



ATLAS

COMMERCIAL CONSULTING

Business Matching - Market Entry
Sales & Marketing Outsourcing

**Conceptual Draft
for**

**Pop up Retail & Restaurant
Spaces Concept**

**FIRST.
EDITION**

A stylized graphic element consisting of a vertical bar on the left with three horizontal bars extending from it, and a vertical line on the right with a small horizontal bar at the top, resembling a bar chart or a stack of blocks.

"Illuminating Revenue Streams"

TABLE OF CONTENTS

PAGE

ABOUT US

- SERVICES 1
- INDUSTRY SECTOR FOCUS

FIRST EDITION INTRODUCTION

- TARGET MARKETS 2

THE UNIQUE SELLING POINTS OF FIRST EDITION

- VALUE ADDED SERVICES 3 - 5
- STRATEGIC MEDIA, ANCHOR AND FEEDER PARTNERS

BUSINESS MODEL OVERVIEW

- SITE TYPES
- REVENUE STREAMS
- VALUE CHAIN 6 - 10
- START UP COSTS
- CASH FLOW PROJECTION

RISKS & RISK MITIGATION

11

POST SCRIPT

- PATRON JOURNEY FIRST EDITION RESTAURANT
- OPERATOR JOURNEY FIRST EDITION RESTAURANT 12 - 14
- CLOSING STATEMENT
- CONTACT

MARC F. CANTACUZENE

Director Digital Media Marketing &
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Atlas Commercial Consulting is a Business Development consultancy based in Bangkok, Thailand.

Our dedicated team is focused on delivering tailor made Business Matching, Market Entry & Opportunity Marketing services.

We have a core ethos of fully understanding your market objectives and opportunity delivering a detailed solution, which aims to save you resources, connect with strategic partners and illuminate revenue streams.

ANDREW. DAVIES

Managing Director
Group & Thai Operations



SERVICES

- Business Matching - Product/service - JV Investment
- Market Entry - Inbound Thai
- Concept Development
- Opportunity Marketing

INDUSTRY SECTOR FOCUS

- B2B
- B2C
- FMCG - RETAIL
- F & B - HOSPITALITY
- MANUFACTURING



INTRODUCTION

First Edition will be a selection of turn key retail and restaurant locations, offering potential operators flexible short-term rental at high value locations such as malls or primary street high foot fall locations or sites selected for the suitability of showcasing particular brands, products or services.

This concept aims to make the modern “pop up” experience hassle free offering fully equipped and staffed locations in Bangkok. With the First Editions team offering a range of value added services which focus on brand management, operations, and Marketing services.

First Edition will be an evolution in the “pop up” service sector and natural extension of Atlas Commercial Consulting’s Market Entry, Business Matching and Opportunity Marketing services.

Atlas Commercial Consulting and potential equity partners will assume the liability of monthly rents paid to landlords and adding a 45% - 55% mark up on the square meter cost of any rental - There can also be several other revenues streams as will be demonstrated in this conceptual draft.

TARGET MARKETS - OPERATORS

First Edition will put an emphasis on actively seeking the most suitable operators as sub-tenants for any given space, ultimately Atlas Commercial Consulting wants to acquire medium or long term residual revenue generation and asset building as a direct result of the operators involvement with First Edition - This will be elaborated in the section titled “The value chain” below is an indication of target markets.

- Thai start ups
- Established Thai brand operators seeking to test a new location
- Established foreign brand operators seeking to enter the Thai Market
- Strategic Media, Anchor and Feeder partners
- General exhibitors E.G. Artists, product launches, and symposiums

THE UNIQUE SELLING POINTS OF FIRST EDITION

- Lower cost of Market Entry site rentals can be offered by the day, week or month - Providing the opportunity to test a product in the Thai Market
- The operator does not have to assume the liability of a “locked in” lease
- Turn key staffed and equipped sites
- Real world consumer feedback and test market data in the nations capital

BRAND EXPRESSION



A pop up location is typically blank/neutral in décor giving the operator a blank canvas to showcase their brand.

First Edition will augment this opportunity with our range of valued added services.

CONVENIENCE



Where First Edition will really shine is offering restaurant spaces which are fully equipped both front and back of house.

- Typical commercial kitchen set up
- POS system
- Tableware
- Furniture
- Staff

THE UNIQUE SELLING POINTS OF FIRST EDITION

Our team have personal first hand experience of creating pop ups for clients as well as being individual F & B or retail operators - We know the process can be a lot hard work just for a short-term showcase.

First Edition will make the process hassle free giving the operator great convenience and support.

Their experience will be not only a “end to end” service assisting with operational needs but also value added commercial partnerships and sponsors to help drive awareness to their “pop up” and provide unique guest/patron experiences.

VALUE ADDED SERVICES



OPERATIONS

- POS systems
- Logistics
- Shop fitting & design
- Rental of specialist equipment
- Selection of retail display
- Business set up and administration

MARKETING

- Pre-launch promotion
- Pre-launch marketing planning
- Media partnerships
- Cross partnership promotion
- Listing on Atlas/First Edition websites “opportunities” pages
- Business Matching
- Co- branding partners E.G Furnishings sponsored by Ikea or a bar sponsored by John Walker



STRATEGIC MEDIA, ANCHOR AND FEEDER PARTNERS

This is a key element in the Business model and unique selling point of the First Edition concept for both equity partners and operators.

The partners will be involved with the concept on the terms below or a combination thereof.

- Cash sponsorship
- Sponsorship in kind for goods and services
- Promotion to acquire operators

The objective of the partnerships is not only to generate revenue for First Edition but to leverage existing partner marketing channels on behalf of the operators - Adding tangible value and justifying the pricing of the service.

With First Edition nearly anything on the site can be sponsored and general terms will be an annual package of benefits.

PARTNER EXAMPLES**ANCHOR PARTNERS****FURNISHINGS & DÉCOR**

Ikea

BAR

Diego Moet Hennessy

POS & MERCHANT SERVICES

Casio

STAFF UNIFORM

H & M - Uniqlo

FEEDER PARTNERS**TRADE SHOW OPERATOR**

Kavin Intertrade - UBM

CHAMBER OF COMMERCE

British Chamber of Commerce

MEDIA

Blue Mango - GM

SKILLS & CULINARY

Dusit Culinary School

BUSINESS MODEL OVERVIEW

The First Edition Business model, will be based upon providing fully serviced pop up sites and marking up the square meter price of the original rent- This will be classed as the primary revenue stream as well as residual and supplemental revenue streams.

As an entity First Edition will assume the liability of directly leasing 10 locations with 5 being F & B and 5 being retail these will be the company "flagships" - The successful management of those locations will allow First Edition to seek further income via acting only as listing and booking agent for landlords without assuming the liability of acquiring leases.

A medium term objective is that revenue generated from all sites will be used to acquire real-estate, operational sub contractors, and other assets which can be leveraged against for Venture Capital and Private Equity activity as the company expands.

Due to First Edition having a Market Entry focus via Atlas Commercial Consulting to bring new brands into Thailand and the exportation Thai brands to foreign markets - This will allow for the opportunity of brand acquisition, development and then eventual sale.

There will come a point of saturation in any given locality which can only support a limited amount of First Editions, therefore there will be an emphasis at later stages of the companies development on acquiring other revenue generating assets.

SITE TYPES

RETAIL

Mall sub 50 - 100 sqm

Mall 100 - 200+ sqm

Mall Small sub 30 sqm

On public main road shophouse

BTS Kiosk

Outdoor - Exhibition

RESTAURANT

Mall sub 50 - 100 sqm

Mall 100 - 200+ sqm

Stand lone site 50 - 100 sqm

Stand alone site 100 - 250 sqm

Mall kiosk

BTS kiosks

REVENUE STREAMS

There will be an acceptable limit to how much First Edition can mark up any given square meter rental price, so it is imperative that additional revenue streams are structured from the outset - On the execution of a full Business plan these will be refined and general overview is indicated below.

REVENUE STREAMS

PRIMARY

NOTES

- | | |
|---------------------------------------|-------------------------------|
| 1. Subletting & square meter mark up | 45% - 55% of original rent |
| 2. Partner Sponsorships | 5+ million baht per annum |
| 3. Fees from booking non-liable sites | 20% - 30% of landlords rental |

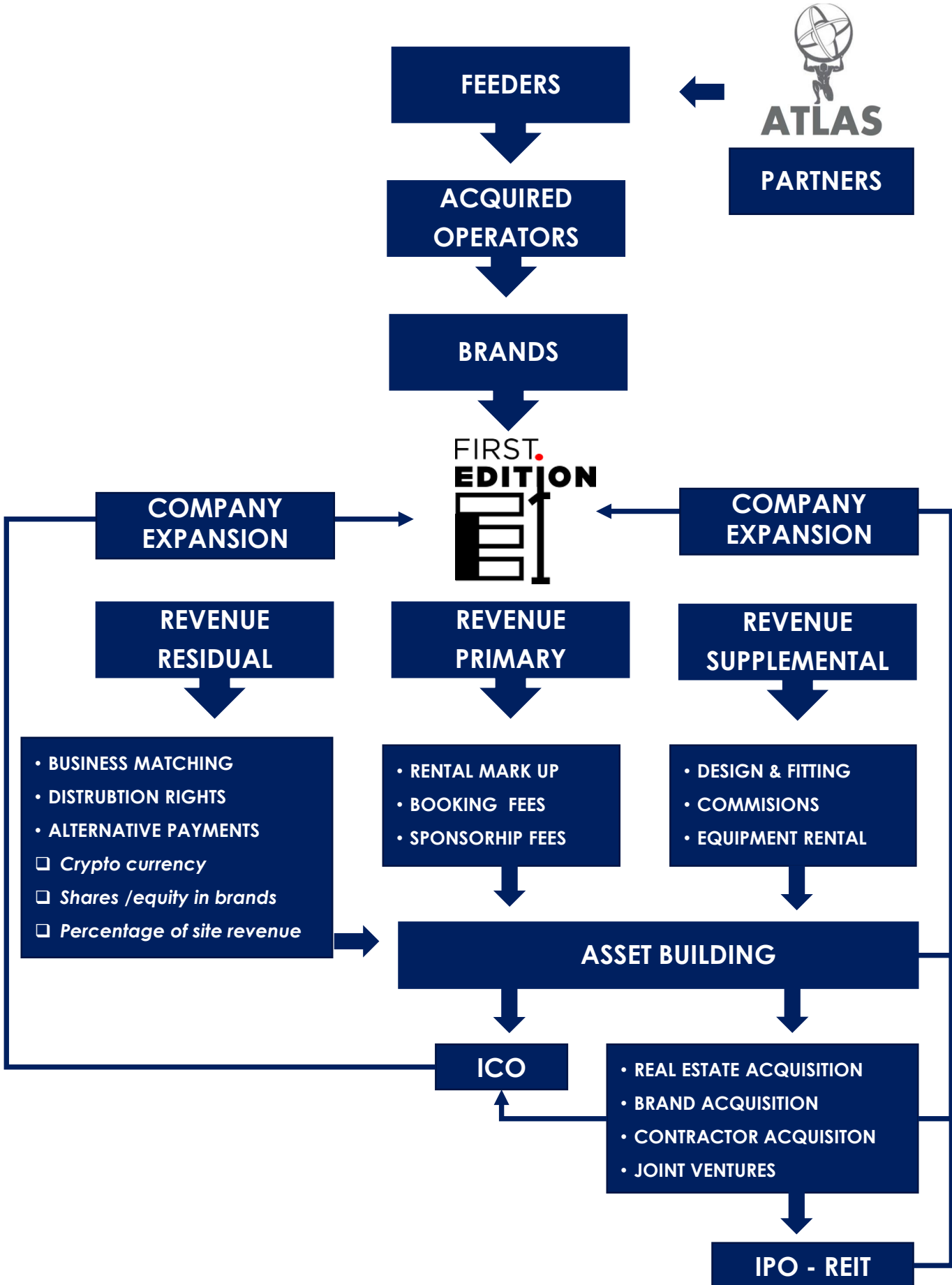
SUPPLEMENTAL

- | | |
|---|--|
| 1. Shop fitting & design service | |
| 2. Rental of specialist equipment | |
| 3. Commissions from landlords | In the instance of an operator having considerable success at a site and wishes to take over the lease First Edition shall request a fee TBA from the landlord |
| 4. Commissions from sale of partners goods or services sold | |

RESIDUAL

- | | |
|--------------------------------|--|
| 1. Business matching fees | |
| 2. Distribution rights | |
| 3. Accepting crypto currencies | A percentage of fee can be paid in crypto currency or tokens |

VALUE CHAIN



ESTIMATED START UP COSTS

At present First Edition is in the conceptual stage and requires full Business planning and due diligence.

Preliminary costings have been acquired to provide any equity partner with an approximate amount of capital required to start operations

For the sake of simplicity the total amount of leased space will be rounded to 1000 sqm or 100 sqm for each of the 5 retail and 5 restaurant spaces.

CAPITAL USE	COST THB	NOTE
Core staff - Pre launch Planning (3 Months)	975,000.00	In this crucial period the First Edition team will select the best possible sites and gauge concept interest via pre-booking registrations with a set KPI - This data will be the final foundation of how many leases are acquired.
<ul style="list-style-type: none"> • 1x Real-Estate Manager • 2 x Research & Feasibility • 2 X Marketing 		
Company Incorporation & Bank account set up	70,000.00	Plus registered capital
Rental company office	60,000.00	Shophouse can be used as store
Pre launch Marketing budget	1,000,000.00	
Accounting Manager Core staff - salary 3 months	210,000.00	
Initial leases	3,771,730.00	Monthly liability all sites 1257250 thb 1000 sqm @1257.48 thb per sqm 3 months rental advance
Legal fees contracts for leases	188,000.00	
Utilities bill cash float	200,000.00	
Decoration costs retail locations 5 units Basic décor	1,000,000.00	Cost can be mitigated by careful site selection
Decoration costs restaurant locations 5 units Basic décor	1,000,000.00	Cost can be mitigated by careful site selection
Commercial Kitchen setup restaurant 5 units	5,453,500.00	Cost can be mitigated by selecting sites with existing kitchens
TOTAL THB	13,928,230.00	

CASH FLOW PROJECTION - MONTHLY - ANNUAL

	AMOUNT	NOTE
CASH ON HAND MONTH START	3,000,000.00	
ACCOUNTS RECEIVABLE		
Rental	1,885,875.00	1,257,250.00 total rents payable to land lords
Sponsorships	716,666.66	Divided by 12 months annual amount 8,600,000.00 Once the Business model is refined this amount will likely be higher as value added packages will be create for potential sponsors which will realize them revenue to offset initial sponsorship amounts.
Listing fees	200,000.00	
Design & fitting fees	350,000.00	Average 35,000.00 thb p/m per units X10
Business Matching	450,000.00	Assumed 3/10 of operators will engage Atlas Business Matching to find Thai partners
Equipment rental	80,000.00	
Commission - PL insurance policy sales	50,000.00	
Commission - Sales partners products/service	120,000.00	
Sales of rights acquired products or affiliate products or service	500,000.00	Prior to start of operations Atlas shall acquire rights of distribution of products and use a an allocated portion of retail space as a titled "retail test bed" - Additionally some kitchen space will be used for contract/outside catering or general f & b sales.
GROSS REVENUE TOTAL	4,352,541.66	
LESS COSTS		
Rental liability	-1,257,250.00	
Staff	-950,000.00	
Accounting & Admin support	-150,000.00	
Rental admin HQ	-20,000.00	
Monthly budget Marketing	-300,000.00	
Utilities & insurance	-200,000.00	
TOTAL	-2,877,250.00	
GROSS REVENUE	4,352,541.66	
LESS TOTAL COSTS	-2,877,250.00	
NET REVENUE	1,475,291.66	
GROSS REV ANNUAL	52,230,499.92	
EBITDA	17,703,499.92	
MARGIN	33.89%	

OBJECTIVE EBITDA	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
15% GROWTH YEAR 1 - 2	17,703,499.92	20,359,024.908	Years 3 - 5 active brand acquisitions and asset building - Modest objectives		
30% GROWTH YEAR 3 - 5			26,466,732.00	34,406,752.00	44,728,777.00

RISKS & RISK MITIGATION

Like all ventures there are elements of risk involved irrespective of the apparent positive viability of the concept, but with foresight and good planning these can be mitigated or minimized to acceptable levels.

The primary risk is liability of rental leases and prior to any commitment to proceed with leases the First Edition team must select an acceptable number of leased sites and acquire substantial committed leads from potential operators.

RISK

MITIGATION OF RISK

- | | |
|--|--|
| 1. Liability of acquired leases | <ul style="list-style-type: none"> • Critical to acquire sponsor partners prior to engaged leases • Heavy and well planned marketing • Acquire deposits from operators • Careful selection of sites • Minimize initial non-occupancy down time to 7 days from signing master lease too operator occupancy • Post launch aim for zero non occupancy and 24 hour back to back turn arounds |
| 2. Legal implications and legal liabilities of leases | <ul style="list-style-type: none"> • Acquire expert legal advice pertaining to the Thai Civil and Commercial Code or any other regulatory standards sections relating to sub leasing |
| 3. Competition & Replication - This concept in its basic form can easily be replicated particularly by landlords with large holdings | <ul style="list-style-type: none"> • Starting operations with a large amount of leases • Rapid scaling in mind • Excellent valued added services • Excellent marketing • Securing the best sponsors and strategic partners |
| 4. Relationships with landlords and non - operator tenants specific to quality control of First Edition operators | <ul style="list-style-type: none"> • Careful selection of possible operators • Branding control • Store quality control • Appoint a dedicated Leasing Managing |

POST SCRIPT - PATRON JOURNEY FIRST EDITION RESTAURANT

As this document is purely conceptual it has been drafted to excite not only thoughts of commercial viability, but also most importantly the imagination of the reader.

First Edition Presents
Osteria Mozza at
Terminal 21



Patrons Kay Leprasertkul & friends - Residents Bangkok

"I am a huge foodie and always on the hunt for new hidden gem's - Well this one was not so hidden as my friend Lee saw an article in Rabbit Today showcasing the renowned Italian Restaurant Osteria Mozza from Singapore via LA.

So, my thoughts? Well first impressions are that I have never seen a place like this, wow what a treat - I know I came to eat with friends but because Ikea is a sponsor I could pick up a set of champagne flutes that I ordered online! And at the very end of mouth watering menu I got some cool QRF code voucher promos for Air Asia and discount to an upcoming gourmet event hosted by Thailand Tatler.

On to the food..... being a top ten restaurant in Singapore the food was amazing and a great spectacle as the kitchen is open plan, plus a there was a live brand introduction from owner Joe Bastianich giving us the low down on what makes good Italian food - Me and my gang sure learned a thing or two, hopefully the Veuve Cliquote Bellini's did not make us forget.

My senses were dazzled - From the waitresses dressed in Air Asia uniforms, live music from a local youth orchestra, the brand new Mercedes Benz CLS Coupe rotating on a stand in the center of the restaurant and let me not forget our take home goody bags - Complete with, Givenchy perfume samples, free copy of Thailand Tatler, an exquisite Godiva praline plus a voucher to win free VIP tickets to the Opera.

Me the and girls can't wait till Osteria Mozza comes back to Bangkok and will certainly be visiting another First Edition store, glad we picked up our First Edition Loyalty cards giving us discounts at their other stores."



POST SCRIPT - OPERATOR JOURNEY FIRST EDITION RESTAURANT

First Edition promises to make the “pop up” experience hassle free with a wide range of excellent valued added services - Let us experience the operators journey.

First Edition Presents
Osteria Mozza at
Terminal 21



Dan Allen - Director of Asia/Pacific Operations B & B Hospitality Group

“Firstly, when I got forwarded the email introducing the First Edition concept from Joe Bastianich I pretty much left it on the “back burner” the thought of a “pop up” just filled me with dread, all I saw was a load of work, resources, time and ultimately an uncertain ROI.

Well, a week passed by and at our weekly ops meeting Joe asked for my thoughts on a Bangkok pop up. ‘So Dan what do you think?’ Being head of regional operations new territory expansion is always a strategic objective but so is maintaining our existing successful operations and voiced my concerns, but vowed to look into it and I am sure glad I did.

I replied back to the First Edition Business Development Manager, asking for more information and was presented with a first class proposal which put all my fears to rest.

What made me push the button on the project, was the level of support offered and some stunning stores all complete with profiles delivering data on visitor demographics, foot traffic and data on neighboring Businesses - Also the part of the proposal giving me an overview of the Thai market for Italian food and restaurant Business as a whole.

It seemed all our team had to do was just turn up 2 days before opening First Edition even had accommodation waiting and the preparation in general was real simple. First Edition's team helped us find local suppliers of quality ingredients which pleased our Executive Chef as did the kitted kitchen! - Osteria Mozza's Marketing Director wanted a good representation of our standard décor, and the First Edition team designers took our drafts knocking out a high quality 24 hour refit of the store using pre-fabricated set pieces.

Initially I was skeptical about sharing our space with other brands, but the flow was smooth, and symbiotic with Osteria Mozza as the obvious star of the show - Visually our branding was prominent complete with up lighted store front signage, set menu with company introduction and some of our famed branded art work on the walls - The Mercedes was a cool touch as were the waitresses wearing Air Asia uniforms. In fact, this partner even showcased us 3 months prior to opening in their inflight magazine and provided air tickets.

Being an “F & B” Executive the proof of the pudding is guest satisfaction and the bottom line - We opened for 4 weeks at the Terminal 21 store coming out with clear profit, rave reviews and massive brand exposure via First Editions media partners before and after our opening.

Our success was so great that we contracted Atlas Commercial Consulting for Business Matching services and have several qualified Master Franchisee's in the pipe line.

POST SCRIPT - CLOSING STATEMENT & CONTACT

The First Edition concept is commercially viable with a great probability of success, and this has been deduced by operational feed back from Atlas Commercial Consulting's on going Market Entry and Business Matching services.

Our team have realized that if we had direct access to Thai consumers and physical locations to promote goods and services, we can provide a much better service for our clients as well as capturing domestic opportunities.

The strength of our Business Matching is usually based on finding well qualified partners for the clients market objectives, and arming them with a high degree of background and operation data for any future meetings with partners substantiating a case for the partners involvement in their opportunity - Yet the weak point is convincing the matched Thai partner that any given product or service will find success in the Thai market, First Edition can demonstrate this explicitly.

At this stage Atlas Commercial Consulting is seeking Equity Partners to come onboard as active investors - Primarily we need to execute a full and detailed Business plan which will be part of the start up process and run concurrent with marketing and feasibility planning.

For further information on this concept please contact;

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"A business like an automobile, has to be driven, in order to get results."

B. C. Forbes