



XCEL

LEADERS IN VIDEO
AND SOCIAL COMMERCE

NASDAQ:XELB

FORWARD LOOKING STATEMENTS

Certain statements in this presentation, as well as certain oral statements made by management during the presentation, constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements include, without limitation, statements expressed or implied regarding our plans and milestones, plans to fund our current activities, statements concerning our strategic relationships and activities, strategy, future operations and expansion, future financial position, future sales and revenues, projected costs, and market penetration. In some cases, forward-looking statements can be identified by terminology such as “may,” “will,” “should,” “expects,” “seeks,” “plans,” “goals,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “projects,” “continue,” “intends,” “could,” “opportunity,” or negative of such terms or other comparable terminology. These forward looking statements include, but are not limited to statements regarding estimates and forecasts of financial and other performance metrics and market opportunities. These statements are based on the current expectations and forecasts of Xcel Brands, Inc’s management and are not predictions or guarantees of future performance. You should not place undue reliance on our forward-looking statements, which are subject to a multitude of known and unknown risks and uncertainties that could cause actual results, future circumstance or events to differ materially from those stated in or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the ability of our licensees to produce, market and sell quality products bearing our brand names, continued market acceptance of our brands and any future brands we acquire, our ability to service our significant debt obligations, our ability to raise capital for any future acquisitions, concentration of a substantial portion of our licensing revenue from a limited number licensees, our dependence on QVC, restrictions in our agreements with QVC and other licensees on our ability to sell products with certain retailers, our dependence on promotional services of our spokesperson, limitations on our ownership of the H Halston brands, our ability to manage expected future growth, our ability to identify and acquire additional trademarks, competition for licensees, competition in our licensee’s markets, our ability to protect our intellectual property, our dependence on our CEO and other key executive officers, the success of our e-commerce strategy, supply chain disruptions, operating in high inflation environment and potential recession and other risks and uncertainties detailed from time to time in our public disclosure documents or other filings with the Securities and Exchange Commission. Additional risks and uncertainties relating to us, and our business can be found in the “Risk Factors” section of our latest annual report on Form 10-K as well as in our other public filings. The forward- looking statements are made as of the date hereof, and we disclaim any intention and have no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This Presentation contains projected financial information and goals with respect to Xcel Brands, Inc. Such projected financial information and goals constitute forward-looking information and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive, and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. See “Forward-Looking Statements” above. Actual results may differ materially from the results contemplated by the financial forecast information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such forecasts will be achieved.

NON-GAAP FINANCIAL MEASURES

In addition to financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP), we use certain non-GAAP financial measures in this presentation. Adjusted EBITDA is a non-GAAP unaudited measure, which we define as net income (loss) attributable to Xcel Brands, Inc. stockholders before depreciation and amortization, proportional share of trademark amortization of equity method investee, interest and finance expenses (including loss on extinguishment of debt, if any), income taxes, other state and local franchise taxes, stock-based compensation and costs in connection with potential acquisitions certain adjustments to allowances for doubtful accounts, for account debtors that have filed for bankruptcy, property and equipment impairment, gain on sale of assets, loss on wholesale apparel, jewelry and Longaberger operations and gain on the reduction of contingent obligation. We use Adjusted EBITDA as a measure of operating performance to assist in comparing performance from period to period on a consistent basis and to identify business trends relating to Xcel’s results of operations. We believe Adjusted EBITDA is also useful because it provides supplemental information to assist investors in evaluating Xcel’s financial results.

Adjusted EBITDA should not be considered in isolation or as an alternative to net income or any other measure of financial performance calculated and presented in accordance with GAAP. Given that Adjusted EBITDA is a financial measure not deemed to be in accordance with GAAP and is susceptible to varying calculations, our Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including companies in our industry, because other companies may calculate Adjusted EBITDA in a different manner than we calculate this measure.

In evaluating Adjusted EBITDA, you should be aware that in the future we may or may not incur expenses similar to some of the adjustments in this report. Our presentation of Adjusted EBITDA does not imply that our future results will be unaffected by these expenses or any unusual or non-recurring items. When evaluating our performance, you should consider Adjusted EBITDA alongside other financial performance measures, including our net income (loss) and other GAAP results, and not rely on any single financial measure.

XCEL BRANDS IS A LEADER IN VIDEO AND SOCIAL COMMERCE

We own and manage a portfolio of **leading consumer brands in fashion and home** that are promoted primarily through Live Stream media and Social Commerce.

In 2024, we are excited to launch ORME in partnership with our technology partner KonnectBio⁽¹⁾. We believe ORME has the potential to be a leading Video and Social Commerce Marketplace for both our brands and third-party brands.

(1) ORME is 30% owned by Xcel Brands Inc..



**“Xcel was built to re-imagine
Shopping, Entertainment, and
Social Media as Social
Commerce”**

- Robert W. D'Loren, CEO

XCEL BRANDS BY THE NUMBERS

12+ Years

as a Leader in Live Stream and
Social Commerce

\$600MM

Annual Retail Sales Generated
by our Brands

20K+

Hours of Live Stream
Programming

7 BRANDS

In our portfolio⁽¹⁾

5.7MM+

Followers on Social Media

\$4BB+

Total Retail Sales Generated
through Live Streaming

(1) All brands are fully owned by Xcel Brands Inc, other than (i) Isaac Mizrahi which represents a minority interest retained ownership (ii) Longaberger which represents a 50% ownership position in the business by Xcel, (iii) Christian Siriano is owned by Christian Siriano Licensing, LLC, and (iv) TowerHill which is 50% owned by Xcel, and 50% owned by Christie Brinkley.

OUR BRANDS

JUDITH RIPKA



HALSTON

ISAAC MIZRAHI



Longaberger

CHRISTIE BRINKLEY
TOWERHILL

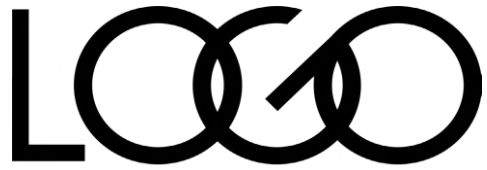


Note: All brands are fully owned by Xcel Brands Inc, other than (i) Isaac Mizrahi which represents a minority interest retained ownership (ii) Longaberger which represents a 50% ownership position in the business by Xcel, (iii) Christian Siriano is owned by Christian Siriano Licensing, LLC, and (iv) TowerHill which is 50% owned by Xcel, and 50% owned by Christie Brinkley.



JUDITH RIPKA

- Leading fine jewelry brand founded by Judith Ripka in 1977
- Master License signed with JTV in 2023 for all channels of distribution in fine jewelry and watches
- Judith Ripka launched on JTV in October 2023, with significant growth planned for 2024
- 900% growth in wholesale revenues from 2020 to 2022; JTV is taking over wholesale sales with an eye towards strategic accounts
- Complementary categories including fragrance and home fragrance launched in 1Q'24



- QVC business back on a strong growth trajectory with regular shows in primetime
- New collection for better retailers in development
- Expansion through licensing, DTC and Social Commerce
- Recently signed sleepwear license expands the brand into new categories and channels
- Raising brand awareness through collaborations, most recently with AnaOno and Smiley



HALSTON

- One of the leading iconic American fashion brands
- Master License signed with GIII Apparel Group, an industry-leading public company with annual sales of over \$2BB in 2023
- G-III launching Halston in apparel, footwear, and handbags in Fall 2024; significant growth expected with public estimates from G-III of \$500MM in wholesale sales by 2027
- Ken Downing as Creative Director, relaunched the brand in premium distribution (i.e., Neiman Marcus, Saks) for Spring 2024
- Significant expansion opportunities in e-commerce and Social Commerce



ISAAC MIZRAHI

- American Designer Fashion Brand with over 86% brand awareness in the United States
- Winner of 4 CFDA awards
- New D2C website launched in 2022 boasts high engagement
- New sportswear license signed for distribution outside of QVC and through DTC website
- International partners and new categories in discussion
- Remains top performing designer apparel brand in Direct Direct-Response Television channel

Note: Xcel owns a 30% interest in IM TOPCO, LLC, which owns and operates the Isaac Mizrahi brand., after selling a 70% interest in the brand to WHP Global in May 2022.





WONDER by CHRISTIAN SIRIANO

- Announced Christian Siriano as new Creative Director in 2023, and launched new collection on HSN in April 2023
- Very strong launch, recently winning HSN's Rising Star award as a top brand for 2023
- Significant growth in core categories, and expansion into additional categories planned for 2024
- Expansion of non-apparel categories into other channels of distribution in 2024-2025



Longaberger

- Premium social commerce and Live Streaming home products company with over 5,000 nano influencers as stylists and 300,000 customers
- Significant growth potential through digital marketing efforts, stylist recruiting, and expansion of vendors
- Additional growth opportunities through licensing and international expansion

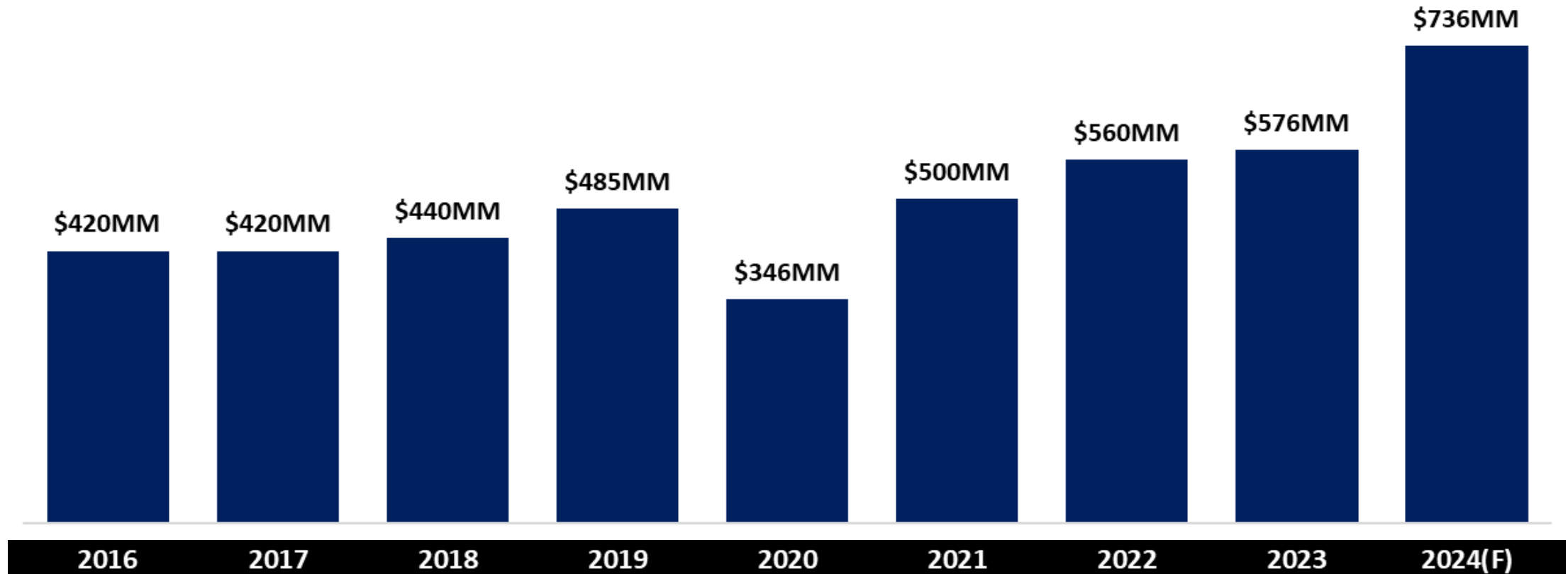
CHRISTIE BRINKLEY TOWERHILL

- New brand launching May 2024 as a collaboration between Xcel Brands and Christie Lee Brinkley, an iconic American supermodel with over 1 million followers on social media
- Christie's beloved home, Tower Hill, located in Long Island's stunning East End, reflects her creativity and love of art, architecture, nature, and the sea. Tower Hill is the inspiration behind the brand and the clothing she loves to wear
- Her sparkling personality, enduring beauty, and ageless appeal, combined with this thoughtfully designed line of special, "must-have" pieces, ensure an exciting and successful launch of the TWRHLL collection

Note: TWRHLL is a co-brand between Xcel Brands and Christie Brinkley

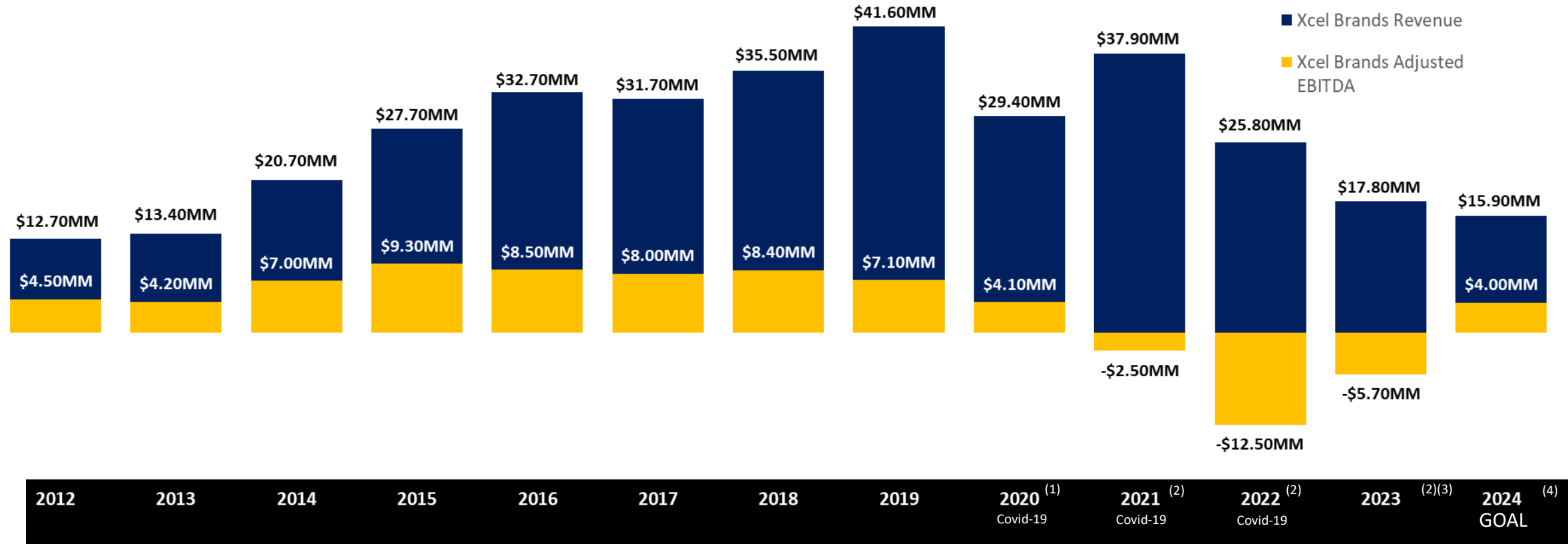


SALES AT RETAIL



Retail Sales include actual retail sales where reported, as well as estimates based on a combination of our net wholesales and reported net wholesales of our licensees, converted to estimated retail sales applying a reasonable mark-up rate. Estimated retail sales of our brands does not reflect the Company's revenues and Adjusted EBITDA for these periods. However we believe it represents a consumer demand indicator for our brands. Refer to Slide 14 for detail on the Company's revenues and Adjusted EBITDA.

REVENUE AND ADJ. EBITDA



(1) Launched wholesale divisions in jewelry and apparel to enhance brands

(2) Invested over \$5MM in technology and systems from 2020-2022

(3) Sold Isaac Mizrahi in May 2022, resulted in revenue reduction of \$16MM and EBITDA reduction of approximately \$6.8MM, reduced debt from \$25MM to \$0.

(4) Restructure resulted in \$13MM annual decrease in operating expenses. For 2023, there is an adjustment to add back to Adjusted EBITDA operating contribution deficits from the wholesale apparel, jewelry and Longaberger businesses, and the costs associated with the transition of these businesses to our new licensing partners. There were no adjustments presented for periods prior to 2023, and 2024 forecast. Reconciliation of Net Income to Adjusted EBITDA is included on Page 31.

BALANCE SHEET HIGHLIGHTS

	FISCAL YEAR ENDING				
	2019	2020	2021	2022	2023
Cash	\$ 4,641	\$ 4,957	\$ 4,483	\$ 4,608	\$ 2,998
Current Assets	17,566	16,147	17,179	14,020	7,303
TOTAL Assets	\$ 143,191	\$ 123,054	\$ 125,781	\$ 88,935	\$ 71,660
Current Liabilities ⁽¹⁾	\$ 8,085	\$ 8,215	\$ 9,310	\$ 5,097	\$ 5,211
Operating Lease Obligations	11,525	10,570	8,459	7,215	5,279
Total Term Debt ⁽²⁾	18,821	16,638	28,031	-	4,721
TOTAL Liabilities⁽³⁾	\$ 32,314	\$ 25,329	\$ 34,841	\$ 11,493	\$ 17,321
Working Capital incl. Cash ⁽⁴⁾	\$ 9,481	\$ 7,932	\$ 7,869	\$ 8,923	\$ 2,092
Working Capital excl. Cash	4,840	2,975	3,386	4,315	(906)
Current Ratio	2.2x	2.0x	1.8x	2.8x	1.4x

Figures other than Current Ratio in \$,000's U.S.

⁽¹⁾ Current liabilities are presented exclusive of the current portion of operating lease obligations.

⁽²⁾ Term Debt represents total loans outstanding and excludes contingent obligations.

⁽³⁾ Total liabilities are presented exclusive of operating lease obligations, deferred revenues related to the G-III Master License, and contingent obligations payable with stock.

Operating lease obligations are reduced and expensed in the ordinary course of business through rent payments.

Certain contingent obligations are payable only upon achieving specific financial targets, whereby there is an option to pay the obligation with stock.

It should be noted that contingent obligations prior to 12/31/2021 were not achieved and have been written off.

⁽⁴⁾ Working Capital represents Current Assets less Current Liabilities as defined in this presentation.

XCEL IS WELL POSITIONED FOR THE FUTURE OF SHOPPING

<p>VALUABLE BRAND PORTFOLIO</p> <p>with significant growth potential</p>	<p>WORKING CAPITAL LIGHT</p> <p>business model focused on royalty revenues</p>	<p>STRONG BALANCE SHEET</p> <p>low leverage and significant IP Value</p>	<p>POSITIONED FOR GROWTH</p> <ul style="list-style-type: none">➤ organic➤ brand development➤ acquisitions
<p>OVER 6MM FOLLOWERS</p> <p>across our brands</p>	<p>PROVEN TRACK RECORD</p> <p>of historical Revenue and Adj. EBITDA growth</p>	<p>SEASONED TEAM</p> <p>unparalleled in building brands in Social Commerce</p>	<p>AND LAUNCHING THE WORLD'S FIRST AI-POWERED SHORT-FORM VIDEO MARKETPLACE IN 2024...</p>



**A NEXT GENERATION VIDEO AND
SOCIAL COMMERCE MARKETPLACE**



WHAT IS ORME FOR OUR SHOPPERS AND INFLUENCERS?

**WITH ORME
YOU CAN:**

CREATE
fun times

**TELL
STORIES**
that inspire

LEARN
from authentic
people

**PROTECT
THE TRUTH**
with real and
honest reviews

**EXPLORE
PRODUCTS**
in fashion, beauty, home,
pet, and wellness

**CREATE,
SHOP,
& SHARE**
And get cash fees!

**BECOME PART
OF SOMETHING**
built for shoppers and
influencers



WHAT IS ORME FOR OUR BRANDS AND RETAILERS?

ORME IS:

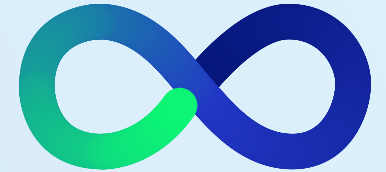
Combining the best of affiliate, influencer, and digital marketing in a

PERFORMANCE BASED MODEL

A SOLUTION

to today's problems with low returns on affiliate, influencer, and digital marketing costs

INFINITE RETURN ON AD SPEND



A way to
INSPIRE
people about
brands and
products

**Free, simple and
fast integration**
with all ecommerce
platforms

Easy & Efficient

in managing the
content creation
process

A safe and controlled
way to leverage
**CUSTOMERS AS
INFLUENCERS**



WHAT IS ORME FOR OUR INVESTORS?

ORME IS:

A management team with deep knowledge in livestreaming sales with over **20,000 hours** of content production time with over **\$4 bn** in livestreaming sales

An opportunity with

**UNICORN
POTENTIAL**

A leading technology in the application of short form video social commerce and the application of **AI across our technology platform**

A highly scalable technology built to launch in the **U.S.** with **global potential**

Available in iOS, Android, and desktop

State-of-the-art

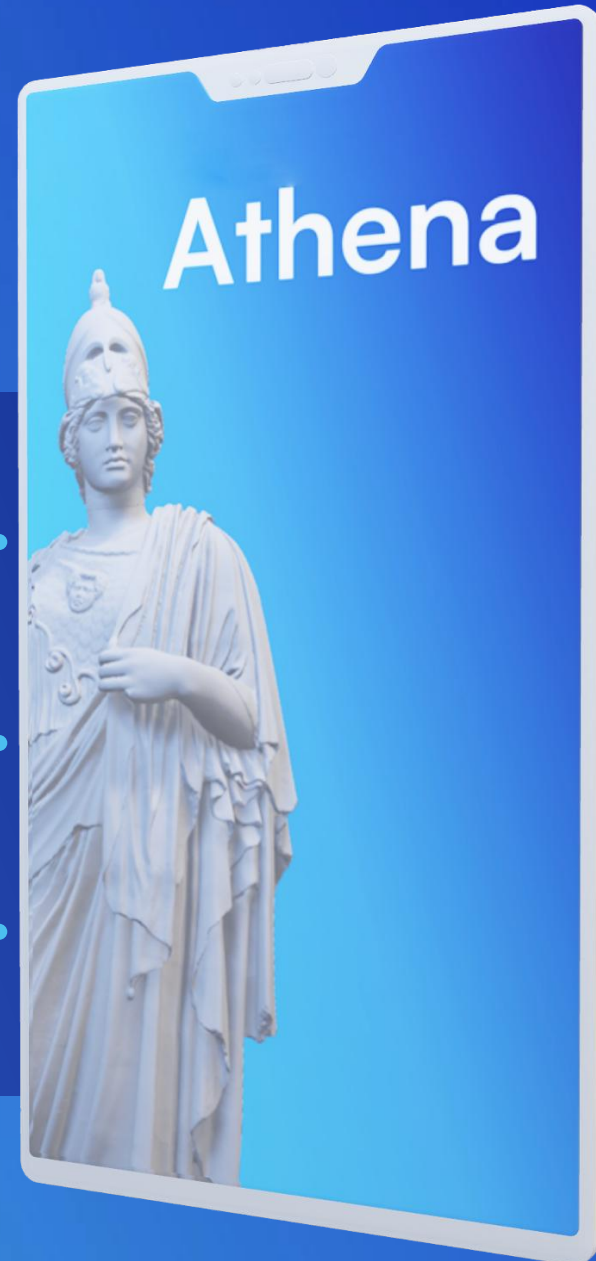
technology that is fully developed, funded, and tested



This generation will think it, and it will happen. **ORME** will be there for them.



What the Tech Does



Shoppers, Brands and Retailers,
create shoppable content

Shoppers make purchases, in-app,
via **3-click checkout**

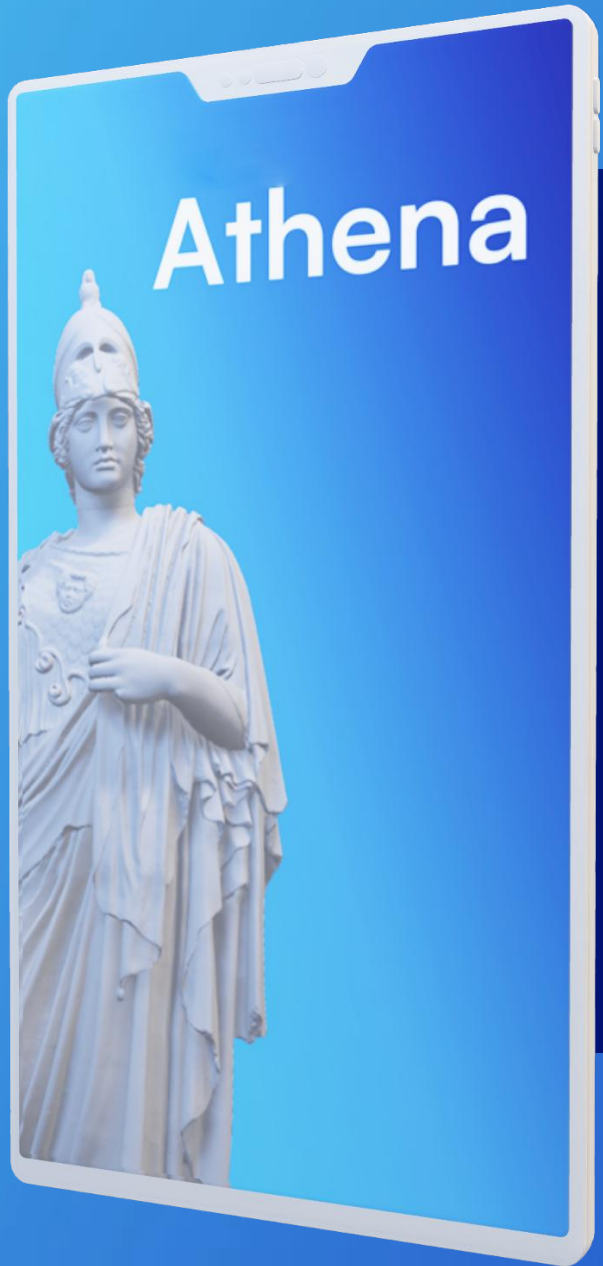
Shoppers/influencers **share
videos to earn a fee**

**Performance
based pay-out**

**No more vague
ROAS reports**

Boosts Brand
content by **100x!**





Personalized AI powered content, and product recommendation engine, style chat bot, and content screening filter

Content based user input and AI machine learning

Similar products and content recommendations through machine learning based on user profile, browsing data, and other AI sources

Style Chat bot powered by AI, recommends products and looks

Content screening filter and editing through AI and machine learning



Market & Opportunity

SFV and social commerce market size

Billions

are up for grabs

Affiliate & Banner marketing globally is a \$12 bn market

Video Shopping is projected to be a **\$35 bn** in the U.S. market by 2024. In China, the live streaming market, specifically Short Form Video (SFV) is over **\$500 bn**, up from **\$3 bn** in 2017

Influencer marketing (Social Media) spend by brands was around **\$16.4 bn** in 2022 and is increasing at the rate of **18.8%** per annum

ORME is built to reimagine shopping, entertainment and social media as social commerce

ORME reconsiders the retail sales model:

Switch from the one to many to many to many retail model

ORME leverages customers as influencers



ORME Solves the Problem

Affiliate/Banner marketing is outdated

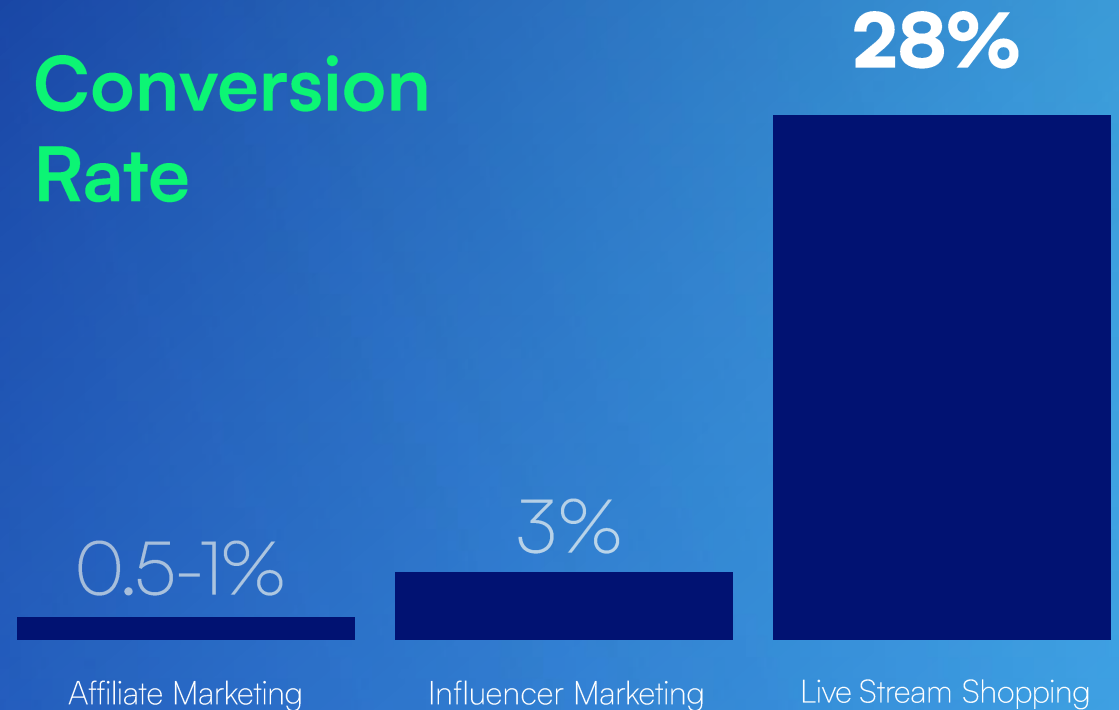
Nobody clicks on banners anymore

Influencer marketing is growing but discovery and attribution is a major challenge.

Video offers high conversion rates, but no end-to-end SFV platform exists in the U.S.

In-App checkout is a major friction problem in many existing platforms

Conversion Rate





On average,
28% of the leads
are converted
into sales
in video shopping.

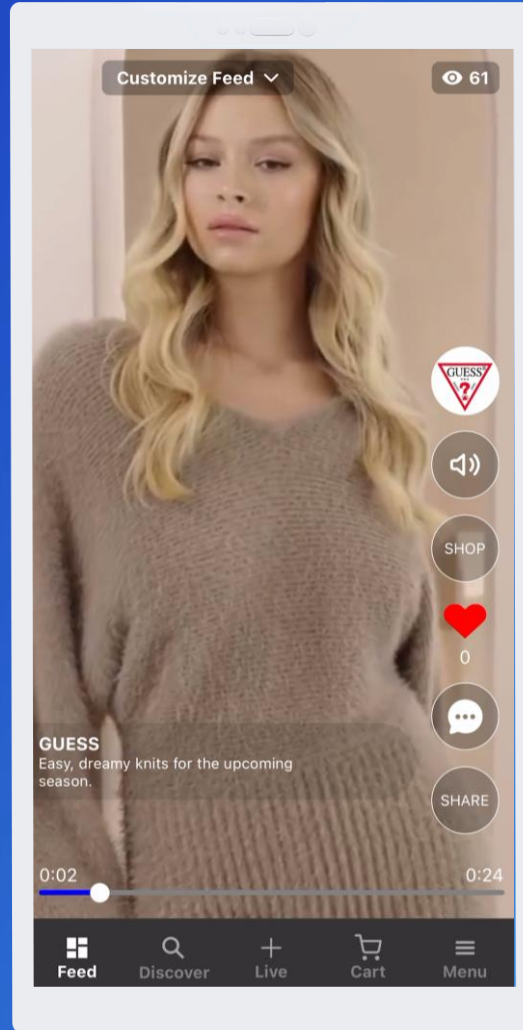
Source: McKinsey & Company



ORME is the Solution



Download the app



The future is here



XCEL

NASDAQ: XELB

EXHIBIT A

Reconciliation of Net Income to Adjusted EBITDA

Xcel Brands, Inc. and Subsidiaries Reconciliation of Adjusted EBITDA (Unaudited)							
	FISCAL YEAR						
	2017	2018	2019	2020	2021	2022	2023
Net Income (loss)	(\$10,122)	\$1,088	(\$3,445)	(\$12,936)	(\$12,184)	(\$4,018)	(\$21,052)
Depreciation and amortization	1,562	1,780	3,902	5,497	6,830	7,263	6,954
Proportional share of trademark amortization of equity method investee	-	-	-	-	-	1,202	2,060
Interest and finance expense	1,347	1,011	1,285	1,193	3,579	1,203	381
Income tax provision (benefit) ⁽¹⁾	(447)	1,831	(642)	(4,518)	(3,106)	(431)	1,212
State and local franchise taxes	107	113	197	145	142	102	76
Stock-based compensation	3,184	1,788	976	850	720	620	242
Loss on extinguishment of debt	-	-	189	-	-	2,324	-
Gain on reduction of contingent obligations	-	-	(2,850)	-	-	(900)	-
Costs in connection with potential business combination	-	-	1,290	(158)	-	-	-
Non-recurring facility exit charges	-	799	-	-	-	-	(445)
Certain adjustments to allowance for doubtful accounts	-	-	-	971	132	413	-
Goodwill & other impairment	12,371	-	6,200	13,113	1,372	274	100
Gain on the sale of assets	-	-	-	(46)	-	(20,586)	(359)
Costs associated with restructuring of operations *	-	-	-	-	-	-	5,106
Adjusted EBITDA	\$8,002	\$8,410	\$7,102	\$4,111	(\$2,515)	(\$12,534)	(\$5,725)

\$,000'S U.S.

(1) For 2023 the company has taken a reserve against the period tax benefit. This increases the forecasted net loss for each of these years but has no impact on Adjusted EBITDA.

(2) For 2023 there is an adjustment to add back to Adjusted EBITDA from the wholesale apparel and jewelry businesses and our Longaberger business, and the costs associated with the transition of these businesses to our new licensing partners. There were no adjustments for periods prior to 2023.