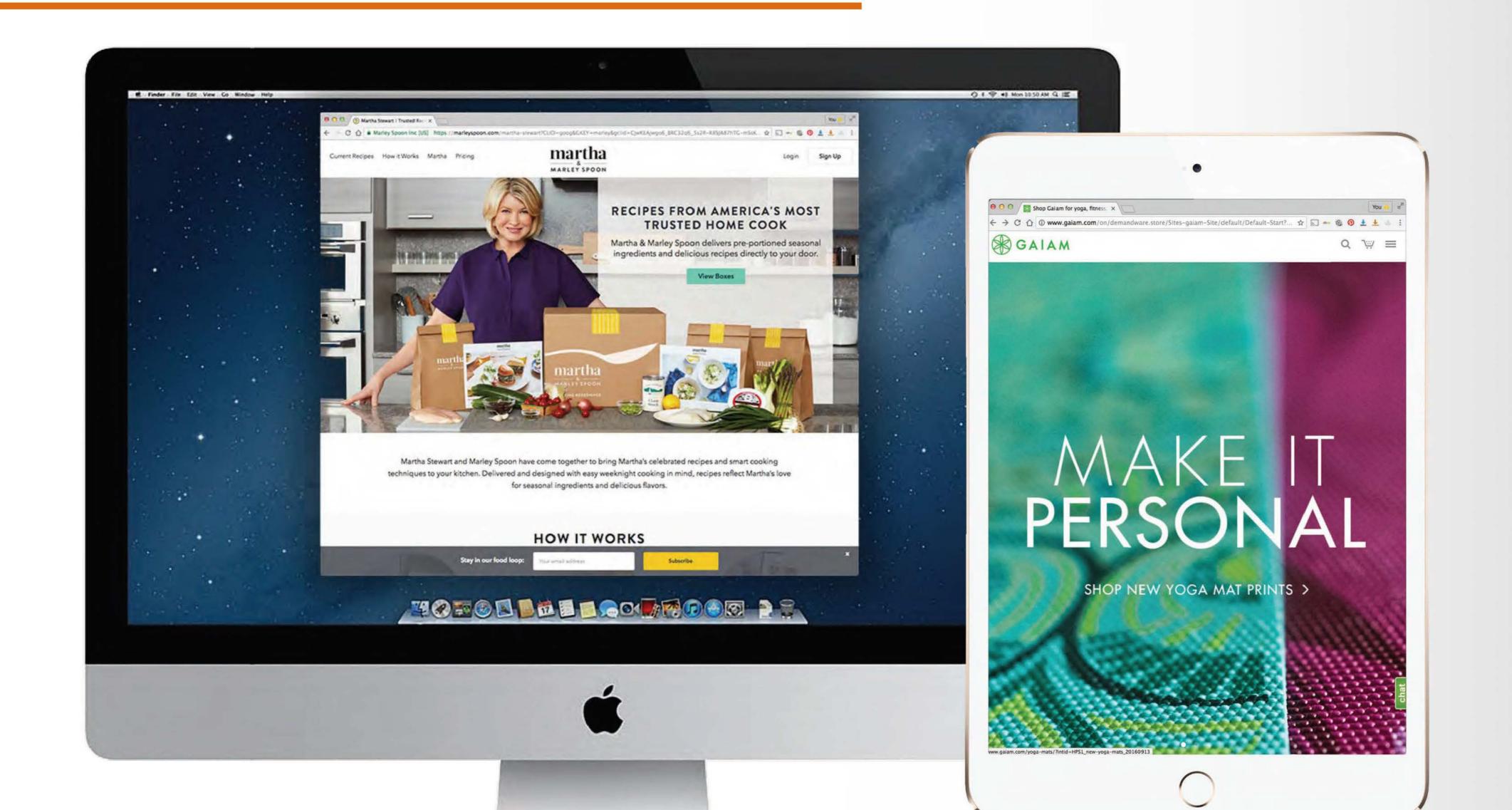
- 1. amazon.com
- 2. Walmart
 - 3
- 4. STAPLES
- 5. *MOCYŠ
- 6. HORE
- BEST
- B. Qvc
- COSTCO WHOLESALE
- 10. NORDSTROM

30



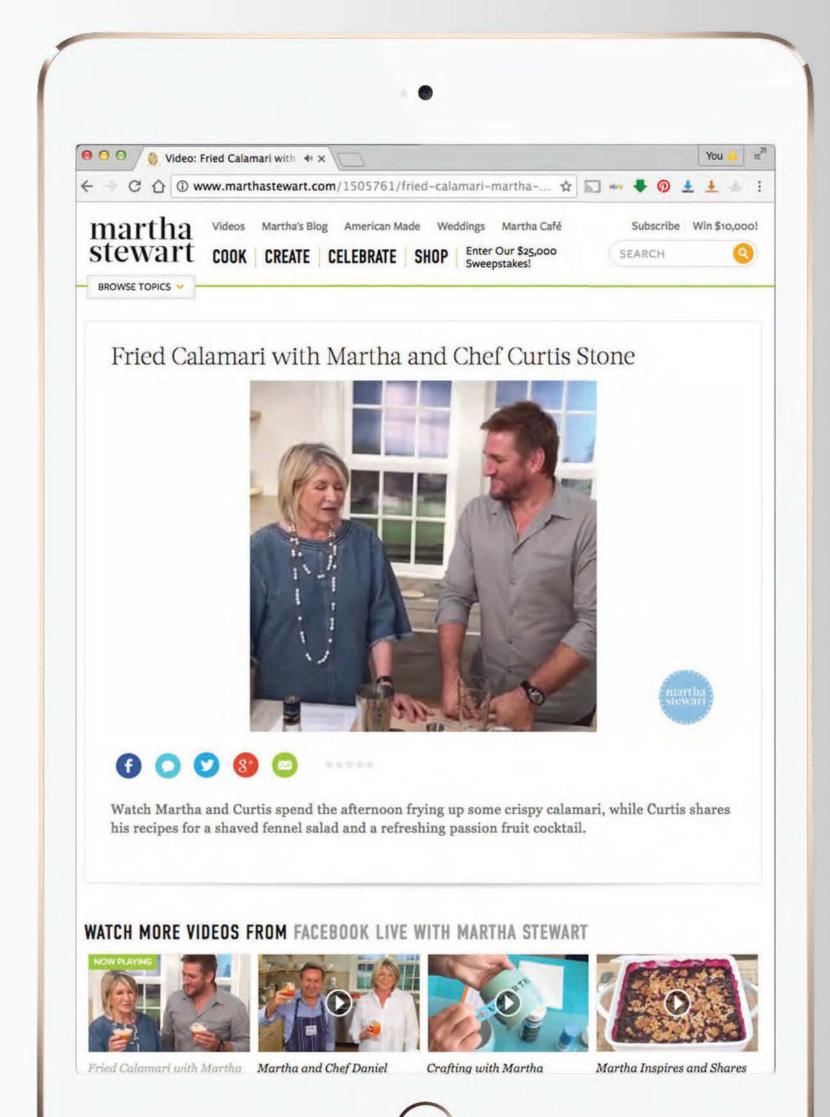
planet. Research indicates this concept appears to approximately 50 million people in the U.S. alone. Calam's strategy in delivering the distinctive quality for which they are known is to partner with experts in health/wellness, econolising and

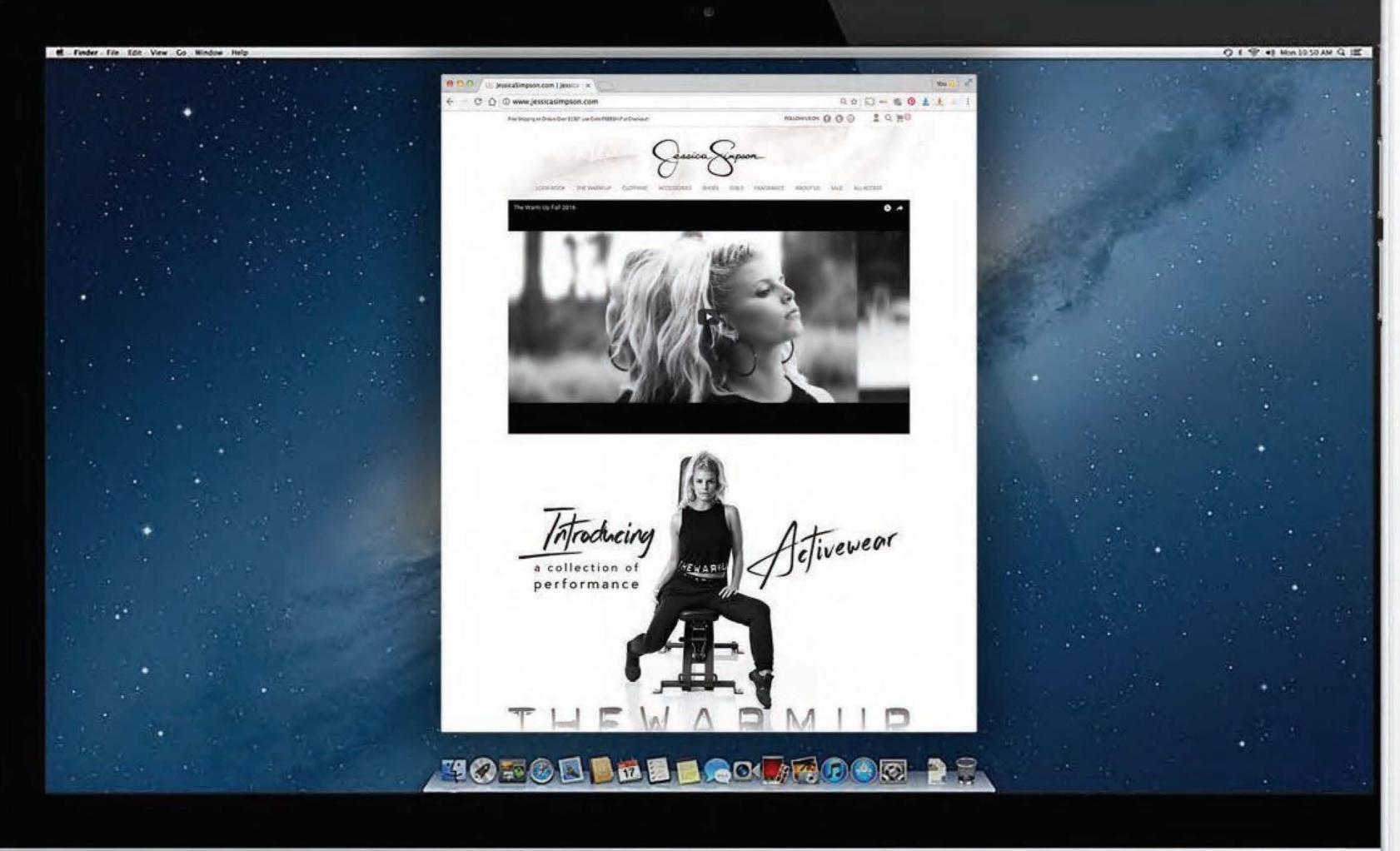
TACTIC 2 PURE PLAY E-COMMERCE MODEL



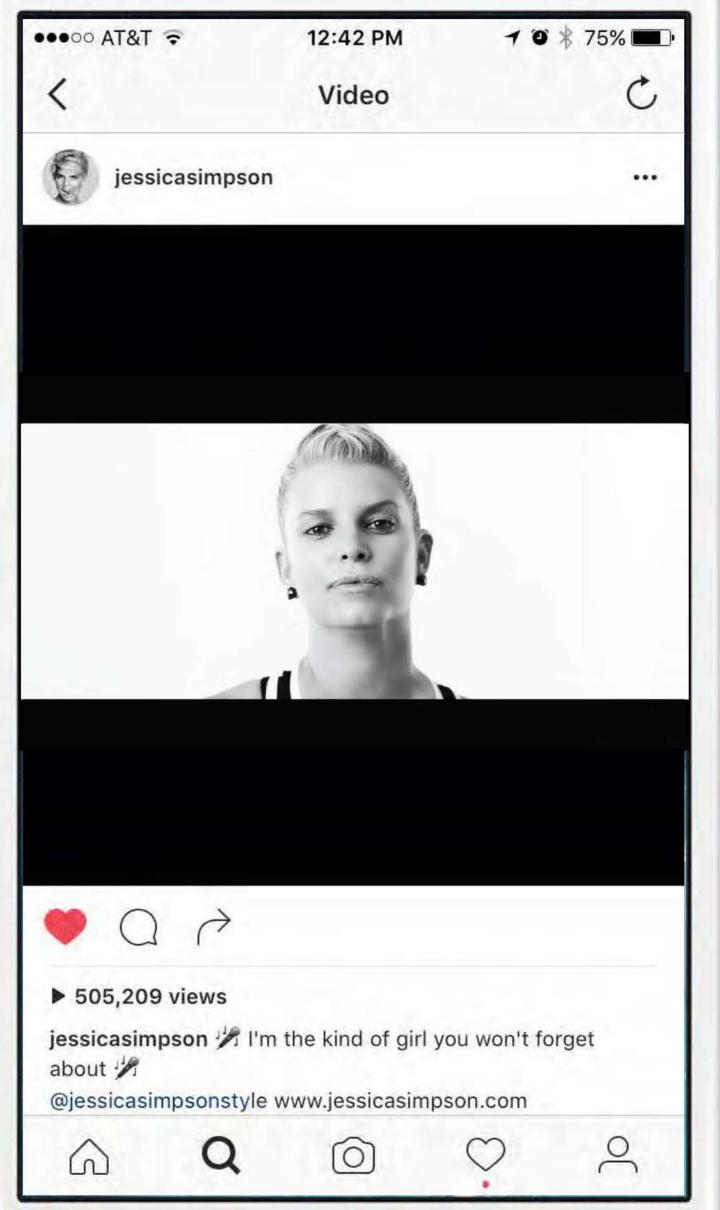
TACTIC 3 | MAXIMIZING OUR BRANDS' DIGITAL ASSETS

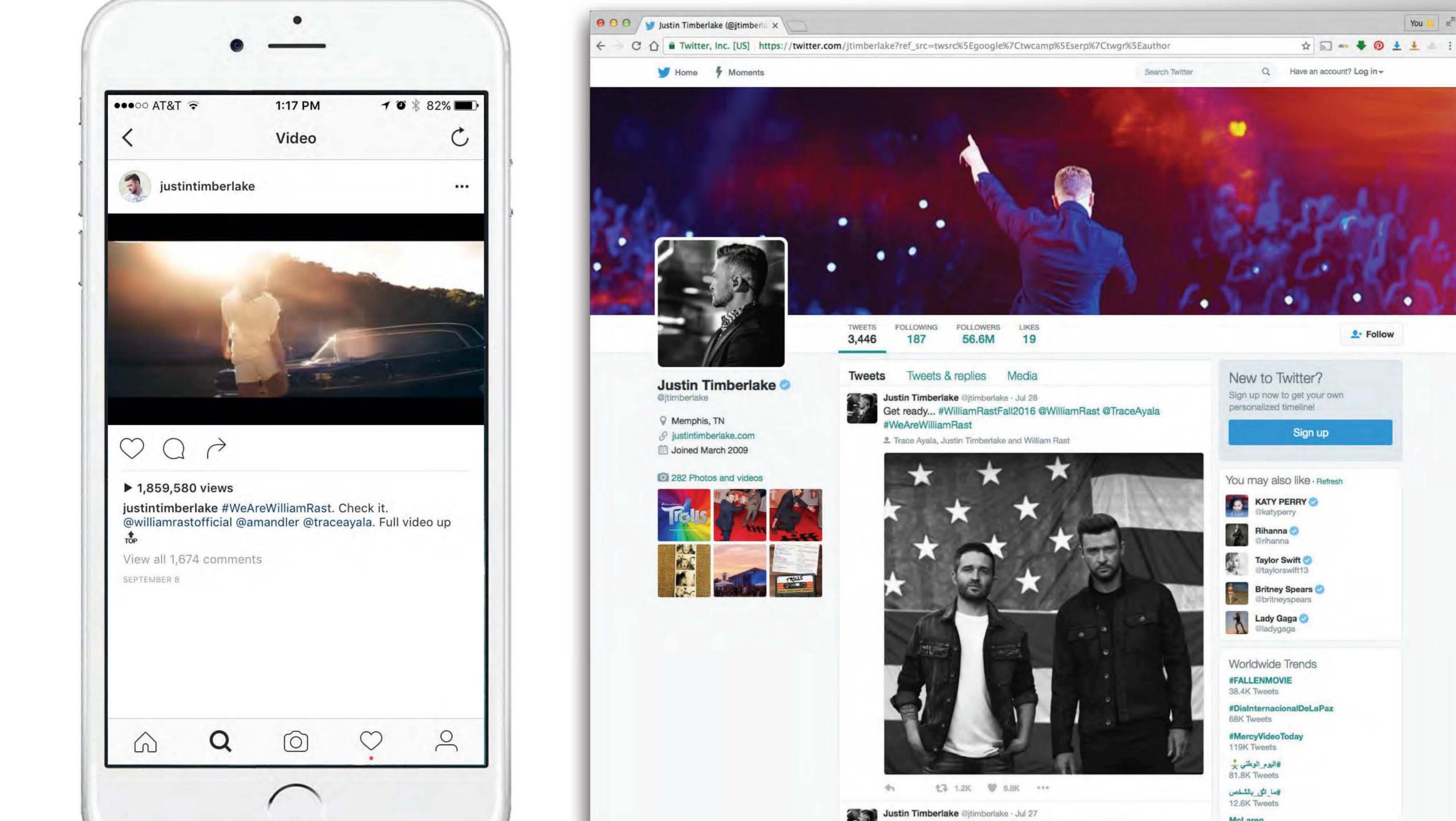














#2 KEY ORGANIC
GROWTH DRIVER

INTERNATIONAL EXPANSION

KEY ORGANIC GROWTH DRIVER #2 | INTERNATIONAL

GOAL TO INCREASE INTERNATIONAL PENETRATION TO OVER 15%



Notes:

SOURCE: Peer Group Company Filings



#3 KEY ORGANIC GROWTH DRIVER

NEW CATEGORIES

KEY ORGANIC GROWTH DRIVER #3 | NEW CATEGORIES

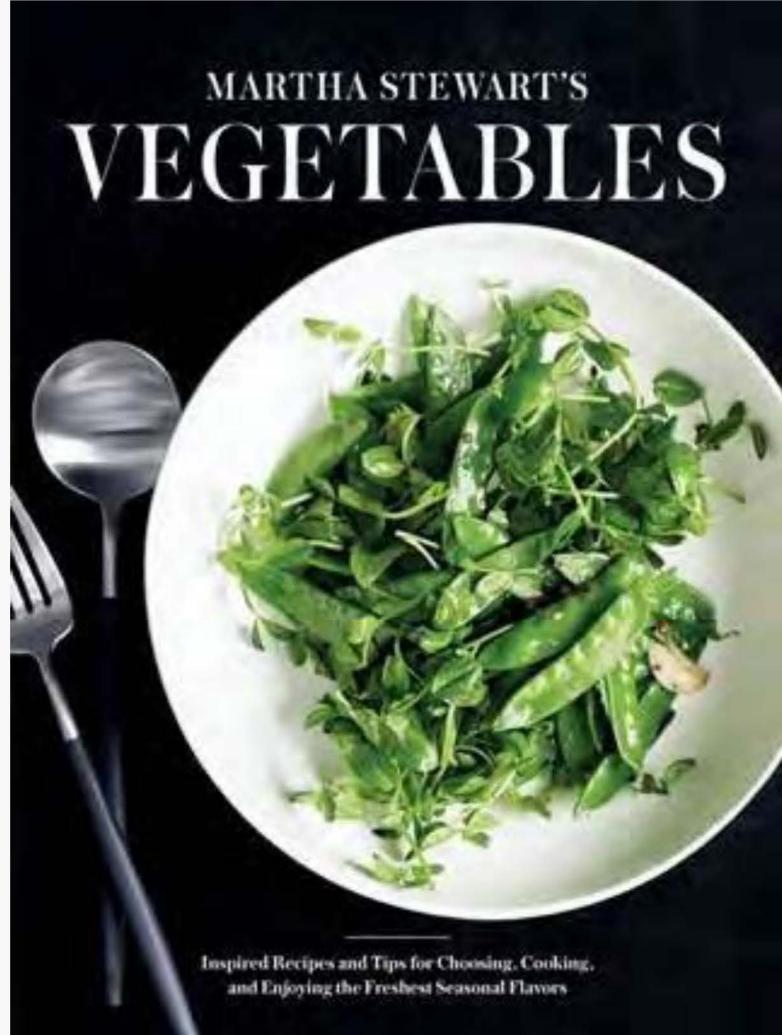












OUR TRACK RECORD | NEW CATEGORIES



Cold Weather Accessories
Socks
Backpacks/Bags
Kid's Apparel
Fitness Accessories

FND1

Basketballs
Socks
Sandals
Underwear
Team Uniforms

JOE 555

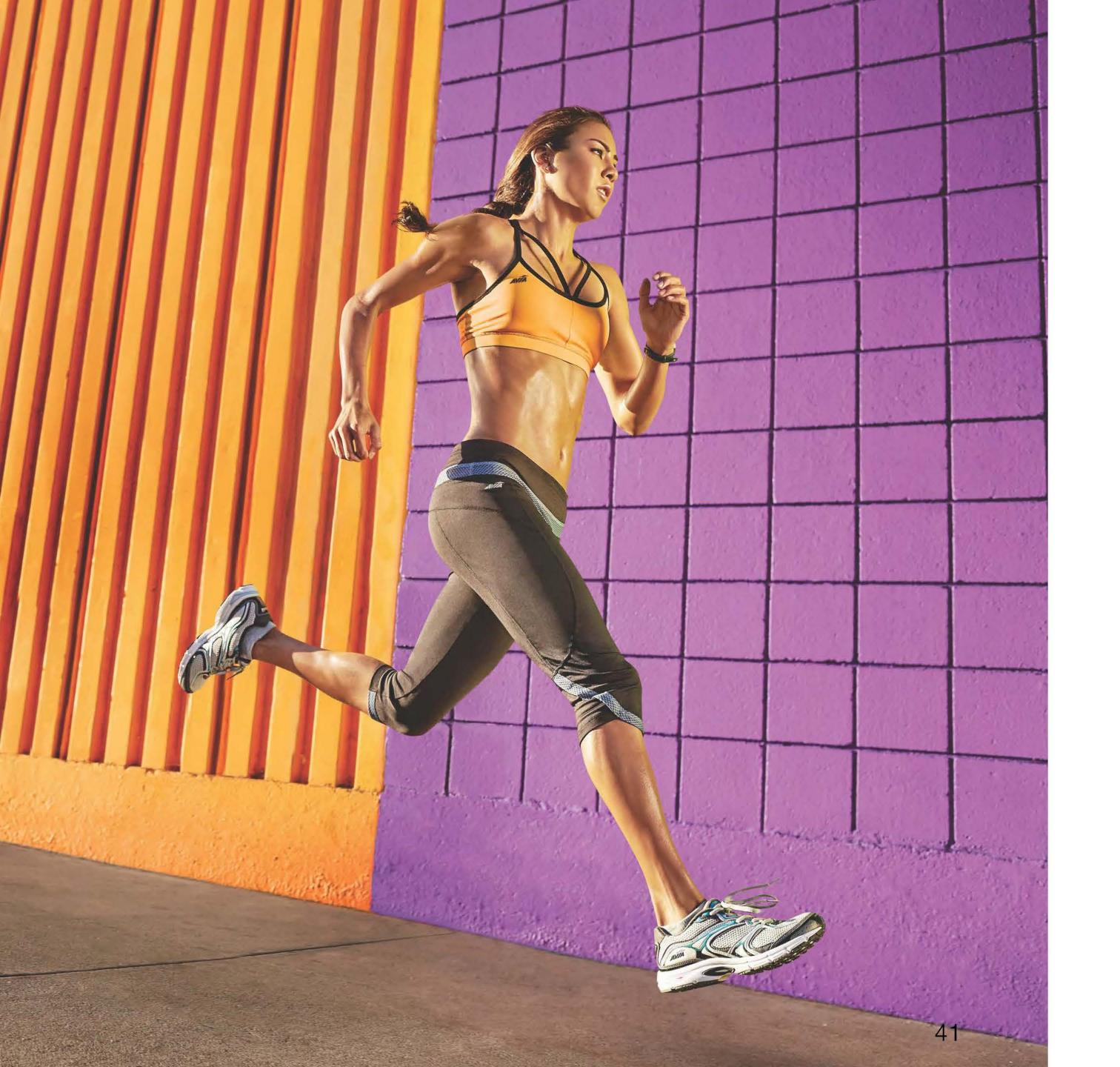
Handbags Sunglasses Footwear



Activewear
Active Sneakers
Baby Apparel
Tween Legwear



Meal-Kit Delivery Home Fragrances



#4 KEY ORGANIC
GROWTH DRIVER

OPTIMIZE DISTRIBUTION









NORDSTROM



























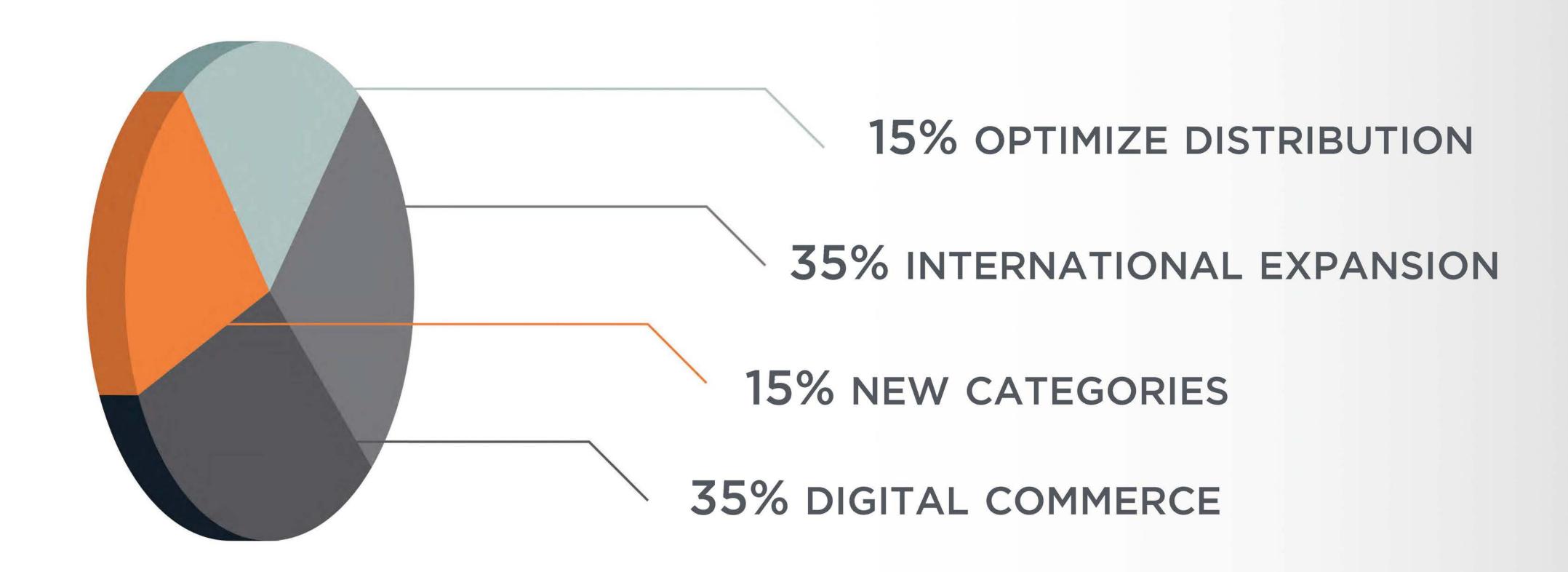


OPTIMIZE

DISTRIBUTION

THROUGH **BEST-IN-CLASS** RETAILERS

ORGANIC GROWTH COMPONENT SUMMARY



Notes:

For illustrative purposes only, the above is not intended to be guidance.



FINANCIALS

BUSINESS MODEL ADVANTAGES

- Steady, diversified and predictable cash flows (\$500M+ GMRs)
- Minimal fixed overhead
- Strong Adjusted EBITDA margins (55-60%)
- Limited tax, working capital, and CapEx
- \$500M+ of available NOLs and other tax benefits
- 80% of Net Debt Currently Guaranteed with GMRs

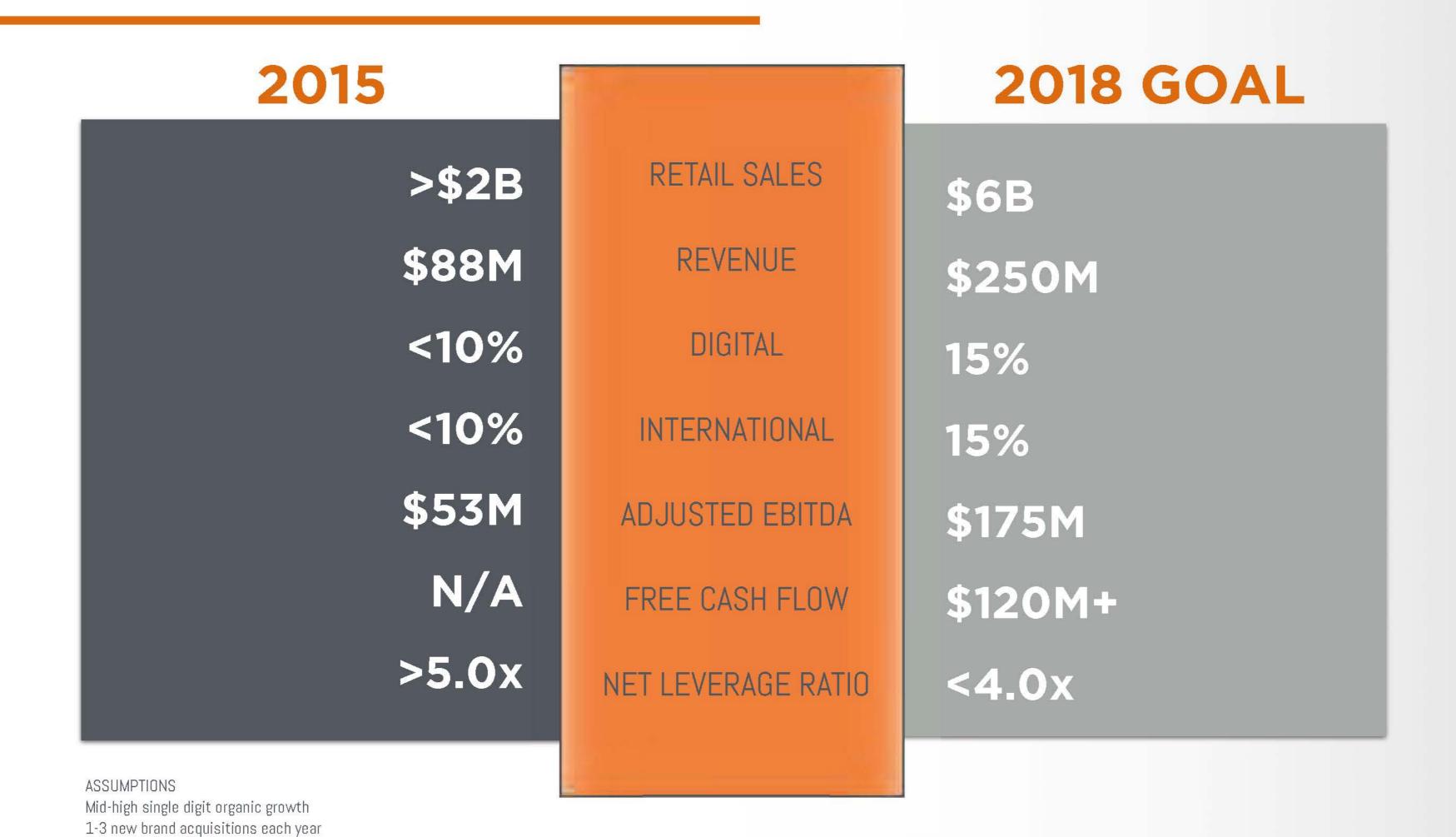
DETAILED 3 YEAR PLAN

Acquire brands through combination of debt+equity

For a definition of Adj. EBITDA, see page 48.

Company did not disclose FCF in 2015.

Each brand acquired operates at ~80% stand alone Adj.EBITDA margin



MULTIPLE LEVERS TO DRIVE EQUITY VALUE FOR SHAREHOLDERS

ORGANIC GROWTH OFBRANDS

BALANCE SHEET

De-Leveraging & Long-Term Opportunity to Bring Down Cost of Capital with Scale

CONTINUE TO ADD ADDITIONAL BRANDS VIA ACQUISITION

RECONCILIATION OF NET (LOSS) INCOME TO ADJUSTED EBITDA

(In Thousands)						
		(Unaudited) For the year ending December 31				
		2013	2014	2015	2018P	
GAAP net (loss) income		\$ (17,974)	\$(1,068)	\$ (2,871)	\$ 74,035	
Adjustments:						
	Provision for (benefit from) income taxes	1,849	2,936	(1,357)	39,865	
	Interest expense, net	15,589	9,746	29,725	44,700	
	Non-cash compensation	1,118	2,184	6,397	12,100	
	Depreciation and amortization	598	1,107	1,893	4,300	
	Restructuring costs	*	(=)	8,717	:	
	Acquisition-related costs (a)	4,856	7,689	10,778	۵	
	Gain on sale of People's Liberation brand (b)	- 6	2 - 2	(700)	: 	
	Revo purchase price adjustment (c)	*	(-	1,295	(46)	
	Galaxy Brand Holdings, Inc. purchase price adjustment (d)	<u>_</u> 8	S _ 3	(433)	u u	
	Discontinued Operations	6,244	(F)	7	⊕	
	Brand Matter LLC purchase price adjustment (e)	2 2	550	-	S a k	
	Write-off of JCP fixturing (f)	-1	900	-	-	
		30,254	25,112	56,315	100.965	
Adjusted EBITDA (1)		\$12,280	\$24,044	\$ 53,444	\$ 175,000	

⁽¹⁾ Adjusted EBITDA is defined as net (loss) income, excluding interest income or expense income taxes, depreciation and amortization, restructuring costs, discontinued operations acquisition related costs, non-cash compensation, gain on sale of *People's Liberation* brand, MSLO Shareholder and pre-acquisition litigation costs, write-off of JCP fixturing and Brand Matter LLC purchase price adjustment. Management uses Adjusted EBITDA as a measure of operating performance to assist in comparing performance from period to period on a consistent basis and to identify business trends relating to the Company's financial condition and results of operations.

⁽a) Represents acquisition-related costs including legal, advisory and accounting services that are not representative of the Company's day-to-day licensing business.

⁽b) Represents the gain on sale of the People's Liberation brand recorded during the first fiscal quarter of 2015.

⁽c) Represents the write-off of a receivable related to estimated inventory acquired and sold to a third-party during the acquisition of the Revo brand in 2013.

⁽d) Represents the write-off of acquired estimated liabilities assumed during the acquisition of Galaxy Brand Holdings, Inc. during 2014.

⁽e) Represents the settlement and legal costs related to a pre-acquisition litigation matter in which Brand Matter LLC was named as an affiliate.

⁽f) Represents the write-off of JC Penney fixtures for the William Rast business that terminated June 30, 2014 and relaunched exclusively with Lord & Taylor in Fall 2014.

RECONCILIATION OF FREE CASH FLOW

(In Thousands)	
	2018
Net cash provide by operating activities	\$121.0
Capital expenditures	(1.0)
Free Cash Flow	\$120.0

ASSUMPTIONS

Based on company 3-Year Plan
Mid-high single digit organic growth
1-3 new brand acquisitions each year
Acquire brands through combination of debt+equity
Each brand acquired operates at ~80% stand alone Adj.EBITDA margin
For a definition of Adj. EBITDA, see page 48.
Company did not disclose FCF in 2015.

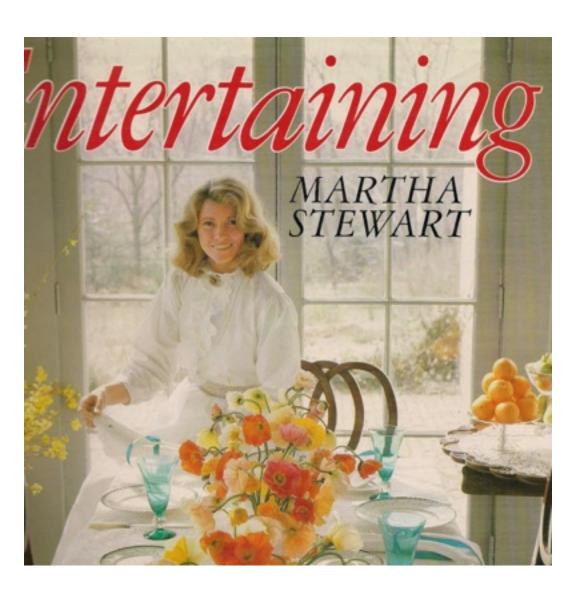




1972 Started a catering business



1996 Founded Martha Stewart Living Omnimedia; designed and built corporate offices in New York



1982 Published my first book



1997 Launched Martha Stewart Everyday at Kmart



1991 Martha Stewart Living magazine launched



1999 Took company public on New York Stock Exchange



1993 First TV show, "Martha Stewart Living"



2005 Launched live "Martha Stewart Show", a daily lifestyle show

THE MARTHA STEWART BRAND

- » Mission: to teach and inspire people to make their homes and lives more beautiful, more functional, and more meaningful
- Over \$21 billion in sales since founding—over\$10 billion in the last 10 years alone
- » More than 70 million households in America have purchased Martha Stewart products



COOKING

23,469 recipes on marthastewart.com

- » Published more cookbooks (63) than any other American author!
- » We've created tens of thousands of carefully tested recipes and how-to videos
- » I love to bring these wonderful recipes to families and share my techniques for simpler, healthier cooking





ENTERTAINING

sold 2 million dinner plates and 400,000 cake stands at Macy's

» The Martha Stewart brand has become synonymous with stylish and practical entertaining



CELEBRATING

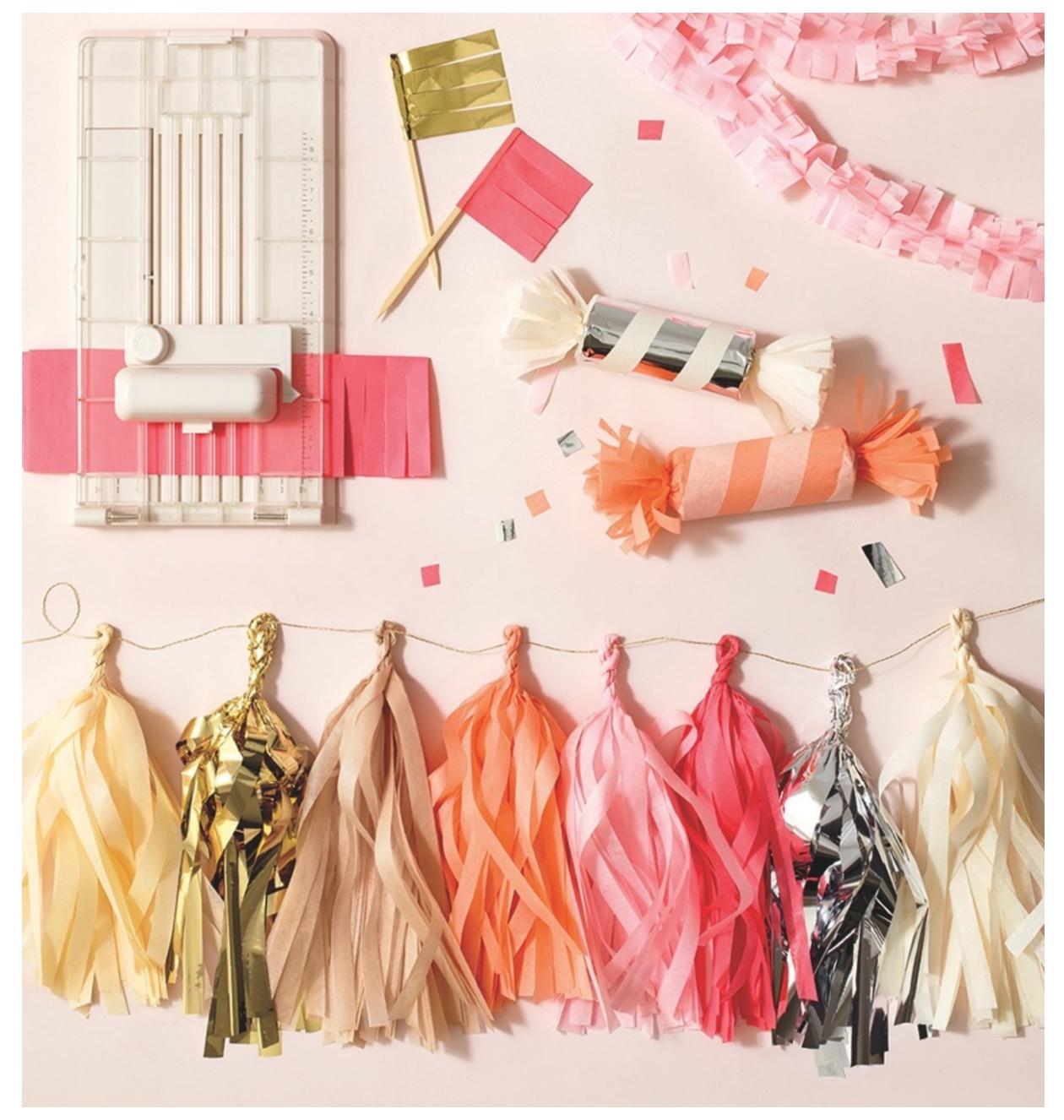
sold \$300M in holiday decorations at Home Depot, \$20M at Michaels, and \$633M at Kmart

» Martha Stewart helps consumers celebrate birthdays, holidays, important milestones, and rites of passage



CRAFIING

- » Martha Stewart Crafts[™] products have been sold in more than 40 countries
- » Sold over 40 million paper punches and 17 million bottles of glitter!





DECORATING

created more than 1,500 paint colors for the home

» I've decorated many homes and have created beautiful products including furniture, bedding and bath, decorative housewares, and paint



HOMEKEEPING

"how to fold a fitted sheet" video has nearly 2 million YouTube views

- » In 2006, published a 750-page reference book for home care, *Martha Stewart's Homekeeping Handbook*, which is used by millions of homemakers and homekeepers
- » My parents taught me how to maintain a home and everything in it



PETKEEPING

my working farm has more than 260 animals

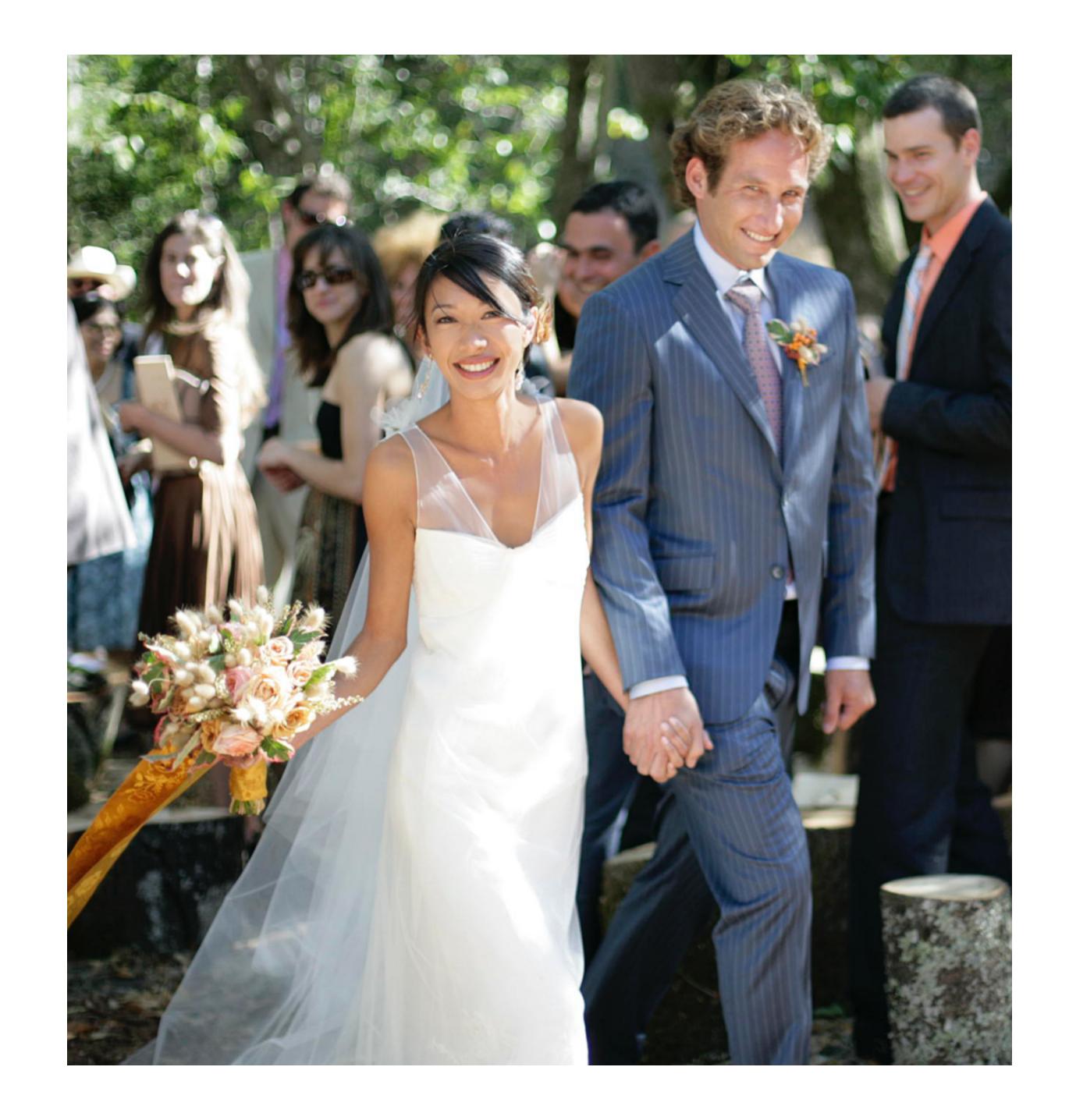
My chow chow, Ghenghis Khan, won Best
 of Breed at the 2012 Westminster Kennel Club Dog
 Show. His father Paw Paw won 3 years earlier



WEDDINGS

published 89 regular and special issues

» Martha Stewart Weddings is America's #1 bridal magazine since 2006

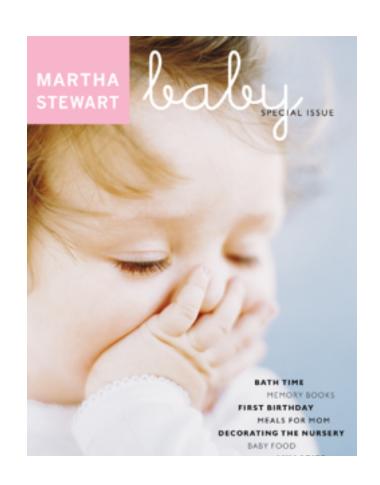








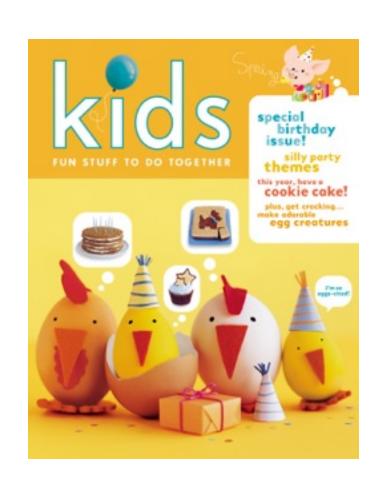


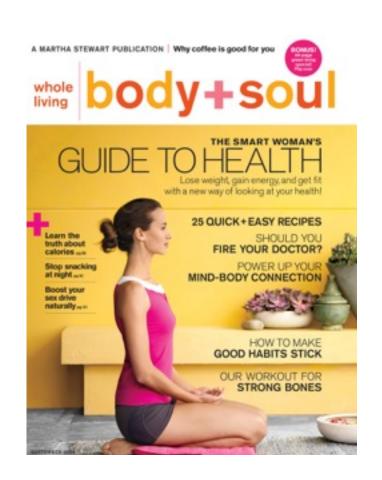


MAGAZINES

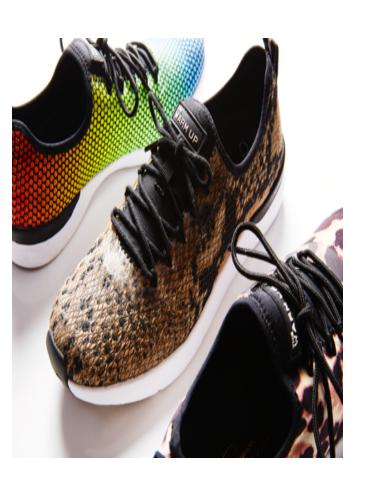
60 million consumers every month

- » Distributed in 48 countries
- » Martha Stewart Living Winner 2013ASME General Excellence Award
- » 684 total magazine issues published

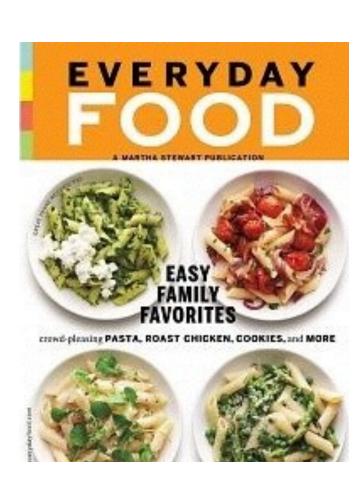




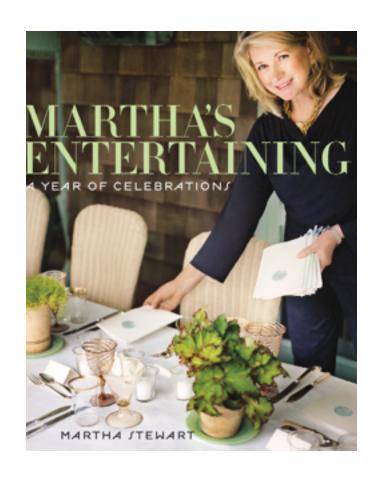


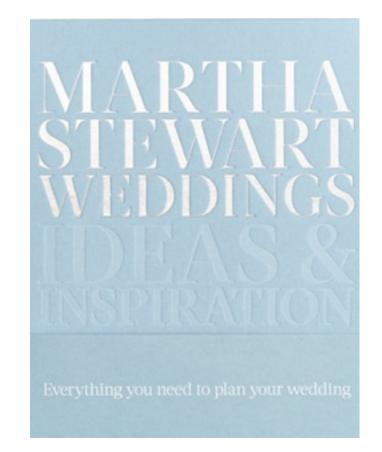


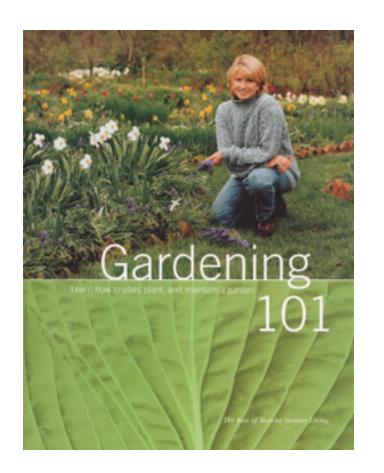


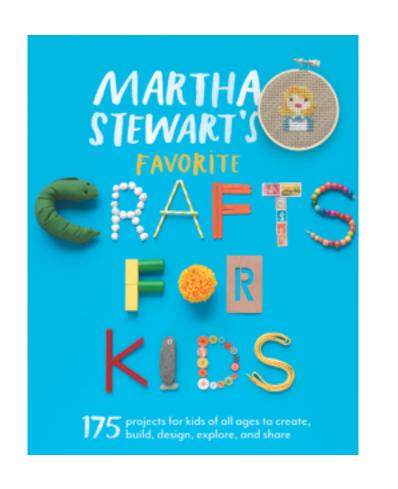


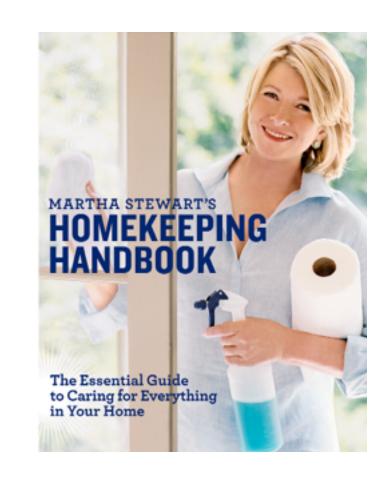








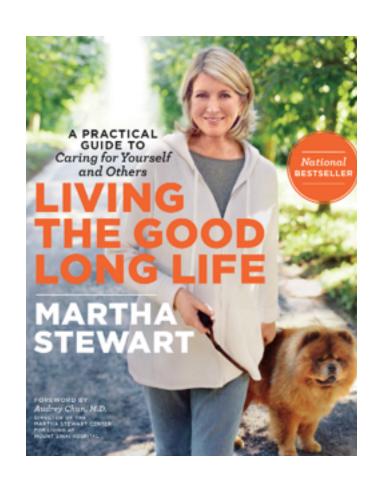


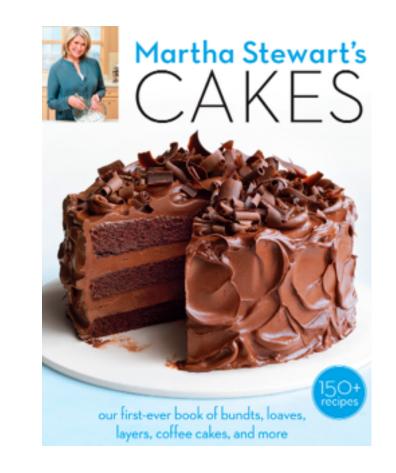


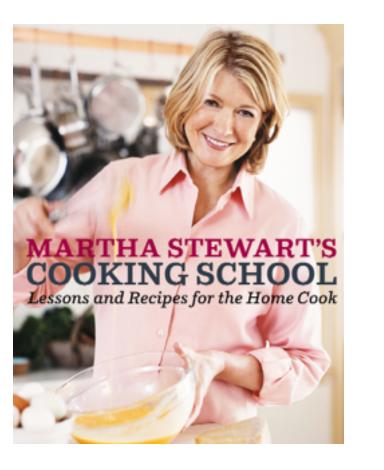


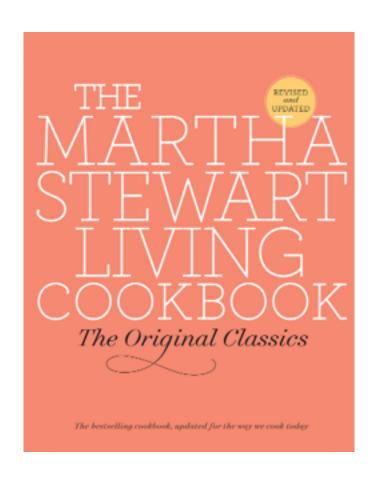
- » 87 books published since 1982, 31 best sellers
- » 63 cookbooks, 8 crafts books, 6 decorating books,5 wedding books, 4 gardening books, 1 business book
- » 42 books published internationally in 15 languages

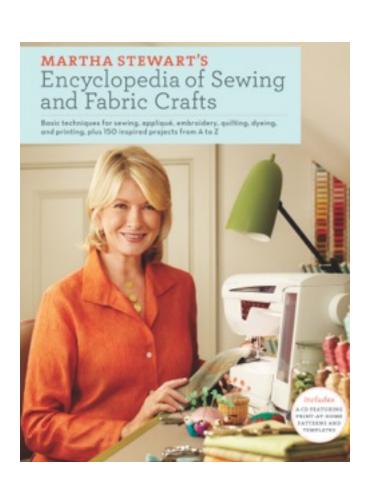












TV & RADIO

produced 2,605 television broadcasts

- » Shows have combined to win 19 Emmy[®]
 Awards and 80 nominations
- » The first lifestyle brand to have 24-hour radio programming





















DIGITAL

37 million views per month

- » Daily presence on all major social media platforms, with millions of impressions and followers
- » Among first brands to create Facebook Live videos

