EXPANDING THE NATIONAL FOOTPRINT IN THE AUTOMOTIVE AFTERMARKET

RPM AUTOMOTIVE GROUP LTD
(ASX: RPM)

ACQUISITION AND EQUITY RAISING PRESENTATION | DECEMBER 2022

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Overview

This document is issued by RPM Automotive Group Limited ACN RPM ("RPM Automotive" or "RPM") on 02 December 2022

Summary Information

This document contains summary information about RPM Automotive and its associated and proposed associated entities and their activities as known by RPM Automotive at the date of this document The information contained in this document is of general background and does not purport to be complete It should be read in conjunction with RPM Automotive's periodic and continuous disclosure announcements lodged with ASX which are available at www asx com au

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AGENDA

EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

STRATEGIC ACQUISITION	• RPM Automotive Group Limited (“**RPM**” or the “**Company**”) has entered into a binding agreement to acquire the inventory and assets of Metro Tyre Services (“**Metro**”) for total consideration of $4.5m, (the “**Acquisition**”). The Acquisition is subject to normal working capital adjustments and equity finance.
OVERVIEW OF METRO	• **Metro:** Commercial & industrial retail tyre service centre, based in Penrith, NSW – Achieved revenue of $10.0m and $1.15m of EBITDA in FY22.
ACQUISITION TERMS	• **Metro:** Total purchase price of $4.5m (100% cash), implying an acquisition multiple of 3.9x FY22 EBITDA pre-synergies, including $200K in inventory, $2.6m to be paid on settlement (60%) and two annual instalments of $860K (20% each), subject to EBITDA earn-out requirements, in March 2024 and March 2025.
STRATEGIC RATIONALE	• Expands RPM’s national footprint from 38 points of presence in FY22 to 40, post the Acquisition. • Increases annualised revenue by $10.0m and EBITDA by $1.15m, pre-synergies • Improves RPM’s retail service offerings through the acquisition of additional capabilities and expansion of both service and product range • Drives customer value proposition through competitive pricing, improved supply chain efficiency and further national service capabilities for fleet operators • Aligns with RPM’s core M&A strategy with identified synergies and cross-sell opportunities
EQUITY RAISING	Equity raising comprises an: • Institutional placement to raise $2.0m (“**Placement**”). • Underwritten share purchase plan to raise $1.0m (“**SPP**”). The SPP is fully underwritten by Collins St Value Fund. Directors intend to participate for a minimum of $0.5m under the Placement, subject to shareholder approval, which is to be sought at a forthcoming extraordinary general meeting (“**EGM**”) expected to be held in January 2023 Proceeds of the equity raising will be utilised to fund the Acquisition and associated integration costs.
REFINANCE & RESTRUCTURE OF BANK FACILITY	• New $26m bank facility with CBA (replacing existing NAB facility) includes commercial loans, asset finance and trade finance. • Provides increased funding (>$9.5m) to cover working capital requirements and organic growth.
FY23 OUTLOOK	• FY23 revenue range of $125m - $130m and FY23 EBITDA range between $12m - $13m • Focus on inventory management with inventory turns forecast to gradually increase from 2.3x in FY22 to 4x in FY24

OVERVIEW OF ACQUISITION

STRATEGIC RATIONALE

EXPAND NATIONAL FOOTPRINT	• Significantly expands geographic footprint and provides further scale in existing markets
	  - **Increases RPM's national footprint from 38 points of presence in FY22 to 40 post acquisitions**
	• The Acquisition extends RPM's presence into metro Sydney and Greater NSW
	  - - Metro is a well-established and dominant commercial & industrial tyre service centre in metro NSW

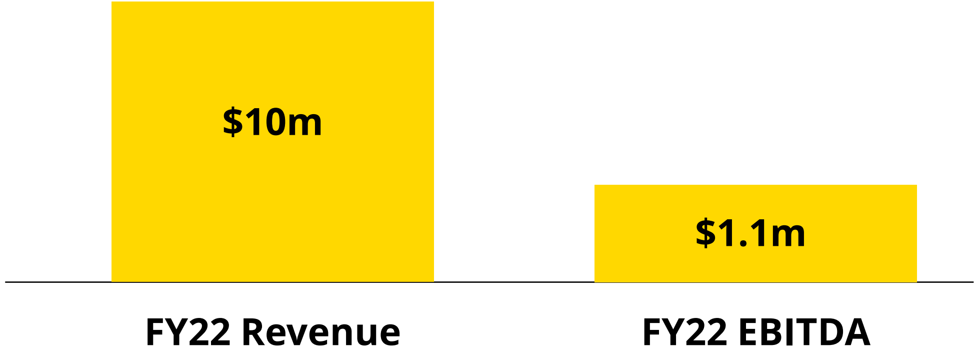
EXPANSION OF CAPABILITIES AND PRODUCT RANGE	• Provides access to a broader core product range underpinning future growth • Combining the core product range strengths of RPM, Metro offers an expanded product range throughout the enlarged business for both retail and fleet customers - The Metro retail operations, will increase pull through from RPM's new wholesale warehouse in Prestons Sydney • Immediately increases the RPM customer base and reduces key customer reliance risk • Drives customer value proposition through competitive pricing, improved supply chain efficiency and further national service capabilities for fleet operators
VERTICAL INTEGRATION FOR MARGIN EXPANSION	• Increased retail footprint creates economies of scale, further expanding margin • Provides insight into consumer demand • Increasing blend of own, private label products grows margin
ALIGNS WITH THE COMPANY'S CORE M&A STRATEGY	• **Highly complementary acquisition which adds $10.0m in revenue and $1.15m in EBITDA** • Attractive acquisition multiples and identified annualised EBITDA synergies of >$300K to be realised • Compatible culture to facilitate corporate fit and integration

METRO TYRE SERVICES

"ANY TYRE AT ALL"

- Metro is a full-service tyre dealer, providing 24/7 onsite mobile tyre fitting repairs and servicing, specialising in earthmoving, forklift and commercial tyre sales, fitting, service and repairs
- Based in Penrith, NSW

Metro Key Financials



Key Acquisition Terms

- Acquisition price of $4.5m includes $200K of inventory
- Completion expected in early January 2023
- 100% cash, $2.6m on settlement (60%) and two instalments of $860K (20% each), subject to EBITDA earn-out requirements, in March 2024 and March 2025
- Acquisition multiple of 3.9x FY22 EBITDA, pre-synergies
- Expected annualised synergies of >$300K through wholesale cross-sell, implies post-synergy acquisition multiple of 3.1x FY22 EBITDA

EXPANDED NATIONAL FOOTPRINT

27
Retail points of presence (PoPs)

9
Wholesale distribution PoPs to service the retail footprint

4
Manufacturing PoPs

Total PoPs: FY20 (20), FY22 (38), FY26F (50+)

VERTICAL INTEGRATION FOR MARGIN EXPANSION

Wholesale

Distributes wholesale volumes of RPM products and global brands to commercial & industrial customers

Increasing blend of own, private label products grows margin

Provides insight into consumer demand (eg high margin 4WD and caravan segments)

Increased retail footprint creates economies of scale further expanding margin

Retail

Around 30% of wholesale revenue is from sales to own retail centres

EQUITY RAISING OVERVIEW

EQUITY RAISING OVERVIEW

OFFER SIZE & STRUCTURE	• $3.0m equity raising comprising: - Placement to raise $2.0m; and - Underwritten $1.0m SPP. The SPP is fully underwritten by Collins St Value Fund. (together, the Placement and SPP are the "**Offer**") • Approximately 18.2 million new fully paid ordinary shares in the Company ("**New Shares**") to be issued under the Offer • Directors intend to participate for approximately $0.5 million under the Placement, subject to shareholder approval, which is to be sought at a forthcoming extraordinary general meeting ("**EGM**") expected to be held in January 2023
OFFER PRICE	• Fixed issue price for the Offer of $0.165 per New Share, representing a: - 13.2% discount to the last close price on 2 December 2022 of $0.190; - 19.1% discount to 5-day VWAP of $0.204; and - 15.7% discount to 15-day VWAP of $0.196;
RANKING	• New Shares issued under the Placement and SPP will rank equally with all existing RPM shares
USE OF FUNDS	• Offer proceeds will be used to fund: - Acquisition consideration; - Integration costs associated with the Acquisition; and - Costs of the Offer. • Refer to slide 13 for further details on the use of funds
LEAD MANAGER	• Canaccord Genuity (Australia) Limited is acting as Lead Manager to the Offer • Aitken Mount Capital Partners Pty Ltd is acting as Co-Manager to the Offer

SOURCES & USES AND INDICATIVE TIMETABLE

Sources & Uses

Sources	A$m
Institutional Placement	$2.0m
Underwritten Share Purchase Plan	$1.0m
Total Sources	$3.0m

Uses	A$m
Upfront Acquisition consideration	$2.6m
Integration costs and costs of the Offer	$0.4m
Total Uses	$3.0m

- Deferred Acquisition costs of up to $1.9m will be funded by existing cash, the Company's restructured bank facility (see slide 15 for more details) and future free cash flows.

Indicative Timetable

Event	Date
Trading Halt	Friday, 2 December 2022
Record date for SPP	7:00pm (AEDT) Friday, 2 December 2022
Announcement of completion of the Placement and launch of SPP	Monday, 5 December 2022
Trading halt lifted and shares recommence trading	10:00am (AEDT) Monday, 5 December 2022
Settlement of the Placement	Friday, 9 December 2022
Allotment and Quotation of New Shares under the Placement	Monday, 12 December 2022
SPP offer opens and SPP documents dispatched to shareholders	Tuesday, 13 December 2022
SPP offer closes	Tuesday, 3 January 2023
Announcement of results of the SPP	Thursday, 5 January 2023
Allotment and Quotation of New Shares under the SPP	Tuesday, 10 January 2023

FINANCIAL OVERVIEW

REFINANCE & RESTRUCTURE OF BANK FACILITY

- The new $26m bank facility with CBA (replacing existing NAB facility) includes commercial loans, asset finance and trade finance.
  - The commercial loan will cover the existing deferred acquisition payments to be made in 2H FY23
  - The trade finance facility has been restructured to better support the Company's expanding operations and significantly improve working capital.
- The new facility will be available for drawdown before the end of 2022.

The new facility will provide increased funding (>$9.5m) to cover working capital requirements and organic growth

Key Covenants

Net Leverage Ratio <2.75x

- Defined as total drawn bank debt, plus outstanding earn-out payments, less cash and divided by last 12-month rolling EBITDA

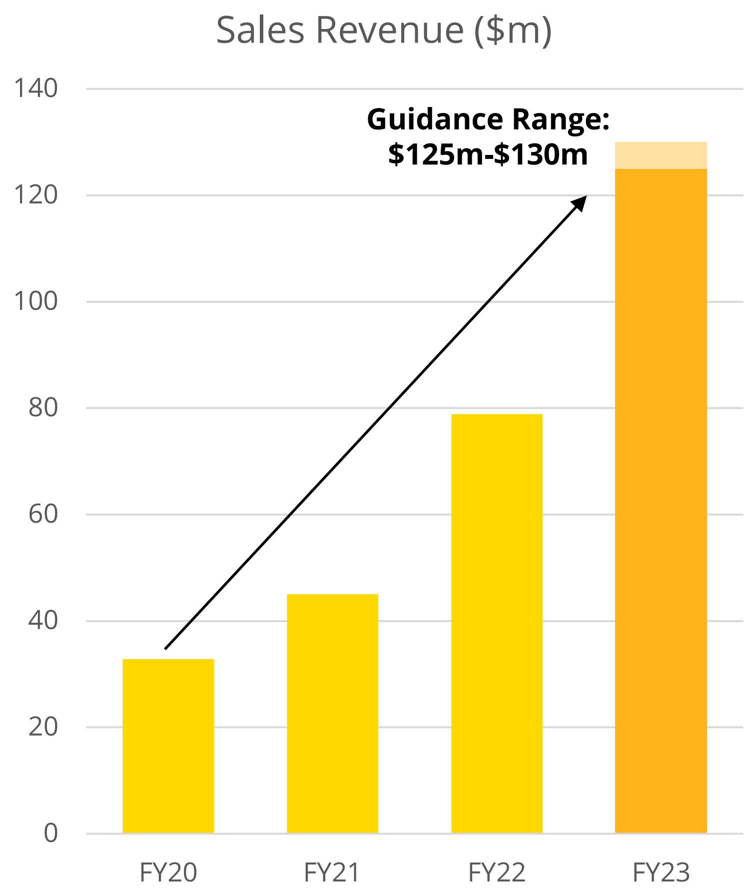
Debt Service Coverage Ratio >1.5x

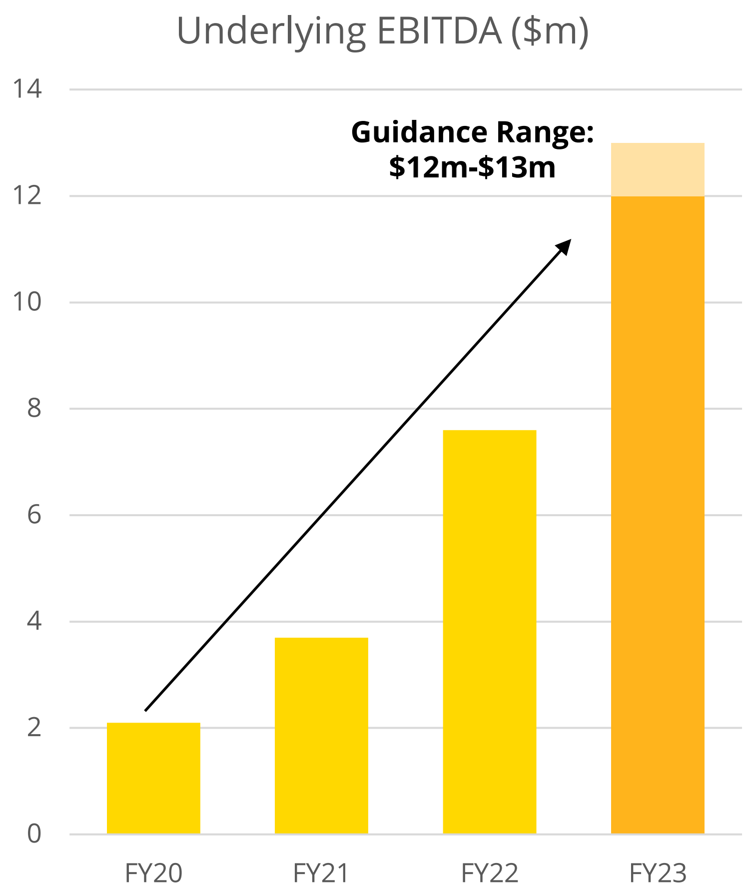
- Defined as EBITDA/Principal & Interest

FY23 OUTLOOK

- FY23 expected revenue range of $125m - $130m and FY23 EBITDA range between $12m - $13m, on a consolidated basis
- 2H FY23 revenue and EBITDA expected to be stronger than 1H FY23, with seasonally higher revenue in Q2 and Q3
- Focus on inventory management with inventory turns forecast to gradually increase from 2.3x in FY22 to 4x in FY24
- Positive impact on working capital and operating cash flow in 2H FY23, with inventory typically peaking in Q2 and declining through 2H
- Focus on integration of acquisitions and streamlined internal systems & processes

TRACK RECORD OF REVENUE AND EARNINGS GROWTH





- FY22 organic growth of 18%
- Q1 FY23 revenue of $28.4m, up 7% q-on-q and up 89% y-on-y
- Q1 FY23 EBITDA of $2.6m, up 17% q-on-q and up 179% y-on-y
- FY23 Guidance*:
    - Revenue Range of $125m-$130m
    - EBITDA Range of $12m-$13m

*Assumes successful completion of Acquisition

ABOUT RPM

ESTABLISHING A NATIONAL FOOTPRINT IN THE AUTOMOTIVE AFTERMARKET

RPM business units offer wheels, tyres, accessories and apparel across **wholesale** and **retail**

Underlying demand (over 70%) comes from commercial & industrial driven by transport fleets, the mining and agricultural sectors

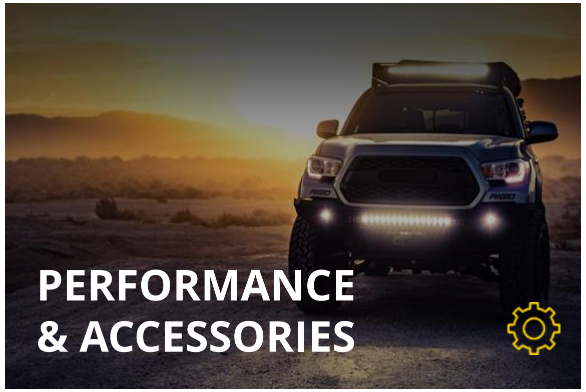
RPM has grown organically and by acquisition over the past 2 years to rapidly grow its **product range**, **network footprint** and **internal capabilities**

In FY22, RPM **generated $79m in sales revenue** (up 75% on pcp) and **$7.6m in underlying EBITDA*** (up 124% on pcp)

40 points of presence
across Australia in FY23

*FY22 Underlying EBITDA excludes $300K in one-off flood related expenses

4 COMPLEMENTARY BUSINESS UNITS



Commercial & industrial tyre and auto service centres	Certified race safety wear, suits and helmets	Bolt on vehicle parts and accessories	Distribution of wheels and tyres
Retail	**Retail**	**Retail & Wholesale**	**Wholesale**
• Retail sales, wheel and tyre repairs, and roadside assist to commercial vehicle nationwide • Services both commercial (including fleet) and consumer customers	• The sole FIA-approved racewear manufacturer in Australia under the RPM Racewear brand • Exclusive distributor of Alpinestars, Hans Devices, Cobra Seats and Bell Motorsport Helmets	• Well-known “best-in-class” accessory brands • Distributed through a nationwide group of auto repair shops • Several fleet contracts in place	• 11 exclusive, in-house brands offered across all three tyre categories (commercial, industrial and passenger) • Exclusive mature supply chain in place to offer distribution of quality wheels & tyres at value prices
40% of FY22 revenue	**10% of FY22 revenue**	**14% of FY22 revenue**	**36% of FY22 revenue**

KEY BRANDS

REPAIRS & ROADSIDE	MOTORSPORT	PERFORMANCE & ACCESSORIES	WHEELS & TYRES
Primary retail brand supported by acquired retail business	Primary retail brand offers RPM and leading brand products	Primary wholesale brand supported by acquired wholesale business	Primary wholesale brand supported by acquired wholesale businesses

INVESTMENTS IN GROWTH – ORGANIC & ACQUISITION

Jan-22

Feb-22 — Safety Dave

Apr-22 — VicWide Tyre Services, ACT Total Tyres

May-22 — Revolution Tyres Woodville

Jun-22 — RPM Autoparts Prestons; Revolution Tyres Prestons

Jul-22 — AFT Automotive

Nov-22 — Metro Tyre Services "ANY TYRE AT ALL"

REVENUE GROWTH ANALYSIS

Components of Revenue Growth

($m)	FY20	FY21	FY22
Total Revenue[1]	35.5	48.8	82.0
Acquisition Growth	*2.8%*	*34.8%*	*49.9%*
Organic Growth	*9.4%*	*3.0%*	*18.1%*
Total Revenue Growth	12.2%	37.7%	68.0%

Organic Growth by Division

($m)	FY20	FY21	FY22
Repairs & Roadside (Retail)	-4.1%	3.7%	28.9%
Motorsport (Retail)	-15.5%	27.3%	7.0%
Wheels & Tyres (Wholesale)	55.1%	-5.9%	4.2%
Performance & Accessories (Wholesale)	-13.8%	-0.4%	75.2%

1: Revenue is based on raw sales data. Reported revenue excludes inter-company sales.

EXPERIENCED BOARD OF DIRECTORS

GRANT CARMAN
NON-EXECUTIVE CHAIRMAN

Chartered accountant with over 30 years of experience in corporate finance and the Australian Capital Markets

Held senior executive positions for and acted as a corporate adviser to a large number of Australian and international companies in the financial services, automotive, pharmaceuticals, wholesale distribution, manufacturing, services, resources, technology, and telecommunications sectors

CLIVE FINKELSTEIN
CEO/MANAGING DIRECTOR

Co-founder of RPM

Over 20 years' experience in the automotive sector, having built, managed and sold companies including a parts and accessories manufacturer and wholesaler and a 4WD franchise group

Automotive experience spans international markets, manufacturing, development, wholesale, retail and franchising

A significant shareholder in RPM

LAWRENCE JAFFE
EXECUTIVE DIRECTOR

Co-founder of RPM

Previously CEO and Managing Director of RPM Australasia until 2015 and stepped down when the company sold off its largest division. He remained on as Non-Executive Chairman until the company listed on the ASX and currently the Strategic Director at RPM.

Strong financial background in private equity, mergers and acquisitions.

A significant shareholder in RPM

GUY NICHOLLS
NON-EXECUTIVE DIRECTOR

Over 30 years' experience in Senior Executive roles in the automotive sector across strategy design and execution, manufacturing and supply chain, as well as mergers and acquisitions.

Guy was previously the CEO of Ryco Group, a business unit of ASX 200-listed GUD Holdings (ASX:GUD), and also held senior executive roles at NYSE-listed Genuine Parts Company, known locally as Repco and Napa Autoparts.

ALEX GOODMAN
NON-EXECUTIVE DIRECTOR

Strong background in private equity, business expansion of private companies, and executive management in Global Companies such as IBM, Lotus (Boston), and Amdahl (Silicon Valley)

Previously worked at Jagen P/L, the family office of the Liberman Family, and sat as a Director, on a number of boards which included activities such as investment management and mergers and acquisitions

RPM'S 3-YEAR VISION

In the next three years, RPM is working towards:

- **Expansion of wholesale:** Warehouses and distribution facilities in each of the major centres
- **Expansion of retail:** A well-built out retail network servicing the transport industry in major transportation hubs, focused on commercial and industrial fleets
- **New geographies:** A presence in New Zealand and additional footprint of retail networks across Australia
- **Broader product range:** A comprehensive range of motor vehicle accessories
- **Complementary activities:** Participating in the tyre recycling market

APPENDIX 1 - KEY RISKS

KEY RISKS

Key risks

Competition risk
The Australian automotive parts and service industry is mature and highly competitive. The industry comprises many large and well-resourced companies as well as a large number of small businesses against whom the Company must compete for business. Barriers to entry at wholesale and retail levels are relatively low and new entrants can be disruptive. Entry of new competitors, a change in the industry's competitive dynamics or a general increase in the level of competition may lead to reduced margins or increased costs which would negatively impact the Company's financial performance.

Supplier risk

The Company's ability to sell automotive parts, and therefore the Company's ability to conduct its business, derives partly from the rights granted to it pursuant to agreements with manufacturers and distributors, many based in foreign jurisdictions. Any termination or non-renewal of the agreements, or cessation of supply of automotive parts, may adversely affect the Company's ability to operate.

Business integration risk

The Company's business involves an aggregation of a number of previously unrelated businesses. With every acquisition there is the risk that the integration of the businesses may take longer and be more costly than anticipated. Any delays or increase in costs are likely to adversely affect the operating results of the Company.

Reputational risk

Reputational damage to any of the Company's businesses may impact on the Company's ability to maintain and build relationships with customers, suppliers, distributors and staff that may result in lowering the financial performance of the Company and any damage to the Company's reputation may encourage licensees to leave or end their relationship with the Company.

Technology risk

New technologies may have a major impact on the Australian automotive industry. The uptake of electric vehicles might put pressure on demand, pricing and margins for some of the Company's products. Also, driverless car technology might reduce car ownership per capita, which may lower demand for the Company's products and services. If customers purchase fewer products from the Company, the financial performance of the Company will be adversely affected.

Availability of staff risk

The Company needs to attract skilled technical staff in order to operate. The automotive industry has a forecast shortage of skilled staff. An inability to attract and retain high quality staff may adversely impact on the financial performance of the Company.

Execution risk

Management has developed strategies to grow the business. The Company may not execute these strategies successfully. In which case the Company fails to grow and incurs increased costs. The Company's small size means it must grow quickly to interest the investment and capital markets, otherwise it will receive a reduced valuation and share price and find it harder to raise capital and interest investors to buy the Company's shares.

Regulatory/policy risk

The Australian automotive industry is subject to Government and industry bodies' policies and regulations that are outside the control of the Company. Regulatory change may adversely impact the future operation and financial performance of the Group where it leads to increased compliance costs, increased competition, decreased demand for the Company's products and services or changed market structure.

APPENDIX 2 - FOREIGN SELLING RESTRICTIONS

FOREIGN SELLING RESTRICTIONS

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