

The USWMC Group
“Our Capabilities Brochure”



A DIVERSIFIED MERCHANT CAPITAL ADVISORY COMPANY

OFFICE LOCATIONS

NEW YORK, NY • ROCHESTER, NY • MIAMI, FL • SARASOTA, FL

USWMC GROUP

Corporate Advisors, Merchant Capital, and Strategic Transaction Consultants

(Our Services, Capabilities, Offerings, and Leadership)

PLATFORM OVERVIEW

ABOUT US

USWMC Group is a wholly independent division of Wealth Management Centers, LLC. Established and in continuous operations since 2002, US Wealth Management Consultants Group operates as a diversified corporate consulting, capital formation, and merchant capital advisory platform to emerging private and public growth companies on a global basis. USWMC Group is our Corporate Advisor and Merchant Banking Consulting division.

Our services include providing critical corporate advisory, business development, and specialized consulting services which are focused on corporate and capital markets. We Taylor our services with our primary focus on building enterprise and shareholder value.

The Company's principals each have long and highly successful careers on Wall Street, coupled with extensive expertise in private and public markets with a specialized focus on emerging and mid-tier companies.

THE MISSION

Our mission is to provide the Client-Company a powerful outside team, specialized in supporting leadership, and assisting them to enhancing stakeholder value for their companies and shareholders. We strictly cultivate, establish, and develop consulting business relationships where we can become a significant value added outside resource, specifically for the purpose of building long-term enterprise and shareholder value.

Our objective is to provide critical outside support and services to our extremely, "select" Clientele-Companies. We work closely and hands on with founders, the board of directors, and senior operating executives and with their key investors to help the Company compliantly achieve long term shareholder value within a best of breed methodology.

RESOURCES

Our leadership team has over 100-years' experience working with founders and their companies at the highest level. Combined with our long-standing industry and global banking relationships which have been built over decades of wall street operations, each member of the team brings powerful resources for the benefit of the Client-Company. Our team members each bring their own unique network and diverse skills set each with an emphasis on successfully executing transactions and designing, executing, and achieving strategies which enhance shareholder value.

OFFERINGS AND SERVICES

We provide corporate consulting, equity and debt formation, merchant capital origination, and strategic transaction advisory services. Specifically, we focused on enhancing enterprise and shareholder value. Our team of enterprise and shareholder value enhancement specialists are experts in capital markets, legal and regulatory compliance support, capital formation, merchant banking, strategic transaction, and taxation. We function as an independent outside division to our select operating company clients.

OUR BUSINESS LINES

- **Corporate Consulting Services** – our specific focus is to create enterprise and shareholder value. We design and support our operating company clients in the execution of the necessary growth initiatives and capital formation campaigns efforts to enhance and create shareholder value. Our expertise includes the review of potential financing alternatives available within any given market environment and we provide executable recommendations with respect to the options available in support our Client’s capital needs. We support and assist our Clients in conducting capital market operations in a compliant and regulated, best-of-breed fashion. Along with corporate consulting, equity and debt formation, merchant capital origination, and strategic transaction advisory services, we can assist our exclusive operating company Client’s with their marketing, branding, business development and expansions.
- **Capital Formation Advisory** - introduction to sources of capital including equity, debt, and mezzanine. Match with institutional investors, high net worth private investors and investment banking firms that specialize in these types of investors. Through our relationship Liberty Associates, a 40-year-old FINRA Member broker-dealer Inc., who can raise capital directly and build syndicates with other leading broker-dealers. Liberty Associates, Inc. has common ownership and executive leadership within our team.
- **Merchant Capital Origination** – matching, introduce, and connecting with leading syndicators and strategic investors.
- **Capital Needs Analysis and Planning** – conduct budget analysis and assist in preparing valid, supportable projection with a design to access capital markets. Analysis, provide, and spearhead strategies for meeting growth hurdles such as type (equity, debt, preferred, convertible, equity-linked etc.), amount and timing of capital infusions.
- **Opinions of Value** – conduct a valuation analysis and provide high-quality, supportable opinions of value that can be used to successfully accessing public markets, execute strategic transaction, and for estate and probate needs.
- **Corporate Offerings and Presentation Materials** - developing compliant equity and debt offering materials to access capital markets. Assist with corporate presentation for use with investors, business development, and other interested parties.
- **Strategic Transaction and Growth Advisor** – source, spearhead, and execute merger & acquisitions, new partnerships formation, preparing for and assist with executing a sale of a division, the entire operating company, or for a generational transfer of assets.
- **Public Market Professional Services** – directly provide and-or introduce management with high quality and cost-effective external capital markets specialists. Support management in directing specialty professionals, including law firms, accountants, and public investor relations firms to successfully access public markets.
- **Industry Expert and Key Executive Relationships** - we introduce and assistance our operating company clients in building a high-quality Board of Directors and Technical Advisory Board. High-level introductions to corporate executives, dealmakers, and other successful businesspersons as key industry relationship and potential members for the Board of Directors, Technical Advisors, and strategic/lead investors.

INDUSTRIES OF FOCUS

- Technology
- Software
- FinTech
- Medical Devices
- Biotechnology
- Healthcare
- Consumer Goods
- Manufacturing
- Industrial Products
- Defense
- Restaurants
- Apparel
- Retail
- Energy
- Real Estate including REITs (public and private)
- Travel and Leisure
- Gaming
- Internet/social media
- International deals of many types

FOUNDING MEMBERS

BIOGRAPHIES

Alfonso Vigliotti, Managing Partner – Mr. Vigliotti is Founder and President of Wealth Management Centers, LLC and a founding member of the USWMC Advisory Group. He is a wall street veteran, seasoned business executive, and serial entrepreneur with over 30-years of c-suite and board level experience. He has held responsible executive positions in the private, public, and not-for-profit sectors and has extensive experience in managing organizations and financial resources. His diverse background includes creating and operating successful businesses across multiple industries and sectors.

Roles he holds today or has held include Founder, Chairman, Chief Executive Officer, Chief Investment Officer. Mr. Vigliotti is a professional investor, fund manager, business development professional, and real estate consultant. He has coordinated and spoken at seminars and conferences in the areas of capital markets and investing, real estate, business development, and technology. He brings to extensive experience in team building, negotiations, consultation, mediation, partnering, mergers, acquisitions, raising capital, and managing financial resources.

Relevant positions include Chairman, Liberty Associates, Founder and President, Wealth Management Centers, Founder and CIO, US Wealth Management Advisors. He was an original Partner/Sr-VP of Investments, Maxim Group, Sr-VP/Private-Client Group, Investec Ernst & Co, Sr-VP/Investments, Stuart Coleman & Co, and VP of Investments, GKN Securities, Inc. He has also held senior managerial positions in Production, Appraisal and Acquisition, Business Valuation, Engineering, and Construction and been the recipient of various professional awards, including the Davis Productivity Award, Jon S. Beazley Award, Value Engineering Award, Highest Single Project Savings Award, and others.

Karl Brenza, Senior Managing Partner- Mr. Brenza is founding member of the USWMC Advisory Group. In addition to his role with the US Wealth Management Consultant Group Mr. Brenza has over 30 years of experience in investment banking and financial advisory work and significant operational and technology experience as a corporate executive. In addition to his current role with Wealth Managing Consulting, he is currently the Chief Executive Officer, Chief Financial Officer and director of Mars Acquisition Corp, a Special Purpose Acquisition Company (SPAC).

During his career, Mr. Brenza has completed over 200 transactions in the areas of strategic advisory assignments, mergers, acquisitions, reverse merger transactions, private and public financings of all types including equity, debt, convertible and equity-linked securities, private placements, IPOs, follow-on offerings, SPACs, PIPEs, and valuations/fairness opinions.

Mr. Brenza recently served as Senior Managing Director, Investment Banking for Paulson Investment Company for over three years while concurrently serving as the Head of US Operations for Jerash Holdings US, a NASDAQ-listed manufacturer of outdoor and action garments and sportswear. Previously, Mr. Brenza was Senior Managing Director and Head of the Capital Growth Advisory Group at Maxim Group, LLC for over 10 years. Other positions include Head of Investment Banking at Broadband Capital, Managing Director and Head of Industry Consolidations at Bluestone Capital and commenced his banking career at Prudential Securities. In addition, Mr. Brenza has extensive operational experience, including positions as Chief Finance Officer of a private metal components company and a public technology company, senior executive for a venture-backed Internet company and systems engineer for Raytheon Co. Mr. Brenza received an MBA with honors from Columbia Business School, a BS in Electrical Engineering from the University of Pennsylvania and has been a guest lecturer at the NYU Stern Graduate School of Business.

BIOGRAPHIES *(Continued)*

Jim Jenkins, Senior Managing Partner – Mr. Jenkins is a founding member of the USWMC Advisory Group. In addition to his role with the US Wealth Management Consultant Group, Mr. Jenkins is a General Counsel and Vice President of Corporate Development at Transcat, Inc. (NASDAQ: TRNS) and has served in that position since September 2020. At Transcat he drives its acquisition strategy. Prior to that he served as a partner at Harter Secrest & Emery LLP, a regional law firm located in New York State. His practice focused in the areas of corporate governance and general corporate law matters, including initial and secondary public offerings, private placements, mergers and acquisitions, and securities law compliance.

Mr. Jenkins currently serves as chair of Lakeland Industries, Inc. (NASDAQ: Lake) Nominating Committee and serves on its Audit and Compensation Committees. He also serves as a director of Mars Acquisition Corp. He previously served on the board of Lakeland Industries, Inc. from 2012 to 2015 and was a member of the Audit and Corporate Governance Committees. He also serves on the Board, Audit and Compensation Committees of OmniLit Acquisition Corp. (NASDAQ: OLITU), a SPAC that recently raised \$143.75 million. Mr. Jenkins joined Harter Secrest and Emery in 1989 as an associate and was elected a partner effective January 1, 1997. He is a Chambers rated attorney and served as a member of the firm's Management Committee from January 2007 to January 2013. Mr. Jenkins holds a BA from Virginia Military Institute and a J.D. from West Virginia University College of Law.

Evan Azriliant, Senior Managing Partner – Mr. Azriliant is a founding member of the USWMC Advisory Group. In addition to his role with the US Wealth Management Consultant Group In addition to his role with Wealth Management Consulting, Mr. Azriliant is the president of S & E Azriliant, P.C., a Manhattan based law practice specializing in taxation, trusts, estates, probate, real estate, and general law. He is also President and owner of Evan B. Azriliant, Esq. P.A., a professional law firm based in Coral Springs, Florida.

Mr. Azriliant serves as the Treasurer and executive council member for the Dartmouth Club/Dartmouth Alumni Association of NYC, as well as Treasurer and a board member of the Brooklyn Law School Alumni Association. He is also a Trustee of The Ideal School of Manhattan, a not-for-profit organization for children with special needs and has served for the last 6 years as the Treasurer of the Dartmouth Class of 1987. Mr. Azriliant was admitted to the New York State Bar in 1993 and the Florida State Bar in 1994. Mr. Azriliant is also an adjunct professor of mathematics at Bernard Baruch College (The City University of New York).

Mr. Azriliant has been a member of the New York State Bar Association, U.S. Tax Court, Southern and Eastern Districts of New York since 1993. He is a partner in numerous businesses, including real estate, oil & gas and private equity. He has also been involved in the production of plays and films as well as the restaurant business as an equity partner. Mr. Azriliant graduated with a BA in Mathematics for Dartmouth in 1987. He then graduated from Brooklyn Law School 1992. In addition, Mr. Azriliant received his LLM taxation degree for NYU in 1998.

SAMPLE ENGAGEMENT STRUCTURE

Each client is unique and as such, each engagement is always customized based upon the Client-Company's needs. As an example of a general client campaign structure, the assignment may include but may not be limited to the following:

PHASE I SERVICES

- Review the Company's current financing arrangements.
- Analyze the Company's operating projections and market conditions.
- Initiate due diligence along with company specific requirements preparing the company for accessing public and private markets.
- Provide the Company management with recommendations regarding methods of addressing the Company's financing needs.

PHASE II SERVICES

- Coordinate and prepare offering materials including creating and preparing the investor data room with multiple tiers of access.
- Introduce the Company to potential Investment Banking Relationships who can bring investors who may have an interest in financing the Company and will advise the Company with respect to the proposed structure, terms, and conditions of the financing.
- Help the Company prepare for and lead/participate in investor meetings, management presentations, responses to requests for data and other investor related activities.
- Assist the Company in managing the process of negotiating and closing the financing. This includes reviewing all proposals from potential financing sources, analyzing the terms of such proposals, and participating in presentations to the Company's Board of Directors regarding any proposals, as well as reviewing the transaction documentation and other closing activities.



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WEALTH MANAGEMENT CENTERS, LLC