## $180^{\circ}$ caplial <br> CORP

# Value Creation Through Constructive Activism 

Q2 2021 Shareholder Update Call

August 11, 2021

## Safe Harbor Statement

This presentation may contain statements of a forward-looking nature relating to future events. Statements contained in this presentation that are forward-looking statements are intended to be made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. These statements reflect the Company's current beliefs, and a number of important factors could cause actual results to differ materially from those expressed herein.

Please see the Company's filings with the Securities and Exchange Commission for a more detailed discussion of the risks and uncertainties associated with the Company's business, including but not limited to the risks and uncertainties associated with investing in privately held and publicly traded companies and other significant factors that could affect the Company's actual results. Except as otherwise required by Federal securities laws, 180 Degree Capital Corp. undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties.

## Summary of Q2 2021

- Increases in stock price, NAV/share, and cash + securities of public companies:
- Stock Price: \$7.40-> \$8.06 (+8.9\%)
- NAV/Share: \$10.60-> \$10.68 (+0.8\%)
- Stock Price/NAV: 70\% -> 75\%
- Cash + Securities of Public Companies*: $\$ 74.1$ million -> $\$ 78.7$ million (+6.2\%)
- 180 portfolio notes
- Public portfolio net value increased by approximately $\$ 4.4$ million from prior quarter.
- Largest increases in value: PBPB (inc. warrants) (+\$2.8 million), SNCR (+\$2.6 million), AFI (+\$0.9 million)
- Largest declines in value: QMCO (-\$1.7 million), SONM (- $\$ 1.5$ million), MVEN (- $\$ 0.8$ million)
- SNCR increased to core position and added materially to PFSW. Established 1 new starter position.
- Private portfolio net value change decreased $\$ 2.0$ million from the prior quarter.
- No material increases in value.
- Largest decreases in value: AgBiome (terms of new round of financing), HALE (financing risk)
- Petra escrow received in full ( $\$ 324 \mathrm{k}$ )
- SMA portfolio notes
- SMA portfolio net value increased by $\$ 2.7$ million.
- Through Q2 2021 total net increase of $\$ 9.5$ million, which if year end, would result in $\$ 2.85$ million in carried interest to 180.
* Net of unsettled trades as of the end of the quarters, respectively.


## Historical Trend of NAV



Note: Historical NAV shown on a 1-for-3 reverse split adjusted basis. NAV at 6/30/21 does not include potential carried interest from SMA.

## Trend of Cash and Securities of Public Companies - End of Quarter



## TURN Stock Price Discount to NAV History



## Sources of Changes in Net Assets - Q1 2021 to Q2 2021

|  |  | Public Portfolio (Net) | Private Portfolio (Net) |  |
| :---: | :---: | :---: | :---: | :---: |
|  | NAV as of 3/31/21 | \$0.42 | \$0.19 | NAV as of 6/30/21 |
| \$10.75 |  |  | \$0.15 |  |
| \$10.50 | \$10.60 |  | Operating Expenses Including <br> Bonus Accruals | \$10.68 |
| \$10.25 |  |  |  |  |
| \$10.00 |  |  |  |  |

## Sources of Changes in Net Assets - Q4 2020 to Q2 2021



## Sources of Changes in Net Assets - Q4 2016 to Q2 2021



## Public Portfolio Performance in Q2 2021

| Ticker Symbol | Total Shares Owned on 3/31/21 | Shares Purchased | Shares Sold | Total Shares on 06/30/21 | $\begin{aligned} & \text { POPPS } / \\ & \text { PPS @ } \\ & \text { 33/31/21 } \end{aligned}$ | Avg. Purchase PPS | Avg. Sale PPS | $\begin{aligned} & \text { PPS on } \\ & 6 / 30 / 21 \end{aligned}$ | Gross Investment/ Value@ 03/31/21 | Cash Invested | Cash Received From Sales | $\begin{aligned} & \text { Value @ } \\ & 06 / 30 / 21 \end{aligned}$ | Value + Cash Received | Total Net Change | \% Change |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| AFI | 927,926 | 81,287 | 502,523 | 506,690 | \$4.89 | \$4.94 | \$5.46 | \$6.19 | \$4,537,558 | \$401,775 | \$2,743,919 | \$3,136,411 | \$5,880,330 | \$940,998 | 19.1\% |
| ALTG | 693,231 | 39,450* | 240,952 | 491,729 | \$13.00 | \$13.00 | \$13.59 | \$13.29 | \$9,012,003 | \$512,850* | \$3,274,257 | \$6,535,078 | \$9,809,335 | \$284,482 | 3.0\% |
| ALTG/WS | 150,000 |  | 150,000* |  |  |  |  |  |  |  |  |  |  |  |  |
| BW | 296,681 |  | 296,681 |  | \$9.47 |  | \$8.96 |  | \$2,809,569 |  | \$2,656,866 |  | \$2,656,866 | \$(152,703) | (5.4)\% |
| ENZ | 436,201 |  |  | 436,201 | \$3.44 |  |  | \$3.17 | \$1,500,531 |  |  | \$1,382,757 | \$1,382,757 | \$(117,774) | (7.8)\% |
| LTRX | 653,103 | 387 |  | 653,490 | \$4.57 | \$5.13 |  | \$5.16 | \$2,984,681 | \$1,985 |  | \$3,372,008 | \$3,372,008 | \$385,342 | 12.9\% |
| MRAM | 348,851 | 82,282 | 100,786 | 330,347 | \$6.00 | \$5.04 | 5.76 | \$6.43 | \$2,093,106 | \$414,443 | \$580,346 | \$2,124,131 | \$2,704,477 | \$196,929 | 7.9\% |
| MVEN | 15,429,920 |  |  | 15,429,920 | \$0.7869 |  |  | \$0.7537 | \$12,958,600 |  |  | \$12,190,384 | \$12,190,384 | \$ $(768,216)$ | (5.9)\% |
| PBPB | 1,325,132 |  | 82,073 | 1,243,059 | \$5.91 |  | \$8.51 | \$7.90 | \$7,831,530 |  | \$698,205 | \$9,820,166 | \$10,518,371 | \$2,686,841 | 34.3\% |
| PBPB/WS | 80,605 |  |  | 80,605 | \$3.267 |  |  | \$4.415 | \$263,334 |  |  | \$355,839 | \$355,839 | \$92,505 | 35.1\% |
| PFSW | 105,545 | 424,783 |  | 530,328 |  | \$7.31 |  | \$7.38 | \$712,429 | \$3,103,397 |  | \$3,913,821 | \$3,913,821 | \$97,995 | 2.6\% |
| QMCO | 1,152,413 | 59,097 |  | 1,211,510 | \$8.33 | \$7.52 |  | \$6.89 | \$9,599,600 | \$444,555 |  | \$8,347,304 | \$8,347,304 | \$(1,696,851) | (16.9)\% |
| SNCR | 428,596 | 2,776,898 |  | 3,205,494 | \$3.57 | \$2.66 |  | \$3.59 | \$1,530,088 | \$7,389,523 |  | \$11,507,723 | \$11,507,723 | \$2,588,112 | 29.0\% |
| SONM | 6,045,229 | 1 | 4,138,176 | 1,907,054 | \$0.8199 | \$0.57 | \$0.58 | \$0.558 | \$4,956,483 | \$1 | \$2,413,523 | \$1,064,136 | \$3,477,659 | \$(1,478,825) | (29.8)\% |
| SYNC |  | 104,312 | 104,312 |  |  |  | \$1.13 |  | \$117,886 |  | \$117,886 |  | \$117,886 |  |  |
| SYNL | 257,888 | 65,250 |  | 323,138 | \$8.84 | \$9.65 |  | \$9.99 | \$2,279,730 | \$629,662 |  | \$3,228,149 | \$3,228,149 | \$318,757 | 11.0\% |
| Total Other |  |  |  |  |  |  |  |  | \$651,512 | \$2,706,746 |  | \$4,342,769 | \$4,342,769 | \$984,511 | 29.3\% |
| Total Public Portfolio |  |  |  |  |  |  |  |  | \$64,351,490 | \$15,604,936 | \$12,997,853 | \$71,320,676 | \$84,318,529 | \$4,362,103 |  |
| Public Portfolio Gross Total Return (Excluding Carried Interest from SMA) |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 5.9\% |
| Public Portfolio Gross Total Return (Including Carried Interest from SMA) |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 6.8\% |

Note: Past performance is not an indication or guarantee of future performance. See important disclaimers and information on slide 28.
 warrants at $3 / 31 / 21$. The exchange was cashless.

## Sources of material increases in our public portfolio in Q2 2021

- Potbelly Corporation (PBPB and PBPB/WS): Increased by $\$ 2.8$ million (+\$0.27/share).
- PBPB reported solid results for Q1 2021 with average weekly same-store sales exceeding 2019 levels beginning in April 2021.
- The company also accelerated its expectation of generating positive free cash flow to Q3 2021, with enterprise-level profitability in the second half of 2021.
- PBPB's stock increased from $\$ 5.91$ to $\$ 7.90$ (+33.7\%) in the quarter.
- We sold 82,073 shares of PBPB at an average price per share of \$8.51 during Q2 2021.
- PBPB is down 10.0\% through August 9, 2021.
- Synchronoss Technologies, Inc. (SNCR): Increased by $\$ 2.6$ million (+\$0.25/share).
- 180 actively engaged in discussing options with SNCR regarding need to refinance expensive and restrictive outstanding preferred security and making of introductions to firms that could assist in such transaction.
- B. Riley Financial successfully led a financing solution of common stock, bond and a bridge preferred security.
- 180 invested approximately $\$ 10$ million (between 180 and our managed account) in the common stock portion of the financing at \$2.60/share.
- SNCR closed on June 30, 2021, at $\$ 3.59 /$ share, $a+38.1 \%$ premium to the deal price.
- SNCR is down 17.8\% through August 9, 2021.
- Armstrong Flooring, Inc.: Increased by $\$ 941.0 \mathrm{k}$ ( $+\$ 0.09 /$ share).
- Reported continued improvement in gross margins during Q1 2021, strong bookings and sales pipeline, along with a series of price increases that the management believed would offset inflationary pressures on its cost of goods.
- CFO made material insider purchase of stock during the quarter.
- Prior to the end of the quarter, we became concerned that inflationary pressures were greater than management originally expected, which could materially impact the company's gross margins and return to profitability.
- AFI's stock increased from $\$ 4.89$ to $\$ 6.19$ (+26.6\%) in the quarter.
- We sold 502,523 shares of AFI at an average price per share of \$5.46 during Q2 2021.
- AFI is down 35.2\% through August 9, 2021.


## Largest decreases in public portfolio in Q2 2021

## - Quantum Corporation (QMCO): Decreased by $\$ 1.7$ million (-\$0.16/share).

- QMCO reported results for its fiscal fourth quarter that fell short of expectations due to shortages of one critical part required for its tape drive systems.
- The company provided guidance for its 2022 fiscal year that had a very wide range reflecting the uncertainty as to when the supply chain issue will be resolved. The company also communicated plans to invest capital into research and development.
- QMCO declined from $\$ 8.33$ to $\$ 6.89$ ( $-17.3 \%$ ) during the quarter.
- We purchased 59,097 shares of QMCO at an average price per share of $\$ 7.52$ during the quarter.
- QMCO is down 7.8\% as of August 9, 2021.
- Sonim Technologies, Inc. (SONM): Decreased by $\$ 1.5$ million (-\$0.14/share).
- Resigned as board observers in March 2021 and transitioned to a passive holder.
- Two new high quality board members appointed (Mike Mulica and Ken Naumann).
- Surprise announcement with 2020 results that the SEC investigation that was believed to be close to completion was being extended, which placed pressure on cash and led to going concern opinion.
- CEO was removed and CFO promoted to interim CEO.
- SONM declined from $\$ 0.8199$ to $\$ 0.558$ (-31.9\%) during the quarter.
- We sold 4.1 million shares of SONM at an average price per share of $\$ 0.58$ during the quarter.
- We sold the remainder of our position in the third quarter at an average price per share of \$0.43.
- Total loss on investment was approximately $\$ 1.3$ million ( $-28.7 \%$ ).


## - TheMaven, Inc. (MVEN): Decreased by $\$ 0.8$ million (-0.07/share).

- MVEN continued to make progress in getting its financial statements current with the SEC by filing its 2019 Annual Report on Form $10-\mathrm{K}$ and the first three quarters of 2020 on Form 10-Q.
- The company raised $\$ 20$ million from existing investors at a price per share of $\$ 0.70$ and completed the acquisition of TheSpun.
- The volume weighted average price per share to reach $1 \%$ of outstanding tradable stock (VWAP) declined from \$0.7869 to \$0.7357 during the quarter.
- The VWAP down 3.5\% as of August 9, 2021.


## Public Portfolio Performance in 2021 Through Q2 2021

| Ticker Symbol | Total Shares Owned on 12/31/20 | Shares Purchased | Shares Sold | Total Shares on 06/30/21 | IPO PPS/ PPS @ 12/31/20 | Avg. Purchase PPS | Avg. Sale PPS | $\begin{aligned} & \text { PPS on } \\ & 6 / 30 / 21 \end{aligned}$ | Gross Investment/ Value@ 12/31/20 | Cash Invested | Cash Received From Sales | $\begin{aligned} & \text { Value @ } \\ & 06 / 30 / 21 \end{aligned}$ | Value + Cash Received | Total Net Change | \% Change |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| AFI | 184,364 | 824,849 | 502,523 | 506,690 | \$3.82 | \$4.34 | \$5.46 | \$6.19 | \$704,270 | \$3,579,414 | \$2,743,919 | \$3,136,411 | \$5,880,330 | \$1,596,646 | 37.3\% |
| ALTG | 693,231 | 39,450* | 240,952 | 491,729 | \$9.88 | \$7.59 | \$13.59 | \$13.29 | \$6,849,122 | \$299,250* | \$3,274,257 | \$6,535,078 | \$9,809,335 | \$2,660,963 | 37.2\% |
| ALTG/WS | 150,000 |  | 150,000* |  |  |  |  |  |  |  |  |  |  |  |  |
| BW |  | 340,000 | 340,000 |  |  | \$5.85 | \$8.79 |  |  | \$1,989,000 | \$2,987,380 |  | \$2,987,380 | \$998,380 | 50.2\% |
| ENZ |  | 746,339 | 310,138 | 436,201 |  | \$3.00 | \$4.51 | \$3.17 |  | \$2,239,233 | \$1,397,842 | \$1,382,757 | \$2,780,599 | \$541,366 | 24.2\% |
| LTRX | 745,754 | 109,737 | 202,001 | 653,490 | \$4.44 | \$4.82 | \$5.51 | \$5.16 | \$3,311,148 | \$528,684 | \$1,112,013 | \$3,372,008 | \$4,484,021 | \$644,188 | 16.8\% |
| MRAM |  | 547,889 | 217,542 | 330,347 |  | \$5.58 | \$6.07 | \$6.43 |  | \$3,055,657 | \$1,321,537 | \$2,124,131 | \$3,445,668 | \$390,010 | 12.8\% |
| MVEN | 15,429,920 |  |  | 15,429,920 | \$0.5768 |  |  | \$0.7537 | \$9,695,669 |  |  | \$12,190,384 | \$12,190,384 | \$2,494,715 | 25.7\% |
| PBPB | 1,268,099 | 201,514 | 226,554 | 1,243,059 | \$4.40 | \$3.80 | \$6.83 | \$7.90 | \$5,579,636 | \$765,149 | \$1,548,214 | \$9,820,166 | \$11,368,380 | \$5,023,596 | 79.2\% |
| PBPB/WS |  | 80,605 |  | 80,605 |  | \$2.79 |  | \$4.415 |  | \$224,849 |  | \$355,839 | \$355,839 | \$130,990 | 58.3\% |
| PFSW |  | 530,328 |  | 530,328 |  | \$7.13 |  | \$7.38 |  | \$3,780,312 |  | \$3,913,821 | \$3,913,821 | \$133,509 | 3.5\% |
| QMCO | 1,484,955 | 59,097 | 332,542 | 1,211,510 | \$6.12 | \$7.52 | \$8.68 | \$6.89 | \$9,087,925 | \$444,555 | \$2,887,218 | \$8,347,304 | \$11,234,522 | \$1,702,042 | 17.9\% |
| SNCR | 291,890 | 2,968,882 | 55,278 | 3,205,494 | \$4.70 | \$2.72 | \$5.21 | \$3.59 | \$1,371,883 | \$8,086,291 | \$288,134 | \$11,507,723 | \$11,795,857 | \$2,337,683 | 24.7\% |
| SONM | 6,045,229 | 1 | 4,138,176 | 1,907,054 | \$0.724 | \$0.57 | \$0.58 | \$0.558 | \$4,376,746 | \$1 | \$2,413,523 | \$1,064,136 | \$3,477,659 | \$ 899,088$)$ | (20.5)\% |
| SYNC | 1,744,640 | 72,028** | 1,816,668 |  | \$1.43 |  | \$2.20 |  | \$2,486,520 |  | \$3,996,671 |  | \$3,996,671 | \$1,510,151 | 60.7\% |
| SYNL | 99,460 | 223,678 |  | 323,138 | \$7.80 | \$9.56 |  | \$9.99 | \$775,788 | \$2,137,488 |  | \$3,228,149 | \$3,228,149 | \$314,873 | 10.8\% |
| Total Other |  |  |  |  |  |  |  |  | \$1,473,082 | \$5,400,722 | \$3,854,632 | \$4,342,769 | \$8,197,401 | \$1,323,597 | 19.3\% |
| Total Public Portfolio |  |  |  |  |  |  |  |  | \$45,711,789 | \$32,530,605 | \$27,825,339 | \$71,320,676 | \$99,146,015 | \$20,903,621 |  |
| Public Portfolio Gross Total Return Excluding Carried Interest from SMA |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 35.9\% |
| Public Portfolio Gross Total Return Including Carried Interest from SMA |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 40.8\% |

Note: Past performance is not an indication or guarantee of future performance. See important disclaimers and information on slide 28.

* During the Q2 2021 150,000 warrants for the purchase of common stock of ALTG were exchanged for 39,450 shares of common stock of ALTG. Cash invested reflects the value of the warrants at 12/31/20. The exchange was cashless.
${ }^{* *}$ Vesting of RSUs and stock options upon the sale of the company.


## Public Portfolio Performance End Q4 2016 to Q2 2021



Note:. Past performance is not an indication or guarantee of future performance. See next slide for important disclaimers and information.

## 180 Historical Individual Investment Performance Through Q2 2021



Investment Ticker Symbol / Cash Invested
U Unrealized Gain/(Loss)
Realized Gain/(Loss)
Note:. Past performance is not an indication or guarantee of future performance. Amounts above are net unrealized and realized returns per investment and do not include allocation of expenses or other items. Investments shown include all publicly traded investments managed by the current management of 180 since the company's business transition in 2017 to investing in publicly traded companies. The starting value for any publicly traded investments as of the beginning of 2017 that are included in the return calculations are as of that starting date. Realized portion of the returns include dividends received, if any.

- TST realized return includes $\$ 642,000$ of realized carried interest from TST SPV.
- MVEN unrealized gain includes $\$ 838,000$ in accrued partial liquidated damages plus interest due for not being up to date with filings with the SEC.
- MRSN completed an IPO in June 2017 at $\$ 15.00$. This analysis measures the performance of MRSN stock using the IPO price as the starting value. MRSN was an investment of 180 as a privately held company.
- "Other" refers to positions that have not yet been disclosed publicly, ETF option trades and/or immaterial warrant or other positions.
- Cash invested amounts include values of IOTS ( $\$ 3.3 \mathrm{~m}$ ) and ENUM $(\$ 1.0 \mathrm{~m})$ as of December 31, 2016, and MRSN at IPO ( $\$ 4.4 \mathrm{~m}$ ) plus additional capital invested, if applicable.


## Public Portfolio Gross Total Return and NAV vs. Market Indices

|  | Quarter | YTD | 1 Year | 3 Year | Inception to Date |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | Q2 2021 | Q4 2020- |  |  |  |
| Q22021 | Q2 2020- <br> Q2 2021 | Q2 2018- | Q4 2016-Q2 2021 |  |  |
| TURN Public Portfolio <br> Gross Total Return (Excluding <br> SMA Carried Interest) | $5.9 \%$ | $35.9 \%$ | $79.5 \%$ | $114.1 \%$ | $377.9 \%$ |
| TURN Public Portfolio <br> Gross Total Return (Including <br> SMA Carried Interest) | $6.8 \%$ | $40.8 \%$ | $93.6 \%$ | $130.9 \%$ | $382.3 \%$ |
| Change in NAV | $0.8 \%$ | $15.1 \%$ | $31.9 \%$ | $22.3 \%$ | $52.1 \%$ |
| Russell Microcap Index | $4.1 \%$ | $29.0 \%$ | $75.7 \%$ | $49.9 \%$ | $88.0 \%$ |
| Russell Microcap Value Index | $3.2 \%$ | $34.9 \%$ | $85.5 \%$ | $40.4 \%$ | $73.7 \%$ |
| Russell 2000 | $4.3 \%$ | $17.5 \%$ | $62.0 \%$ | $46.2 \%$ | $80.4 \%$ |

Note: Past performance is not an indication or guarantee of future performance. Amounts above are gross total returns. 180 Degree Capital Corp. ("180") is an internally managed registered closed-end fund and does not have an external manager that is paid fees based on assets and/or returns. 180 also has a material portion of its investment portfolio in legacy privately held investments and these privately held investments generate expenses that would otherwise not be incurred by 180 if it did not hold these private investments. Please see its filings with the SEC for information on its expenses and expense ratios. Total returns are calculated compounding quarterly, as applicable. Change in NAV in Q2 2021 does not include potential 2021 year-end carried interest from the separately managed account.

## Contribution of Change of Indices in Q2 2021 by Sector


(1) 0 bps attributable to residual contributions

## Russell Microcap Value Index <br> +3.2\%

| Portfolio Weight | Sector | Contribution to Change ${ }^{(2)}$ (bps) |
| :---: | :---: | :---: |
| 19.4\% | Consumer Discretionary | 2.32 |
| 31.1\% | Financials | 0.63 |
| 5.2\% | Energy | 0.41 |
| 4.1\% | Real Estate | 0.40 |
| 13.3\% | Industrials | 0.33 |
| 10.9\% | Health Care | 0.32 |
| 3.9\% | Communication Services | 0.29 |
| 4.4\% | Materials | 0.14 |
| 0.6\% | Utilities | 0.05 |
| 5.4\% | Information Technology | 0.01 |
| 1.8\% | Consumer Staples | -0.08 |

(2) (158) bps attributable to residual contributions

180 Gross Total Return
(Ex. Carried Interest) +5.9\%

| Portfolio <br> Weight ${ }^{(3)}$ | Sector | Contribution <br> to Change <br> (bps) |
| :---: | :---: | :---: |
| $15.7 \%$ | Consumer <br> Discretionary | 4.02 |
| $12.4 \%$ | Industrials | 1.45 |
| $4.7 \%$ | Materials | 0.52 |
| $19.1 \%$ | Communication <br> Services | 0.08 |
| $-\%$ | Energy <br> $-\%$ | Consumer <br> Staples |
| $-\%$ | Financials | 0.00 |
| $-\%$ | Utilities <br> Real Estate | 0.00 |
| $1.8 \%$ | Information <br> Technology <br> Health Care | -0.00 |

(3) $9 \%$ attributable to cash.

## Cash + Public vs. Private Portfolio Percentages

Q4 2016

73.1\%

Q4 2017


Q4 2020
Q1 2021
Q2 2021


Private Portfolio
Cash + Public Portfolio

## Level 1 Engagement: PFSweb, Inc. (PFSW)

## PFSW Company Profile

PFSweb, Inc. (NASDAQ: PFSW) is a global commerce services company that manages the customer shopping experience for major branded manufacturers and retailers through two business segments, LiveArea Professional Services ("LiveArea") and PFS Operations.

- PFS Operations provides services to support or improve the physical, post-click experience, such as logistics and fulfillment, customer care, and order-to-cash services including distributed order orchestration and payment services. PFS Operations generated $\$ 25 \mathrm{~mm}$ in adjusted EBITDA on $\$ 197 \mathrm{~mm}$ in revenue* during FY20.
- LiveArea is a global customer experience and e-commerce agency, providing a comprehensive set of digital agency services to support, develop and improve business-tobusiness, business-to-consumer, and business-to-business-to-consumer customer experiences both online and in-store. LiveArea generated $\$ 82 \mathrm{~mm}$ in revenue* and $\$ 11.5 \mathrm{~mm}$ in adjusted EBITDA for FY20.

PFSW announced the sale of the company's LiveArea business segment on July 6, 2021 to Merkele for $\sim \$ 250 \mathrm{~mm}$. Prior to the sale, management's guidance for FY2O20 was for moderate growth in both segments with consensus estimates at:

- Revenue-FY20:\$258m* -> FY20 Est.: \$280m*
- EBITDA-FY20: \$19m -> FY21 Est.: \$21.4m


## Investment Thesis

PFSW faced headwinds during the early phases of the COVID-19 pandemic driven by quarantine mandates, cautionary discretionary spending and uncertainty on future activity / financial standing of retail partnerships. As the pandemic progressed, the shift towards online/e-commerce activity led to unprecedented volumes and order activity for PFSW's order fulfillment and online-brand building capabilities.

Our team's diligence led us to believe that, on a standalone basis, the valuation of the LiveArea segment was $1.8 x-2.5 x$ $\mathrm{EV} /$ sales and the PFS Operations segment was roughly $8-12 x$ EV/EBITDA. We believed that the consolidated valuation of PFSW was significantly discounted when compared with a segment-based, sum-of-the-parts approach. Both PFS Operations and LiveArea operate under separate leadership structures. We also believed that management activity (cost controlling, segment reporting, team appointments) hinted at plans for the company to seek a sale of each business.

180's cost basis in PFSW is approximately $\$ 7.13$ per share, for an implied fully diluted enterprise value of approximately $\sim \$ 186 \mathrm{~mm}$. Using an estimated multiple to revenue of $1.8 x$ for the LiveArea business, we believed it could be valued at \$6.00-6.60 per share based on 2020 actual and 2021 estimated revenue, respectively. Using an estimated multiple to EBITDA of $8 x$ for the PFS Operations business, we believed it could be valued at \$4.60-5.28 per share based on 2020 actual and 2021 estimated EBITDA, respectively. This sum of the parts analysis yields our estimated value of PFSW on a combined basis of \$10.60-11.88 per share. On July 6, 2021, PFSW announced the sale of its LiveArea business to Merkle for $\$ 250$ million ( $3 \times 2021$ revenue and $2.7 \times 2021$ estimated revenue). The company estimates net proceeds will be \$185-200 million, or \$8.22-8.88 per share. This transaction increased our estimated value of PFSW to \$12.82-14.16 per share.

## PFSW Trading History and Key Events


information is included for illustration purposes only.

## Level 3 Engagement: Synchronoss Tech. (SNCR)

## SNCR Company Profile

Synchronoss Technologies, Inc (NASDAQ:SNCR) is a provider of software platforms and solutions that drive revenue growth and consumer engagement for global network operators and service, particularly in the telecom industry SNCR classifies its offerings into three main business segments:

- Cloud (56\% of revenue)- private-label personal cloud storage business for network operators that generates revenue through carrier subscriptions
- Messaging (25\% of revenue) - core whitelabel e-mail offerings and RCS advanced messaging platform that generates revenue through advertisements, licensing and hosting services
- Digital (19\% of revenue) - suite of products for carriers that include wireless customer activation services and network management platforms

Following the closing of the recapitalization transaction, SNCR provided updated FY 2021 guidance for revenue of $\$ 275 \mathrm{~m}-\$ 285 \mathrm{~m}$ and EBITDA of $\$ 32 \mathrm{~m}-\$ 37 \mathrm{~m}$. Revenue is expected to improve sequentially qoq and profitability margins are expected to improve and drive yoy EBITDA growth despite the expected decline in revenue:

- Revenue-FY20:\$292m -> FY21 Est.: \$280m
- EBITDA-FY20: \$28m -> FY21 Est.: \$33m


## Investment Thesis

In early 2017, SNCR acquired Intralinks Holdings, Inc. to broaden the company's product offering into the enterprise data collaboration market while simultaneously divesting a large portion of its carrier activation business to Sequential Technology International, LLC. The transaction processes resulted in SNCR falling behind on reporting requirements, triggering a debt default and share suspension in Q1 2017. To solve the issue, SNCR ultimately sold Intralinks to Siris Capital Group and issued $\$ 185 \mathrm{~mm}$ in $14.5 \%$ convertible preferred in conjunction with the deal.

180 believes that the preferred security has been an overhang for investors that has overshadowed the company's turnaround progress. Current CEO Jeff Miller joined SNCR in 2018 and was appointed as interim CEO in September 2019 following the departure of previous CEO Glenn Lurie. Since the management turnover, our team became more actively engaged in discussing options with SNCR regarding the need to refinance the preferred security, including introductions to firms that could assist in such transaction. On June 30, 2021, SNCR closed a three-part financing, led and backstopped by B Riley Financial, to clean up its balance sheet and remove the preferred security. The deal involved a $\$ 100 \mathrm{~m}$ common equity offering, $\$ 125 \mathrm{~m}$ senior note offering and $\$ 75 \mathrm{~m}$ preferred offering with proceeds being deployed to fully redeem the outstanding preferred. 180 invested approximately $\$ 10$ million (between 180 and our managed account) in the common stock portion of the financing at $\$ 2.60 /$ share.

Prior to the transaction, SNCR traded for $\sim 1.5 x$ EV/TTM Sales vs peers that traded in the $\sim 3.0 x$ range. We believe that this transaction will provide the flexibility for management to continue its growth strategies, particularly in the cloud segment, and that right-sizing its cost structure will lead to a material improvement in profitability. We currently believe that these initiatives, along with the simplified capital structure, provide the runway needed to narrow the peer group discount and that shares of SNCR are worth upwards of $\$ 5.00$ per share.

## SNCR Trading History and Key Events



## Private Portfolio Status - Top Ten Investments by Value

## Top Ten Private Portfolio Holdings by Value

| Portfolio Company | Value as of 3/31/21 | Value as of 6/30/21 | Change | \% of Net Assets |
| :---: | :---: | :---: | :---: | :---: |
| AgBiome, LLC | \$13,361,436 | \$12,142,484 | \$(1,218,952) | 12.1\% |
| Petra Milestone Rights | \$5,913,066 | \$5,934,205 | \$21,139 | 5.3\% |
| TARA Biosystems, Inc. | \$3,084,414 | \$3,091,275 | \$6,861 | 2.8\% |
| HALE.life Corporation | \$3,635,841 | \$2,450,585 | \$(1,185,256) | 3.3\% |
| Seaport Diagnostics, Inc. | \$2,280,459 | \$2,262,244 | \$(18,215) | 2.1\% |
| Nanosys, Inc. | \$1,990,631 | \$2,098,172 | \$107,541 | 1.8\% |
| D-Wave Systems, Inc. | \$1,258,567 | \$1,635,690 | \$377,123 | 1.1\% |
| EchoPixel, Inc. | \$1,465,396 | \$1,406,990 | \$(58,406) | 1.3\% |
| Black Silicon Holdings, Inc. | \$1,070,740 | \$1,007,596 | \$(63,144) | 1.0\% |
| Magnolia Neurosciences Corporation | \$871,862 | \$874,837 | \$2,975 | 0.8\% |

## Q2 2020 to Q2 2021 Actual Comparison

| Expenses | $\begin{aligned} & \text { Q2 } 2020 \\ & \text { (Actual) } \end{aligned}$ | Q2 2021 <br> (Actual) | Difference | \% |
| :---: | :---: | :---: | :---: | :---: |
| Total Personnel Related | \$414,231 | \$409,856 | \$(4,375) | (1)\% |
| Total Admin \& Ops Expenses | 104,895 | 59,817 | $(45,078)$ | (43)\% |
| Total Professional Fees | 219,768 | 130,728 | $(89,040)$ | (41)\% |
| Total Office Rent | 6,837 | 6,837 | 0 | 0\% |
| Total Insurance Expense | 60,744 | 77,451 | 16,707 | 28\% |
| Directors Fees | 62,919 | 71,250 | 8,331 | 13\% |
| Bank Custody | 4,527 | 5,753 | 1,226 | 27\% |
| Depreciation | 1,273 | 1,873 | 600 | 47\% |
| BD Expenses | 18,291 | 19,588 | 1,297 | 7\% |
| Total Operating Expenses | \$893,485 | \$783,153 | \$(110,332) | (12)\% |

## Day-to-Day Expense Ratio Comparison



* Is net of sublease income of \$135,000 and excludes one-time benefit of \$190,000 related to forfeited restricted stock in 2017 and $\$ 1$ million in restructuring expenses.
** Is net of sublease income of approximately $\$ 250,000$ in each year, respectively.
*** Calculation based on average net assets and end of year assets, respectively, as of June 30, 2021.


## Estimated Total Compensation Expense Comparison

## Total Compensation as Percentage of <br> Average Net Assets***



Change in NAV and total compensation expense percent of NAV in 2017, 2019 and 2020 includes year-end bonuses of $\$ 1.2$ million, $\$ 2.8$ million and $\$ 740,000$, respectively, a portion of was deferred and payable based on board-defined metrics in subsequent two years. The deferred portion from 2017 was paid in full in 2018 and 2019, and the first half of the deferred portion in 2019 was paid in 2020.
** Percentages based on data as of June 30, 2021, and includes an accrual for potential year-end bonuses. Actual year-end results may be materially different.
*** Percentage excluding bonuses is based on average net assets during the year. Percentage including year-end bonuses is based on net assets at the end of each year.

## Sum of the Parts of TURN

|  | Based on Stock Price <br> as of August 9, 2021 | Based on Stock Price as <br> of June 30, 2021 | Based on Stock Price as <br> of March 31, 2021 |
| :--- | :---: | :---: | :---: |
| Stock Price | $\$ 7.53$ | $\$ 8.06$ | $\$ 7.40$ |
| Value of Publicly Traded Portfolio <br> Companies Per Share* <br> Cash Per Share** | $\$ 6.17$ | $\$ 6.88$ | $\$ 6.20$ |
| Net Other Non-Investment Assets Per <br> Share | $\$ 1.08$ | $\$ 0.71$ | $\$ 0.94$ |
| Pro Rata Portion of Est. 2021 Carried <br> Interest*** | $\$ 0.13$ | $\$ 0.03$ | $\$ 0.07$ |
| Total Liabilities Per Share**** <br> Total Non-Private Portfolio Net Assets <br> Per Share | $\$(0.28)$ | $\$ 0.14$ | $\$ 0.05$ |
| Remaining Per Share Value Ascribed to <br> Private Portfolio <br> Private Portfolio Value Per Share | $\$ 7.13$ | $\$ 0.28)$ | $\$(0.20)$ |
| Effective Market Value Per Share / <br> Value of Private Portfolio Per Share | $\mathbf{\$ 3 . 3 4}$ | $\$ 0.58$ | $\$ 7.06$ |

* Includes accrued partial liquidating damages of approximately $\$ 838,000$ from MVEN, an increase of $\$ 22,000$ from the prior quarter.
** Net of unsettled trades as of the end of each period.
${ }^{* * *}$ Carried interest is paid annually and is not included in NAV as of June 30, 2021. One half of the estimated annual carried interest is included in this table for illustrative purposes only. Actual carried interest once determined at the end of 2021 may be materially different than the amount listed in this table.
${ }^{* * * *}$ Includes accrual of $\$ 1.3$ million for the first half portion of a potential 2021 bonus and $\$ 450 \mathrm{k}$ of 2019 and 2020 deferred bonus. Actual 2021 bonus and a decision on payment of the deferred bonuses from prior years will be determined by the Compensation Committee at the end of 2021, and may be materially different than the pro rata portion included in liabilities as of June 30, 2021.


## Scorecard Analysis as of June 30, 2021

|  | June 30,2021 | Change From <br> December 31, 2020 |
| :--- | :---: | :---: |
| Stock Price | $\$ 8.06$ | $21.0 \%$ |
| NAV / Share | $\$ 10.68$ | $15.1 \%$ |
| Cash + Public Portfolio Value | $\$ 78.7$ million | $31.8 \%$ |
| Private Portfolio Value | $\$ 34.6$ million | $(10.6 \%)$ |
| Cash + Public Portfolio Value / NAV | $71.0 \%$ | 906 bps |
| Stock Price / NAV | $75.5 \%$ | 370 bps |
| Full Year Actual Expenses ${ }^{(1)}$ | $\$ 3.4$ million | $\$ 300,000$ |
| Additional Third-Party Capital ${ }^{(2)}$ | $\$ 45.0$ million | $30.4 \%$ |

(1) The NAV/share as of December 31, 2020, includes deferred bonus compensation from 2019 and bonus compensation in 2020. The NAV/share as of June 30, 2020, includes deferred bonus compensation from 2019 and 2020, and an accrual for potential bonus in 2021.
(2) Based on values of SPV and separately managed account on each date. For the SPV, the amount included at June 30, 2021, is the final distribution amount as the SPV was liquidated in Q2 2021.


Kevin M. Rendino
kevin@180degreecapital.com

Daniel B. Wolfe
daniel@180degreecapital.com

## Public Portfolio Performance Disclaimers and Information

Note:. Past performance is not an indication or guarantee of future performance. Amounts above are gross unrealized and realized returns. 180 Degree Capital Corp. ("180") is an internally managed registered closed end fund and does not have an external manager that is paid fees based on assets and/or returns. 180 also has a material portion of its investment portfolio in legacy privately held investments. Please see its filings with the SEC for information on its expenses and expense ratio. Value+cash received includes dividends, if any. Portfolio company specific notes:

- MVEN: 180 owns convertible preferred securities of MVEN that will convert into 15 million shares of common stock upon amendment of MVEN's articles of incorporation. MVEN value includes $\$ 838,000$ in partial liquidated damages owed to 180 as of June 30, 2021.
- MRSN: Completed an IPO in June 2017 at $\$ 15.00$. This analysis measures the performance of MRSN stock using the IPO price as the starting value. MRSN was an investment of 180 as a privately held company.
- SYNC: Includes the value of restricted stock during the period, but not unvested restricted stock or stock options granted to Kevin Rendino for service on the SYNC board of directors. Mr. Rendino assigned all economic benefit and voting rights for these securities to 180 Degree Capital Corp.
- TST: Completed a distribution of $\$ 1.77$ per post-split share on April 22, 2019 and additional distributions in August 2019 and February 2020. No shares of TST were sold during the period and inclusion of the shares in the sold column represents the close out of the investment following the final distribution. Cash received from sales includes $\$ 638,000$ of realized carried interest from TST SPV Series.
- "Other" refers to positions that have not yet been disclosed publicly, ETF option trades and/or immaterial warrant or other positions.

