

Powerful Solutions. Proven Results.

NASDAQ: DSGR

Jefferies Industrials Investor Conference Presentation September 6, 2023







### Forward Looking Statements

#### Cautionary Note Regarding Forward-Looking Statements

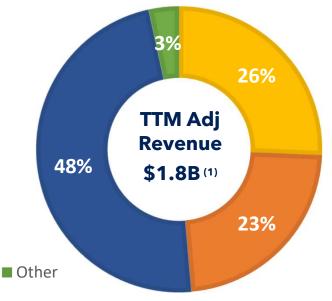
This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. The terms "aim," "anticipate," "believe," "contemplates," "continues," "could," "ensure," "estimate," "expect," "forecasts," "if," "intend," "likely," "may," "might," "objective," "outlook," "plan," "positioned," "potential," "predict," "probable," "project," "shall," "should," "strategy," "will," "would," and other words and terms of similar meaning and expression 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. Distribution Solutions Group ("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, which speak only as of the date made. DSG undertakes no obligation to release publicly any revisions to forward-looking statements as a result of new information, future events or otherwise. Actual results may differ materially from those projected as a result of certain risks and uncertainties. Certain risks associated with DSG's business are also discussed from time to time in the reports DSG files with the SEC, including DSG's Annual Report on Form 10-K, DSG's Quarterly Reports on Form 10-Q and DSG's Current Reports on Form 8-K. In addition, the following factors, among others, could cause actual outcomes and results to differ materially from those discussed in the forward-looking statements: (i) unanticipated difficulties or expenditures relating to the mergers; (ii) the risk that stockholder litigation in connection with the mergers results in significant costs of defense, indemnification and liability; (iii) any problems arising in combining the businesses of Lawson Products, TestEquity and Gexpro Services, which may result in the combined company not operating as effectively and efficiently as expected; and (iv) the risks that DSG may encounter difficulties integrating the business of DSG and Hisco, that DSG may not achieve the anticipated synergies contemplated with respect to the transaction and that certain assumptions with respect to Hisco's business or the transaction could prove to be inaccurate.

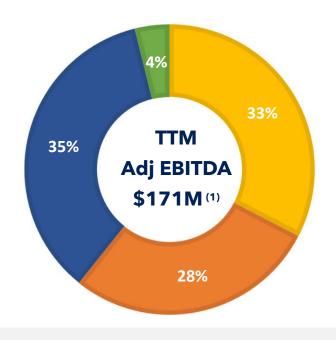


## **About Distribution Solutions Group**

Multi-platform specialty distribution company providing high touch, value-added distribution solutions to the MRO, the OEM and the Industrial Technologies markets







Q2 '23 Revenue \$378M

Q2 '23 Adj EBITDA \$40.1M



(1) ) Estimated TTM as of June 2023. Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Information inclusive of Other Acquisition results prior to the acquisition date.

### Why Own DSG: Investment Thesis

#### **NASDAQ: DSGR**



Proven, Best-in-Class Management Team with Clear Vision of Value Creation



Large Addressable Markets Aggregating \$57 billion with Multi-Channel, Diverse Distribution



Multi-platform with Scale for Attractive Returns, Acceleration of Growth with Successful Record of Operational Execution and Acquisitions



Disciplined Approach to Capital Allocation and Asset Light Expansion



Strong Balance Sheet Focused on Working Capital Management and Cash Flow Generation



### **Embedded Growth Opportunities**

#### LEVERAGE PLATFORM ACROSS CUSTOMER BASE

Unique total customer value proposition

0

Monetize distinct capabilities across the platform

0

Collaborative selling across customer bases

**①** 

Expand digital capabilities across the platform

#### **END MARKETS HAVE STRONG SECULAR TAIL WINDS**







#### TRACK RECORD OF SUCCESSFUL ACQUISITION & INTEGRATION

Large, highly fragmented markets of small regional competitors across end markets

Scale benefits including more advanced global sourcing, customer relationships

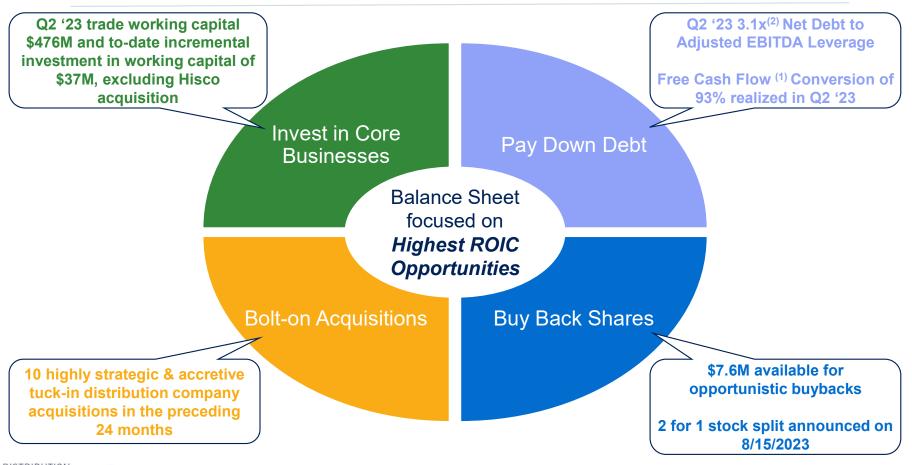
Proven Corporate Development team

Revenue/cost synergies for most acquisitions

Track record of integrating acquisitions



### Disciplined Capital Allocation Framework





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.
Calculated based on the Company's credit agreement.



Leading service-focused industrial MRO distributor providing product through a vendor managed inventory approach

#### **OPTIMIZED INVENTORY MANAGEMENT SYSTEM**

#### **DIVERSE END MARKETS(3)**

**Before** 





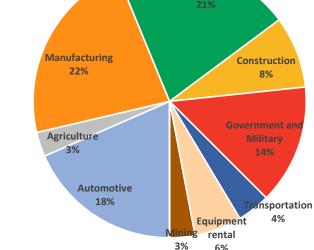
After

#### **Vendor Managed Inventory**

Lawson ensures customers have the right product in the right place at the right time

Lower Total Cost of Ownership & Better Serve Customers





~\$524M Adj. Revenue<sup>(1)</sup>

SG DISTRIBUTION SCHOUP

~\$62M Adj. EBITDA<sup>(1)/(2)</sup> 1,900+ Employees

Countries Served

~\$20B Addressable Market 65,000+
Customers Served



 $<sup>(2) \, \</sup>mathsf{See} \, \mathsf{appendix} \, \mathsf{for} \, \mathsf{reconciliation} \, \mathsf{of} \, \mathsf{GAAP} \, \mathsf{operating} \, \mathsf{income} \, \mathsf{to} \, \mathsf{Non-GAAP} \, \mathsf{adjusted} \, \mathsf{EBITDA}$ 

<sup>(3)</sup> Estimated TTM as of December 2022 adjusted for all closed acquisitions as of 12/31/2022.



Leading global supply chain Services and C-Parts provider of highly engineered specified products for manufacturing end users

### **BLUE CHIP CUSTOMERS IN DIVERSE MARKETS**



Renewables



Consumer & Industrial

~\$413M

Adj. Revenue<sup>(1)</sup>



Semiconductor & Telecom



Aerospace & Defense



Power Generation



**Transportation** 

#### **GLOBAL LOCATIONS**



- USA Global HO
- Canada NEF HQ
- Mexico

- Denmark Resolux HQ
- Hungary
- China
  - Germany National Engineered
- **Brazil**
- Technologies



~\$48M Adj. EBITDA<sup>(1)/(2)</sup>

700+ **Employees** 

38+ **Countries Served** 

~\$30B **Addressable Market** 

Fasteners

100,000+ **Bins Serviced** 



(1) Estimated TTM as of June 2023 adjusted for all closed acquisitions as of 6/30/2023. (2) See appendix for reconciliation of GAAP operating income to Non-GAAP adjusted EBITDA.



Leading authorized distributors of electronics production supplies and Test & Measurement solutions, with over 250,000 products

#### **PRODUCTS OVERVIEW**

Electronic Production Supplies ("EPS") with advanced digital capabilities Test & Measurement Instrumentation ("T&M")

Broadest offering of T&M and EPS supplies in the industry

#### **BLUE CHIP CUSTOMERS**





Microsoft



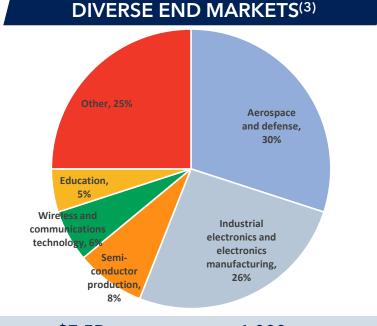














SG DISTRIBUTION SCHOUP

~\$61M Adj. EBITDA<sup>(1)/(2)</sup> 1200+ Employees 30+ Countries Served ~\$7.5B Addressable Market 1,000+
Manufacturer Brands

<sup>(1)</sup> Estimated TTM as of June 2023 adjusted for all closed acquisitions as of 6/30/2023.

<sup>(2)</sup> See appendix for reconciliation of GAAP operating income to Non-GAAP adjusted EBITDA

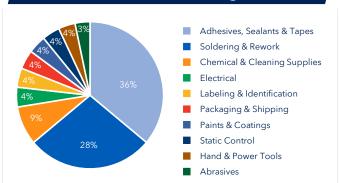
<sup>(3)</sup> Estimated TTM as of December 2022 adjusted for all closed acquisitions as of 12/31/2022. Excludes Hisco.

## **At a Glance**

#### **Business Overview**

- Leading broadline industrial supplies distribution business with integrated footprint across the United States, Canada, and Mexico
- Headquartered in Houston, TX with 38 branches and ~600 employees
- High-margin, value-added services including precision converting and packaging for adhesives, sealants, and specialty chemicals
- Deeply embedded with customers, providing requirement-driven solutions

#### Select Product Offering Mix(1)



### Largest Suppliers

















#### **Value-Added Services**



**Custom Fabrication** 



Packaging / Labeling



Cold / Clean Room Storage



Vendor-Managed Inventory



**Precision Slitting** 



Die Cutting



Labeling / Printing



Prototyping

#### **End Markets**











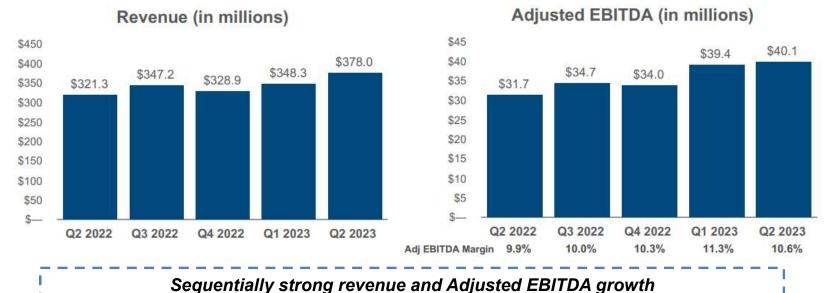




### **Q2** 2023 Consolidated Financial Highlights

#### Reported Revenue and Adjusted EBITDA

- Revenue of \$378.0M, an increase of \$56.6M or +17.6% over year ago quarter; organic growth of +4.8%
- Adjusted EBITDA of \$40.1M with 10.6% margin; up 26.7% from Adjusted EBITDA of \$31.7M with 9.9% margin a year ago quarter.
- · Sequential daily sales growth and profit expansion; Q2 impacted by Hisco results and Lawson investments
- Q4 reflects fewer selling days





## **Q2** 2023 Consolidated Financial Highlights

#### Results Inclusive of Other Acquisitions 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 Q2 2022-Q2 2023 period.
- Positive quarterly trends in Adjusted Revenue and Adjusted EBITDA as acquisitions become integrated. Q2 had tougher comps over Q1
- Q4 reflects fewer selling days





Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Information inclusive of Other Acquisition results prior to the acquisition date.

### **Progress Since April 2022 Merger**

Performing at or above all underwriting objectives established prior to combination

Enhanced Go-to-Market Strategy Expanded Channelsto-Market Superior Leadership Incentives for Cross-Selling Fully Executed Cost
Synergies for IT,
Insurance

Developed Meaningful Business Pipeline Sensitive to Economic Environment with Adjusted Hurdles, Leverage Targets

Fully Built-out Experienced M&A Team Operationalized LKCM Support for OpCo Businesses



### **Questions?**

Visit our websites for more information

www.lawsonproducts.com

www.testequity.com

www.gexproservices.com

www.lkcmheadwater.com

www.distributionsolutionsgroup.com





### **Investor Contacts**



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Sandy Martin smartin@threepa.com



# Appendix





### **GAAP** to Non-GAAP Reconciliations

Q2 Revenue and Adjusted EBITDA Reconciliation (\$000s) (Unaudited)

		Lawson Products			Gexpro Services				TestEquity				All Other				Consolidated DSG		
Quarter End	ed	Q2 2023		Q2 2022	9	Q2 2023		Q2 2022	844	Q2 2023	(	Q2 2022		22 2023	Q	2 2022	Q2 2023	Q	2 2022
GAAP Revenue	\$	119,147	\$	107,334	\$	108,274	\$	99,792	\$	136,067	\$	97,874	\$	14,496	\$	16,336	\$ 377,984	\$	321,336
GAAP Operating Income	\$	8,470	\$	(2,562)	\$	8,778	\$	5,390	\$	(3,182)	\$	471	\$	(290)	\$	814	\$ 13,776	\$	4,113
Depreciation and amortization		4,498		4,522		4,026		4,093		5,560		5,761		500		370	14,584		14,746
Adjustments:																			
Merger/integration costs(1)		1		1,818		150		2,160		-		1,812		-		-	150		5,790
Stock-based compensation(2)		2,188		4,013				_		-		-		-		_	2,188		4,013
Severance and acquisition related retention expenses (3)	n	119		449		23		45		2,295		458				1	2,437		953
Acquisition related costs(4)		651		(i —		153		189		4,104		145				-	4,908		334
Inventory step-up(5)		-		1,165		_				716		1000		_		457	716		1,622
Other non-recurring(6)		144		_		12		38						1,185		44	1,341		82
Adjusted EBITDA	\$	16,070	\$	9,405	\$	13,142	\$	11,915	\$	9,493	\$	8,647	\$	1,395	\$	1,686	\$ 40,100	\$	31,653
GAAP Operating income as a percent of GAAP Revenue		7.1%		(2.4)%		8.1%		5.4%		(2.3)%		0.5%		(2.0)%		5.0%	3.6%		1.3%
Adjusted EBITDA as a percent of GAAP Revenue		13.5%		8.8%		12.1%		11.9%		7.0%		8.8%		9.6%	1	0.3%	10.6%		9.9%

- 1. Merger transaction costs related to the negotiation, review and execution of the merger agreements relating to the business combination of Lawson Products, TestEquity and Gexpro Services and subsequent integration costs
- 2. Expense primarily for stock-based compensation, of which a portion varies with the Company's stock price
- 3. Includes severance expense for actions taken in 2023 and 2022, not related to a formal restructuring plan and acquisition related retention expenses for the Hisco acquisition
- 4. Expense for acquisition related costs, unrelated to the business combination of Lawson Products, TestEquity and Gexpro Services
- 5. Inventory fair value step-up adjustment for Lawson resulting from the reverse merger acquisition accounting
- 6. Other non-recurring costs consist of non-capitalized deferred financing costs incurred in conjunction with the 2023 credit agreement amendment, certain non-recurring strategic projects and other non-recurring items



### **GAAP** to Non-GAAP Reconciliations

Consolidated DSG

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

Results Inclusive of Other Acquisitions – Pre-Acquisition Date (Unaudited)

	Consolidated DSG										
Quarter Ended	Q2 2022			Q3 2022		Q4 2022		Q1 2023	-	Q2 2023	
GAAP Revenue	\$	321,336	\$	347,151	\$	328,850	\$	348,270	\$	377,984	
Pre-Acquisition Revenue(1)		124,790		110,807		104,677		104,616		77,447	
Adjusted Revenue	\$	446,126	\$	457,958	\$	433,527	\$	452,886	\$	455,431	
GAAP Operating Income	\$	4,113	\$	22,027	\$	12,658	\$	16,721	\$	13,776	
Pre-Acquisition Operating Income(1)		3,723		2,193	100	(577)		3,345		6,014	
Adjusted Operating Income		7,836	V-0	24,220	10-	12,081		20,066	01-23	19,790	
Depreciation and amortization		14,746		8,979		13,872		15,722		14,584	
Adjustments:											
Merger/integration costs(2)		5,790		2,364		3,063		1,223		150	
Stock-based compensation(3)		4,013		(3,568)		2,003		2,204		2,188	
Severance and acquisition related retention expenses(4)		953		944		443		351		2,437	
Acquisition related costs(5)		334		38		1,570		2,876		4,908	
Inventory net realizable value adjustment(6)		-		1,737				-		22	
Inventory step-up(7)		1,622		1,082		-		e <del></del>		716	
Other non-recurring(8)		82		1,097		394		256		1,341	
Pre-Acquisition add-backs(9)		4,701		3,568		4,571		5,056		(1,375	
Adjusted EBITDA	\$	40,077	S	40,461	\$	37,997	\$	47,754	\$	44,739	
GAAP Operating income as a percent of GAAP Revenue		1.3%		6.3%		3.8%		4.8%		3.6%	
Adjusted EBITDA as a percent of GAAP Revenue		12.5%		11.7%		11.6%		13.7%		11.8%	
Adjusted EBITDA as a percent of Adjusted Revenue		9.0%		8.8%		8.8%		10.5%		9.8%	

References to table footnotes on slide 19



### **GAAP** to Non-GAAP Reconciliations

#### Adjusted Revenue and EBITDA Reconciliation – Table Footnotes

- 1. Represents additional revenue and operating income of Other Acquisitions prior to their acquisition dates not in reported GAAP results
- 2. Merger transaction costs related to the negotiation, review and execution of the merger agreements relating to the business combination of Lawson Products, TestEquity and Gexpro Services and subsequent integration costs
- 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 in 2023 and 2022, not related to a formal restructuring plan and acquisition related retention expenses for the Hisco acquisition
- 5. Expense for acquisition related costs, unrelated to the business combination of Lawson Products, TestEquity and Gexpro Services
- 6. Inventory net realizable value adjustment recorded to reduce inventory related to discontinued products where the anticipated net realizable value was lower than the cost reflected in the Company's records
- 7. Inventory fair value step-up adjustments resulting from the reverse merger acquisition accounting for Lawson Products and acquisition accounting for additional acquisitions completed by Gexpro Services
- 8. Other non-recurring costs consist of non-capitalized deferred financing costs incurred in conjunction with the 2023 Credit Agreement, certain non-recurring strategic projects and other non-recurring items
- 9. Represents additional EBITDA adjustments of Other Acquisitions prior to the respective acquisition dates



### Aligned and Tenured Leadership

**BOARD** 

Governance & Strategy

J. Bryan King



**Andrew Albert** 



Steven Edelson



Lee Hillman



Mark Moon



**Bianca Rhodes** 



**Brad Wallace** 



Robert Zamarripa

**DSG LEADERSHIP** 

Capital Allocation & Operational Accountability



J. Bryan King Chairman & CEO DSG



**Bob Connors** 

Craig Schilling

**Brad Wallace** Partner LKCM Headwater

by Rexel



Kim Carter Partner LKCM Headwater



**Jacob Smith** Partner LKCM Headwater



Ron Knutson **CFO** DSG

With daily strategy and business execution led by best-in-class management teams across each business

#### **LAWSON PRODUCTS**

Cesar Lanuza CEO

Ron Knutson

CFO

- Joined Lawson Products in 2022 after serving as CEO of Jon Don for Incline Equity
- Previously President for NA and Asia Pacific at Optimas OE Solutions and VP at Grainger



Previously spent 12 years at Ace Hardware as Controller and VP Finance

#### **GEXPRO SERVICES**

- Joined Gexpro Services in 2004 as General Manager & named corporate officer in 2015
- Previously at General Electric as General Manager of GE Supply Logistics

Re-joined Gexpro Services in 2020

Previously CFO for Electrical Source

Holdings and Finance Manager for

Gexpro Services when it was owned



**Nick Hawtrey** 

CEO

#### Joined TestEquity in 2018 as COO

before being named CEO in 2022 Previously COO/CIO at FCX Performance, VP of Distribution Operations at CompuServe

**TESTEQUITY** 





& Automation, Global VP of Finance for Allied sister company (RS Components)



Matt Boyce

experience Previously led corporate development activity for Carlisle and IDG, where he collectively led over \$4B of transaction value

15 years of corporate development

CORPORATE DEVELOPMENT



Melanie Nix

- Over 8 years of M&A experience most recently leading corporate development for Gexpro Services
- Previously served as a Sr. Associate for LKCM Headwater and an Investment Banking Associate at JPM



**Brent Pearlstein** 

- Brings over 7 years of M&A experience to the DSG team
- Previously was a Director at KPMG where he led deal advisory and strategy



Andy Zacharias - Partner (TestEquity) | Joel Stewart - Principal (Gexpro Services and Lawson) | Rick Settle - Principal (TestEquity) | Davis Miller - VP (TestEquity) | Brett Scarbrough - Portfolio Manager (Lawson)



DSG Investor Presentation

#### **Historical Acquisitions**

	COMPANY	FOCUS	STRATEGIC RATIONALE	CLOSING DATE	REVENUE (1)	PURCHASE PRICE
	JENSEN. TOOLS+SUPPLY—	Industrial Technologies	<ul> <li>Expanded geographic coverage and expanded customer base with an additional ~22,000 customer locations</li> <li>Complementary value-added products / services (kitting, VMI)</li> </ul>	January 2017	\$45.1	\$25.0
2017	7 1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Industrial Technologies	<ul> <li>Adds scale to highly complementary Lab &amp; Production supplies offering</li> <li>Bolsters stocked inventory and value-add capabilities (VMI, vending, etc.)</li> </ul>	July 2017	\$77.8	\$35.0
	THE BOLT SUPPLY HOUSE LTD.	MRO	<ul> <li>Complementary products in fasteners, power tools and MRO supplies</li> <li>Provides sales/regional fulfillment expansion opportunity in W Canada</li> </ul>	October 2017	\$34.4	\$32.0
2020	PARTSMASTER TH ALWAYS RUNNING	MRO	<ul> <li>Sizeable "DNA match" acquisition for MRO segment</li> <li>Highly accretive with significant cost synergies</li> </ul>	August 2020	\$64.2	\$35.3
	( EXECUTED )	OEM	<ul> <li>Complementary value-added fabrication capabilities</li> <li>Highly accretive with significant synergies</li> </ul>	June 2021	\$5.3	\$6.5
2021	mcstest	Industrial Technologies	<ul> <li>European beachhead for Industrial Technologies segment</li> <li>Supplier expansion and further penetration into Telecom/5G market</li> </ul>	July 2021	\$9.7	\$14.4
	NATIONAL ENGINEERED FASTENERS IIC.	OEM	<ul> <li>Strategic expansion into Canada &amp; Mexico for OEM segment</li> <li>Loyal customer base with high service levels in new and existing markets</li> </ul>	November 2021	\$28.3	\$18.9
	State Industrial Solutions	OEM	<ul> <li>Highly accretive "DNA match" with diversified end markets</li> <li>Natural tuck-in with value-add product offering and strong management</li> </ul>	December 2021	\$9.6	\$11.8
	Resolux	OEM	<ul> <li>Leading global renewables supplier within the OEM segment</li> <li>Opened new strategic markets in Europe, the Middle East, and Asia</li> </ul>	January 2022	\$31.9	\$38.0
	TECHNOLOBIES	OEM	<ul> <li>Enhances B &amp; C-class product and service offering to Renewables market</li> <li>Significant commercial synergies and delivers manufacturing capabilities</li> </ul>	March 2022	\$21.9	\$30.0
2022	TEquipment	Industrial Technologies	<ul> <li>Adds complementary product lines (handhelds), brands and customers</li> <li>Digital go-to-market supplements Industrial Technology's sales model</li> </ul>	April 2022	\$113.0	\$55.0
	WAT GOOD THE SOUTH THE	Industrial Technologies	<ul> <li>Adds complementary product lines with reconditioned equipment</li> <li>Strong focus on rental and leasing purchase options</li> </ul>	June 2022	\$9.0	\$7.8
	INSTRUMEX	Industrial Technologies	<ul> <li>Adds complementary product lines with reconditioned equipment</li> <li>Natural tuck-in with expanded markets in Europe</li> </ul>	December 2022	\$7.0	\$3.9
2023	<u>Hisco</u>	Industrial Technologies	<ul> <li>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.</li> <li>Expected to achieve cost synergies and significant customer and offering expansion benefits</li> </ul>	June 2023	\$422.6	\$269.1
	HIGHLIGHTED TOTAL				\$879.8	\$582.7

**DSG** DISTRIBUTION SOLUTIONS GROUP

Note: \$ figures in millions. List includes highlighted acquisitions executed under LKCM Headwater stewardship.

(1) Represents trailing twelve-month measurement period at close.

### **LKCM** Headwater Introduction



- Private, employee-owned SEC-registered investment advisor
- Founded in 1979 with over 63 investment and other professionals
- \$25.3 billion of assets under management (6/30/2023)
- C-corp with 44 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 LG - Leading distributor of fabricated hose, gaskets and belting for LewisGoetz specialized and mission-critical applications ERIKS-Seals and Plastics ESP - Value-added provider of mission-critical sealing solutions to diverse CNC CNC - Leading provider of flow control solutions to the energy industry · Value-added distributor specializing in designing and implementing Gexpro 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 relevant. · Largest North American specialty distributor of electronic production supplies TESTEQUITY and T&M equipment · North America's leading value-added distributor and service provider of BEARC IIIM mission-critical communication solutions · High growth value-added distributor, packager and re-packager of GSMS 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