

**F O R M**

H O L D I N G S

**INVESTOR PRESENTATION**

2017 | FIRST QUARTER

# DISCLAIMERS

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This presentation includes forward-looking statements, which may be identified by words such as "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from the forward-looking statements contained herein. Statements in this presentation regarding the merger between FORM and XpresSpa; the potential value created by the merger for FORM's stockholders and XpresSpa's equity holders; the potential of FORM's business after the merger; the ability to raise capital to fund FORM's operations and business plan; the continued listing of FORM's securities on the NASDAQ Capital Market; market acceptance of FORM's products; the collective ability to protect intellectual property rights; competition from other providers and products; FORM's management and board of directors after the merger; and any other statements about FORM's management team's future expectations, beliefs, goals, plans, revenues or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including, but not limited to: the inability to realize the potential value created by the merger for FORM's stockholders; FORM's inability to maintain the listing of its securities on the NASDAQ Capital Market; the potential lack of market acceptance of FORM's products; FORM's inability to monetize and recoup FORM's investment with respect to assets and other businesses that that we have acquired or will acquire in the future; general economic conditions and level of information technology and consumer electronics spending; unexpected trends in the mobile phone and telecom computing industries; the potential loss of one or more of FORM's significant Original Equipment Manufacturer ("OEM") suppliers; market acceptance, quality, pricing, availability and useful life of FORM's products and services, as well as the mix of FORM's products and services sold; potential competition from other providers and products; FORM's inability to license and monetize FORM's patents, including the outcome of litigation; FORM's inability to develop and introduce new products and/or develop new intellectual property; FORM's inability to protect FORM's intellectual property rights; new legislation, regulations or court rulings related to enforcing patents, that could harm FORM's business and operating results; FORM's inability to retain key members of its management team; and other risks and uncertainties and other factors discussed from time to time in our filings with the Securities and Exchange Commission ("SEC"), including FORM's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 10, 2016. FORM expressly disclaims any obligation to publicly update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise, except as required by law.

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## Use of Non-GAAP Financial Measures

XpresSpa uses GAAP and non-GAAP measurements to assess the trends in its business. Items XpresSpa reviews on an ongoing basis are revenues, Comp Store Sales (which it defines as sales from stores opened longer than a year compared to the same period sales of those stores a year ago), store contribution margins, and number of transactions (which is a way to measure traffic in spas). In addition, XpresSpa monitors stores' performance compared to its model store metrics to ensure that it is consistently opening spas that have the same or similar return dynamics as historical stores. XpresSpa believes the trends exhibited by its business are strong and substantiate its continued investment in additional locations and infrastructure.

Please note that FORM's consolidated Statement of Operations will include XpresSpa results from December 23, 2016 onwards. During the full year of 2016, XpresSpa generated \$43.4 million of revenue.

Group Mobile uses bookings and customer commitments as a non GAAP measure to assess the health of the business. They represent orders placed and orders committed from the customers, which will be fulfilled in the future. Group Mobile expects to recognize bookings and commitments from customers as revenues throughout 2017.

## CORPORATE SNAPSHOT

FORM Holdings is a diversified holding company with companies focused on health and wellness and technology

- We seek to invest in and acquire companies that would benefit from:
  - > Additional capital
  - > Rebranding
  - > Restructuring
  - > Implementation of best practices
  - > Talent recruiting
  - > Marketing, PR & visibility
- Companies that can achieve \$100+ million in revenue

<b>SYMBOL</b>	FH
<b>EXCHANGE</b>	NASDAQ
<b>MARKET CAPITALIZATION</b>	\$39.0 million <sup>1</sup>
<b>AVERAGE TRADING VOLUME</b>	187,141 (3 month) <sup>1</sup>
<b>52 WEEK RANGE</b>	\$1.39 - 3.55 <sup>1</sup>
<b>CASH</b>	\$21.7 million <sup>2</sup>
<b>CORPORATE HEADQUARTERS</b>	New York, NY
<b>AUDITOR</b>	CohnReznick LLP

<sup>1</sup> as of December 31, 2016

<sup>2</sup> as of September 30, 2016

# CORPORATE STRUCTURE

# FORM HOLDINGS

## HEALTH & WELLNESS

~70% of 2017 Revenue



- World's largest airport spa company providing nearly 1,000,000 air travelers with premium health and wellness services per year
- Acquired in December 2016
- 52 locations in 23 airports, goal to double footprint over next 3 years
- \$43.6 million of revenue in 2016 with 20% store level profit
- 12% same store comparable sales<sup>1</sup> growth in the second half of 2016

100%

## TECHNOLOGY

~30% of 2017 Revenue



100%

- Provider of rugged, mobile and field-use computing products
- Acquired in October 2016



100%

- Fast, powerful and easy to use conductive charging & power
- Acquired October 2016



100%

- Engaged in the monetization of intellectual property
- Portfolio of 75+ technology patents



8.5%

- Customer relationship management and monetization technologies. Invested in 2014

XpRESSpa<sup>®</sup>

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# XpresSpa<sup>®</sup> COMPANY OVERVIEW

- Leading airport spa company in the world with approximately 50% market share in the United States
  - > Well recognized and popular airport spa brand
  - > Nearly three times the number of domestic locations as its closest competitor

- Full range of spa services and retail offerings

## SPA

- > Massage
- > Skin Care
- > Nail Care
- > Waxing
- > Blow Dry

## RETAIL

- > Travel Pillows
- > Massage Tools
- > Blankets
- > Travel Kits

- Large and growing industry with additional upside
  - > Demand from travelers for upscale airport retail options
  - > Multiple locations within airports and within terminals
- Flexible operating model with best-in-class store economics
  - > Steady sales and store profitability metrics regardless of size
- Benefits from the health and wellness movement
  - > Massages are seen as a key aspect of a healthy lifestyle
- Positioned for accelerated growth in 2017 and beyond





## ESTABLISHED AIRPORT PRESENCE

DOMESTIC	AIRPORT	STORE	KIOSK	TOTAL
Atlanta	ATL	3	-	3
Charlotte	CLT	-	1	1
Chicago O'Hare	ORD	1	-	1
Dallas	DFW	4	1	5
Denver	DEN	2	-	2
Houston	HOU	1	-	1
Las Vegas	LAS	2	1	3
Los Angeles	LAX	1	1	2
Miami	MIA	1	-	1
Minneapolis	MSP	2	1	3
New York	JFK	6	1	7
New York	LGA	1	-	1
Orlando	MCO	4	-	4
Philadelphia	PHI	3	-	3
Pittsburgh	PIT	1	-	1
Raleigh-Durham	RDU	1	-	1
Salt Lake City	SLC	3	-	3
San Francisco	SFO	4	-	4
Santa Ana	SNA	1	-	1
Washington DC	DCA	1	-	1
<b>TOTAL</b>		<b>42</b>	<b>6</b>	<b>48</b>

INTERNATIONAL	AIRPORT	STORE	KIOSK	TOTAL
Amsterdam	AMS	3	-	3
Dubai	DXB	1	-	1
<b>TOTAL</b>		<b>4</b>	<b>-</b>	<b>4</b>

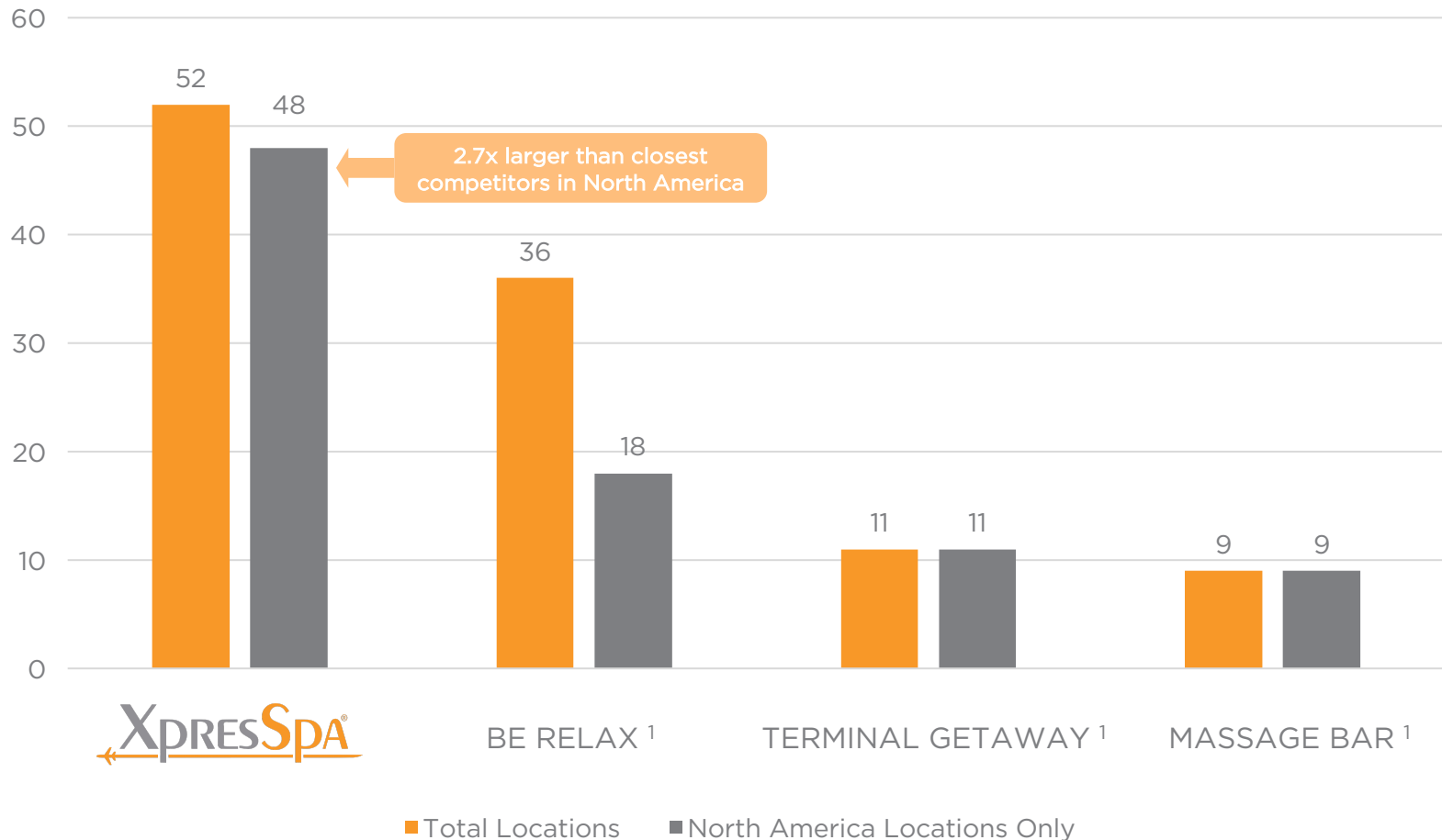
SUMMARY	STORE	KIOSK	TOTAL
Domestic	42	6	48
International	4	-	4
<b>TOTAL</b>	<b>46</b>	<b>6</b>	<b>52</b>

- 52 locations in many of the largest and most desirable airport hubs in the world
  - > 48 US & 4 international locations
  - > 46 inline & 6 kiosk locations
- 5 targeted openings in 2017
  - > 2 locations at JFK opening in Winter 2017
  - > 2 locations at PHX opening in Spring 2017
  - > 1 location at CLT opening in Fall 2017

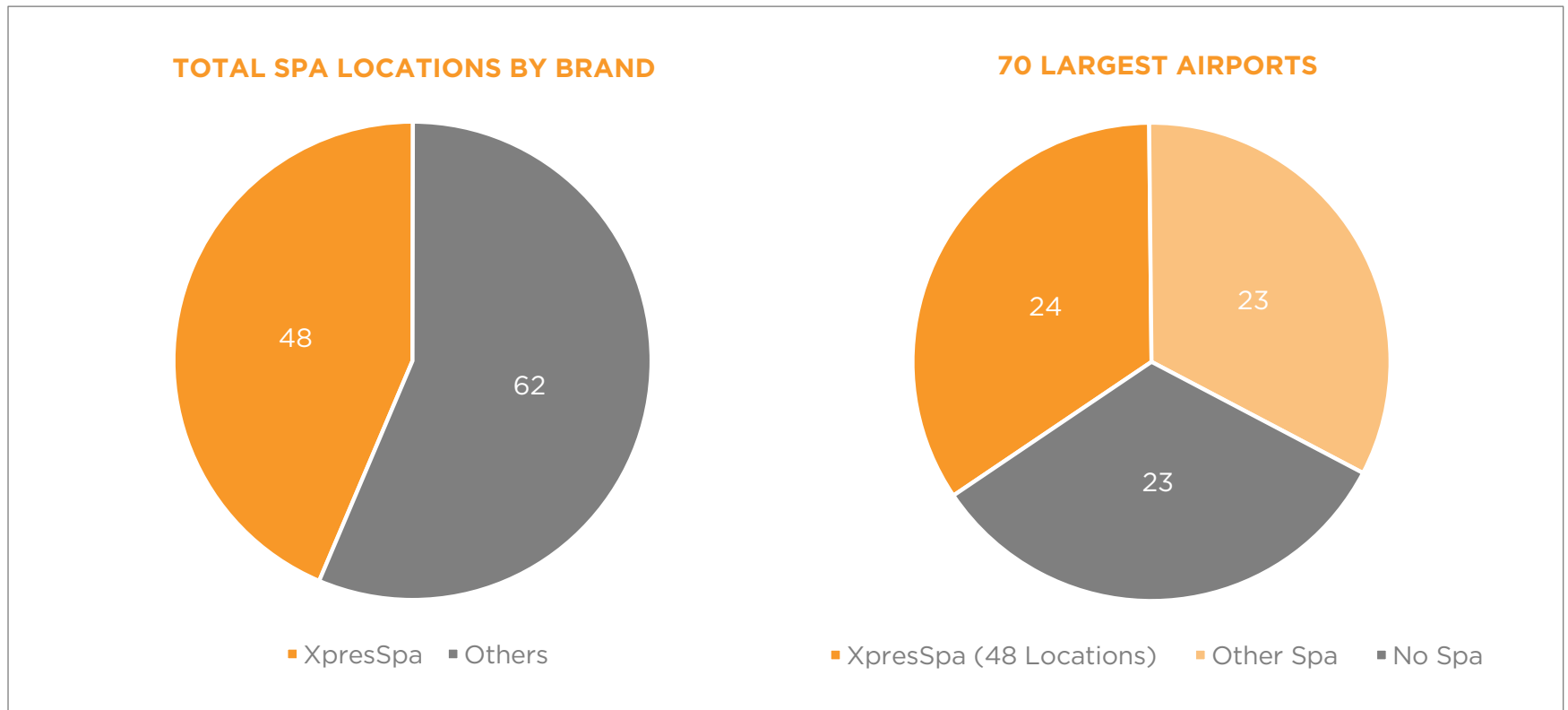


## DOMINANT LEADER WITH UNMATCHED SCALE

**52 LOCATIONS IN MANY OF THE LARGEST AND MOST DESIRABLE AIRPORTS HUBS IN THE WORLD, 48 IN NORTH AMERICA**





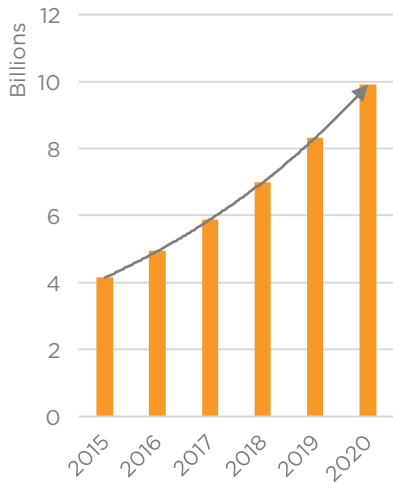


- XpresSpa accounts for 48 of the 110 (44%) in-airport spa locations in the United States
- XpresSpa has a footprint in 24 of the 70 (34%) largest airports in the United States as compared to the rest of the airport spa brands that have a combined footprint in 23 of the 70 (33%) largest airports in the United States

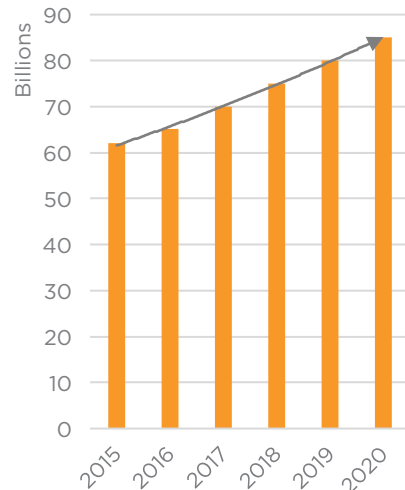
- Increased travel security and screening has driven innovation and growth in airport retail
  - > Travelers at large hub airports typically spend ~75 minutes in the airport after going through security<sup>1</sup>
- Premium concepts like XpresSpa are suited for typical traveler demographic
  - > Air travelers in the US have median household income (HHI) of \$75,000 - \$99,000, as compared to national median household income of \$52,250<sup>2</sup>
  - > Frequent fliers (18% of travelers) have a HHI > \$100,000<sup>3</sup>
  - > ~70% of purchases occur on impulse because these affluent customers are bored, rushed, and stressed<sup>4</sup>

## AIRPORT RETAIL SPENDING ON PACE TO GROW SIGNIFICANTLY THROUGH 2020

**NORTH AMERICA**



**GLOBAL**



<sup>1</sup> ACI, 2016

<sup>3</sup> Airport World Magazine, 2016

<sup>5</sup> New Market Research & Micro Market Monitor, 2016

<sup>2</sup> ACI, 2016

<sup>4</sup> Airport Revenue News

<sup>6</sup> Generation Research, 2014



**ED JANKOWSKI**  
CEO



**VICE PRESIDENT & GENERAL MANAGER**

2013 - 2016

Repositioned and expanded Luxury Retail including the Ilori Optical, Optical Shops of Aspen and Persol retail stores



**SENIOR VICE PRESIDENT & GENERAL MANAGER**

2007 - 2012

Responsible for the \$400 million North America multi-channel business consisting of 240 retail stores, 2,000 plus wholesale doors, and a growing direct and interactive business



**CHIEF OPERATING OFFICER**

2001 - 2007

Oversaw merchandising, marketing, finance, store operations, planning/ allocation, real estate and visual/store design



**PRESIDENT**

1999 - 2001

Managed more than 500 staff across 85 retail stores with an operating budget of \$47 million



**VICE PRESIDENT & DIRECTOR OF STORES**

1993 - 1999

Increased comparative store sales by 9%. Directly responsible for stores' organization, corporate communications, marketing, visual merchandising, real estate and construction



## RECENT DEVELOPMENTS & OPERATIONAL HIGHLIGHTS

- New CEO, Ed Jankowski, joined June 2016 with extensive experience in luxury and airport retail to lead future growth
- Announced closing of acquisition on December 23, 2016
- \$43.3 million sales in 2016 compared to \$38.8 million sales in 2015, 11.6% YoY topline growth
  - > First Half: \$20.5 million
  - > Second Half: \$22.8 million
- 11% same store comparable sales growth from FY 2016 to FY 2017
  - > 12% in the second half of 2016
- Approximately 20% store level profit
- Average sales per location
  - > \$965,000 per Store
  - > \$518,000 per Kiosk
- Reduced corporate overhead by consolidating New York City corporate office and numerous corporate functions with FORM Holdings headquarters
- Commenced upgrades to legacy IT infrastructure and point of sale systems

<sup>1</sup> Same store comparable sales is defined as current period sales from stores opened longer than a year compared to the period of those same stores' sales a year ago.

# XpresSpa® GROWTH STRATEGY

## SAME STORE GROWTH

- Scheduling staff based on enplanements will ensure spas are staffed optimally and improve labor efficiency
- Better recruiting and retention of employees
- Organically grow through focused menu of spa offerings and retail products
- Rollout of XpresSpa 2.0
  - Layouts focused on efficiency
  - More appealing aesthetically to consumers
  - Introduction of nail stations as opposed to manicures in loungers reducing time of service
- Introduction of new POS system in Q3/Q4 2017
  - System will allow reservations
  - Opens up the ability for enhanced digital marketing
  - Will allow the company to market and track 140,000+ affinity members that have already signed up

## EXPANSION

- 25 domestic RFPs for spa locations offered in the next 12 months by airport retail authorities
  - Historically, XpresSpa wins 80% of RFPs it has submitted
- Explore franchise model
- International Expansion and Launch of Franchise in secondary and tertiary airports in late 2017 with revenue in 2018



GROUP**MOBILE**  
ADVANCED MOBILE TECHNOLOGY

**F O R M**

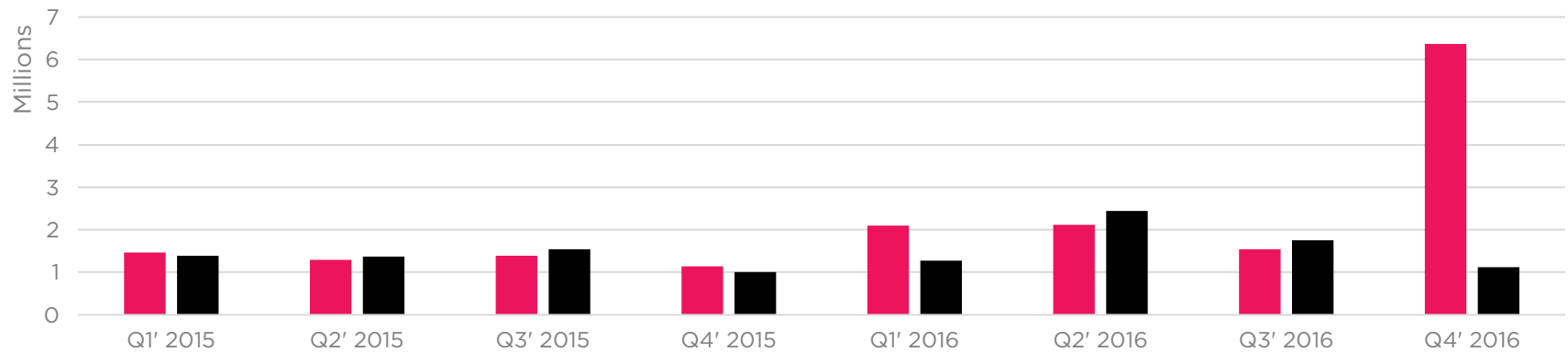
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# GROUPMOBILE OVERVIEW

ADVANCED MOBILE TECHNOLOGY

- Leading rugged computing systems and solutions providers, focused on enterprise sales contracts with large corporations and municipalities
- Experienced sales team with strong relationships with manufacturer representatives and brand agnostic approach differentiates Group Mobile from competition
- Strong pipeline of RFP's in law enforcement and long term corporate contracts
- Year over year growth in revenues as well as bookings and customer commitments<sup>1</sup>
  - > 2016 revenues were \$6.6 million as compared to \$5.3 million in 2015 (25% YoY growth)
  - > 2016 bookings and customer commitments<sup>1</sup> were \$12.1 million as compared to \$5.3 million in 2015 (128% YoY growth)



■ Bookings and Commitments<sup>1</sup> ■ Sales

	2016	2015
Revenue	6,607,000	5,300,000
Bookings & Customer Commitments <sup>1</sup>	12,108,000	5,310,000

<sup>1</sup> Bookings and customer commitments is a Non-GAAP financial measure that assesses the health of the business. It represents orders placed and orders committed from customers, which will be fulfilled in the future. Group Mobile expects to recognize bookings and commitments from customers as revenues throughout 2017.



CATEGORIES



RUGGED LAPTOPS



RUGGED TABLETS



RUGGED HANDHELDS



RUGGED MOBILE ACCESSORIES  
(MOUNTS ETC.)



PRINTERS



GATEWAYS & MODEMS



BARCODE SCANNERS



IN-CAR VIDEO & BODY  
WORN CAMERAS



DRONES

BRANDS







## MARKETS SERVED



FIRST  
RESPONDERS



MILITARY



HEALTHCARE



CONSTRUCTION



RETAIL



HOSPITALITY



MUNICIPALITIES



OIL & GAS



AVAIATION



MARINE

## SELECT CUSTOMERS

- Macy's
- Family Dollar
- Smart Ray Vision
- Washington Gas
- CACI, Inc.
- Orthosensor, Inc.
- Generac
- Yugo Import SDPR
- Florida Fish & Wildlife
- City of Charleston
- Devico AS
- Appvion
- Metro West Ambulance
- City of Escondido



## RECENT DEVELOPMENTS

- Secured multiple sales contracts with new customers
- Launched fully integrated technology platform
- Acquired and provisioned 10,000 square foot configuration & service center

## KEY PERSONNEL

### **Darin White**

President, Group Mobile

- Former Senior Southeastern Regional Sales Manager, Getac USA
- Former Southeast Regional Sales Manager, General Dynamics Itronix
- Former Managing Director, Virtual Mobile Technologies LLC
- Former Vice President of Sales Strategic Markets, ICM

### **Roger Cresswell**

Senior Vice President of Service & Operations

- Former Channel Sales Director, GammaTech
- Former Senior National Accounts Manager, Belkin/Linksys
- Former Industry Marketing Director, Intermec Technologies
- VP & Founding Member, Itronix (Acquired by General Dynamics)
- Senior Project Manager, Itron

## UPCOMING MILESTONES

- Build out higher margin business units such as hardware as a service and repairs and maintenance



FLI CHARGE

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## FLI CHARGE COMPANY OVERVIEW

### FLI CHARGE IS A CHARGING AND POWER TRANSFER TECHNOLOGY COMPANY



**FAST**

**POWERFUL**

**EASY TO USE**

*Our mission is to make power accessible in the home, office, classroom, jobsite and everywhere in between. We enable people to focus on the tasks at hand, and less on the distraction of powering the devices used to complete them.*

U.S. PATENT PORTFOLIO: 7,982,436 | 7,932,638 | 7,172,196 | 7,986,059 | 8,081,408



## FLI CHARGE CONTACT ENABLEMENT

FLI Charge can be embedded into virtually any battery operated or DC powered device





# FLI CHARGE BUSINESS MODEL: PARTNERSHIPS DRIVE DEMAND

## I. LICENSE TECHNOLOGY TO OEMS IN TARGET MARKETS TO GROW THE FLI CHARGE NETWORK

### HOSPITALITY

Hotels  
Restaurants/Bars  
Events  
Conventions

### TRANSPORTATION

Auto (OEM & Aftermarket)  
Airlines  
Fleet  
Trains  
Boats

### CONSUMER ELECTRONICS

Laptops/Tablets  
Gaming Controllers  
Speakers/Headphones  
Car Mounts  
Drones  
Vaporizers

### FURNITURE

Home  
Office  
Hospitality

### POWER TOOLS

Cordless Batteries  
Storage  
Truck Accessories

### EDUCATION

Charging Carts  
Coupled Furniture  
Floor Power



## II. SELL CONSUMER PRODUCT LINE THROUGH CHANNEL PARTNERS, E-COMMERCE AND RETAIL

### DIRECT TO CONSUMER

[www.FLICharge.com](http://www.FLICharge.com)  
Cobranded Microsites

### RETAIL

Online  
Big Box  
Specialty



## FLI CHARGE CONSUMER PRODUCT LINE



The **FLIway 40** provides industry leading 40 watts of power. FLI way 40 pads can charge and power multiple and different devices at the same time.



The **FLIcube** is a higher power universal USB port that is compatible with all USB cables.



**FLIcases** are designed for iPhone and Samsung Galaxy smartphones.



The **FLIcoin** is a small, versatile universal adapter with a built in microUSB or Apple Lightning charging cable.

# VRINGO

INTELLECTUAL PROPERTY

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## **PATENT PORTFOLIO**

- Telecom
  - > Approximately 500 Patents and Applications transferred to Nokia as settlement of royalty dispute
  - > Nokia assumed all prosecution and maintenance payments for transferred Patents and Applications
- Remote Monitoring
  - > 2 Patents
  - > Portfolio covers remote monitoring of an area and associated applications
- Quantum Stream
  - > 7 Patents and Applications
  - > Portfolio covers insertion of content (i.e. ads text, video, audio) into a video stream, audio stream or webpage
- Internal Development
  - > Filed 60 patent applications related to wireless technologies
  - > Patents developed internally and in collaboration with third parties.
  - > Technologies include Cognitive Radio, Phone-to-Phone, Collaborative Communication, Wireless Energy, Video Group Messaging, Behavioral Modification & Mobile Phone Security

## **RECENT DEVELOPMENTS**

- We continue to pursue licenses on our portfolios as well as strategic alternatives for the future of our portfolio



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## OVERVIEW AND RECENT DEVELOPMENTS

- Leading provider of Customer Relationship Management and monetization technologies to mobile carriers and device manufacturers including EE, Orange, T-Mobile, Virgin Mobile, Samsung, HTC, Sony and Alcatel
- Acquired Vringo Mobile Technology platform in 2014 in exchange for 8.25% equity ownership and one seat on Infomedia Board of Directors
- Headquarters: United Kingdom
- Employees: 35
- Annual Revenue: ~\$75 million
- Ranked in The Sunday Times Hiscox Tech Track 100 league table which ranks the 100 private UK based tech companies with the fastest growing sales over the previous three years

## CONTACT INFORMATION

For more information, please contact:



FORM Holdings Corp.  
780 3rd Avenue, 12<sup>th</sup> Floor  
New York, NY 10017

**Cliff Weinstein**  
Executive Vice President  
  
Office: 646.532.6777  
CWeinstein@FORMHoldings.com

# APPENDIX

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# FORM HOLDINGS LEADERSHIP TEAM



## ANDREW PERLMAN

CEO & Director

- Former Head of Digital, Classic Media
- Former Vice President of Global Digital Business Development, EMI Music
- George Washington University, B.A.



## ANASTASIA NYRKOVSKAYA

CPA, CFO & Treasurer

- Former Vice President and Assistant Global Controller, NBC Universal Media, LLC
- Former Auditor, KPMG LLP
- Moscow State University of Publishing and Printing Arts



## CLIFFORD WEINSTEIN

Executive Vice President

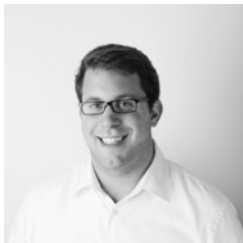
- President, FLI Charge
- Former Partner, Maxim Group
- Fordham University, B.A.



## JASON CHARKOW

Senior Vice President of Business & Legal Affairs

- Former of Counsel, Intellectual Property Litigation, Winston & Strawn LLP
- Former Attorney, Jones Day
- Hofstra University, J.D.



## SAM LEFFELL

Vice President of Operations & Strategy

- Executive Vice President, FLI Charge
- Washington University in St. Louis, B.Sc.

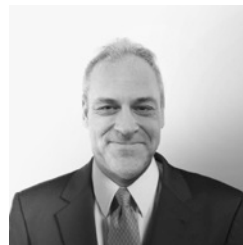
# FORM HOLDINGS BOARD OF DIRECTORS



## **SALVATORE GIARDINA**

Director & Chair of Audit Committee

- CFO Pragma Weeden Holdings LLC
- Former SVP & CFO, G-Trade Services & ConvergeX Global Markets
- Former EVP, CFO & Controller, Ladenburg Thalmann & Co., Inc.
- Current Director & Audit Committee Chair, National Holdings Corporation



## **BRUCE BERNSTEIN**

Director & Chair of Compensation Committee

- President, Rockmore Capital, LLC
- Former Co-President, Omicron Capital, LP
- Former President, Fortis Investments Inc.
- Current Board Member, Summit Digital Health
- City University of New York (Baruch), B.B.A.



## **JOHN ENGELMAN**

Director

- Co-head International TV & DreamWorks Classics, DreamWorks Animation
- Co-founder, Boomerang Media
- Founder & CEO, Classic Media
- Former CEO, Broadway Video
- Harvard College, B.A.; Harvard Law School, J.D.



## **DONALD STOUT**

Director

- Co-founder, NTP Inc.
- Partner, Antonelli Terry Stout & Kraus LLP
- Former patent examiner, USPTO
- Pennsylvania State University, B.S.; George Washington University, J.D.



## **RICHARD ABBE**

Director

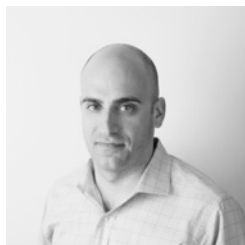
- Co-Founder, Principal, Managing Partner & Co-Chief Investment Officer, Iroquois Capital Management LLC
- Co-Founder & Former Chief Investment Officer, Vertical Ventures LLC
- Former Senior Managing Director & Member of the Board of Directors, Gruntal & Company



## **ANDREW HEYER**

Director

- Managing Partner & CEO, Mistral Equity Partners
- Founder & Partner, Trimaran Capital Partners
- Vice Chairman, CIBC World Markets
- Founder & Partner, The Argosy Group
- Managing Director, Drexel Burnham Lambert
- University of Pennsylvania, B.S.; The Wharton School, M.B.A



## **ANDREW PERLMAN**

CEO & Director

- Former Head of Digital, Classic Media
- Former VP of Global Digital Business Development, EMI Music
- George Washington University, B.A.

# CAPITALIZATION TABLE <sup>1</sup>

FULLY DILUTED SHARES		33,018,384
COMMON STOCK		18,292,072
PREFERRED STOCK (AS CONVERTED BASIS AT \$6.00 PER SHARE)		3,958,333
WARRANTS OUTSTANDING	\$17.60 STRIKE, EXPIRE FEBRUARY & JULY 2017	419,180
	\$5.00 STRIKE, EXPIRE APRIL 2021	50,000
	\$3.00 STRIKE, EXPIRE MAY 2020	537,500
	\$3.00 STRIKE, EXPIRE OCTOBER 2021	2,500,000
EMPLOYEE INCENTIVE PLAN		6,372,410

<sup>1</sup> as of December 31, 2016