



DISTRIBUTION
SOLUTIONS GROUP

Powerful Solutions. Proven Results.

NASDAQ: DSGR

19th Annual Barrington Virtual Spring Investment Conference

May 29, 2025



Disclaimers

Cautionary Note Regarding Forward-Looking Statements

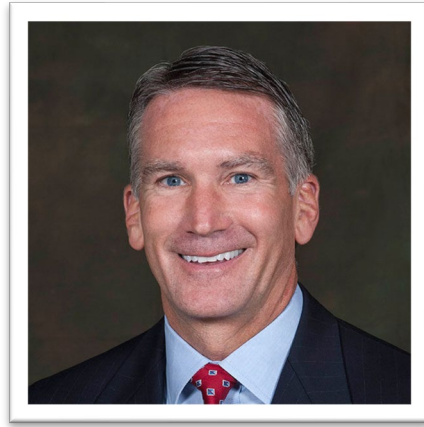
This presentation contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the "safe-harbor" provisions under the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. The terms "aim," "anticipate," "believe," "contemplates," "continues," "could," "ensure," "estimate," "expect," "forecasts," "if," "intend," "likely," "may," "might," "objective," "outlook," "plan," "positioned," "potential," "predict," "probable," "project," "shall," "should," "strategy," "will," "would," and variations of them and other words and terms of similar meaning and expression (and the negatives of such words and terms) are intended to identify forward-looking statements.

Forward-looking statements can also be identified by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements are based on current expectations and involve inherent risks, uncertainties and assumptions, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations. DSG can give no assurance that any goal or plan set forth in forward-looking statements can be achieved and DSG cautions readers not to place undue reliance on such statements. DSG undertakes no obligation to release publicly any revisions to forward-looking statements as a result of new information, future events or otherwise. Each forward-looking statement speaks only as of the date on which such statement is made, and DSG undertakes no obligation to update any such statement to reflect events or circumstances arising after such date. Actual results may differ materially from those projected as a result of certain risks and uncertainties. Factors that could cause or contribute to such differences or that might otherwise impact DSG's business, financial condition and results of operations include the risks that DSG may encounter difficulties integrating the business of DSG with the business of other companies that DSG has combined with or may otherwise combine with and that certain assumptions with respect to such business or transactions could prove to be inaccurate. Certain risks associated with DSG's business are also discussed from time to time in the reports DSG files with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K or other reports the Company may file from time to time with the Securities and Exchange Commission, which should be reviewed carefully.

Non-GAAP Financial Measures, SEC Regulation G GAAP Reconciliations

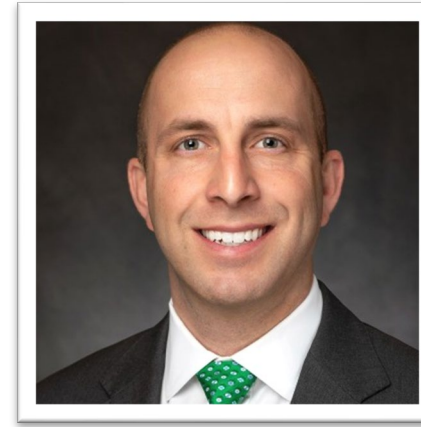
Some of the financial information and data contained in this presentation, such as Adjusted Revenue, Pre-Acquisition Revenue and Adjusted EBITDA, have not been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company believes that these non-GAAP financial measures provide useful information to management and investors regarding certain financial and business trends relating to DSG's financial condition and results of operations. DSG does not consider non-GAAP measures an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is they may exclude significant expense and income items that are required by GAAP to be recognized in our consolidated financial statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included in determining these non-GAAP financial measures. Non-GAAP financial measures should not be relied upon, in whole or part, in evaluating the financial condition, results of operations or future prospects of DSG. A reconciliation of the non-GAAP financial measures to the nearest comparable GAAP financial measures is contained in the appendix.

Presenters



Ron Knutson

*EVP & CFO for
DSG and Lawson Products*



Brett Scarbrough

*Vice President, Strategy &
Investor Relations for DSG*

Leading Specialty Industrial Distribution Platform



MRO Focus

VMI Focus

Leading vendor managed inventory provider of C-parts to the MRO market

~24% of Sales¹

Canadian Branch Focus

Leading wholesale distributor of MRO supplies, safety products, fasteners, and services to the Canadian MRO market

~12% of Sales¹



OEM Focus

Leading global supply chain services and C-parts provider to OEM and aftermarket applications

~24% of Sales¹



Industrial Technologies Focus

Leading supplier of electronic and specialty production supplies and T&M equipment across OEM and MRO markets

~40% of Sales¹

TTM Financial Highlights

\$1.96Bn¹

Adjusted Revenue

~9.7%¹

Adjusted EBITDA %

~\$160M+

Adj. Free Cash Flow²

Fly-by Operating Stats

50+

Countries Served

200k

Customers

740k+

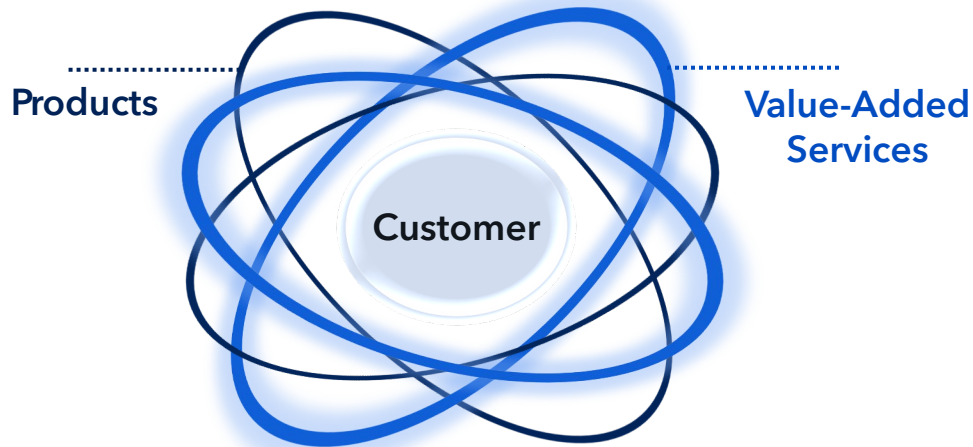
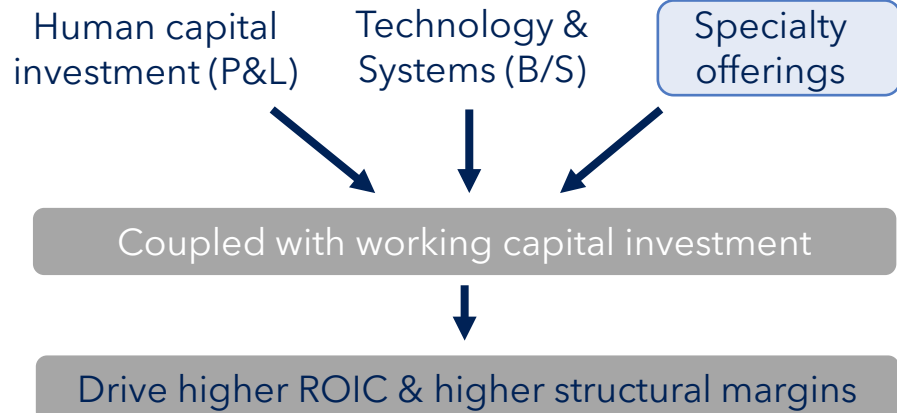
Unique SKU's

Attractive Attributes of Specialty Distributors

- ✓ Business model that extends beyond conventional distribution - **repeatedly demonstrating a clear, differentiated value proposition for customers**
- ✓ **Fortified competitive moat** created by robust technical knowledge, extensive service capabilities, and/or sourcing of complex, scarce products
- ✓ Ability to **rapidly and consistently scale** through organic and inorganic investments
- ✓ Large **consolidation opportunity** driven by **fragmentation** of niche product & service offerings
- ✓ **Diversification** across various dimensions, including customers, suppliers, end markets, and geographies in a **large multi-trillion dollar marketplace**
- ✓ **Resilient through business cycles** via asset light model and working capital rationalization

Value-Added Capabilities Drive Returns

Specialty Distribution Model



Value-Added Offerings...Create High Customer Retention



Vendor Managed Inventory ("VMI")



Customized Supply Chain Solutions



Kitting / Labeling / Packaging



Fabrication / Repair / Service

Cross-Company Collaboration

The Power of Three



Main Assembly



Hydraulics



Fasteners



Chemicals



Fabrications



Hardware



Electrical

Comprehensive product solutions supported by robust suite of value-added services

- VMI Management
- Manufacturing & Assembly
- Labeling & Printing
- Slitting & Die Cutting
- Packaging & Kitting
- Value Engineering
- Chemical Management
- Calibration & Repair

R&D Lab



Environmental Chambers



Oscilloscopes



Electrical Analyzers

Electronics Assembly



Solder Wire



Cases & Tools



Benches & Workstations

Maintenance Shop



Safety



Cutting & Abrasives



Shop Supplies

DSG Delivers a Unique & Attractive Specialty Distribution Platform



Strong, Sticky Role in the Value Chain

Customer-Embedded

Via value-added, best-in-class services

>92% Revenue Retention¹

Providing long-term stability



Significant Customer, Supplier & End Market Diversity

Serve 10+ Industries

Catering to 200,000+ customers up and down the value chain

10,500+ Suppliers

None >5% of Purchases



Attractive, Accretive Returns on Incremental Capital

180+ bps Adjusted EBITDA % ↑

8.0%² pre-merger (2021) to ~9.8% TTM as of March 31, 2025

~37% Current RONWC³

Targeting 50+% with margin expansion and increased NWC efficiency



Dual Pronged Growth Strategy

End markets with long-term strong tailwinds

11 Strategic Acquisitions⁴

Completed since 2022; Purchase price range from 4.6x - 9.4x (weighted 8.3x)

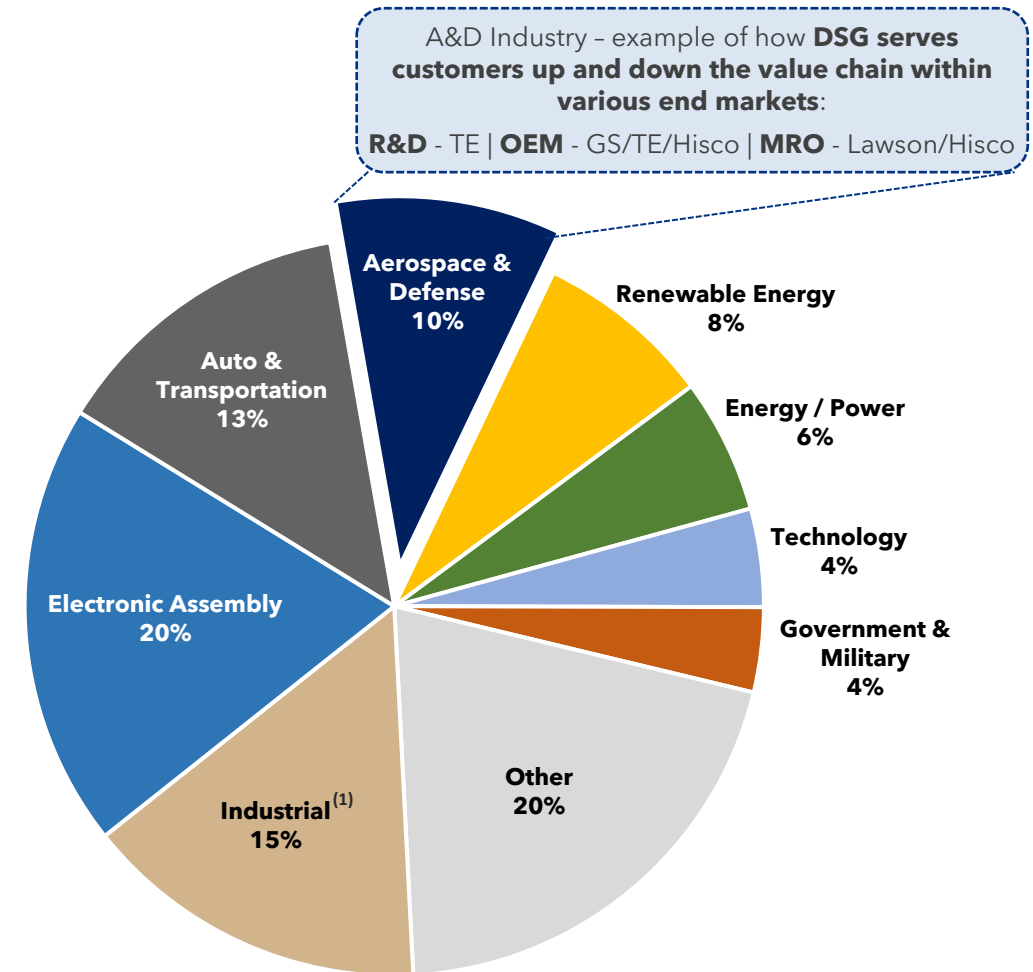
- 1) Revenue decrease from lost customers over the trailing twelve-month period over revenue at the beginning of the same period.
- 2) Inclusive of Lawson Products results Pre-April 1, 2022 Merger Date.
- 3) RONWC calculated as Adjusted EBITDA divided by current trade Net Working Capital (Accounts Receivable plus Inventory less Accounts Payable).
- 4) Includes 2 acquisitions completed in Q1 2022 post merger announcement but pre-close and 9 acquisitions completed post merger.

DSG Serves a Broad & Diverse Set of End Markets

Spotlight: Revenue and End Market Diversification

**>200,000 customers
in a robust set of end markets**

- ✓ Sticky customer relationships
- ✓ Diverse demand drivers
- ✓ World class global supply chain capabilities across the platform
- ✓ Servicing the full life cycle of customers within various end markets



Value Creation Themes

Spotlight: Embedded Growth Opportunities

Leverage Platform Across Customer Base

Unique total customer value proposition



Monetize distinct capabilities across the platform



Collaborative selling across customer base



Expand digital capabilities across the platform

Strong Secular Tailwinds



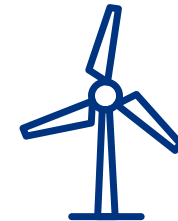
Onshoring /
Nearshoring



Infrastructure
(CHIPS Act)



Tech /
Digitalization (IoT)



Renewables

...and increasing supply chain complexity across many sectors

MRO Focus: Overview

Business Unit Snapshot

MRO Focus

36% of Total Revenue⁽¹⁾

OEM Focus

Industrial Technologies Focus



MRO - Lawson Products

- **History:** 73+ years in business (Founded 1952)
- **Office HQ:** Chicago, IL
- **TTM 3/31 Adj. Revenue⁽¹⁾:** \$715M
- **Focus:** Vendor managed inventory approach providing high-touch, MRO

Products



- Fasteners
- Chemicals
- Cutting tools
- Hydraulics
- Other broad offerings and C-Parts
- Safety

Services



- Managed inventory
- Industrial vending
- Self-service inventory management
- Product recommendations
- Application advice

Value to Customer



- "One-stop shop"
- Deep product knowledge
- Reducing supply chain costs
- Purchasing leverage / private label offering with consistent delivery

End Markets



- Manufacturing
- Automotive
- Government / Military
- Construction
- Equipment rental
- Other industrial-related sectors

Geography



- United States
- Canada

OEM Focus: Overview

Business Unit Snapshot

MRO Focus

OEM Focus

24% of Total Revenue ⁽¹⁾

Industrial Technologies Focus



OEM - Gexpro Services

- **History:** 29+ years in business (carved out of Rexel in '20)
- **Office HQ:** Irving, Texas
- **TTM 3/31 Adj. Revenue⁽¹⁾:** \$464M
- **Focus:** Global supply chain solutions and manufacturing services

Comprehensive Supply Chain Solutions



Vendor Managed Inventory (VMI)



Kitting & Assembly



Aftermarket / Installation



Technology

Diverse End Markets



Renewables



Technology



Aerospace & Defense



Industrial Power



Consumer & Industrial



Transportation

Serving Customers in 40 Countries and 6 Continents

USA
Canada
Mexico

Denmark
Hungary
Germany

Turkey
China
Brazil

...and Many Others

Industrial Technologies Focus: Overview

Business Unit Snapshot

MRO Focus

OEM Focus

Industrial Technologies Focus **40%** of Total Revenue ⁽¹⁾

TestEquity

- **History:** 54+ years in business (Founded 1971)
- **Office HQ:** North Richland Hills, Texas
- **TTM 3/31 Adj. Revenue⁽¹⁾:** \$781M
- **Focus:** T&M equipment and electronic production supplies serving OEM customers



Hisco (Acquisition)

- **History:** 55+ years in business (Founded 1970)
- **Office HQ:** Houston, Texas
- **Focus:** Specialty (adhesives, chemicals, electronic) industrial supplies distribution & manufacturing



Products



- Electronic Production Supplies
- Test & Measurement Instrumentation
- Environmental Test Chambers
- Chemicals & Adhesives
- Labels and Printing

Services



- VMI
- Calibration
- Chemical Management
- Asset Management
- Rentals

Value to Customer



- Highly technical knowledge
- "Total Lifecycle Support" T&M offering
- Omni-channel availability for customer
- Private label & branded offerings
- VMI & value-add mfg

End Markets



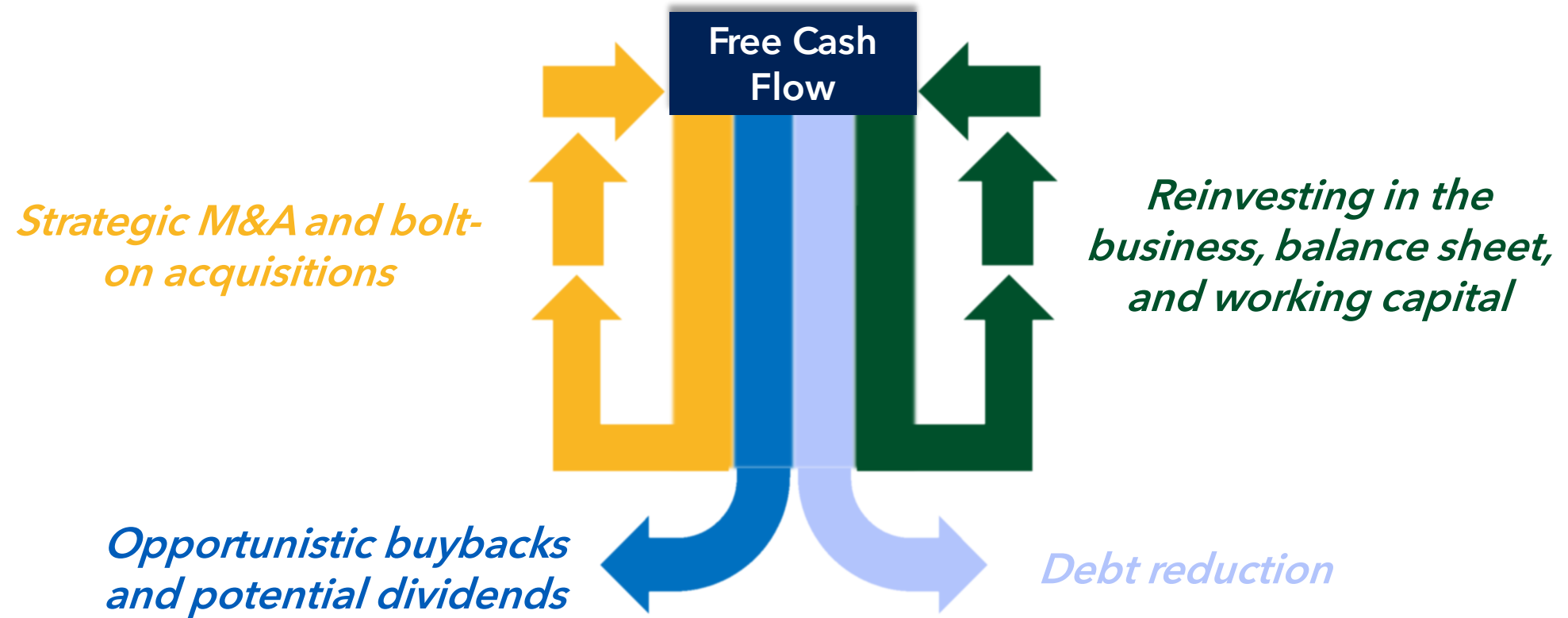
- Aerospace & Defense
- Automotive
- EDU
- Technology
- OEM
- Medical

Geography



- United States
- Canada
- Mexico & Central America
- UK
- Western Europe

Compounding Effect of Cash Flow Reinvestment



Disciplined Capital Allocation Framework with a Healthy Competition for Capital



Acquisition Criteria

Unique customer value proposition

Strong organic growth and potential for scale in attractive end markets

Synergistic across the platform while driving higher structural margins

A clear integration thesis to unlock targeted value-enhancement levers

Prioritizing North American footprint



MRO Focus

- Product offering expansion in safety, cutting tools, automotive, and fluid power categories
- Leverage current VMI offering across acquired company's customer base
- Augment current go-to-market model with technical product/service specialists
- Expand manufacturing customer presence especially in the US and Canada
- Other focus areas include private label and eCommerce



OEM Focus

- Expansion of fasteners, fabrication, electricals, mechanicals, & gasket/seals/o-ring products
- Strengthen value proposition with strategic sourcing, VMI offering, specification engineering resources, and manufacturing capabilities
- Complementary technology solutions including eCommerce, WMS, AI, etc.
- End market focus: Aerospace & Defense, Industrial Power, Renewables, Technology in North America, Europe, and SE Asia



Industrial Technologies Focus

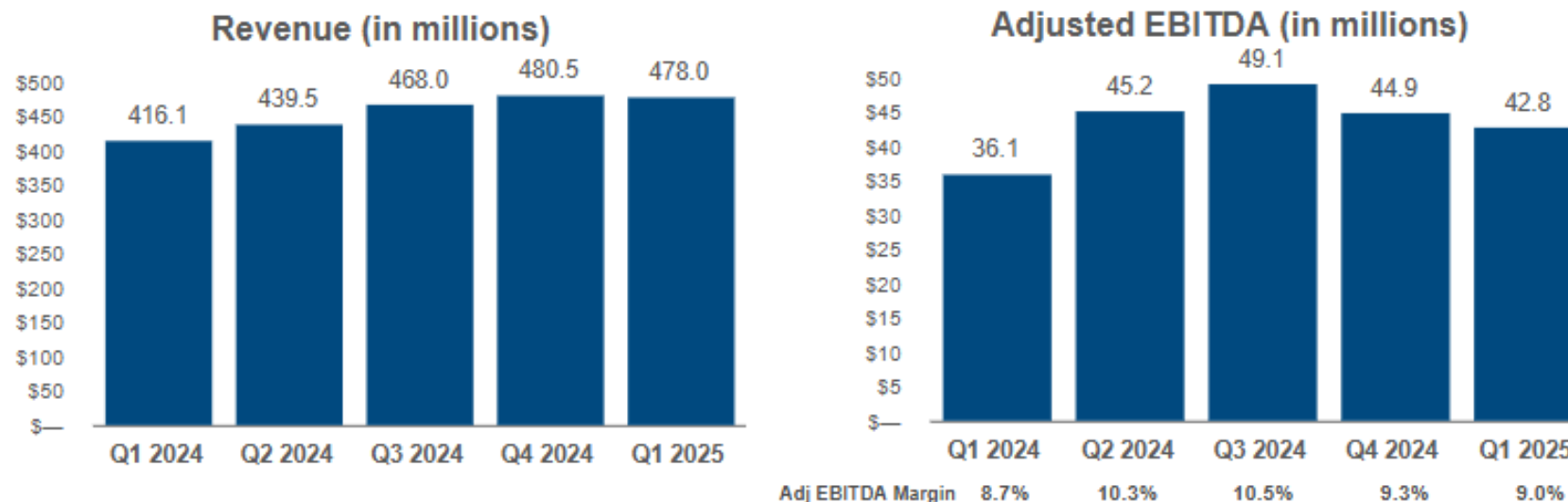
- Distribution: EPS & T&M, with emphasis on acquiring companies with strong technical sales force
- Calibration: Adding this capability to RFID asset management service offering provides very sticky customer relationships and "final brick in moat"
- Used/Rental: Capital intensive, high margins, sticky customer relationships
- Geographic expansion focus in US, Western Europe and Canada

M&A Focus Areas

				
Expand	Product Offering	Safety, Cutting Tools, Automotive, Fluid Power, Fasteners, Welding	Fasteners, Fabrication, Electricals, Mechanicals, Gaskets/Seals/O-Rings, Hose Assemblies	Electronic Production Supplies Test & Measurement Calibration
	Geographic Coverage	United States Canada Mexico	North America Europe SE Asia	United States Western Europe Canada
	End Market	Manufacturing Infrastructure Transportation Forestry	Aerospace & Defense Industrial Power Renewables Technology	Aerospace & Defense OEM Medical / Life Sciences Education
Enhance	Value-Added Services / Capabilities	VMI Technical Sales Resources Product Specialists Training	VMI Field Installation Specification Engineering	Calibration Fabrication Printing
	Technology & Sales Channels	E-Commerce Inside Sales	E-Commerce Integrated Technology (e.g., AI, WMS, EDI, data analytics)	New/Used Rentals Digital

Q1 2025 Consolidated Financial Highlights

- ✓ Q1 revenue of \$478M; up \$62M or 14.9% over a year ago primarily from five acquisitions closed in 2024; down 0.5% sequentially over Q4. Organic average daily sales grew 4.3% (4.7% on a constant currency basis) over a year ago.
- ✓ Q1 adjusted EBITDA of \$42.8M or 9.0% of sales compared to \$36.1M or 8.7% in the prior year quarter. As expected, the acquisition of Source Atlantic compressed margins by ~60bps in Q1 over a year ago quarter.
- ✓ Diluted income per share was \$0.07 for the quarter compared to diluted loss per share of \$0.11 in the year-ago quarter. Non-GAAP adjusted diluted earnings per share was \$0.31 compared to \$0.25 for the same period a year ago.



Other Financial Highlights

Organic Growth

- Market share growth
- Value-accretive initiatives
- Wallet-share expansion
- Cross-selling opportunities

M&A

- Adding scale, footprint, product adjacencies & services
- Building structurally high margin businesses
- Disciplined acquisition criteria

Robust Net Working Capital Investment

\$495.6M



3/31/2025 Trade WC

High returns realized on working capital investments

Focus on Deleveraging via Earnings Growth and Free Cash Flow Generation

3.6x

Leverage⁽¹⁾ at April 1, 2022 Merger Close



3.6x

Leverage⁽¹⁾ as of March 31, 2025

Inclusive of 9 acquisitions post-April 2022 merger with cash portion of purchase price of ~\$455M

Return Capital to Shareholders

- Authorized \$37.5M share repurchase program in place
- Previously repurchased \$11.1M and \$11.2M in Q1 2025; \$15.2M still available under prior authorizations

- **Total Liquidity at March 31, 2025 ~\$305⁽²⁾**
- **TTM Free Cash Flow Conversion of ~90%⁽³⁾**
- **TTM ROIC of ~11%⁽⁴⁾**

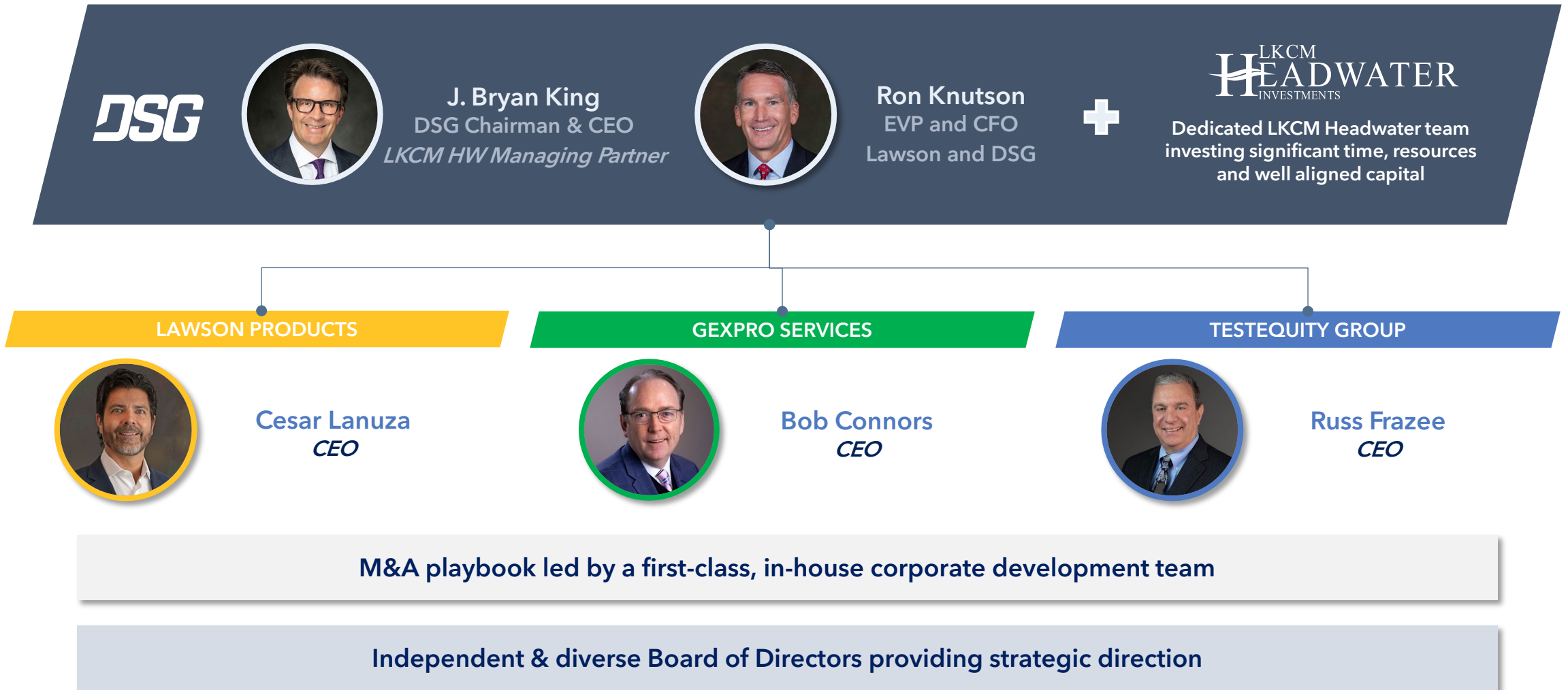
(1) As defined under DSG's credit agreement.

(2) Inclusive of restricted & unrestricted cash position and availability under credit facility.

(3) Defined as Reg G EBITDA less Reg G cash items, less capex, plus/minus change in inventory, accounts receivable & accounts payable divided by Reg G EBITDA.

(4) Defined as adjusted net operating profit after tax (NOPAT) divided by invested capital (current assets plus property, plant and equipment (net), rental equipment (net), goodwill, intangible assets (net), and other assets less cash and cash equivalents, accounts payable, accrued expenses and other current liabilities and goodwill related to the April 2022 DSG merger).

Highly Aligned Leadership / Governance



Supported by a base of over 4,400 employees

LKCM Headwater Introduction



- Private, employee-owned SEC-registered investment advisor
- Founded in 1979 with over 72 investment and other professionals
- \$27.4 billion of assets under management (3/31/2025)
- C-corp with 46 years of retained earnings
- Primarily long-term, long-equity strategies for individuals and families
- LKCM, investment team & affiliates are collectively the firm's largest client



- Private investment arm of LKCM
- Over 100 years of collective experience & more than 100 businesses in the distribution space
- LKCM, investment team and affiliates are collectively the largest investor (~1/3 of capital)
- Engaged group of over 100 retired and active operating executives that are investors in the partnerships and willingness to lean into engagements to improve value within the portfolio
- More than \$2.1 billion of committed private capital



SIGNIFICANT PRIVATE COMPANY DISTRIBUTION EXPERIENCE

CURRENT

ERIKS



- LG - Leading distributor of fabricated hose, gaskets and belting for specialized and mission-critical applications
- ESP - Value-added provider of mission-critical sealing solutions to diverse end markets
- CNC - Leading provider of flow control solutions to the energy industry



- Value-added distributor specializing in designing and implementing supply chain solutions / VMI for OEM customers



- Leading provider of building automation, controls and gas detection solutions for the commercial buildings market



- Value-added instrumentation, controls, automation and rotating equipment distributor with engineering and service capabilities

TESTEQUITY

- Largest North American specialty distributor of electronic production supplies and T&M equipment



- North America's leading value-added distributor and service provider of mission-critical communication solutions



- High growth value-added distributor, packager and re-packager of generic pharmaceuticals



- Provider of supply chain solutions and distributor of indirect materials primarily to manufacturers



- Leading value-added instrumentation and valve distributor based in the Gulf Coast

FORMER

Questions?

Visit our websites for more information

www.lawsonproducts.com

www.testequity.com

www.gexproservices.com

www.lkcmheadwater.com

www.distributionsolutionsgroup.com



Investor Contacts



Three Part Advisors, LLC
(214) 872-2710

Steven Hooser
shooser@threepa.com

Sandy Martin
smartin@threepa.com

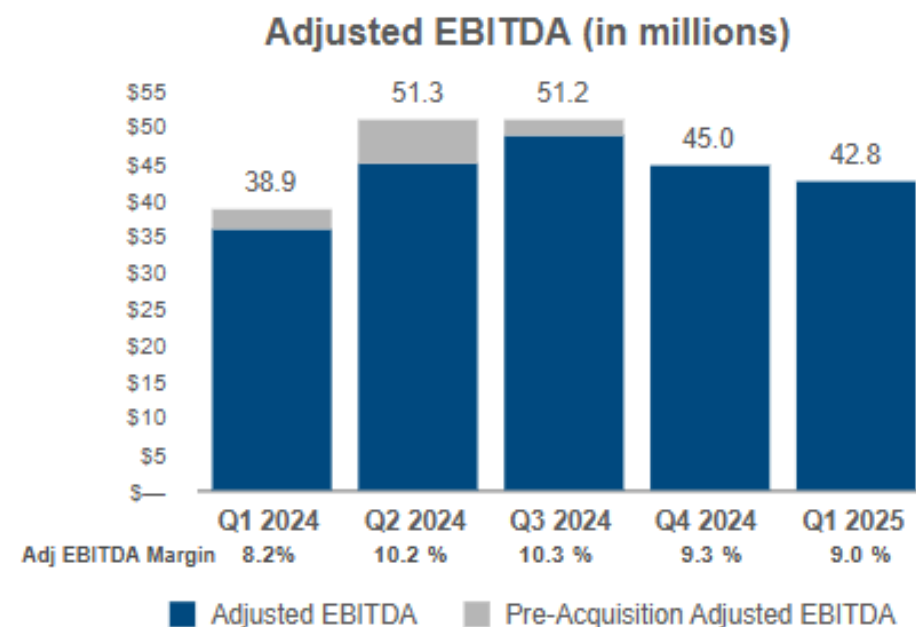
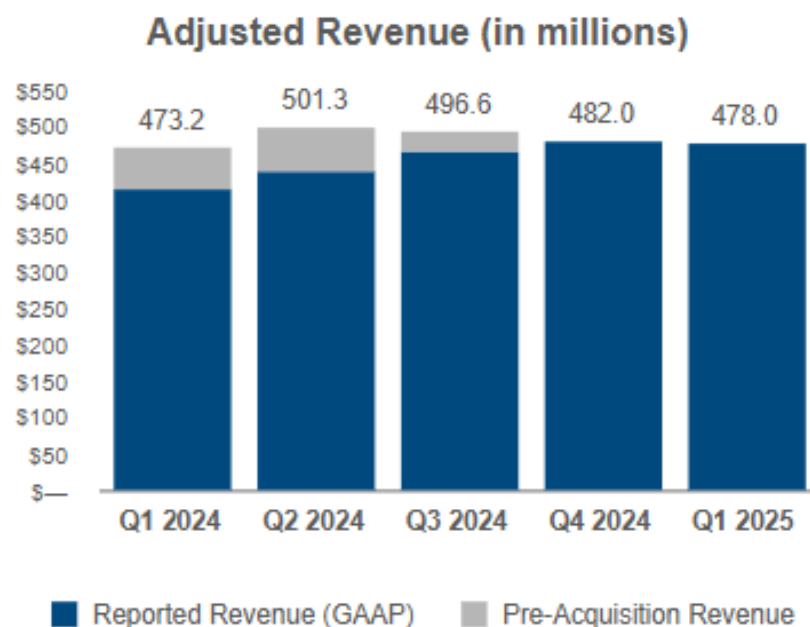
Appendix



Q1 2025 Consolidated Financial Highlights

Results Inclusive of Pre-Acquisition Results

- ✓ Adjusted Revenue and adjusted EBITDA below include the reported GAAP results and the pre-acquisition results of other businesses that were acquired at any time during the Q1 2024-Q1 2025 period.



GAAP to Non-GAAP Reconciliations

Q1 Revenue and Adjusted EBITDA Reconciliation (\$000s)

(Unaudited)

Quarter Ended	Lawson Products		Gexpro Services		TestEquity		Canada Branch Division		All Other		Eliminations		Consolidated DSG	
	Q1 2025	Q1 2024	Q1 2025	Q1 2024	Q1 2025	Q1 2024	Q1 2025	Q1 2024	Q1 2025	Q1 2024	Q1 2025	Q1 2024	Q1 2025	Q1 2024
Revenue from external customers	\$ 120,440	\$ 118,162	\$ 118,593	\$ 98,364	\$ 188,456	\$ 187,065	\$ 50,540	\$ 12,495	\$ —	\$ —	\$ —	\$ —	\$ 478,029	\$ 416,086
Intersegment revenue	22	24	312	287	317	84	3	—	—	—	(654)	(395)	—	—
Revenue	<u>\$ 120,462</u>	<u>\$ 118,186</u>	<u>\$ 118,905</u>	<u>\$ 98,651</u>	<u>\$ 188,773</u>	<u>\$ 187,149</u>	<u>\$ 50,543</u>	<u>\$ 12,495</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (654)</u>	<u>\$ (395)</u>	<u>\$ 478,029</u>	<u>\$ 416,086</u>
Operating income (loss)	\$ 6,316	\$ 4,107	\$ 11,241	\$ 5,462	\$ 4,130	\$ (6,094)	\$ 651	\$ 860	\$ (2,241)	\$ (1,552)			\$ 20,097	\$ 2,783
Depreciation and amortization	6,552	5,208	3,453	3,840	8,128	7,496	1,846	508	—	—			19,979	17,052
Adjustments:														
Acquisition related costs(1)	102	1,287	265	73	(293)	381	—	—	34	213			108	1,954
Stock-based compensation(2)	523	2,012	—	—	168	—	—	—	283	186			974	2,198
Severance and acquisition related retention expenses(3)	814	812	16	72	678	9,828	119	4	1	—			1,628	10,716
Inventory step-up(4)	—	—	—	—	—	—	—	—	—	—			—	—
Other non-recurring(5)	—	—	—	1,364	—	—	—	—	—	—			—	1,364
Non-GAAP adjusted EBITDA	<u>\$ 14,307</u>	<u>\$ 13,426</u>	<u>\$ 14,975</u>	<u>\$ 10,811</u>	<u>\$ 12,811</u>	<u>\$ 11,611</u>	<u>\$ 2,616</u>	<u>\$ 1,372</u>	<u>\$ (1,923)</u>	<u>\$ (1,153)</u>			<u>\$ 42,786</u>	<u>\$ 36,067</u>
Operating income (loss) as a percent of revenue	5.2%	3.5%	9.5%	5.5%	2.2%	(3.3)%	1.3%	6.9%	N/M	N/M			4.2%	0.7%
Adjusted EBITDA as a percent of revenue	11.9%	11.4%	12.6%	11.0%	6.8%	6.2%	5.2%	11.0%	N/M	N/M			9.0%	8.7%

1. Transaction and integration costs related to acquisitions.
 2. Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price.
 3. Includes severance expense for actions taken not related to a formal restructuring plan and acquisition related retention expenses.
 4. Inventory fair value step-up adjustment for acquisition accounting related to acquisitions completed.
 5. Other non-recurring costs consist of certain non-recurring strategic projects and other non-recurring items.
- N/M Not meaningful

GAAP to Non-GAAP Reconciliations

Adjusted Revenue and Adjusted EBITDA Reconciliation (\$000s)

Results Inclusive of Other Acquisitions – Pre-Acquisition Date

(Unaudited)

	Quarter Ended	Consolidated DSG				
		Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025
Revenue		\$ 416,086	\$ 439,536	\$ 468,019	\$ 480,463	\$ 478,029
Pre-acquisition revenue(1)		57,144	61,725	28,556	1,534	—
Adjusted revenue		<u>\$ 473,230</u>	<u>\$ 501,261</u>	<u>\$ 496,575</u>	<u>\$ 481,997</u>	<u>\$ 478,029</u>
Operating income (loss)		\$ 2,783	\$ 14,158	\$ 18,947	\$ 20,067	\$ 20,097
Pre-acquisition operating Income (loss) (1)		1,063	(337)	447	(870)	—
Adjusted Operating Income (loss)		<u>3,846</u>	<u>13,821</u>	<u>19,394</u>	<u>19,197</u>	<u>20,097</u>
Depreciation and amortization		17,052	18,535	18,624	20,165	19,979
Adjustments:						
Acquisition related costs(2)		1,954	3,598	2,901	1,689	108
Stock-based compensation(3)		2,198	(307)	2,432	910	974
Severance and acquisition related retention expenses(4)		10,716	8,313	3,568	639	1,628
Inventory step-up(5)		—	634	1,126	1,122	—
Other non-recurring(6)		1,364	250	1,512	307	—
Pre-Acquisition add-backs(7)		1,741	6,426	1,603	935	—
Adjusted EBITDA		<u>\$ 38,871</u>	<u>\$ 51,270</u>	<u>\$ 51,160</u>	<u>\$ 44,964</u>	<u>\$ 42,786</u>
Operating income (loss) as a percent of revenue		0.7%	3.2%	4.0%	4.2%	4.2%
Adjusted EBITDA as a percent of adjusted revenue		8.2%	10.2%	10.3%	9.3%	9.0%

References to table footnotes on slide 27

GAAP to Non-GAAP Reconciliations

Adjusted Revenue and EBITDA Reconciliation – Table Footnotes

- (1) Represents additional revenue and operating income of acquisitions prior to their acquisition dates not in reported GAAP results.
- (2) Transaction and integration costs related to acquisitions.
- (3) Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price.
- (4) Includes severance expense for actions taken not related to a formal restructuring plan and acquisition related retention expenses.
- (5) Inventory fair value step-up adjustments resulting from the acquisition accounting related to acquisitions completed.
- (6) Other non-recurring costs consist of certain non-recurring strategic projects and other non-recurring items.
- (7) Represents additional EBITDA adjustments of other acquisitions prior to the respective acquisition dates.

GAAP to Non-GAAP Reconciliations

GAAP Net Income (Loss) and GAAP Diluted EPS to Non-GAAP Adjusted Net Income and Non-GAAP Adjusted Diluted EPS Reconciliation (\$000s, except per share data)

(Unaudited)

	Consolidated DSG					
	Q1 2025		Q1 2024		Q4 2024	
	Amount	Diluted EPS ⁽²⁾	Amount	Diluted EPS ⁽²⁾	Amount	Diluted EPS ⁽²⁾
Net income (loss)	\$ 3,261	\$ 0.07	\$ (5,224)	\$ (0.11)	\$ (25,925)	\$ (0.55)
Pretax adjustments:						
Stock-based compensation	974	0.02	2,198	0.05	910	0.02
Acquisition related costs	108	—	1,954	0.04	1,689	0.04
Amortization of intangible assets	11,585	0.24	10,746	0.23	12,559	0.27
Severance and acquisition related retention expenses	1,628	0.03	10,716	0.23	639	0.01
Change in fair value of earnout liabilities	1,000	0.02	(5)	—	127	—
Inventory step-up	—	—	—	—	1,122	0.02
Other non-recurring	—	—	1,364	0.03	307	0.01
Total pretax adjustments	15,295	0.31	26,973	0.58	17,353	0.37
Tax effect on adjustments(1)/(3)	(4,044)	(0.07)	(7,334)	(0.16)	2,054	0.04
Deferred tax asset valuation allowance(3)/(4)	190	—	(2,696)	(0.06)	26,205	0.56
Non-GAAP adjusted net income	\$ 14,702	\$ 0.31	\$ 11,719	\$ 0.25	\$ 19,687	\$ 0.42

1. The adjustment to the income tax expense (benefit) is determined by excluding the non-GAAP adjustments by jurisdiction.
2. Pretax adjustments to diluted EPS calculated on 47.400 million, 46.777 million and 46.849 million diluted shares for the first quarter of 2025 and 2024, and the fourth quarter of 2024, respectively.
3. The quarter-to-date amounts are derived from the current period year-to-date amount less the previous quarter year-to-date amount.
4. The estimated impact to the deferred tax asset valuation allowance from interest expense limitations under Section 163(j) determined by including the non-GAAP adjustments by jurisdiction.

Historical Acquisitions

	COMPANY	FOCUS	STRATEGIC RATIONALE	CLOSING DATE	REVENUE ⁽¹⁾	PURCHASE PRICE
2017		Industrial Technologies	- Expanded geographic coverage and expanded customer base with an additional ~22,000 customer locations - Complementary value-added products / services (kitting, VMI)	January 2017	\$45.1	\$25.0
		Industrial Technologies	- Adds scale to highly complementary Lab & Production supplies offering - Bolsters stocked inventory and value-add capabilities (VMI, vending, etc.)	July 2017	\$77.8	\$35.0
		MRO	- Complementary products in fasteners, power tools and MRO supplies - Provides sales/regional fulfillment expansion opportunity in W Canada	October 2017	\$34.4	\$32.0
2020		MRO	- Sizeable “DNA match” acquisition for MRO segment - Highly accretive with significant cost synergies	August 2020	\$64.2	\$35.3
2021		OEM	- Complementary value-added fabrication capabilities - Highly accretive with significant synergies	June 2021	\$5.3	\$6.5
		Industrial Technologies	- European beachhead for Industrial Technologies segment - Supplier expansion and further penetration into Telecom/5G market	July 2021	\$9.7	\$14.4
		OEM	- Strategic expansion into Canada & Mexico for OEM segment - Loyal customer base with high service levels in new and existing markets	November 2021	\$28.3	\$18.9
		OEM	- Highly accretive “DNA match” with diversified end markets - Natural tuck-in with value-add product offering and strong management	December 2021	\$9.6	\$11.8

Historical Acquisitions (Continued)

	COMPANY	FOCUS	STRATEGIC RATIONALE	CLOSING DATE	REVENUE ⁽¹⁾	PURCHASE PRICE
2022	 Resolux	OEM	- Leading global renewables supplier within the OEM segment - Opened new strategic markets in Europe, the Middle East, and Asia	January 2022	\$31.9	\$38.0
	 FT	OEM	- Enhances B & C-class product and service offering to Renewables market - Significant commercial synergies and delivers manufacturing capabilities	March 2022	\$21.9	\$30.0
	 TE Equipment	Industrial Technologies	- Adds complementary product lines (handhelds), brands and customers - Digital go-to-market supplements Industrial Technology's sales model	April 2022	\$113.0	\$55.0
	 NTE	Industrial Technologies	- Adds complementary product lines with reconditioned equipment - Strong focus on rental and leasing purchase options	June 2022	\$9.0	\$7.8
	 INSTRUMEX	Industrial Technologies	- Adds complementary product lines with reconditioned equipment - Natural tuck-in with expanded markets in Europe	December 2022	\$7.0	\$3.9
2023	 Hisco	Industrial Technologies	Adds complementary product lines, including adhesives, chemicals and tapes as well as specialty materials such as electrostatic discharge, thermal management materials and static shielding bags.	June 2023	\$422.6	\$269.1
2024	 EMERGENT	MRO	Adds complementary product lines in the safety category, which accelerates Lawson's safety product category by over four times.	January 2024	\$13.0	\$10.0
	 SS	MRO	Extends Lawson's automotive product category and expands market reach with automotive dealers	May 2024	\$40.0	\$80.0
	 SA SOURCE ATLANTIC	MRO	Extends Lawson's MRO supplies, safety products, fasteners, and related value-add services and operating footprint in the Canadian market	August 2024	\$185.0	\$105.0
	 TECH - COMPONENT RESOURCES	OEM	- A distributor of fasteners, mechanical components, and other industrial products in Southeast Asia - Supports our existing large OEM customers' expansion plans while providing us with a strategic foothold in this growing region	October 2024	\$4.5	\$5.9
	 ConRes TEST EQUIPMENT A TestEquity Company	Industrial Technologies	- Expands Test & Measurement leasing and calibration offerings, deepens national customer relationships - Expands resources in the Northeast	November 2024	\$12.0	\$17.0
HIGHLIGHTED TOTAL					~\$1,134	~\$801

Who We Are



DSG is a best-in-class specialty distribution company providing high-touch, value-added distribution solutions to the MRO, OEM, and Industrial Technologies verticals in a diversified set of end markets.

We take a solutions-based approach to serving our customers the way they want to be served.

DSG operates under three distinct verticals with many benefits of a scaled, integrated platform.