



better food for the future



# SPC Global

A Leading Australian Food and Beverage Business





**SPC Global**

*A market-leading F&B business*

# Transaction overview

## Proposed merger of OJC and SPC

- The Original Juice Company ('**OJC**') to acquire SPC Global Limited ('**SPC**') (the '**Transaction**'), creating a market leading Australian and global food and beverage company (the '**Combined Business**').
- OJC will undertake a 10:1 consolidation of its shares, and issue shares to the shareholders of SPC as consideration for the Transaction, implying that existing OJC and SPC shareholders will hold 18.25% and 81.75% of the Combined Business respectively, prior to dilutionary impacts from the Powdered Milk Acquisition (outlined below) and Capital Raise (\$1m-\$5m).

## Proposed acquisition of Powdered Milk Business

- Concurrently with the Transaction, OJC will acquire the powdered milk business ('**Powdered Milk Business**' or '**PMB**') of Nature One Dairy ('**NOD**') for \$50 million ('**PMB Acquisition**').
- The PMB Acquisition is highly strategic for the Combined Business to expand its 'SPC Care' offering, dedicated to providing better care through high quality, nutritious meals to infants and the elderly.

## Pro forma ownership

- 132.7 million shares will be issued to SPC shareholders (post consolidation)
- The PMB is being acquired for \$50m, with cash consideration of \$6m and the issuance of 29.3 million new OJC shares<sup>1</sup> post consolidation (at an issue price of \$1.50)
- Priority Offer is expected to raise between \$1m to \$5m at an Offer Price of \$1.50/share
- Pro-forma market capitalisation of \$288m<sup>4</sup> at an Offer Price of \$1.50

Shareholder group	% ownership
OJC <sup>2</sup>	15.75%
SPC <sup>2</sup>	69.15%
NOD <sup>3</sup>	14.75%
Priority Offer	0.35%
<b>Total</b>	<b>100.0%</b>

## Timeline and steps to completion

- The Transaction is subject to shareholder approval from OJC's shareholders at an EGM to be held on 22 November 2024
- Completion of the Transaction will be subject to satisfaction of all conditions precedent under the Merger Implementation Deed, and satisfaction of conditions precedent to draw down under the new debt funding facility
- The Transaction is anticipated to complete in December 2024



Note: (1) Includes 1,000,000 shares that will be deferred for potential warranty claims ('Holdback shares'); (2) Includes bonus shares issued to certain SPC and OJC shareholders; (3) Excludes 1,000,000 Nature One Dairy Holdback Consideration Shares; (4) Assumes \$1m raised under the priority offer

# Executive summary

## SPC Global

- SPC Global Limited ('**SPC**') will be a market-leading agrifood business with **significant scale and a diversified product offering**
- SPC produces **high-quality and health-conscious food and beverage products** to Australian and global consumers under an enviable portfolio of iconic Australian brands

## Synergies

- The combination of SPC and OJC is expected to unlock meaningful synergies, predominantly through **rationalised operations and enhanced production capacity** with OJC utilising excess capacity at SPC's Shepparton site
- Total synergies from the combination of SPC and OJC are estimated to be **material**
- Further upside from distribution and cross-selling opportunities with the Powdered Milk Business

## Earnings profile

- The business is forecast to make **\$29m of EBITDA (post-AASB16) in FY25** on an Merged Group basis assuming Merged Group performance for the full financial year
- Material growth and cost synergies are expected to be delivered over time from the combination of SPC and OJC
- Future earnings will be underpinned by continued operational efficiencies, with **margin expansion anticipated as the business continues to commercialise**

## Platform for future growth

- SPC Global's enviable **portfolio of brands, diversified products, categories and go-to-market channels** provides a unique platform to leverage for future growth
- Through product **innovation**, new **segments**, broader **distribution**, new **channels** and further **acquisitions**, the business has many levers to pull to achieve strong growth in the future

# SPC Global is a unique investment opportunity

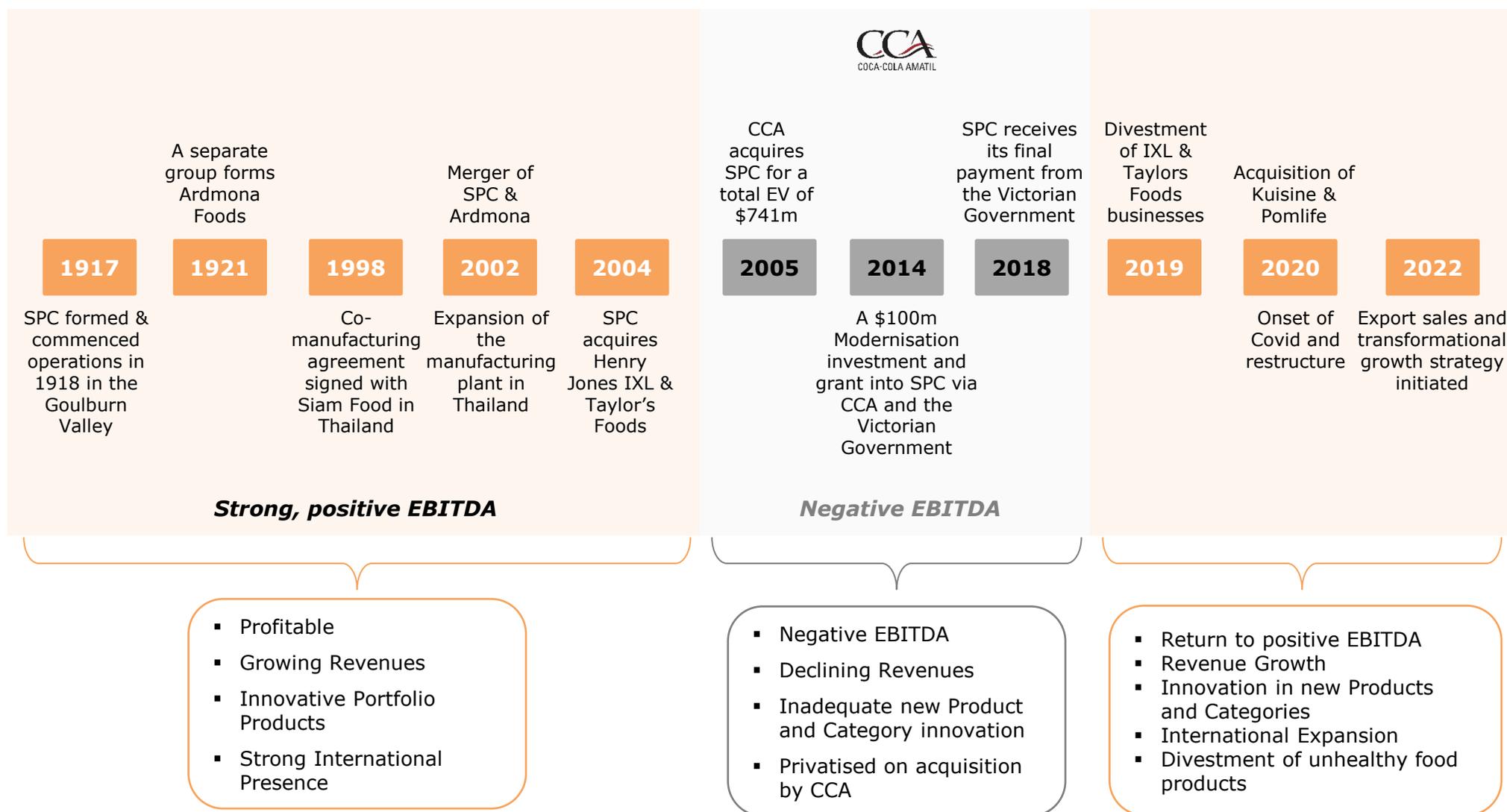
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- 1 Strong underlying business restored** since corporate carve out
- Established platform **undertaking unique acquisitions in juices and powdered milk**
- 3 Product scale and diversification** underpins a **resilient agri-food business**
- Seasonal **production diversification** bolsters **working capital cycle**
- Four distinct **go-to-market channels creates platform to expand future demand**
- An **attractive portfolio of brands, categories and capabilities** to leverage for growth
- Turbocharging **OJC by utilising SPC's Shepparton facilities**
- The combination of SPC and OJC is **highly synergistic**
- 9 Credentialed Board** with skin in the game and **experienced management team**



# 1 Strong underlying business restored since corporate carve out

Since the carve out from Coca-Cola Amatil in 2019, SPC has undertaken a number of strategic initiatives to restore fundamental value in the business – there are additional levers of 'low hanging fruit' to support operational turnaround



## 2 Established platform undertaking unique acquisitions

**SPC is an iconic Australian agribusiness established over 100 years ago, and is the largest local producer of fruit, tomato, baked beans and spaghetti nationwide. SPC's next chapter of growth sees the business expanding its product offering to become an Australian diversified food producing champion**

### Who is SPC?

- Established in 1917 as the Shepparton Preserving Company.
- Nationally recognised as a strong heritage Australian brand.
- Highly experienced management team and Board.
- Deep, well-established relationships with clients, distributors and local Australian growers.



### What do we do?

- Largest producer of fruit, tomato, baked beans and spaghetti in Australia, exporting Australian-grown products internationally (albeit the international market is largely untapped).
- Pioneer in the consumer-agri space, continuously adapting to consumer trends introducing new product lines, improving recipes and ingredients.
- Omni-channel operator distributing through Australia's largest supermarkets and convenience stores across multiple brands and private labels.
- Supplying various industrial applications including restaurants, cafes, schools, aged care and hospitals.



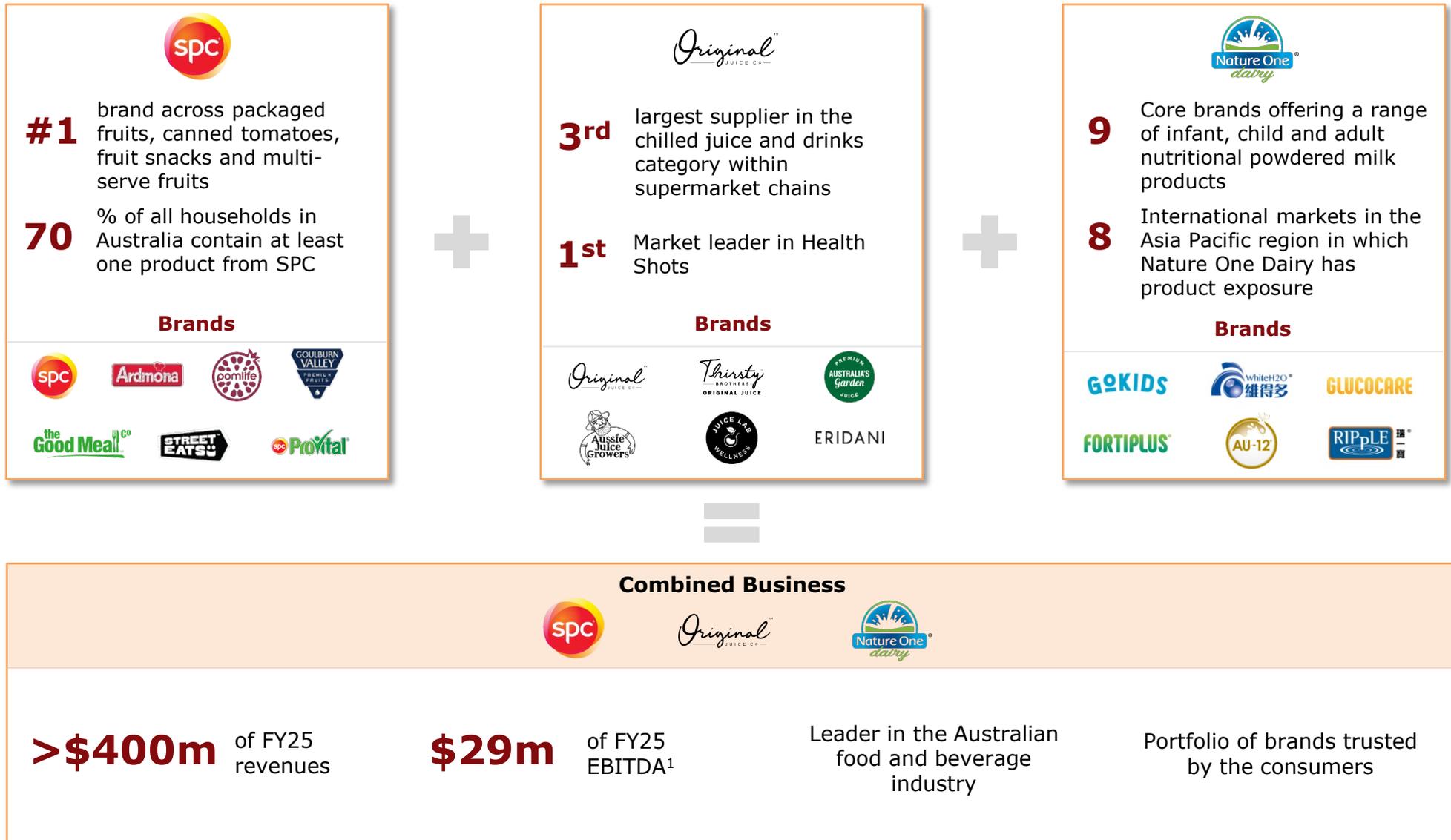
### What growth opportunities lie ahead?

- Multiple organic growth levers and product innovation opportunities supported by industry tailwinds surrounding health and wellbeing trends.
- Underpenetrated B2B market presents a large opportunity to supply bulk produce to restaurants, cafes, schools, aged care and hospitals.
- SPC Global will list on the ASX, with listed scrip enabling it to complete strategic and opportunistic acquisitions over time to add scale and diversification to its platform.
- SPC, The Original Juice Company and the powdered milk business of Nature One Dairy will merge, highlighting the effectiveness of this strategy.



# 3 Product scale and diversification underpins a resilient agri-food business

Significant scale and diversified product offering provides a platform to leverage the existing operations and reputation of iconic Australian brands



## 4 Seasonal production diversification bolsters working capital cycle

### OJC and SPC's diversified product range allows for a counter cyclical production timeframe

1 SPC is the largest producer of tomato-based products in Australia. Tomatoes have a ~12-week seasonal production window between February and April each year



2 Conversely as a predominantly citrus-based juice producer, OJC's core production months are between May and November each year



February



April

May



November

January



December

3



- Powdered milk products are manufactured all year round at Nature One Dairy's current production facility in Carrum Downs, Victoria. This allows the Combined Business to more efficiently operate throughout the year, thereby increasing overall production and managing inventory flows

## 5 Four go-to-market channels creates platform to expand future demand

SPC distributes products through four distinct channels and there exists a significant opportunity for the Combined Business to leverage this platform to expand current categories and enter into new product categories

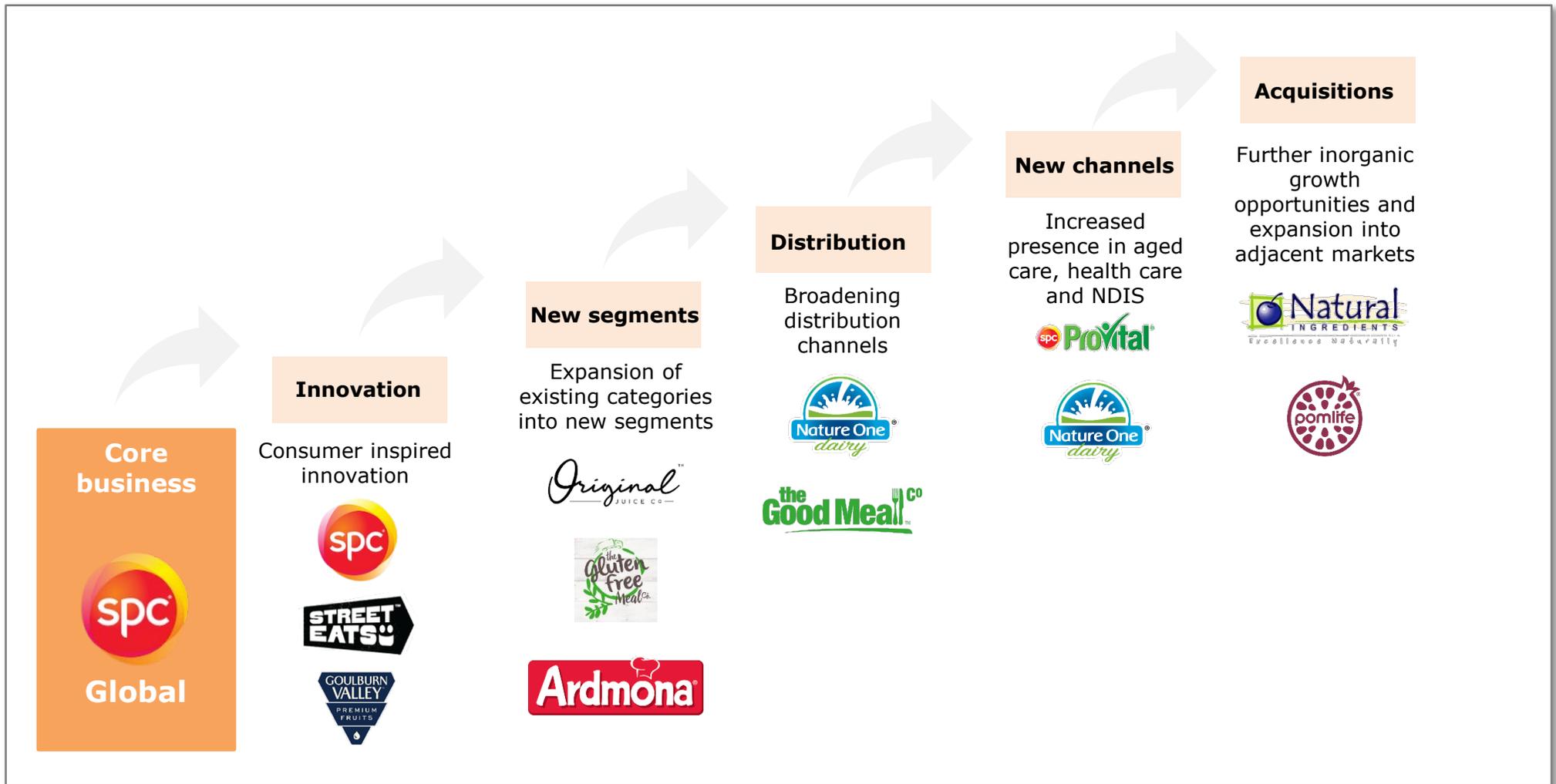
CHANNEL	 retail	 food solutions	 care	 international
CATEGORY	GROCERY & CONVENIENCE	ALL FOOD SERVICE & INDUSTRIAL (EXCL. HEALTHCARE)	HEALTHCARE, AGED CARE & NDIS	INTERNATIONAL EXPORT, IMPORT SOURCING & CONTRACTING
Packaged tomatoes	■	■		■
Packaged fruit	■	■	■	■
Frozen meals and snacks	■	■	■	
Beverages 	■	■	■	
Powdered milk 	■		■	■
Pulses	■		■	■
Frozen fruit and vegetables 	■	■		■
Shelf staple meals and snacks	■		■	■
Recipe bases/sauces/stocks	■	■		

■ Existing category ■ Current expansion categories ■ Future expansion categories

# 6 An attractive portfolio of brands and categories to leverage for growth

The merger of SPC, OJC and the Powdered Milk Business and concurrent ASX listing provide a platform to continue executing on this strategy, with multiple levers for future growth

## Medium and longer-term growth opportunities



## 7 Turbocharging OJC by leveraging available capacity at Shepparton

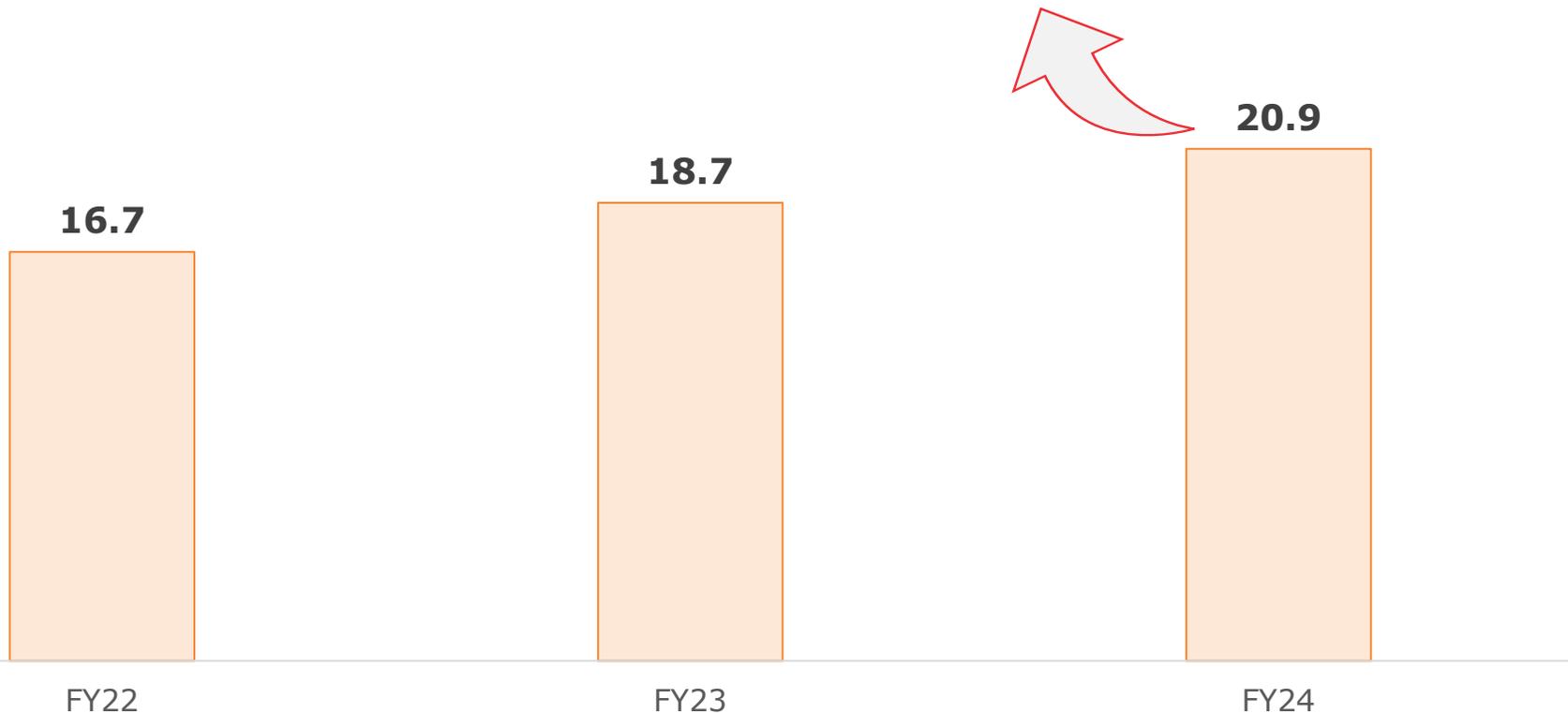
The existing vacant space at SPC's site in Shepparton can be utilised to enhance OJC's production capacity and production processes, allowing for output volume increases and a step-change in production process efficiencies

### OJC annual production volumes (m litres)<sup>1</sup>

#### **OJC Customer Demand**

(some of which is being turned away given capacity constraints at current Mill Park site)

The enhanced capacity from utilising SPC's Shepparton site will increase production capacity and ultimately allow OJC to meet additional customer demand. This is also expected to lower OJC's transport costs, increase efficiency of handling fruit deliveries and provide access to apple and pear



## The combination of SPC and OJC is highly synergistic

The combination of OJC with SPC Global will reduce the requirement for OJC infrastructure or overheads, driving operating leverage

### Process

- A robust process was followed to assess the synergies, including **full involvement of the Board of SPC and OJC**
- Material synergy opportunities associated with investment in new production equipment is **supported by quotes and estimates**

### PMI Resources and Committee

- A **centralised Project Director** will be put in place to deliver the overall program on behalf of the Board and the executive team of SPC Global
- The Post-Merger Integration (**PMI**) sub-committee will be **overseen by Managing Director, Robert Iervasi**, who has proven experience in integration processes following the successful acquisition of CUB by Asahi Beverages and **delivery of top quartile integration benefits**. This is designed to mitigate execution risk

### Quantum of Synergies

- Material incremental synergies are expected – both cost and growth synergies achieved from bringing SPC and OJC together
- **Management has a high degree of confidence on synergy realisation, with appropriate buffer incorporated for unforeseen eventualities**

### Other Opportunities

- **Further synergy upside from the acquisition of PMB** across distribution channels, cross-selling and cost rationalisation
- SPC Global is also **considering fast track initiatives** such as reduced lead times for the new production line, utilising available capacity at Shepparton for fruit juice related products such as pouch technology, utilising a mono block for bulk juice packs providing a counter seasonal measure to tomato, and inclusion of in-line blow filler. This is designed to mitigate both execution risk and financial risk

## 9 Credentialed Board with skin in the game...

**Combined business board with extensive expertise in the food and beverage industry, corporate finance and legal field. The Directors will have a shareholding of ~23% of the merged group and will be escrowed upon re-listing**



**Hussein Rifai**  
Chairman

- Chair of SPC since May 2019
- Founder and Chairman of Perpetuity Capital and Perma Funds
- Chair of Nature One Dairy
- Over 40 years experience in business strategy, private equity and investment banking
- BSC Electrical Engineering from San Jose (Silicon Valley) CA, MBA UT Sydney and Postgraduate Supply Chain Management, Stanford University

*Notable experience:*



**Andrew Cohen**  
Non-Executive Director

- SPC Board member since May 2019
- Partner at Perpetuity Capital and Perma Funds Management
- Over 30 years experience as a Chartered Accountant specialising in corporate advisory and investment banking
- Bachelor of Commerce (Hons) from the University of Cape Town

*Notable experience:*



**Kerry Smith**  
Non-Executive Director

- OJC Board member since November 2023
- Previously CEO of PFD Foods for over 15 years, guiding annual sales from \$1bn to \$3bn with extensive experience in food & distribution
- Director of PFD Foods and Melbourne Victory Football Club

*Notable experience:*



**Adam Brooks**  
Non-Executive Director

- OJC Board member since May 2023
- Partner at Thomson Geer, specialising in M&A and corporate & competition law
- Leader of the Melbourne office of Thomson Geer
- Bachelor of Laws (Honours) and a Master of Laws
- Graduate Diploma in Applied Finance and Investment

*Notable experience:*



## 9 ...and experienced management team

### Management has a proven track record of operational excellence in the food and beverage industry



**Robert Iervasi**  
Group Managing Director

- SPC Board member since October 2023
- Will commence as Group CEO upon completion of the Transaction
- Previously Group CEO and COO of Asahi Beverages, leading the acquisition and integration of Carlton and United Breweries
- Chair of Vitura Health, Charters Paper and Luv-A-Duck
- Bachelor of Laws from Monash University

*Notable experience:*



**Brant Clutterbuck**  
Chief Financial Officer

- Joining SPC as CFO in December 2024
- Significant CFO and management experience
- Previously served as CFO of Starbucks Australia, Office Choice and Kennedy.
- Previously worked as Group Financial Controller and General Manager in Business Transformation at Asahi Beverages

*Notable experience:*



**Nick Dimopoulos**  
Chief Executive Officer,  
Asia Pacific

- Founded Nature One Dairy in 2014
- Broad experience and expertise in the Asia Pacific region, particularly China with regards to import and export of manufactured goods
- Nick graduated with a Bachelor of Science in Microbiology & Biochemistry
- With his bio-pharmacy background, Nick is heavily involved in the development of new health products in Nature One Dairy

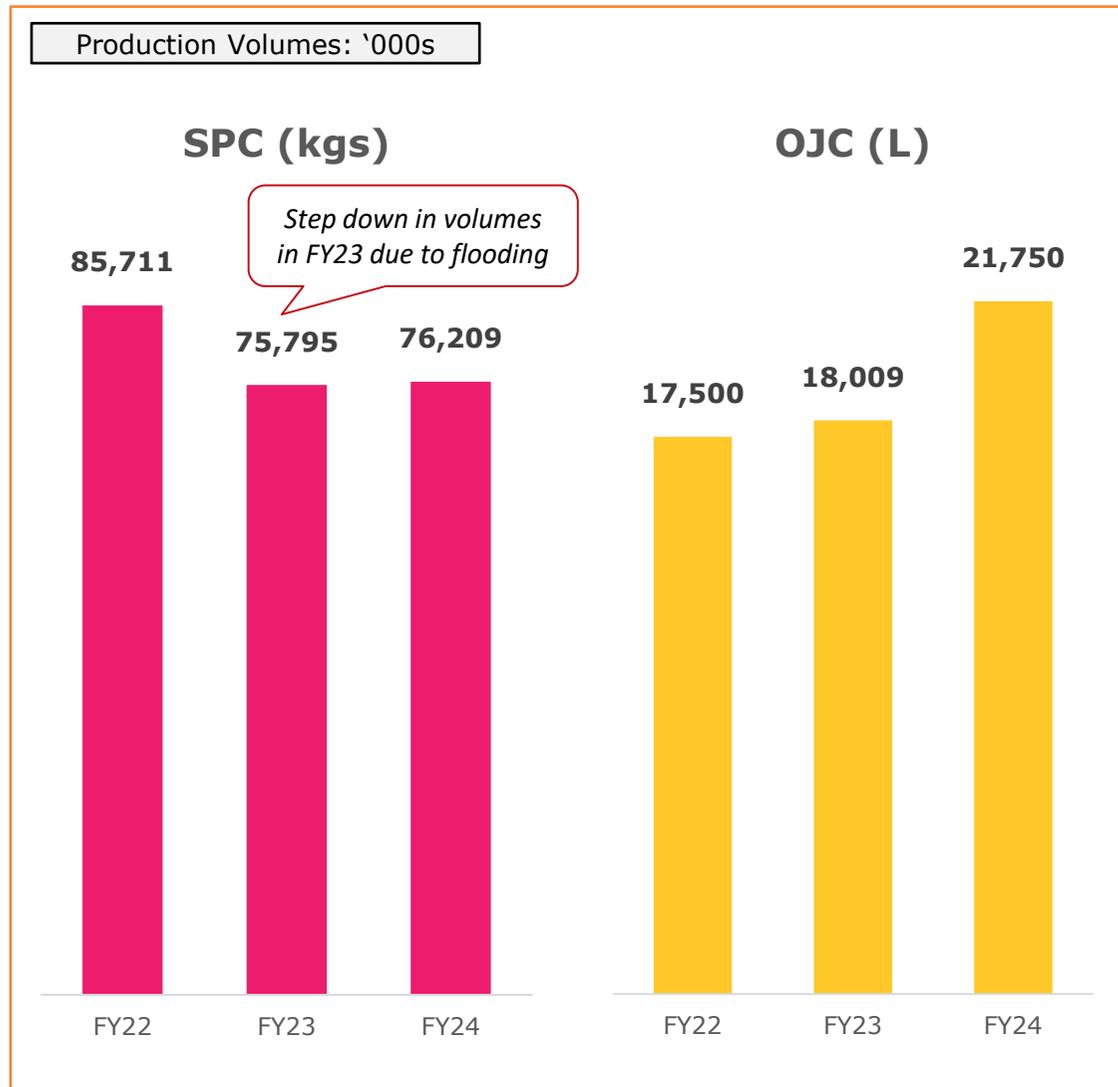
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# Financial Overview

# Volumes profile

The combined business has scale in distinct consumer verticals. The enhanced capacity from OJC being able to utilise existing Shepparton facilities is expected to catalyse a step-change in volumes for OJC going forward

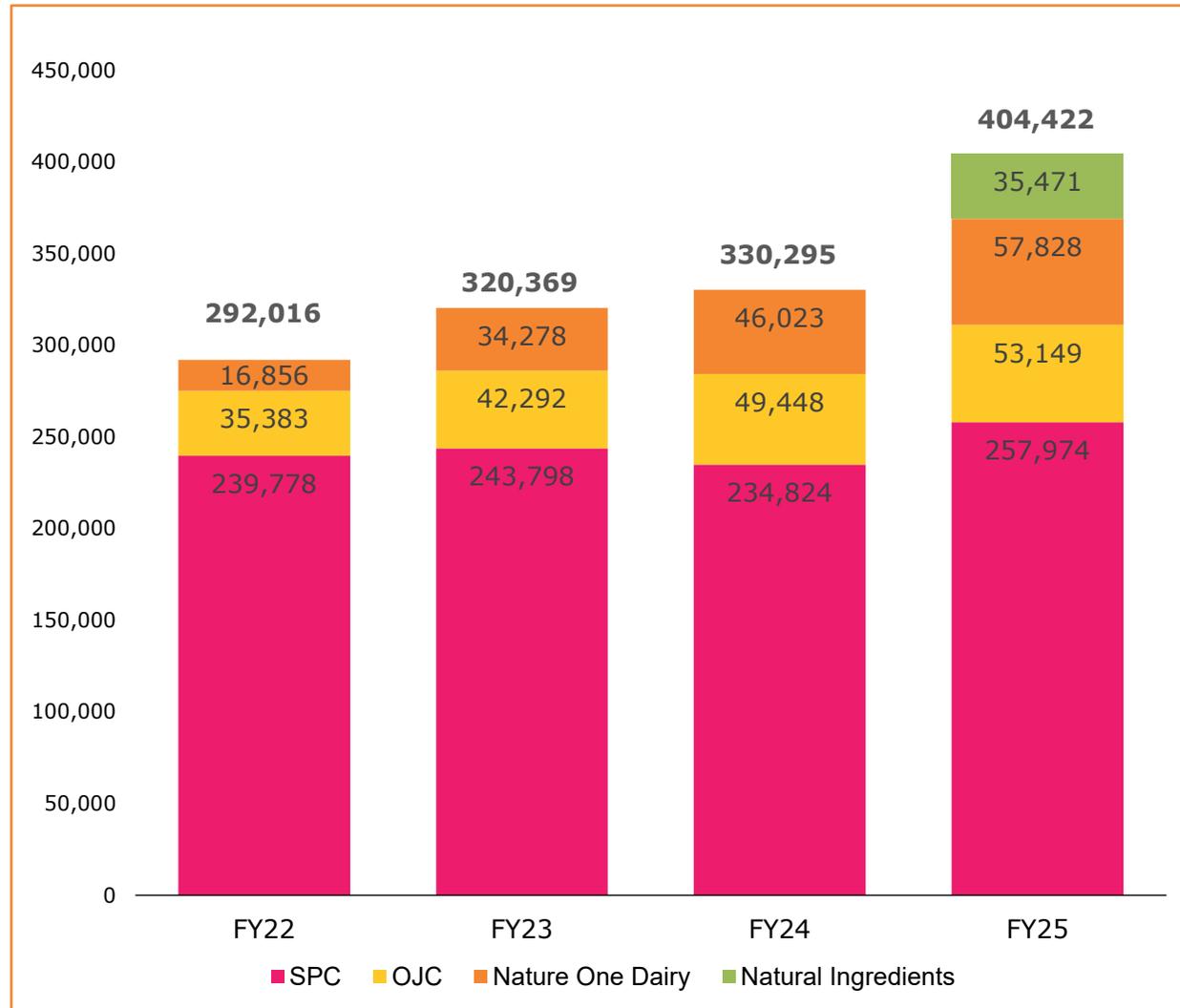


	FY22	FY23	FY24
<b>Production and sales volumes ('000s)</b>			
Production volumes – SPC (kgs)	85,711	75,795	76,209
Production volumes – OJC (Litres)	17,500	18,009	21,750
Sales volumes – SPC (kgs)	72,792	67,663	59,224
Sales volumes – OJC (Litres)	16,658	18,785	21,402
<b>Key sales metrics (\$)</b>			
Net sales / sales volume – SPC	3.29	3.6	3.96
Net sales / sales volume – OJC	2.12	2.25	2.31
<b>Key operating margins</b>			
Gross profit margin	30.2%	27.0%	32.3%
EBITDA margin	2.8%	-1.7%	5.5%

# Revenue

**An uplift in SPC sales volumes and the frozen ingredients acquisition (Natural Ingredients), is expected to drive a significant increase in group revenue in FY25**

## Group Pro Forma Revenue (\$000s) (FY22 – FY25)



## Commentary

- SPC revenue decline in FY24 was due to stock outs as a result of weather conditions impacting supply of tomatoes and fruits.
- SPC forecast increase in FY25 is driven partially by run rate growth reverting to FY22/ FY23 levels considering increased stability in supply and production coupled with growth expected from new product initiatives for the core SPC and Frozen business.
- OJC revenue uplift in FY23 was due to increased traction of the wellness range following launch in FY22 coupled with entry into private labels segment.
- OJC Increase in FY24, notwithstanding orange juice decline, was due to growth in functional juice, non-citrus and growth in private label.
- OJC revenue is forecast to increase in FY25 due to expected run rate growth and shift away from private labels to OJC brands which is expected to improve margins.
- Powder FY23 growth was driven by the acquisition of NODHK in Jun-22, with new customer agreements and increased demand from existing clients fuelling growth post this period.
- Further growth in FY25 for Powder is anticipated from a combination of new signed customers, updated purchase orders for existing contracts and conservative run rates for other customers.

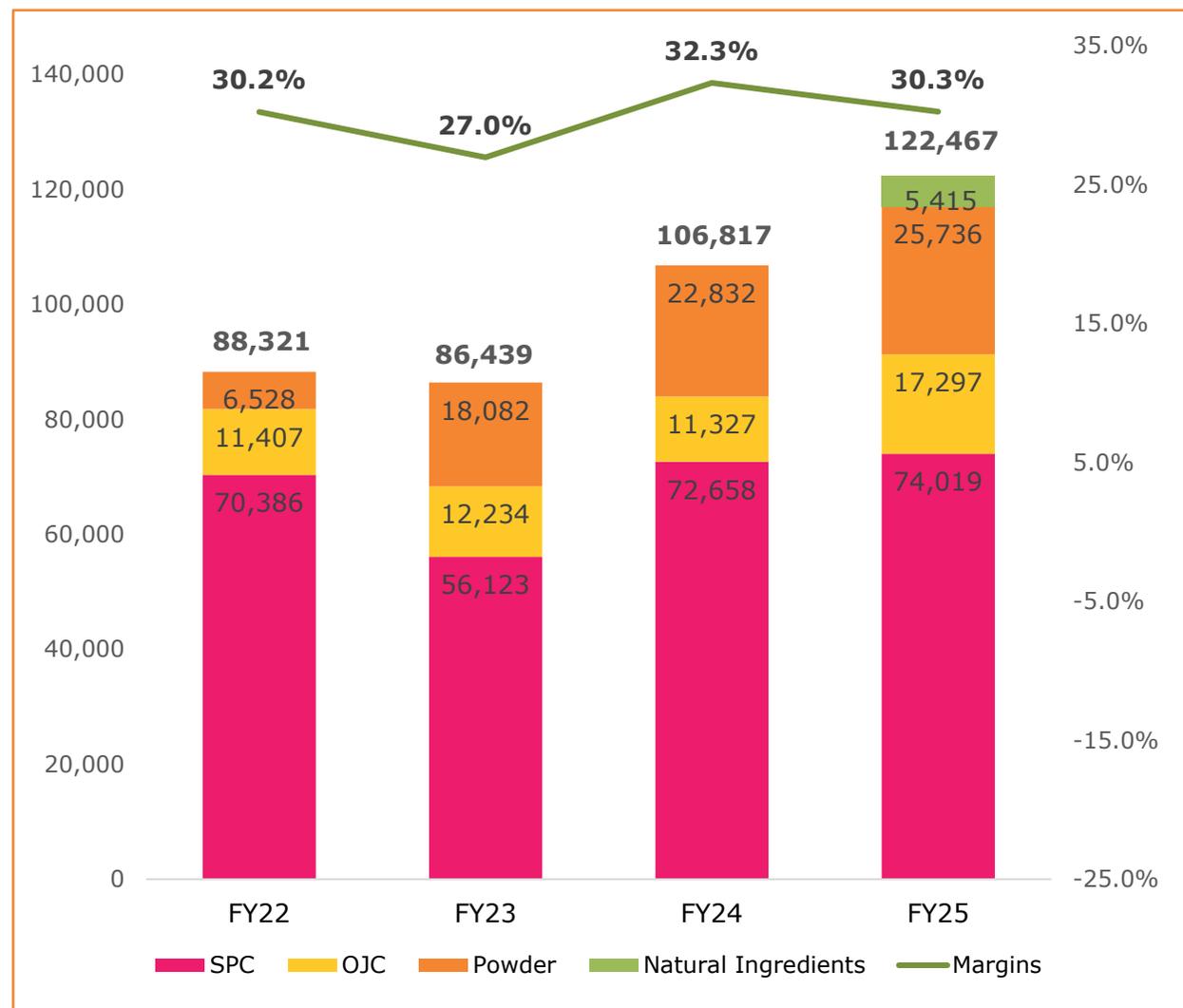
Note: The Merged Group figures presented above assumed the Merged Group performance for the full financial years presented. The figures presented in the assume the impact of identified pro forma adjustments for the individual entities and pro forma adjustments identified at a Group level, including incremental public company costs, incremental financing costs, STI/LTI payments, transaction costs, integration costs and synergies (amounting to \$0.72m).



# Gross margin

The gross profit for the combined business is forecast to increase in FY25 due to various production initiatives, price increases, and a return to normal supply conditions

Group Pro Forma Gross Profit and Gross Margins (\$'000s) (FY22 – FY25)



## Commentary

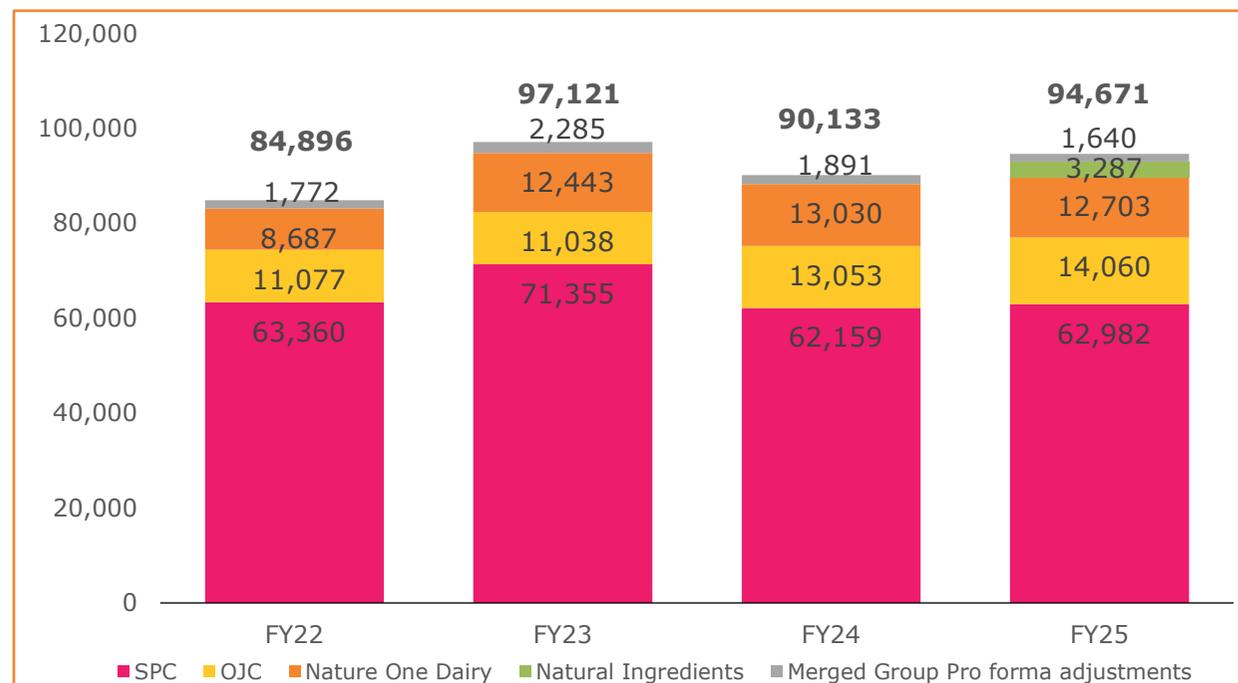
- Improvement in FY24 margins was primarily a result of positive manufacturing variances due to increased production following a step-down in gross profits in FY23 due to flood impacts.
- SPC FY25 gross profit is forecast to increase although margins forecast to decline marginally following lower production levels compared to FY24 – however this is somewhat offset by various production initiatives.
- OJC margin decline in FY24 was driven by inflationary pressures of input costs, as a result of shortage in Navel and OJC resorting to using Valencia which is an expensive variety.
- Price increases negotiated with customers, a move away from private label and a return to normal orange supply conditions is expected to improve gross margins for OJC in FY25.
- The significant increase in gross profits as a % of net sales revenue for Powder in FY23 is directly attributed to the acquisition of Nature One Dairy Hong Kong in Jun-22 which yielded higher margins relative to its Australian and Singapore subsidiaries.
- These margins then stabilise over FY24 and FY25 as NOD change product mix to lower margin products for Coles and SCI.

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# Overheads

**Group overheads as a % of revenue are expected to decline as the business scales and benefits from operating leverage with SPC and NOD's largely fixed overhead cost base**

## Group Pro Forma Operating Expenditure (\$'000s) (FY22 – FY25)



### Merged Group Pro Forma Operating Expenses

\$'000s	FY22	FY23	FY24	FY25
Employee overheads	39,202	44,355	42,250	42,098
Distribution & warehouse costs	15,114	16,663	16,023	16,246
Sales and marketing expenses	7,725	12,253	8,165	9,883
Corporate and admin. Expenses	19,958	23,028	23,363	26,078
Other expenses	2,897	823	332	366
<b>Total operating expenses</b>	<b>84,896</b>	<b>97,121</b>	<b>90,133</b>	<b>94,671</b>

## Commentary

- SPC overheads decline in FY25 due to a more fixed overhead cost base indicating operational leverage.
- Increase in SPC FY23 overheads was attributable to the launch of Helping Humans which entailed significant marketing spend coupled with international expansion, which eventually wound back in FY24 due to closure of Singapore office and failed launch of Helping Humans.
- The full year impact of new joiners has been considered for OJC in FY25, hence the marginal uplift in overheads.
- Prior to this, the increase in FY24 overheads was attributable to the appointment of new Board members as well as new admin and logistics staff given heightened production levels.
- Overheads are forecast to decline in FY25 for NOD reflecting a more fixed overhead cost base.
- Prior to this overheads had increased in \$ since the acquisition of NODHK and growth in business scale, however, has declined as a % of revenue in FY24.

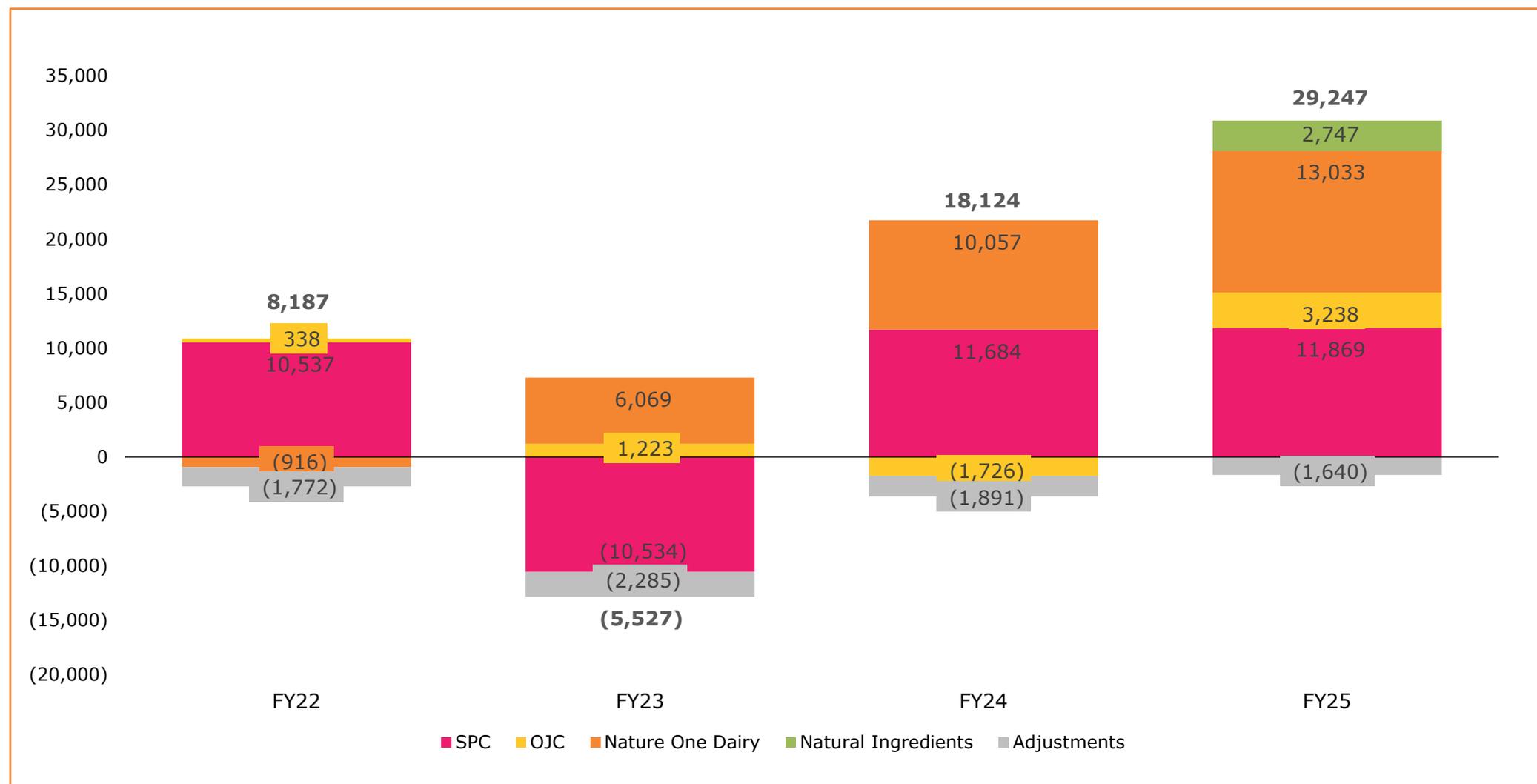
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# EBITDA profile

Operating efficiencies and inorganic growth are expected to contribute to an increase in EBITDA in FY25, with further upside as full run-rate synergies are extracted over time

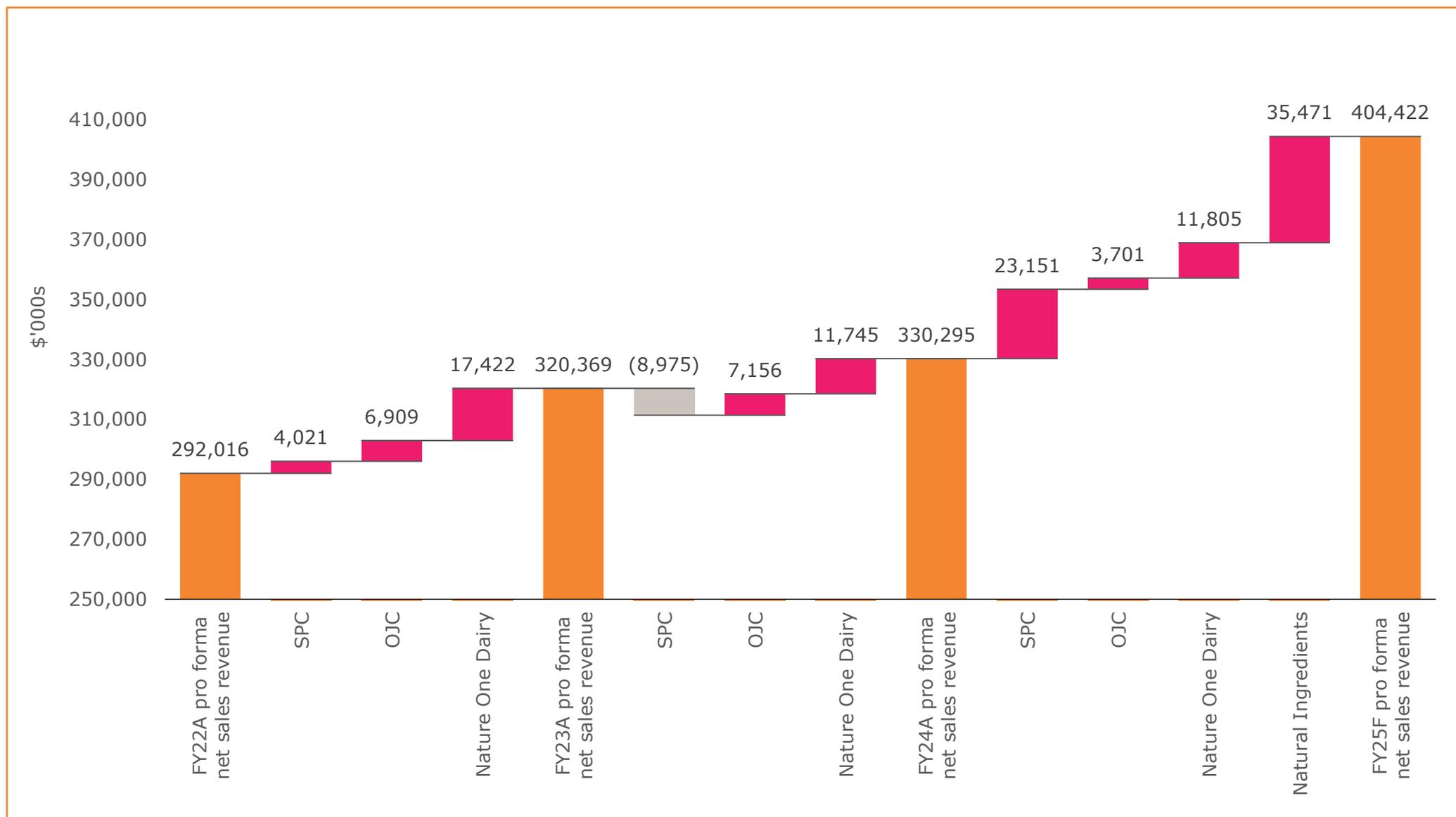
## Group Pro Forma EBITDA (\$000s) (FY22 – FY25)



Note: The Merged Group figures presented above assumed the Merged Group performance for the full financial years presented. The figures presented in the assume the impact of identified pro forma adjustments for the individual entities and pro forma adjustments identified at a Group level, including incremental public company costs, incremental financing costs, STI/LTI payments, transaction costs, integration costs and synergies (amounting to \$0.72m).



## Merged Group pro forma net revenue



Notes: The full-year impact has been considered for Natural Ingredients as part of the pro forma net revenue bridge in FY25.

## Synergy overview

**Total synergies from the combination of SPC and OJC are estimated to be material and across direct cost savings and production efficiencies. There is upside with no synergies from PMB factored into the Merged Group earnings forecast**

CATEGORY	DESCRIPTION
<b>Direct cost savings from moving production to Shepparton</b>	
OJC Operations	Rationalising production and operating costs by utilising Shepparton facility
Procurement costs	Scale driving better price efficiencies
Freight costs	Source of fruit being in closer proximity to manufacturing location
<b>Production efficiencies</b>	
Production line capacity	Meeting demand by expanding OJC's production capacity
Production line cost savings	Improved production capability and efficiency
Growth opportunities	New revenue streams from more efficient juice production line

# Pro forma balance sheet at 30 June 2024

	SPC	ADJUSTMENTS	PRO FORMA
	30-JUN-24		30-JUN-24
<b>Assets</b>			
<b>Current Assets</b>			
Cash and cash equivalents	330	8,700	9,030
Trade and other receivables	50,681	19,124	69,805
Inventories	133,770	(20,288)	113,482
Other assets	6,777	212	6,988
<b>Total Current Assets</b>	<b>191,558</b>	<b>7,747</b>	<b>199,305</b>
<b>Non-Current Assets</b>			
Property, plant and equipment	32,875	22,593	55,468
Intangible assets	8,554	93,061	101,615
Right-of-use assets	138,819	8,661	147,480
Deferred tax assets	4,393	3,452	7,845
Other receivables	–	477	477
<b>Total Non-Current Assets</b>	<b>184,641</b>	<b>128,244</b>	<b>312,885</b>
<b>Total Assets</b>	<b>376,199</b>	<b>135,992</b>	<b>512,190</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade and other payables	55,163	17,627	72,790
Employee benefits	6,458	889	7,347
Other liabilities	–	1,120	1,120
Borrowings	87,644	10,354	97,998
Lease liability	1,945	1,353	3,298
Deferred consideration payable	–	2,805	2,805
Current tax liabilities	–	813	813
<b>Total Current Liabilities</b>	<b>151,210</b>	<b>34,961</b>	<b>186,171</b>
<b>Non-current Liabilities</b>			
Trade and other payables	1,328	–	1,328
Employee benefits	874	472	1,346
Borrowings	6,728	(6,728)	–
Lease liability	145,527	9,944	155,471
Deferred consideration payable	–	1,143	1,143
Deferred tax liabilities	3,378	3,943	7,321
<b>Total Non-current Liabilities</b>	<b>157,835</b>	<b>8,774</b>	<b>166,609</b>
<b>Total Liabilities</b>	<b>309,045</b>	<b>43,735</b>	<b>352,780</b>
<b>Net Assets</b>	<b>67,153</b>	<b>92,257</b>	<b>159,410</b>
<b>Equity</b>			
Issued capital	47,296	100,394	147,690
Reserves	823	–	823
Retained earnings	19,035	(8,138)	10,897
<b>Total Equity</b>	<b>67,153</b>	<b>92,257</b>	<b>159,410</b>

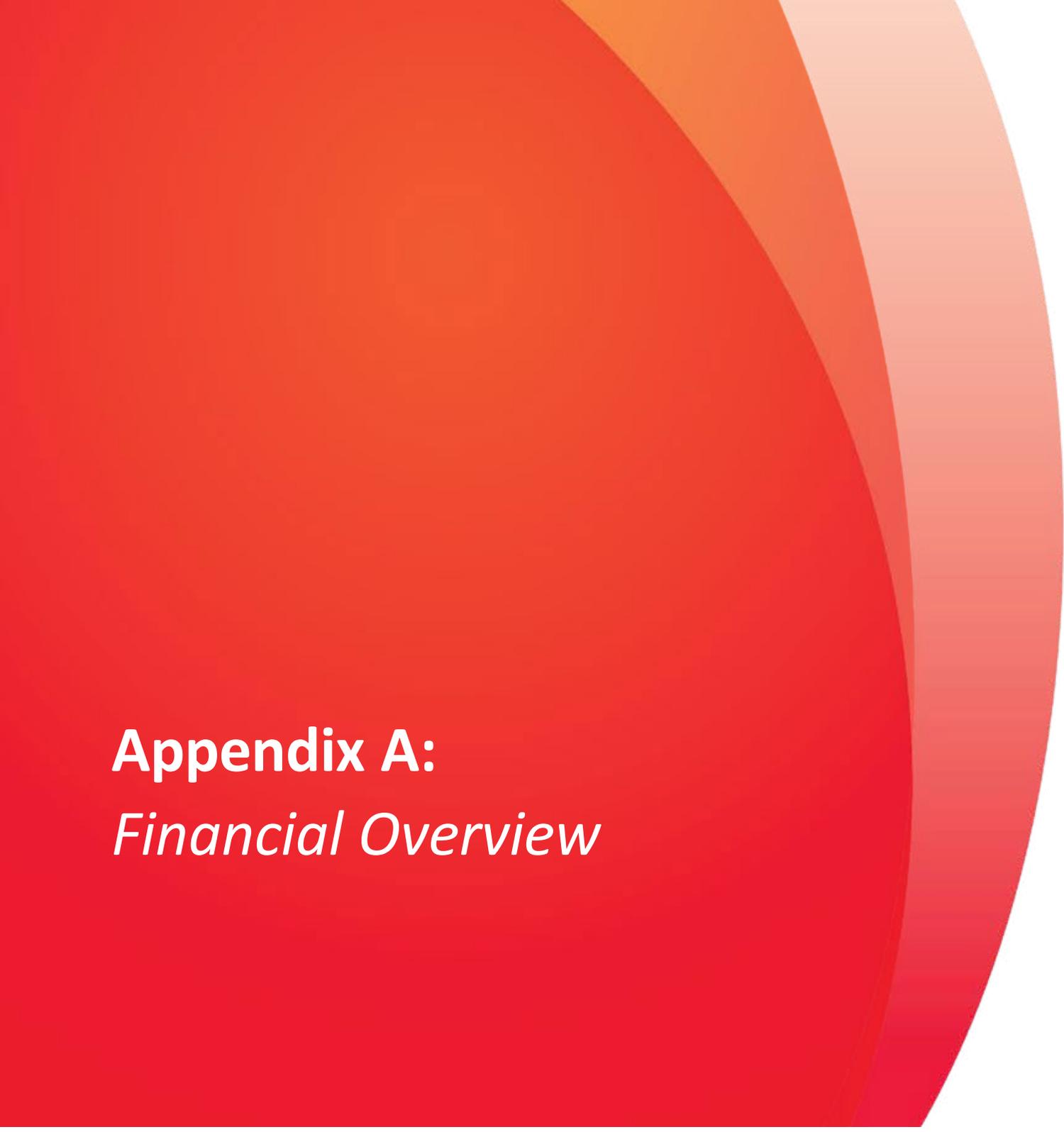
# Trading Update

	FY25 Q1 MERGED GROUP ACTUALS	FY25 Q2-Q4 MERGED GROUP FORECAST	MERGED GROUP TOTAL
Net sales revenue	97,969	306,453	404,422
EBITDA	3,505	25,742	29,247
EBITDA margin (%)	3.6%	8.4%	7.2%

- Historically the second half revenues for the combined business have been stronger than the first half and the FY25 forecast follows this same profile.
- Also, in addition to a higher sales profile the second half EBITDA is also positively impacted as a result of the seasonal crop intake in SPC (Jan to May) as a result of the higher Manufacturing overhead recoveries.



Notes: 1. Q1 Pro forma merged group actuals have been adjusted for approximately \$1m of FOREX losses incurred by Nature One Dairy which were not included in the standalone forecast.



# **Appendix A:** *Financial Overview*

## Merged group pro forma profit and loss summary

\$'000	HISTORICALS FOR THE FULL YEAR ENDED			PRO FORMA FORECAST FOR THE FULL YEAR ENDED	STATUTORY FORECAST FOR THE FULL YEAR ENDED
	FY22	FY23	FY24	FY25	FY25
<b>Sales</b>	<b>292,016</b>	<b>320,369</b>	<b>330,295</b>	<b>404,422</b>	<b>334,967</b>
Cost Of Sales	(203,695)	(233,930)	(223,478)	(281,955)	(235,948)
<b>Gross Profit</b>	<b>88,321</b>	<b>86,439</b>	<b>106,817</b>	<b>122,467</b>	<b>99,019</b>
Other Income	4,762	5,155	1,440	1,451	1,193
Operating Expenses	(84,896)	(97,121)	(90,133)	(94,671)	(90,376)
<b>EBITDA</b>	<b>8,187</b>	<b>(5,527)</b>	<b>18,124</b>	<b>29,247</b>	<b>9,836</b>
Gain On Sale Of Fixed Assets	-	-	-	3,000	3,000
Depreciation And Amortisation	(11,436)	(16,175)	(16,900)	(17,802)	(15,284)
Finance Costs	(8,829)	(10,941)	(13,896)	(17,825)	(15,086)
<b>Profit Before Income Tax</b>	<b>(12,078)</b>	<b>(32,643)</b>	<b>(12,672)</b>	<b>(3,380)</b>	<b>(17,534)</b>
Income Tax Expense	2,908	9,063	(1,519)	(2,426)	(1,321)
<b>Profit/(Loss) For The Period</b>	<b>(9,170)</b>	<b>(23,580)</b>	<b>(14,191)</b>	<b>(5,806)</b>	<b>(18,855)</b>

## SPC stand alone pro forma profit and loss

	HISTORICALS FOR THE FULL YEAR ENDED			FORECAST FOR THE FULL YEAR	
	\$'000	FY22	FY23	FY24	FY25
<b>Sales</b>		<b>239,778</b>	<b>243,798</b>	<b>234,824</b>	<b>257,974</b>
Cost Of Sales		(169,392)	(187,675)	(162,166)	(183,955)
<b>Gross Profit</b>		<b>70,386</b>	<b>56,123</b>	<b>72,658</b>	<b>74,019</b>
Other Income		3,511	4,698	1,185	832
Operating Expenses		(63,360)	(71,355)	(62,159)	(62,982)
<b>EBITDA</b>		<b>10,537</b>	<b>(10,534)</b>	<b>11,684</b>	<b>11,869</b>
Gain On Sale Of Fixed Assets		-	-	-	3,000
Depreciation And Amortisation		(7,260)	(11,279)	(11,656)	(12,762)
Finance Costs		(6,765)	(8,433)	(10,921)	(12,607)
<b>Profit Before Income Tax</b>		<b>(3,488)</b>	<b>(30,246)</b>	<b>(10,893)</b>	<b>(10,500)</b>
Income Tax Expense		2,908	7,755	(240)	-
<b>Profit/(Loss) For The Period</b>		<b>(580)</b>	<b>(22,491)</b>	<b>(11,133)</b>	<b>(10,500)</b>

## OJC stand alone pro forma profit and loss

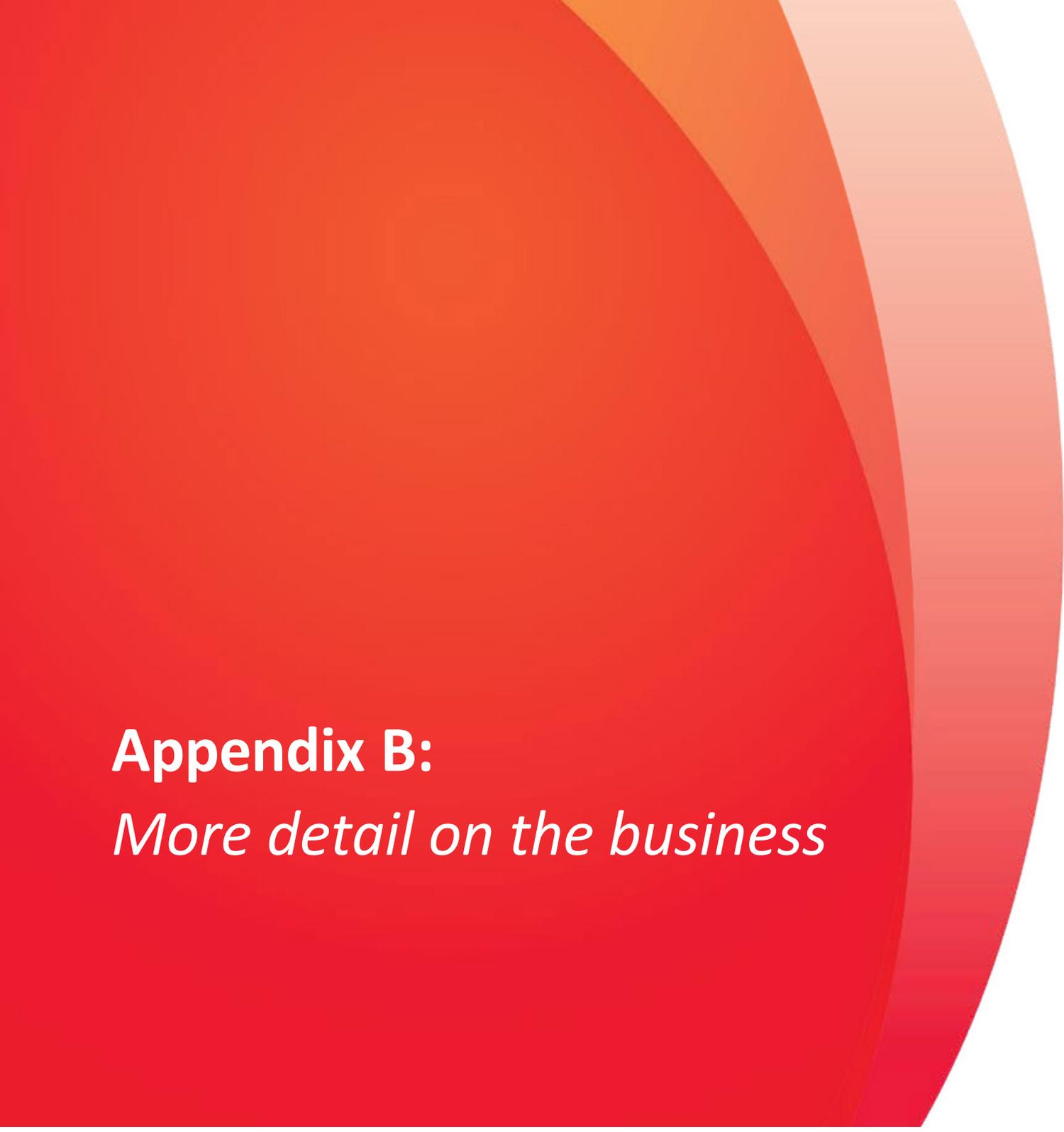
	HISTORICALS FOR THE FULL YEAR ENDED			FORECAST FOR THE FULL YEAR	
	\$'000	FY22	FY23	FY24	FY25
<b>Sales</b>		<b>35,383</b>	<b>42,292</b>	<b>49,448</b>	<b>53,149</b>
Cost Of Sales		(23,976)	(30,058)	(38,121)	(35,852)
<b>Gross Profit</b>		<b>11,407</b>	<b>12,234</b>	<b>11,327</b>	<b>17,297</b>
Other Income		7	27	-	-
Operating Expenses		(11,076)	(11,038)	(13,053)	(14,059)
<b>EBITDA</b>		<b>338</b>	<b>1,223</b>	<b>(1,726)</b>	<b>3,238</b>
Depreciation And Amortisation		(2,752)	(2,989)	(3,156)	(3,275)
Finance Costs		(808)	(1,051)	(1,514)	(1,745)
<b>Profit Before Income Tax</b>		<b>(3,222)</b>	<b>(2,817)</b>	<b>(6,396)</b>	<b>(1,782)</b>
Income Tax Expense		-	-	-	-
<b>Profit/(Loss) For The Period</b>		<b>(3,222)</b>	<b>(2,817)</b>	<b>(6,396)</b>	<b>(1,782)</b>

# NOD stand alone pro forma profit and loss

	HISTORICALS FOR THE FULL YEAR ENDED			FORECAST FOR THE FULL YEAR
	FY22	FY23	FY24	FY25
<b>\$'000</b>				
<b>Sales</b>	<b>16,856</b>	<b>34,278</b>	<b>46,023</b>	<b>57,828</b>
Cost Of Sales	(10,328)	(16,196)	(23,191)	(32,092)
<b>Gross Profit</b>	<b>6,528</b>	<b>18,082</b>	<b>22,832</b>	<b>25,736</b>
Other Income	1,244	430	255	-
Operating Expenses	(8,688)	(12,443)	(13,030)	(12,703)
<b>EBITDA</b>	<b>(916)</b>	<b>6,069</b>	<b>10,057</b>	<b>13,033</b>
Depreciation And Amortisation	(1,423)	(1,907)	(2,088)	(1,633)
Finance Costs	(405)	(480)	(299)	(286)
<b>Profit Before Income Tax</b>	<b>(2,744)</b>	<b>3,682</b>	<b>7,670</b>	<b>11,114</b>
Income Tax Expense	-	1,308	(1,279)	(1,968)
<b>Profit/(Loss) For The Period</b>	<b>(2,744)</b>	<b>4,990</b>	<b>6,391</b>	<b>9,146</b>

## Prospectus forecast sensitivities

ASSUMPTION (\$'000)	MERGED GROUP PRO FORMA EBITDA	FY25 PRO FORMA EBITDA IMPACT	ADJUSTED PRO FORMA EBITDA	MERGED GROUP PRO FORMA REVENUE	FY25 PRO FORMA REVENUE IMPACT	ADJUSTED PRO FORMA REVENUE
+5.0% revenue	29,247	1,462	30,709	404,422	20,221	424,643
-5.0% revenue	29,247	(1,462)	27,785	404,422	(20,221)	384,201
+5.0% gross margin	29,247	20,221	49,468			
-5.0% gross margin	29,247	(20,221)	9,026			
+5.0% operating expenses	29,247	(4,734)	24,513			
-5.0% operating expenses	29,247	4,734	33,981			
25% of budgeted NPD	29,247	(1,233)	28,014	404,422	(4,671)	399,751
50% of budgeted NPD	29,247	(822)	28,425	404,422	(3,114)	401,308
75% of budgeted NPD	29,247	(411)	28,836	404,422	(1,557)	402,865



**Appendix B:**  
*More detail on the business*

# Deep Australian history spanning over 100 years

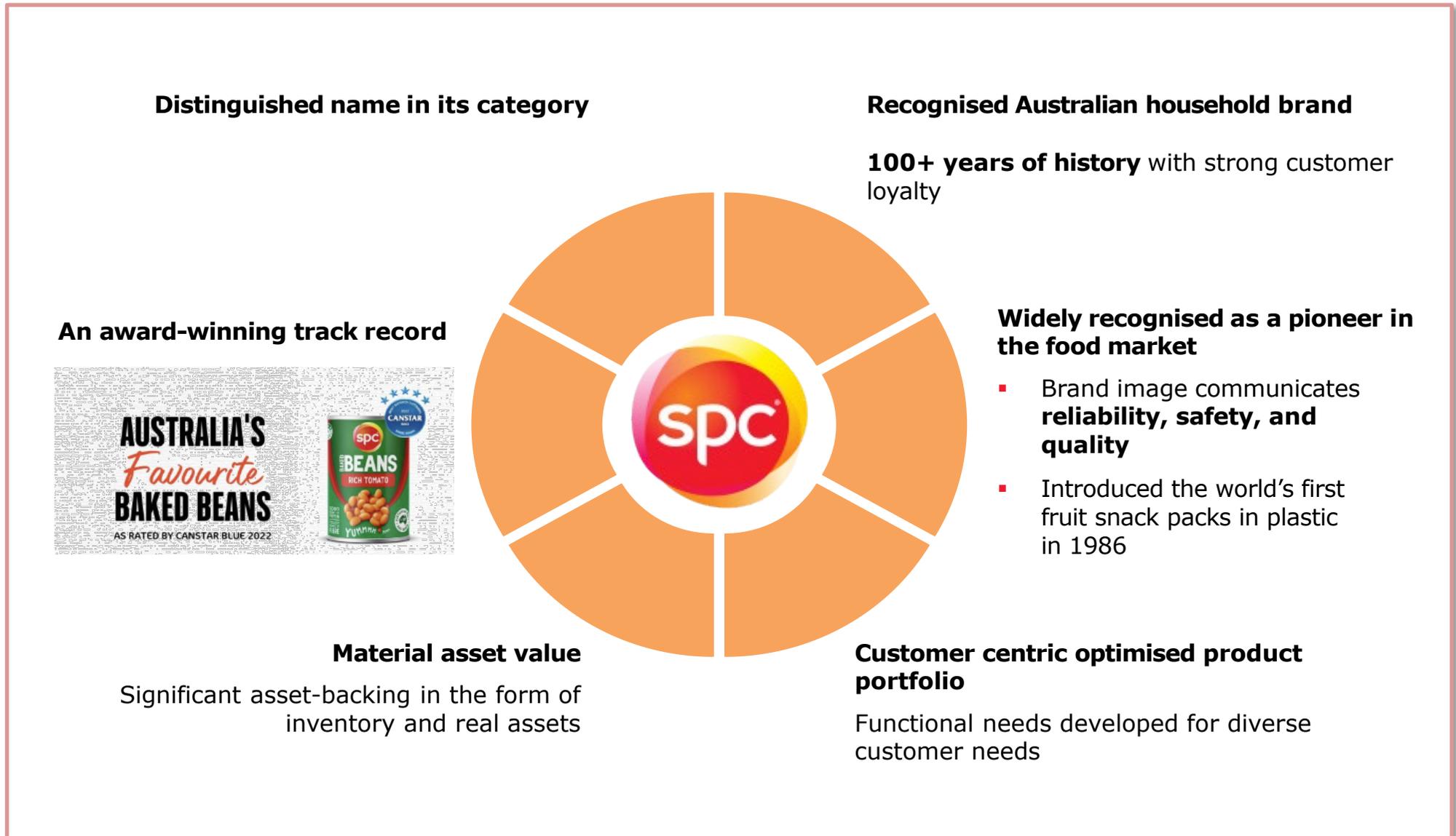
**SPC traces its roots to 1917 when it commenced operations from its Shepparton based factory in regional Victoria. With over 100 years of history, SPC has grown from a grower cooperative to becoming one of Australia's most loved brands**

- 1917 Shepperton Fruit Preserving Co Ltd launches in the Goulburn Valley, Victoria by local growers and townspeople
- 1921 A separate company, Ardmona Fruit Products Co-op launches in the Goulburn Valley
- 1942 SPC erects a new vegetable processing factory to support Allied troops in World War II
- 1974 SPC introduces new spaghetti and baked bean products
- 1979 The Goulburn Valley brand is founded as a joint marketing venture between SPC, Ardmona and Riverland
- 1993 SPC launches Goulburn Valley and SPC fruit brands into China
- 1998 SPC signs co-manufacturing agreement with Siam Food in Thailand
- 2002 SPC merges with Ardmona, combining the Goulburn Valley's two largest and most iconic canneries
- 2004 SPC acquires Henry Jones IXL plant and Taylor's Foods
- 2005 Coca Cola Amatil acquires SPC for a total enterprise value of ~A\$741m
- 2014 After years of declining earnings, The Victorian Government provides SPC with a A\$100m investment grant
- 2019 Perma Funds Management acquires SPC and divests the IXL and Taylor's Foods businesses
- 2020 SPC acquires Pomlife, Kuisine, The Gluten Free Meal Co and The Good Meal Co
- 2022 SPC completes a primary capital raise of ~\$42m from new institutional investors, used to fund its turnaround strategy, new M&A activity and support growth initiatives in Australia and internationally



# SPC is an iconic Australian household brand

SPC is an iconic and highly reputable brand , with strong affinity amongst Australian consumers



# SPC Global will have a portfolio of ten distinguished brands

## SPC Global will have a portfolio of high-quality brands with proven brand equity, solidified by high brand awareness scores across the group

	<ul style="list-style-type: none"> <li>▪ Iconic and heritage brand, founded in 1917</li> <li>▪ Products include packaged fruit (in cans), fruit snacks, tomatoes, baked beans and spaghetti</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Like the SPC brand, Ardmona is a heritage brand, founded in the Goulburn Valley 1921 and became part of SPC Global in 2002 through their merger</li> <li>▪ Products include premium packed culinary tomatoes, tomato paste and canned fruit products (apricot nectar and pie fruit apples)</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Brand was founded in 1979 through a joint marketing venture between SPC, Ardmona and Riverland</li> <li>▪ Premium packed fruit in large size plastic jars and individual cups / tubs</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Functional and naturally enhanced foods designed to be easy to open and accessible to people with disabilities and fine motor skill difficulty</li> <li>▪ Designed in collaboration with Arthritis Australia</li> <li>▪ Products include packaged fruit, fruit cups, purees and juices</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Acquired by SPC in 2020, based in NSW</li> <li>▪ Frozen meals, soups, finger foods and desserts delivered direct to consumer or business-to-business</li> <li>▪ NDIS certified provider serving individuals at home, as well as hospitals and aged care facilities</li> </ul>

	<ul style="list-style-type: none"> <li>▪ Local pomegranate manufacturer based in the Goulburn Valley region, acquired by SPC in 2020</li> <li>▪ Largest local Australian fresh pomegranate supplier</li> <li>▪ Products include ready to eat fresh pomegranate arils, bulk casks and boxes</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Frozen snack brand, currently stocking three quesadilla products, launched in 2023</li> <li>▪ Stocked exclusively at Coles nationally and online</li> </ul>

### Brands coming into the portfolio

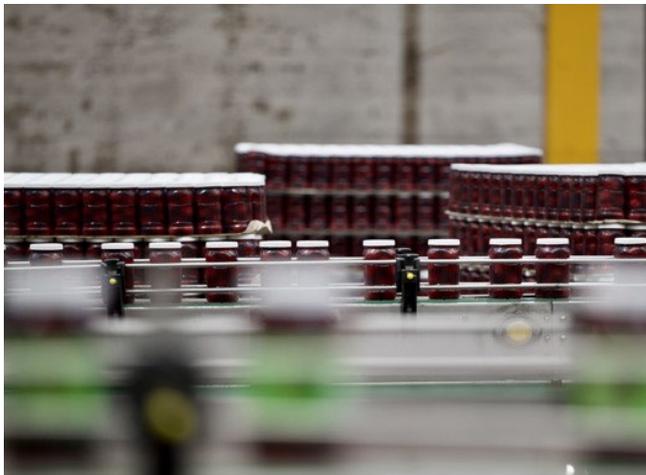
	<ul style="list-style-type: none"> <li>▪ ASX-listed juice manufacturer with range of brands and labels</li> <li>▪ Presence in major supermarket retailers, industrial juice and export</li> <li>▪ Supply agreement with Aldi China</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Manufacturer and distributor of powdered milk products</li> <li>▪ Manufacturing facility in Carrum Downs has received Chinese customs approval to export and sell infant formula into China</li> <li>▪ Total production capacity of 22 million cans per year</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Leading integrated food ingredients supplier servicing the industrial, food service and retail markets</li> <li>▪ Specialise in frozen fruit and vegetable ingredients, purees and juice concentrates</li> </ul>

# Significant asset value embedded in production facilities

## SPC has large and well-located facilities backed by strategic procurement management

### Shepparton, Victoria

- Comprises of three state-of-the-art facilities and over 600 employees
- Products include tomatoes, legumes, baked beans, spaghetti, juice, paste, puree and more
- Ideally located in the Goulburn Valley in close proximity to local growers
- Total capacity of 300,000 tonnes per year across all product categories
- Total land area of 286,000 sqm including c. 140,000 sqm closed area
- Significant capacity to upscale production



### Auburn Plant, New South Wales

- Production centre for frozen meals and pre-prepared meals
- Optimised truck access, advanced warehousing, material flow and packing capacity, with brand new spiral freezer and high care capability
- Total capacity of 36.6 million meals per year, this is a 25% increase from the previous Emu Plains site.
- Total land area of c. 8,200 sqm
- 200% increase in dry storage, 600% increase in chilled storage, 1500% increase in frozen storage, negating the need for offsite 3<sup>rd</sup> party facilities from the previous Emu Plains site



### Chonburri, Thailand

- Manufacturing facility for products comprising of mango, pineapple, papaya and jack fruit
- Co-manufacturing agreement with Siam Food
- Total annual processing capacity of 20,000 tonnes including an additional 6,500 tonnes of packaged fruit
- Total land area of 45,000 sqm including c. 14,000 sqm closed area
- Strong ability to scale with little capex required



# Go-to-market channel 1: Retail – Grocery and Convenience

Nationally recognised heritage brand, with 100+ years of customer loyalty and #1 position across four product streams

## Overview

- The largest segment of SPC Global, supplies brands into all of Australia’s major supermarkets and select convenience stores
- 70% household penetration – 70% of all households in Australia contain at least one product from one of SPC’s brands
- Strong brand recognition of 83% and market leadership in key fruit segments

Available nationwide through Australia’s largest food retailers



## Market leading brands across five categories



### Packaged fruits



### Canned tomatoes



### Fruit snacks



### Multi-serve Fruit



### Baked beans and spaghetti



# Go-to-market channel 2:

## SPC Food Solutions

Industrial and bulk ingredient and product supply to restaurants, cafes, pubs, clubs and schools, as well as private label

### Overview

- B2B model – supply products and ingredients to a variety of industrial and food service clients (excluding healthcare)
- SPC Ingredients offers a range of Australian grown pastes, purees and juices across a range of fruits and has the ability to deliver bespoke solutions for clients across a variety of industry categories including fruit and vegetable, bakery, meals, dairy, condiments and beverage (alcoholic and non-alcoholic)
- Driven by long term relationships and contracts which differ by client
- Recognised as a trusted, Australian-grown supplier
- Represents a large growth opportunity for SPC
- Private label contracts with Coles, Woolworths and Aldi to produce various packaged fruit products, making up ~20% of factory output

### Strong distribution relationships with key players



**3,500+**  
Retailers

**500+**  
Food service and  
QSR customers

### Process private label packaged fruits on the behalf of supermarkets



### Bulk product offering for restaurants, cafes, pubs, clubs and schools



SPC ProVital  
Pear & Mango  
Puree 2.95kg



SPC Cranberry  
Sauce Whole  
2.25kg



SPC Diced  
Peaches in  
Juice 3kg



Ardmona  
Tomato Soup  
3.1kg



Pomlife IQF  
Box 10kg



SPC Cherries  
Red  
Maraschino 2kg



Baked Beans  
Bag in a Box  
5kg



SPC Rich  
Tomato Baked  
Beans 3.1kg

### Provides various products to healthcare and aged care facilities through the SPC ProVital and the Good Meal Company brands

#### Overview

- Provides various products to the healthcare and aged care market including to hospitals and nursing homes, ensuring vulnerable individuals have access to nutritious meals
- Mostly through the SPC ProVital brand, and to a lesser extent the Good Meal Co brand
- Under the Good Meal Company, SPC Care supplies a range of over 100 pre-prepared meals, providing a choice of over 80 cuisines and dietary requirements, delivered to the door of the individual
- Individuals that qualify for NDIS or Aged Care benefits receive discounted meals and will only need to pay a small co-payment
- SPC ProVital was developed in partnership with Arthritis Australia to provide high quality, safe and accessible nutritional solutions for consumers with fine motor skill difficulties

#### Partnered with healthcare industry leaders



#### SPC ProVital range



SPC ProVital  
SPC ProVital Peaches Diced in Juice 120g  
SPC ProVital Peaches Diced in Juice 120g.



SPC ProVital  
SPC ProVital Pear & Mango Puree 2.95kg



SPC ProVital  
SPC ProVital Pear Juice 1L  
SPC ProVital Pear Juice is 100% Australian grown pears.

#### The Good Meal Company

 <p><b>Italian Chicken Parmigiana with Wedges</b></p> <p>Look forward to a deliciously comforting meal of crumbed chicken breast with layers of Napoli... <a href="#">Read more</a></p> <p><b>\$14.40</b> <span>Co-pay: \$2.90</span></p> <p>Amount: <input type="text" value="01"/> <span>ADD TO CART</span></p>	 <p><b>Lamb Schnitzel with Roast Potatoes,...</b></p> <p>Delight appetites and taste buds with our famous lamb schnitzels, complete with golden roast... <a href="#">Read more</a></p> <p><b>\$14.40</b> <span>Co-pay: \$2.90</span></p> <p>Amount: <input type="text" value="01"/> <span>ADD TO CART</span></p>
 <p><b>Hearty Roast Chicken Meal with Veg ...</b></p> <p>Relish the joy of a satisfying universal favourite with tender roast chicken, roast potatoes... <a href="#">Read more</a></p> <p><b>\$14.40</b> <span>Co-pay: \$2.90</span></p> <p>Amount: <input type="text" value="01"/> <span>ADD TO CART</span></p>	 <p><b>Hearty Roast Lamb Meal with Mash an...</b></p> <p>Warm up and fill up with this generous roast meal of tender Australian lamb served with home... <a href="#">Read more</a></p> <p><b>\$14.40</b> <span>Co-pay: \$2.90</span></p> <p>Amount: <input type="text" value="01"/> <span>ADD TO CART</span></p>

### Encompasses all international export, import sourcing and contracting of food products and ingredients

#### Overview

- Manages the production facility located in Thailand which processes tropical fruits such as mango, pineapple, papaya and jackfruit
- Import berries from China, Europe, New Zealand and Chile due to short supply in Australia and navy beans from Canada
- Manages the expansion through distributors in South East Asia with a sales office located in Singapore
- Enables SPC to produce fruit all year round and mitigate seasonal dependency in Australia
- Following the acquisition of the powdered milk business of Nature One Dairy, this channel will include management of other markets in the Asia Pacific region including distribution channels into China

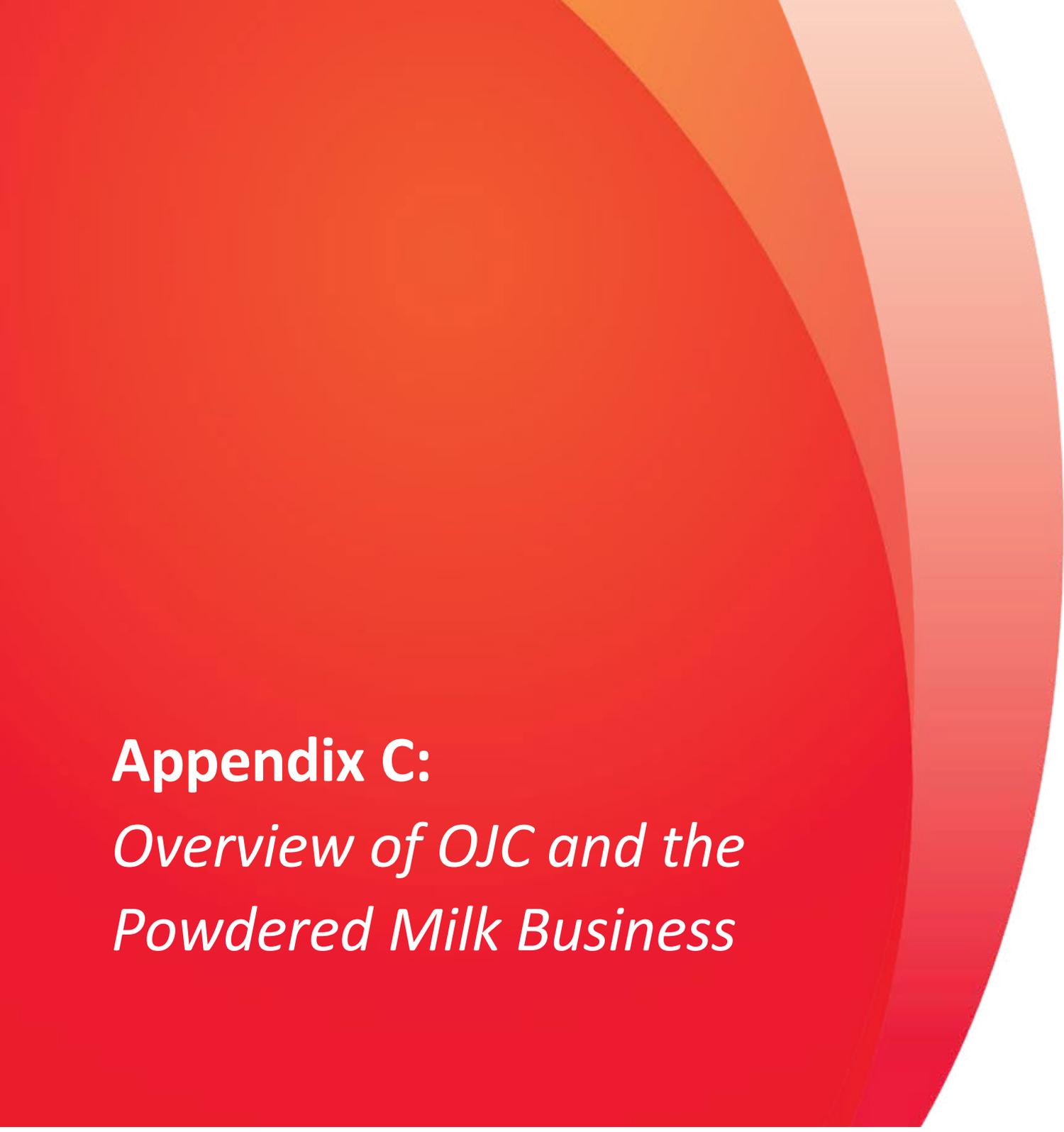
#### Agreements with major food producers



#### Thailand production facility

- SPC's presence in Thailand is primarily through its a co-manufacturing agreement with Siam Food Products Public Co., Ltd (Siam Food)
- Under Siam Food, fruit products are exported to key international markets in Europe and the U.S. and imported into Australia
- Products are also exported internationally via SPC's supply agreement with Del Monte Foods, allowing for greater exposure to Europe and U.S. markets
- The Thailand facility, located in Bangkok, produces up to 26,500 tonnes of tropical fruit products per year
- SPC owns and operates three fruit snack cup lines and a jar line within Siam Food's principal Pineapple factory
- SPC lines produce approximately 100 million cups of tropical fruit per year
- Pineapple, Mango, Papaya are produced in plastic jars 490g – 1.5kg and plastic cups 90g – 400g





**Appendix C:**  
*Overview of OJC and the  
Powdered Milk Business*

# Overview of The Original Juice Company

## OJC has 30+ years of experience in producing high quality juice products

### Overview

- OJC has a presence in major supermarket retailers, convenience and industrial juice, whilst continuing to explore additional distribution channels such as export and food service
- Original Juice Black Label was acquired by Food Revolution Group in 2019 from Golden Circle. The group was then renamed to The Original Juice Co. Limited in March 2023
- Available through Woolworths, Coles, Aldi, Metcash
- OJC manufactures juice on a single site configuration, from fruit to bottle
- Continuing focus on creating a sustainable value chain through by-products such as orange oils, fibres and peels
- Also supplies industrial bulk products and private label to Aldi and Woolworths
- OJC is well positioned to enter export markets in finished goods and bulk juices
- OJC leverage's trend towards natural and organic juices, boasting all natural products without additives
- OJC's manufacturing expertise utilised state-of-the art extraction techniques such as 'counter-current' to provide high yields and high quality that is unmatched in the Australian market

### Brands and products

#### The Juice Lab



#### The Original Juice



#### Eridani



#### Australia's Garden



### Key facts



68% market share in wellness shots



Third largest supermarket supplier in the chilled juice and drinks category

19.5%

FY23 sales growth, outgrowing the category at 6.1%

# Overview of PMB and the go-to-market strategy

## The Powdered Milk Business provides counter-cyclical product diversification and distribution channels into Asia

### Overview of PMB

- The powdered milk business of Nature One Dairy (PMB) is a **manufacturer and distributor of powdered milk products** including infant formula and other nutritional products
- Core products include **infant formula, nutritional formula and milk powder**
- Products are sold under a **portfolio of brands** including Nature One Dairy, Ripple, WhiteH20 and more
- The PMB owns and operates a **manufacturing facility in Carrum Downs, Victoria** as well as two international offices in Singapore and Hong Kong
- The Carrum Downs facility is **one of nine Australian infant formula facilities** which has received General Administration of Customs of the People's Republic of China (GACC) approval, granting the rights for exports and sale of infant formula into China via e-commerce platforms
- The facility has a **total production capacity of over 22 million cans per year** and employs 25 casual and 10 full-time front office staff



### Sales and distribution footprint across the Asia Pacific region

- Nature One Dairy has established sales and marketing footprints in China and other Asia Pacific markets, including Australia, Cambodia, Hong Kong, Indonesia, Malaysia, Myanmar, Singapore, and Vietnam

- ✓ **Cross border distribution points** including across 1,800+ Mums & Bubs stores in China and Momtime

- ✓ **Export agreements** in key regions including China, Vietnam, Indonesia and Singapore

- ✓ **eCommerce agreements** with major online retailers in China, Singapore, Australia and most recently, the U.S.

- ✓ **Two international offices** in Singapore and Hong Kong to build Retail and Pharmacy sales channels



# PMB range and market tailwinds

## The PMB serves customers of all ages and is well-positioned to take advantage of market tailwinds

PMB serves a broad customer base across 9 key brands...

<b>Infant Formula</b>	
<b>Senior Nutrition (+40 years)</b>	
<b>Active Adult Nutrition (+18 years)</b>	
<b>Low GI / Diabetic</b>	
<b>Senior Nutrition (+50 years)</b>	
<b>Kids Nutrition (6-18 years)</b>	
<b>Pet Milk</b>	

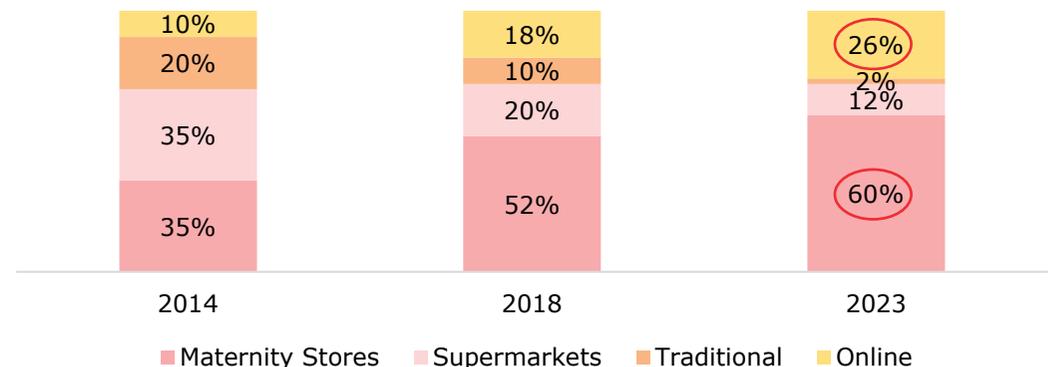
... and is strategically positioned to take advantage of market tailwinds

- PMB's footprint across the Asia Pacific region and distribution channels into China, makes it well-positioned to capitalise on market tailwinds in the Chinese market for powdered milk products including:

Increasing income levels	Declining breastfeeding rates	Fast growing sales channels including MBs and online
Premiumisation trend	Relaxation of fertility restrictions in China to stimulate birth rates	Increasingly health-conscious consumers

...with exposure to fast growing sales channels including MBS and online<sup>1</sup>

PMB products are sold in 1,800+ MBS stores as well as eCommerce retailers including RedMart and Weibo



# Strategic rationale for the acquisition of PMB

The acquisition of PMB offers significant opportunities for future growth as well as product and market expansion

## Strategic fit with the Combined Business

- 1 | Security of supply** – manufacturing is wholly owned and managed at the facility in Carrum Downs, Victoria
- 2 | Ownership of branded products** – nine proprietary brands with strong presence in markets across the Asia Pacific
- 3 | Distribution strategy** – reduces the Combined Business's dependence on retail and Australian climate fluctuations
- 4 | Market opportunities** – ability to leverage PMB's market presence in Asia to tap into new customer segments
- 5 | Category expansion** – expansion of the SPC Care offering by providing quality powdered products to infants and the elderly
- 6 | Revenue synergies** – domestic and international revenue opportunities due to enhanced scale of the Combined Business (albeit will not be factored into the FY25 forecast)
- 7 | Cost synergies** – procurement and head count rationalisation of various back office functions (albeit will not be factored into the FY25 forecast)

An aerial photograph of a dam and a winding river. The dam is a long, low structure with a series of vertical supports, spanning across the river. The river flows from the foreground towards the background, where it curves to the right. The surrounding landscape is lush with green fields and dense forests. In the distance, there are rolling hills and mountains under a clear blue sky. The text "Thank you" is overlaid in the center of the image in a white, sans-serif font.

Thank you