ipd group

Acquisition of CMI Operations and Equity Raising

INVESTOR PRESENTATION | 28 November 2023

Important notice & disclaimer (1 of 5)

ipd group

The following notice and disclaimer applies to this presentation dated 28 November 2023 (**Presentation**) and you should read this carefully before reading or making any other use of this Presentation or any information contained in this Presentation. By accepting, accessing or reviewing this Presentation or attending an investor presentation or briefing, you represent and warrant that you are entitled to receive this Presentation in accordance with the restrictions, and agree to be bound by the limitations, contained within it.

This Presentation has been prepared by IPD Group Ltd (ACN 111 178 351) (**Company** or **IPD**) in connection with the Company's proposed:

- placement of new fully paid ordinary shares in the Company (**New Shares**) to certain institutional and sophisticated investors (**Placement**); and
- pro rata accelerated non-renounceable rights issue of New Shares to be made to:
  - eligible institutional shareholders of the Company (**Institutional Offer**); and
  - eligible retail shareholders of the Company (**Retail Offer**),

  under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (together, the **Rights Issue**).

In this Presentation, the Placement and the Rights Issue are together, the **Equity Raising**. The Equity Raising will be used to partly fund the Company's acquisition of CMI Operations Pty Ltd (**CMI**) (**Acquisition**).

Not an offer:

This Presentation is for information purposes only and does not constitute or form part of any offer to sell, purchase or subscribe for, recommendation of, or a solicitation or invitation of any offer to sell, purchase or subscribe for, any securities or any other financial products, in any jurisdiction nor will this Presentation or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever.

No offers, sales, resales or delivery of any securities referred to in this Presentation or distribution of any material relating to those securities may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Company.

This Presentation is not a prospectus, disclosure statement, product disclosure statement or other offering document under Australian law or under any other law. It will not be lodged with ASIC. Nothing contained in this Presentation constitutes financial product, investment, legal, tax or other advice or any recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor.

Before making an investment decision, shareholders or prospective investors should consider the appropriateness of the information in this Presentation having regard to their own investment objectives, financial situation and needs and with their own professional advice. The Company is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.

Each recipient of this Presentation should make its own enquiries and investigations regarding all information included in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Company and the values and the impact that different future outcomes may have on the Company.

The retail offer booklet for the Retail Offer will be available to eligible retail shareholders in Australia and New Zealand following its lodgement with the ASX. Any eligible retail shareholder in Australian and New Zealand who wishes to participate in the Retail Offer should consider the retail offer booklet in deciding whether to apply under the Retail Offer. Any eligible retail shareholder who wishes to apply for New Shares under the Retail Offer will need to apply in accordance with the instructions contained in the retail offer booklet and the entitlement and acceptance form.

Important notice & disclaimer (2 of 5)

ipd group

Summary Information:

This Presentation contains summary information about the current activities of the Company as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete. This Presentation does not purport to contain all the information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the Corporations Act.

It should be read in conjunction with the Company's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (**ASX**), which are available at www.asx.com.au (ASX: IPG). Statements made in this Presentation are made only as at the date of this Presentation. The Company reserves the right to withdraw or vary the transactions described in this Presentation without notice. No member of the Company gives any warranties in relation to the statements and information in this Presentation.

Third party information:

Certain information in this Presentation has been sourced from CMI, the seller or their respective representatives or associates. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this presentation may have been obtained from research, survey or studies conducted by third parties, including industry or general publications. Neither the Company nor its representatives has not independently verified any such market or industry data.

The Company undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial and other information provided by CMI and the seller. Despite making reasonable efforts, the Company has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it. If any such information provided to, and relied upon by, the Company in its due diligence and in its preparation of this Presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of CMI may be materially different to the expectations reflected in this Presentation.

Key assumptions:

Certain information in this Presentation, particularly forward-looking information, is based on general and specific assumptions. General assumptions include those customary when preparing such information, including no material changes to the competitive or regulatory environment, economic and industry conditions, laws or accounting standards, FX rates, disturbances or disruptions, changes to clients and their arrangements, litigation, key personnel and none of the risks described in the Key Risks section arising.

Financial information and rounding

All dollar values are in Australian dollars (A$ or AUD) unless otherwise stated. The information contained in this Presentation may not necessarily be in statutory format.

Financial information of the Company as at and for the period ended 30 June 2023 is audited. Financial information for CMI contained in this Presentation has been derived from consolidated financial statements of the seller and other financial information made available by the seller in connection with the Acquisition, and the Company does not take any responsibility for it.

This Presentation includes certain pro forma financial and other information. The pro forma financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of the Company's views on its, nor anyone else's, future financial position and/or performance. The pro forma financial information has been prepared by the Company in accordance with the measurement and recognition principles, but not the disclosure requirements prescribed by the Australian Accounting Standards.

Amounts, totals and change percentages are calculated on whole numbers and not the rounded amounts presented. A number of figures, amounts, percentages, estimates and calculations of value in this presentation are subject to the effect of rounding.

Important notice & disclaimer (3 of 5)

Forward looking statements:

This Presentation may include forward-looking statements or opinions including statements regarding the Company's intent, belief or current expectations with respect to the Company and its subsidiaries' (the Group) business operations, market conditions, results of operations and financial condition, capital adequacy, specific provisions and risk management practices. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, these statements are not guarantees or predictions of future performance, and involve both known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control.

As a result, actual results or developments may differ materially from those expressed in the statements contained in this Presentation. Investors are cautioned that statements contained in the presentation are not guarantees or projections of future performance and actual results or developments may differ materially from those projected in forward-looking statements. The forward-looking statements are based on information available to the Company as at the date of this Presentation.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including the Company, the underwriter and their respective Relevant Parties, as defined below). To the maximum extent permitted by law, the Respective Parties disclaim any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. Except as required by law or regulation (including the ASX Listing Rules), the Company disclaims any obligation or undertaking to update forward-looking statements in this Presentation to reflect any changes in expectations in relation to any forward-looking statement or change in events, circumstances or conditions on which any statement is based.

Past performance:

Past performance, including past share price performance of the Company and the historical financial information in this Presentation is for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) the future performance of the Company. Nothing contained in this Presentation nor any information made available to you is, or shall be relied upon as a promise, representation, warranty or guarantee, whether as to the past, present or future.

Investment risk:

An investment in the Company's securities is subject to investment risks and other known and unknown risks, some of which are beyond the control of the Company, including possible loss of income and principal invested. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular tax treatment. In considering an investment in the Company's securities, shareholders and prospective investors should have regard to (amongst other things) the non-exhaustive summary of the key risks outlined in this Presentation.

Determination of eligibility:

Investors acknowledge and agree that the eligibility of investors for the purposes of the Institutional Offer or the Retail Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the underwriter. Each of the Company, the underwriter and their respective advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents (Relevant Parties) disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The underwriter may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Equity Raising without having independently verified that information and the underwriter does not assume responsibility for the currency, accuracy, reliability or completeness of that information.

Important notice & disclaimer (4 of 5)

Information and liability:

None of the underwriter, nor any of their Relevant Parties, nor the advisers to the Company, have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and none of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them. To the maximum extent permitted by law, the Company, the underwriter and their respective Relevant Parties exclude and expressly disclaim:

- all duty and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement or otherwise) for any expenses, losses, damage or costs incurred by you as a result of your participation in, or failure to participate in, the Equity Raising or the information in this Presentation, including without limitation any financial information and forward-looking information being inaccurate or incomplete in any way for any reason, whether by fault, negligence, negligent misstatement or otherwise;
- any obligations or undertaking to release any updates or revisions to the information in this Presentation to reflect any change in expectations or assumptions; and
- all liabilities in respect of, and make no representation or warranty, express or implied, as to the fairness, currency, accuracy, reliability or completeness of information in this Presentation or any constituent or associated presentation, information or material, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns (or any event or results expressed or implied in any forward-looking statement) contained in or implied by the information in this Presentation or any part of it, or that this Presentation contains all material information about the Company or which a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of securities in the Company.

None of the Company, the underwriter or their Relevant Parties, have any obligation to update statements in this Presentation. The Company reserves the right to withdraw the Equity Raising or vary the timetable for the Equity Raising without notice.

The underwriter, together with their Relevant Parties are full service financial institutions engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses.

The underwriter and/or their Relevant Parties are acting as sole lead manager, bookrunner and underwriter of the Placement, and both the Institutional Offer and Retail Offer. The underwriter is acting for and providing services to the Company in relation to the Equity Raising and will not be acting for or providing services to the Company's shareholders or prospective investors. The underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with the Company. The engagement of the underwriter by the Company is not intended to create any fiduciary obligations, agency or other relationship between the underwriter and the Company's shareholders, creditors or potential investors.

The underwriter, in conjunction with their Relevant Parties, are acting in the capacity as such in relation to the offering and will receive fees and expenses for acting in this capacity.

Disclaimer:

No person is authorised to give any information or make any representation in connection with the Equity Raising which is not contained in this Presentation. Any information or representation not contained in this Presentation may not be relied on as having been authorised by the Company in connection with the Equity Raising.

Important notice & disclaimer (5 of 5)

ipd group

Jurisdictions:

The distribution of this Presentation in jurisdictions outside of Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

This Presentation may not be distributed or released in the United States, or any other jurisdiction which would be illegal. In particular, this presentation does not constitute any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US person' as defined in Regulation S under the US Securities Act of 1993, as amended. The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares under the Equity Raising may not be taken up by, and may not be offered or sold, directly or indirectly, to any person in the United States or any person that is acting for the account or benefit of a person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any applicable US state securities laws. The New Shares to be offered and sold under the Equity Raising may only be offered and sold outside the United States to persons that are not acting for the account or benefit of persons in the United States in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

General:

Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice.

The Company may in its absolute discretion, but without being under any obligation to do so, update or supplement this Presentation. Any further information will be provided subject to the terms and conditions contained in this Important Notice and Disclaimer.

In consideration for being given access to this Presentation, you confirm, acknowledge and agree to the matters set out in this Important Notice and Disclaimer and any modifications notified to you and/or otherwise released on ASX.

Contents

Transaction Overview & Trading Update

Transaction Highlights

IPD is undertaking the acquisition of CMI Operations

Transaction	• IPD Group Limited ("**IPD**") to acquire CMI Operations Pty Ltd ("**CMI**"), a **leading distributor of electrical cables and manufacturer and distributor of plug brands** in Australia, from ASX listed Excelsior Capital Limited ("**Excelsior**") (ASX:ECL) • Total consideration includes an **upfront payment of $92.1 million** and **a contingent payment up to a maximum of $8.9 million** (refer to next page for more details)
Rationale	• CMI is a **strategically compelling** acquisition in **highly complementary sectors** that extends **IPD's product suite, increases supplier diversity, strengthens its overall value proposition** with existing customers and **broadens customer reach**
Attractive business model	• **Low capital intensity** and **high cash flow generation** • **Solid and growing EBIT margins**, increasing from 12.0% in FY21A to 14.9% in FY23A • Strong **re-occurring revenue** streams linked to a regulatory driven plug replacement cycle
Growth	• CMI has been **experiencing significant organic growth,** growing at an ~**18% revenue CAGR** between FY21A and FY23A • During the same period, **EBIT has grown at 31% per annum**, demonstrating the **benefits of operating leverage**
Funding	• Acquisition to be funded with a **combination of new debt facilities and a fully underwritten equity raising** of approximately $65 million
Financial impact[1]	• **The acquisition results in pro forma FY23A EPS accretion of over 30% (excluding synergies)[2]** • **Increases IPD's pro forma FY23A EBIT margin from 10.3% to 11.7%** • **Leverage of ~0.9x gross debt[3] / pro forma FY23A EBITDA**

1. Pro forma FY23A metrics exclude any synergies, incremental costs, or one-off transaction or integration costs
2. Adjusted for the theoretical ex-rights price ("TERP") which is the theoretical price at which an IPD share should trade at immediately after the ex-date for the Entitlement Offer. Assumes that the maximum contingent payment of $8.9 million is paid (refer to next page for details)
3. Gross debt is on a pre-AASB16 basis (excluding lease liabilities)

Transaction Overview

ipd group

Transaction summary

- IPD has entered into a conditional agreement to acquire 100% of CMI from Excelsior ("**Acquisition**")
- Consideration comprises:
  - an upfront payment of $92.1 million (equivalent to 6x CMI's FY23A EBIT of ~$15.5 million); and
  - a contingent payment of $6 for every dollar by which CMI's FY24A EBIT result exceeds FY23A EBIT, up to a maximum of $8.9 million
- Transaction is subject to Excelsior shareholder approval. Excelsior's directors (representing approximately 50.4% of Excelsior's issued capital) have confirmed that they intend to vote in favour of the transaction in the absence of a superior proposal and subject to the Independent Expert Report

Transaction funding

- The Acquisition will be funded through a combination of an equity raising and new debt facilities
- IPD is undertaking a $65 million fully underwritten equity raising ("**Equity Raising**") of new fully paid ordinary shares in the Company ("**New Shares**") which comprises a:
  - ~$40 million institutional placement ("**Institutional Placement**"); and
  - ~$25 million, 1 for 13.65 accelerated pro rata non-renounceable entitlement offer ("**Entitlement Offer**"), comprising:
    - an institutional entitlement offer ("**Institutional Entitlement Offer**"); and
    - a retail entitlement offer ("**Retail Entitlement Offer**").
- IPD will also enter into new debt facilities with total funding capacity of $40 million, subject to finalising documentation
  - immediately post acquisition, IPD will have drawn ~$31 million for the acquisition and will have sufficient headroom available to pay up to the maximum contingent payment of $8.9 million; and
  - following completion of the Acquisition and the Equity Raising, gross debt[1]/EBITDA on a pro-forma FY23A basis will remain conservative at 0.9x

Financial impact[2]

- Pro forma FY23A impact of the acquisition (excluding synergies):
  - revenue of $331.4 million and EBIT of $38.9 million;
  - EPS accretion of over 30%[3] (after allowing for the maximum contingent payment being paid); and
  - EBIT margins increasing from 10.3% to 11.7%
- Revenue synergies expected to be generated from cross-selling opportunities
- Increases supplier diversity

1. Assumes $40 million debt facility is fully drawn. Gross debt is on a pre-AASB16 basis (excludes lease liabilities)
2. Pro forma FY23A metrics excludes any synergies, incremental costs, or one-off transaction or integration costs
3. EPS accretion calculation has been performed for the financial year ended 30 June 2023 and has been adjusted for TERP resulting from the Equity Raising

Transaction Overview (continued)

ipd group

Timing	• The Acquisition is subject to several customary conditions including approval by shareholders of Excelsior at a shareholder meeting (expected to be conducted in mid-January 2024) • Completion is anticipated to occur by February 2024
CMI overview	• **Cable division** – supplies electrical cable to major construction, infrastructure and renewables projects nationwide, targeting orders of between $0.25m - $10m • **Minto plugs division** – market leader in hazardous environments and other safety-focused applications for its best-in-class couplers and receptacle products – strong track record of safety and reliability
CMI highlights	• **Cables division** – portfolio of cable products with a deeply embedded network of industry relationships and unparalleled customer service – established supplier relationships with quality manufacturers • **Minto plugs division** – products are specialised for hazardous environments, with a proven reputation for product quality – regulatory replacement cycle of the installed plug base creates attractive re-occurring revenue profile – sophisticated in-house R&D and engineering capability that drives product development • **CMI Group** – highly attractive earnings profile with strong cash conversion – strong growth opportunities in growing market share, renewables-focused projects and new product development – deeply experienced and highly regarded management team
Strategic rationale	• Highly complementary product portfolio • Strengthens customer relationships with broader offering • Adds engineering and R&D capabilities • Diversifies supplier concentration • Broadens customer base and provides significant cross-sell opportunities • Financially compelling • Capitalises on growth opportunities through energy transition and electrification of the economy

Trading Update

Trading update

- Positive momentum has continued into FY24 and the outlook for IPD's markets remain buoyant
- Tailwinds from the electrification of the economy have had a positive impact
- IPD is expecting a number of significant projects to commence in the second half of the year
- Underlying H1 FY24 guidance[1] of:
  - EBITDA of $16.0-$16.5 million (~21% vs H1 FY23)[2]
  - EBIT of $13.5-$14.0 million (~20% vs H1 FY23)[2]

1. Excludes one off M&A transaction costs
2. Based on the midpoint of the H1 FY24 guidance range

CMI Overview

CMI Overview

ipd group

CMI sells a portfolio of electrical cables and Australia's leading plug brand for hazardous environments

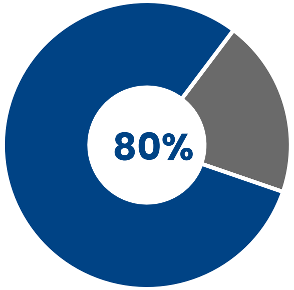
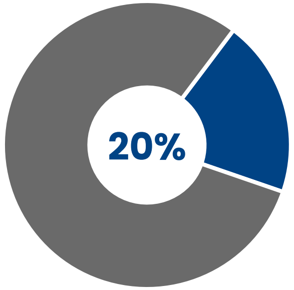
- Established in Sydney in 1991, CMI is a leading distributor of electrical cables and manufacturer and distributor of the "Minto" plug brand
- CMI consists of two core divisions:
  - CMI's **cable division** supplies electrical cable to major construction, infrastructure and renewables projects nationwide, targeting orders of between $0.25m - $10m
  - CMI's **plug division** "Minto", is the market leader in hazardous environments and other safety-focused applications for its best-in-class couplers and receptacle products
- Since its establishment, CMI:
  - has grown organically to generate $104.3 million of revenue in FY23A and $15.5 million of EBIT
  - has expanded to operate Australia wide, with six warehouses located across four states
  - now employs ~60 people who service ~500 customers annually
- CMI is exposed to growing industries, with end-users in construction, infrastructure, renewables, mining, tunnelling and precious metals

Key facts

$104.3m FY23A net sales	**18%** FY21A – FY23A revenue CAGR
$17.1m FY23A EBITDA	**$15.5m** FY23A EBIT
16.4% FY23A EBITDA margin	**14.9%** FY23A EBIT margin
27.4% FY23A gross profit margin	**~60** FTE employees as at June 2023
6 Warehouses across 4 states	**~500** Customers as at June 2023
<1% Warranty rates	**nil** Lost time incidents since FY20

Business Structure

CMI operates through two divisions

	Cables	Minto Plugs
FY23A revenue split	*A leading portfolio of cable brands dedicated to requirements of the entire electrical industry* 	*Highly engineered, class-leading products for use in highly regulated hazardous and safety-focused environments* 
Description	• Supplies electrical cable to major construction, infrastructure and renewable-focused projects • Middle market and national focus targeting orders of between $0.25m - $10m	• Minto is the market leader in hazardous environments and other safety-focused applications for its couplers and receptacle products • Leading track record of safety and reliability • Strong re-occurring revenue profile given regulatory refurbish / replacement cycle
End markets	• Construction • Infrastructure • Renewables	• Mining • Tunnelling • Precious metals
Growth drivers	• Ongoing electrification of the economy	• Underground mining activities • Mining electrification • Safety regulations • Expansion into less hazardous environments

CMI Overview – Cables

ipd group

CMI supplies electrical cables to major construction, infrastructure and renewables projects

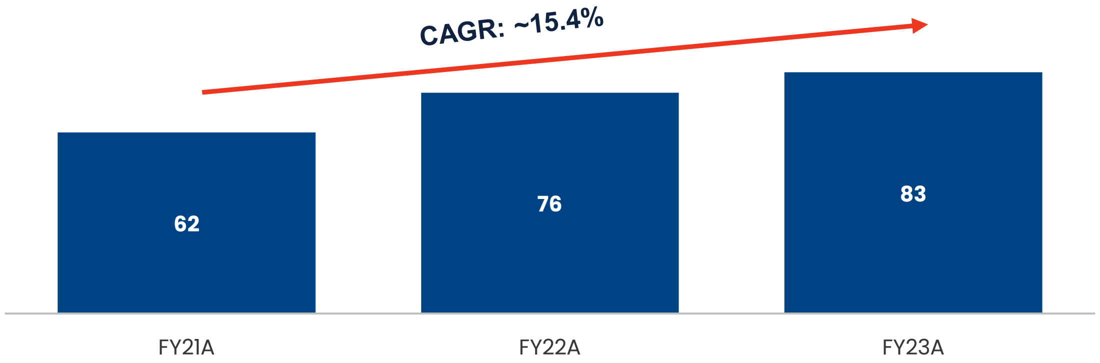
Products

Brand	Description	Share
XLPE	• Power supply in low and medium voltage applications • Used in commercial and industrial sub-mains, factories, variable speed drive (VSD) motors and control systems in infrastructure projects	81% FY23A cables revenue
Aflex	• Flexible cables for use in applications where tight or difficult access is restrictive or where movement occurs • Supplied for switchboards, generators, sound & lighting, batteries, variable speed drive motors, submersible pumps and low voltage control systems	17% FY23A cables revenue
HARTLAND	• Leading range of audio, coaxial, control, data, instrumentation, UL approved connecting wire, copper braid, screened & unscreened multicore & multipair cables	2% FY23A cables revenue

Applications

- Industrial, infrastructure, renewable and construction sectors
- Utility infrastructure
- Technology including batteries and switchboards
- Rugged environments where fire safety is paramount

Revenue profile ($m)



CMI Overview – Minto Plugs

Minto plugs are highly engineered products for hazardous and safety-focused environments

Products

MINTO

- Market leader when power and safety are required in a complex and extremely hazardous environment
- Minto has a global reputation, with exports to mining installations in Indonesia, Papua New Guinea, and Mongolia
- Manufactured locally in Sydney, the plant operates to international quality standards

84% FY23A plugs revenue

Minto 2

- Launched in March 2023
- Electrical plug compliant for use in non-coal underground mining, tunnelling and infrastructure projects, as well as above ground mining applications

1% FY23A plugs revenue

Components

- In addition to finished plugs, CMI markets and sells a range of components suited to plug refurbishment, providing re-occurring revenue

15% FY23A plugs revenue

Applications

To power on-site equipment

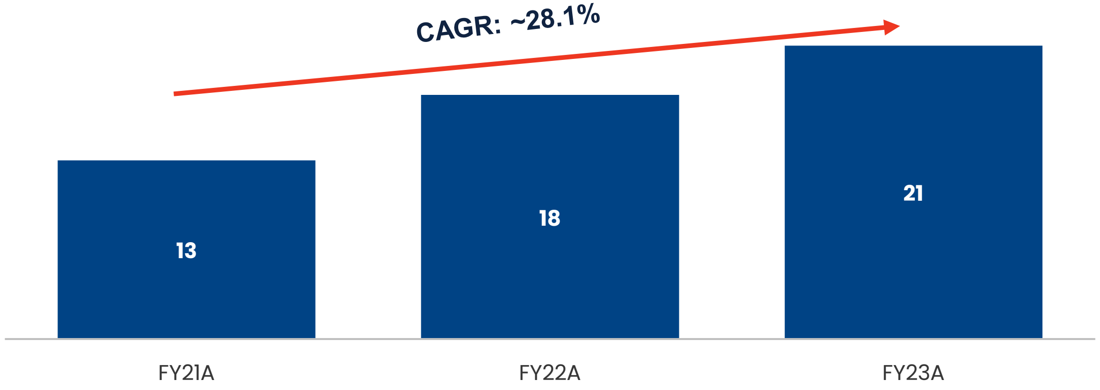
- Tunnel boring machinery
- Industrial smelters
- Stackers and reclaimers
- Drag lines

To extend existing cabling

- A connector is required when mine walls are lengthened
- Approximately 300 meters of cable between connectors

Revenue profile ($m)

Strong re-occurring revenue streams and long-term relationships supporting growth



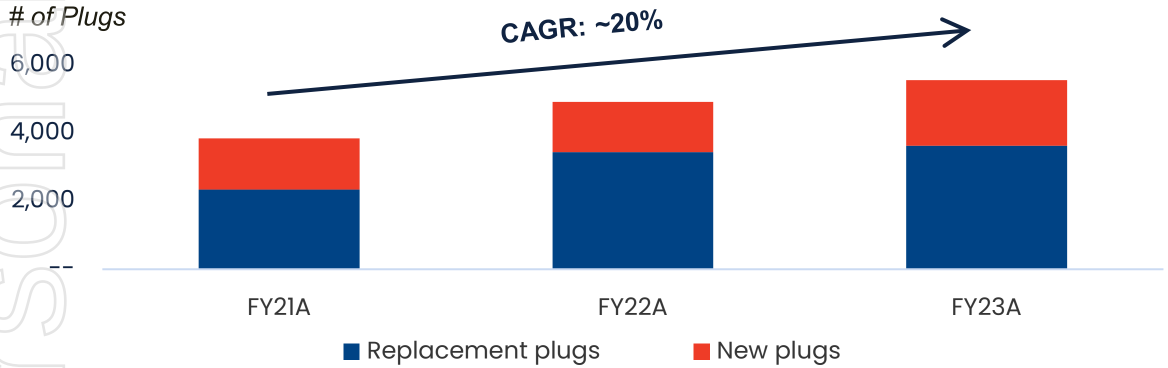
Minto Plugs

Minto is underpinned by strict compliance requirements and a strong R&D and engineering capability

Minto 1 product lifecycle

Minto 1 products are used in highly regulated hazardous environments requiring strict compliance and ongoing maintenance/replacement

Install Date	• Plugs installed into underground mines • Supplier not typically changed over mine life providing CMI with a large installed base
Years 1 - 3	• Continuous repair / refurbishment due to “wear and tear” – ~15% of total Minto revenue
Year 3	• Standards typically require plugs to be replaced every ~3 years • Typically, ~66% of sales volume is from like-for-like replacements – see graph below



R&D / engineering capabilities

Minto has a strong R&D / engineering capability, supporting ongoing product improvement and development

Team of four specialised engineers	**Continuous improvement with 6 – 8 projects active at any one time**
Project specific cost / benefit analysis	**Strong relationships with end clients resulting in continuous feedback loop**

Example: Minto 2

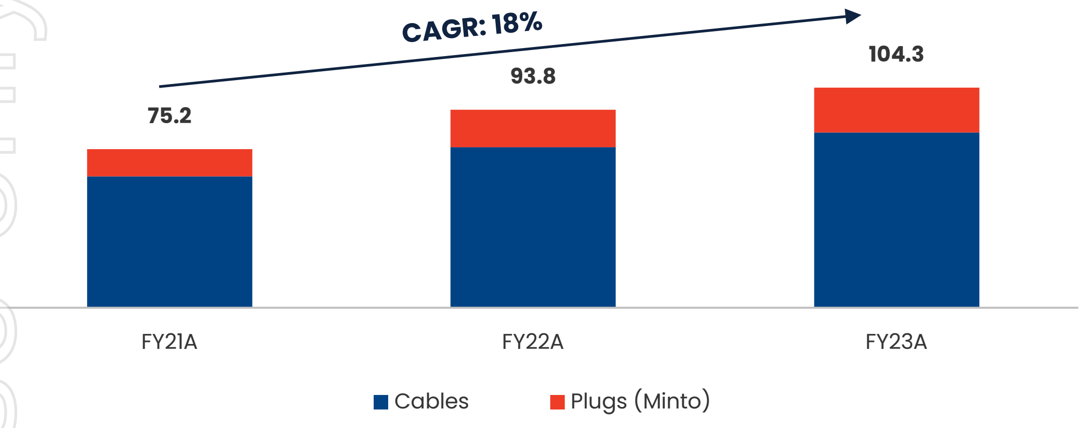
- **Electrical plug for non-coal metalliferous mining, tunnelling and infrastructure projects**
- **Designed based on feedback from major plug repair and distributor customers**
- **Marketed at a lower price point relative to Minto 1 for less safety-focused applications**
- **Provides CMI with entry into a large pool of adjacent electrical markets**

CMI Overview - Financials

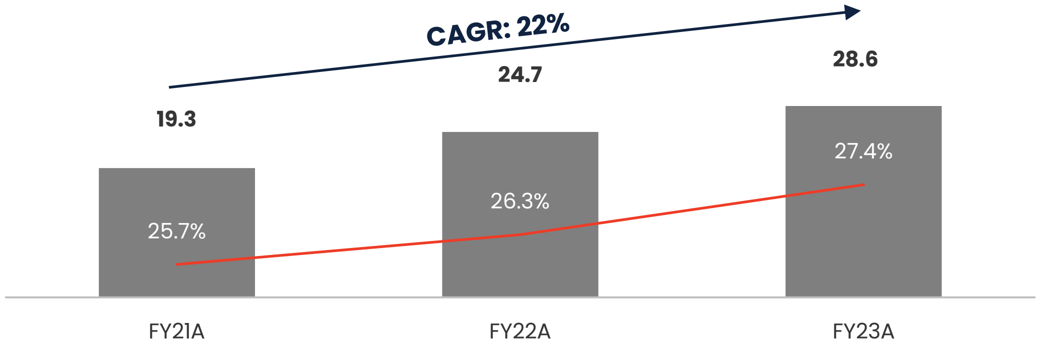
ipd group

CMI has an attractive financial profile that can self-fund future growth

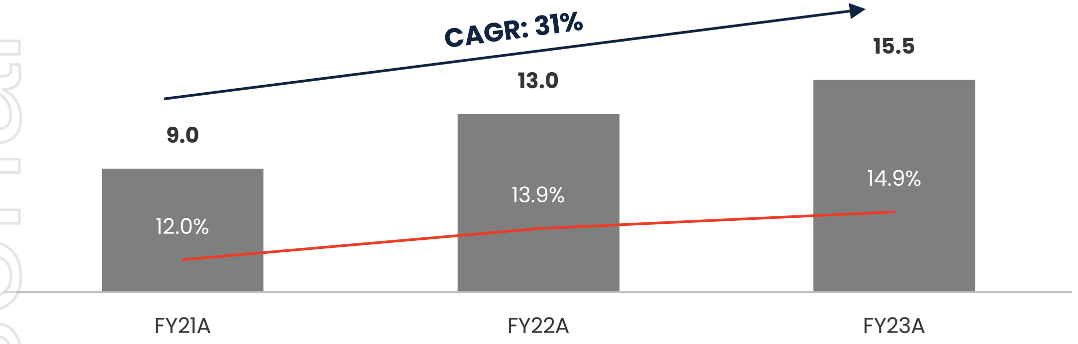
NET SALES ($M)



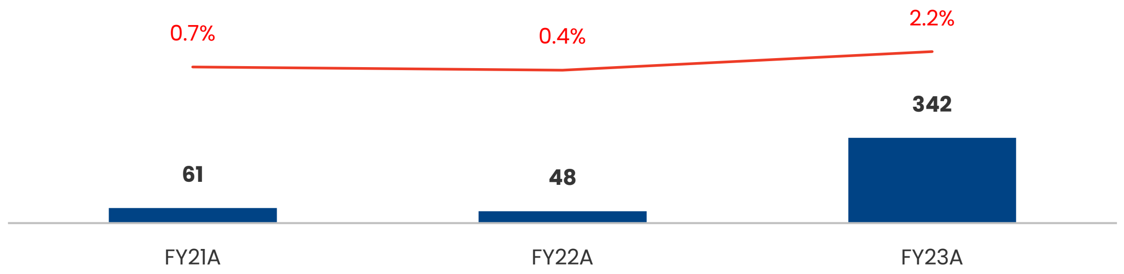
GROSS PROFIT ($M) AND GROSS PROFIT MARGIN (%)



EBIT ($M) AND EBIT MARGIN (%)



CAPEX ($'000) AND CAPEX AS % OF EBIT (%)[1]



1. FY23A includes ~$226k in relation to relocation expenses

CMI Growth Opportunities

CMI is well positioned to benefit from favourable industry tailwinds, as well as continue to leverage its capabilities to tap into new geographies and industry sectors

Cables

1 Build share in existing markets

Continue to grow market share in the Australian market via relentless focus on customer service

2 Demand for renewables projects

Focus on growth in the renewable markets by leveraging demand for electrical cables

Minto Plugs

1 Further penetration in existing and new markets

Growth in existing and adjacent markets (above ground / tunnelling) and new geographies (e.g. Southeast Asia and South Africa)

2 New product development

Minto 2 allows CMI to enter additional infrastructure sectors and other industrial markets

3 Electrification and energy transition

Ongoing tailwinds from increases in storage capacity, grid-scale renewables, sustainable electrical solutions and mining electrification

Strategic Rationale

The Acquisition is consistent with IPD's strategic priorities and provides significant benefits across its core divisions

1 Complementary product portfolio

- ✓ Cables are an adjacent offering to IPD's existing product range
- ✓ Minto plugs facilitates entry into new sectors with immediate synergies with IPD's recently acquired Ex Engineering business

2 Strengthening customer relationships

- ✓ Provides broader suite of products to IPD customers, strengthening IPD's offering
- ✓ Significant overlap between IPD and CMI's largest customers (~85% of CMI's top 40 customers already deal with IPD)

3 Adds engineering and R&D capabilities

- ✓ CMI's engineering and R&D capabilities will open possibilities to continue developing products across the IPD product range
- ✓ Development of Minto 2 validates value proposition

ipd group + cmi Electrical

4 Diversifies supplier concentration

- ✓ Additional $100 million+ of revenue generated from new suppliers

5 Broader customer base and significant cross-sell opportunities

- ✓ Minto expands customer base for IPD's broader product suite
- ✓ IPD currently procure cable from CMI and other suppliers for electrical service-related projects

6 Financially compelling

- ✓ >30% FY23A EPS pro forma accretion[1]
- ✓ Increased pro forma margins
- ✓ Increased scale of operations

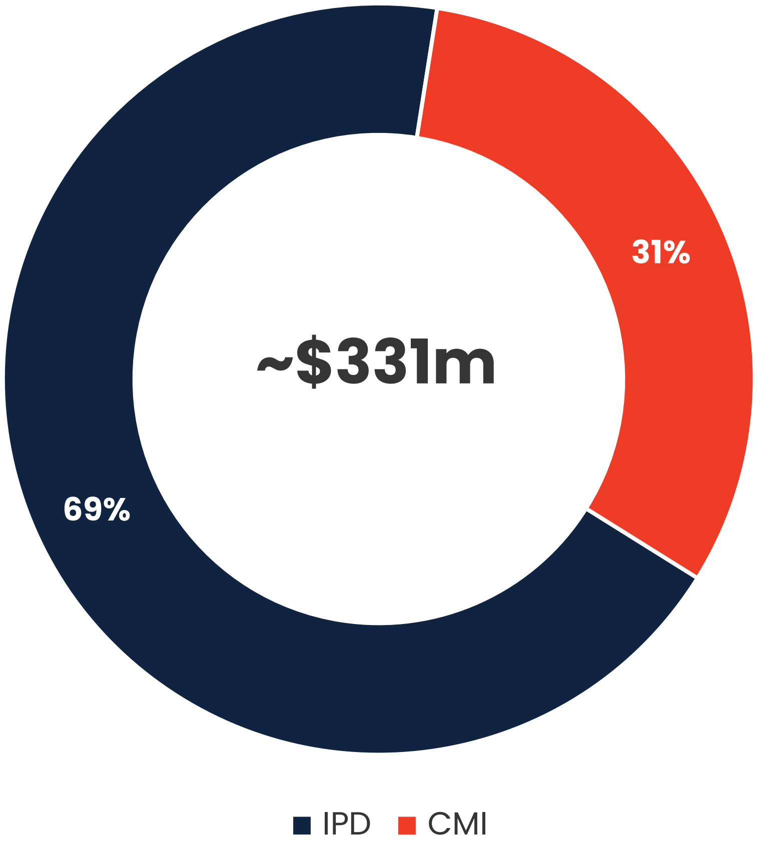
1. EPS accretion calculation has been performed for the financial year ended 30 June 2023 and excludes any synergies, incremental costs, or one-off transaction or integration costs. It has also been adjusted for TERP resulting from the Equity Raising and assumes that the maximum contingent payment of $8.9 million is paid

Pro forma Financials

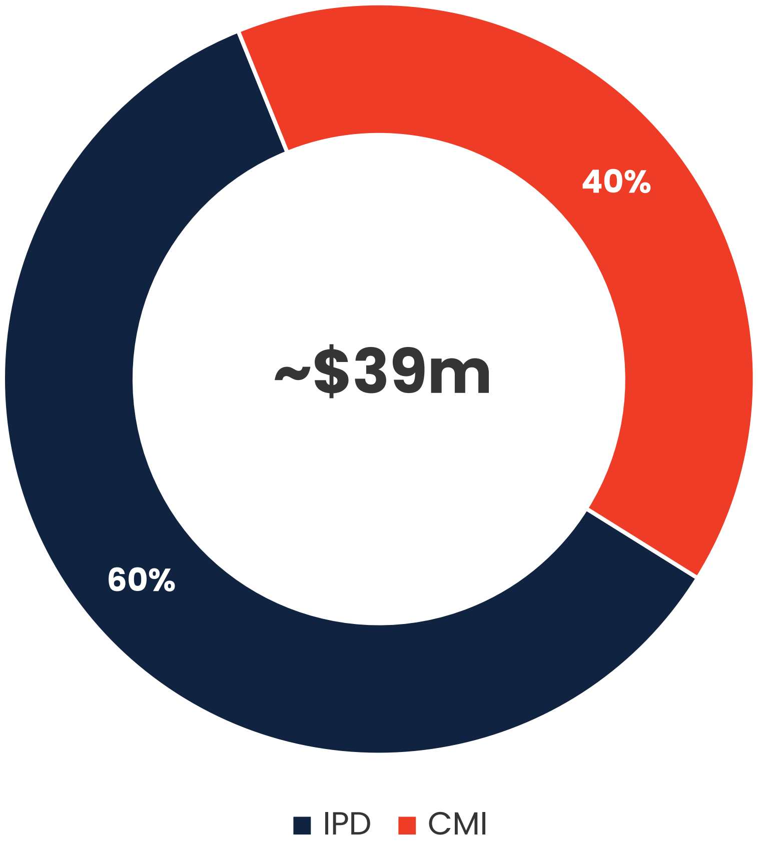
Pro forma FY23A Revenue & EBIT

ipd group

PRO FORMA FY23A REVENUE ($M)[1]



PRO FORMA FY23A EBIT ($M)[1]

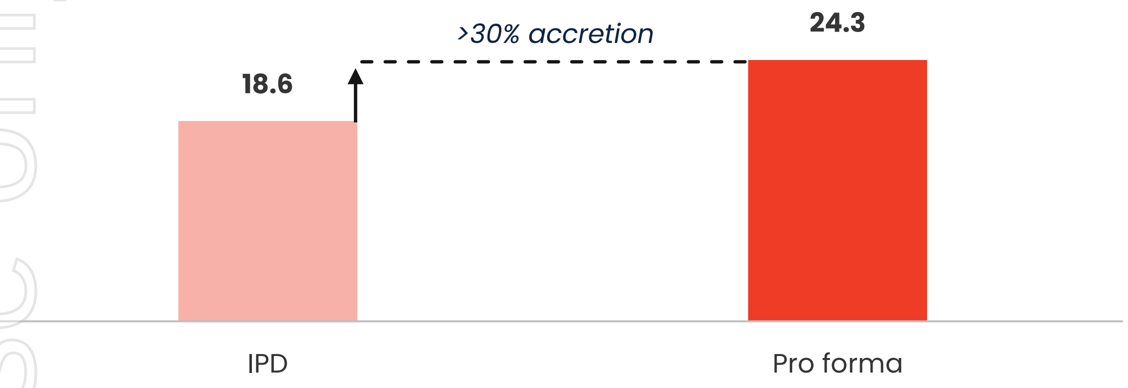


1. Pro forma FY23A metrics excludes any synergies, incremental costs, or one-off transaction or integration costs

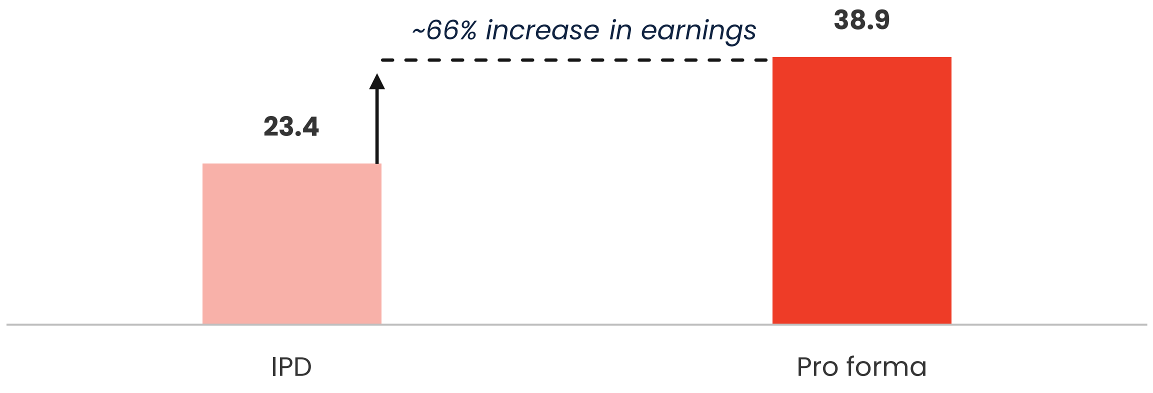
Pro forma FY23A Financial Metrics

ipd group

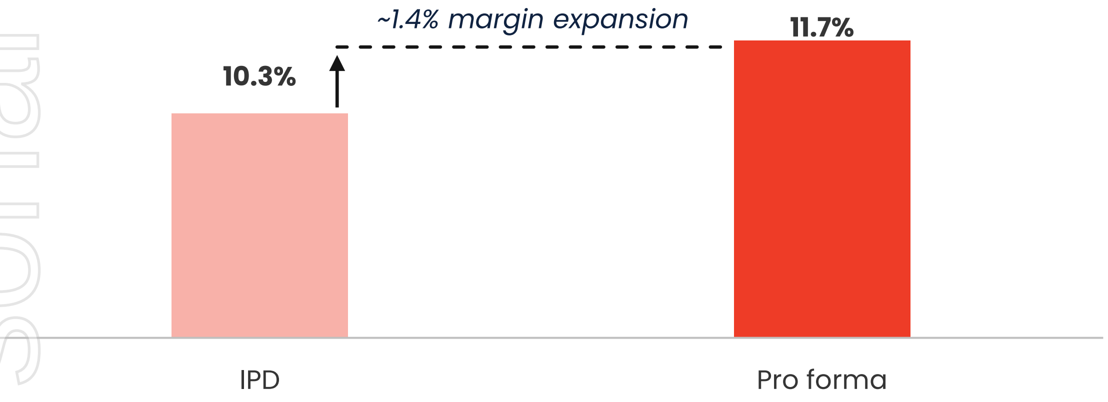
EPS (CENTS)[1,2]



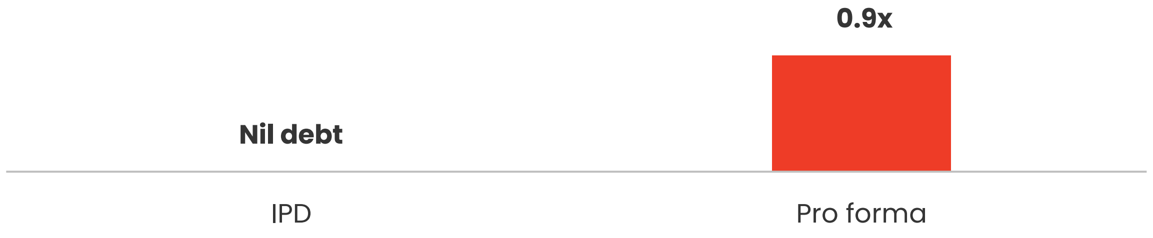
EBIT ($M)[1]



EBIT MARGIN (%)[1]



GROSS DEBT / EBITDA (X)[1,3]



1. Pro forma FY23A metrics excludes any synergies, incremental costs, or one-off transaction or integration costs
2. Adjusted for TERP resulting from the Equity Raising and assumes that the maximum contingent payment of $8.9 million is paid
3. Assumes total facility limit of $40 million is fully drawn (to cover the maximum contingency payment). Gross debt is on a pre-AASB16 basis (excludes lease liabilities)

Expected Financial Impact

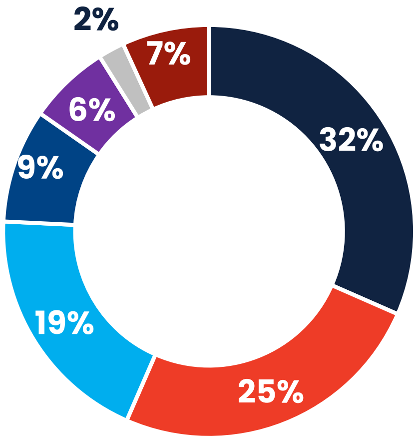
	Description
Accretion	• The Acquisition delivers pro forma FY23A EPS accretion of over 30%[1] – while synergies are expected, they have not been included in EPS accretion calculation
Capital structure	• An increase in gross debt of $40 million (assuming the maximum contingent payment of $8.9 million is paid) through a new debt facility provided by Commonwealth Bank of Australia – immediately post Acquisition, IPD will have drawn ~$31 million for the Acquisition and will have sufficient headroom available to pay up to the maximum contingent payment
Leverage policy	• Balanced approach to equity and debt raising will result in gross debt[2,3] / pro forma FY23 EBITDA of ~0.9x • The Board has established an ongoing target to maintain net debt[2] / EBITDA at less than 1.0x (on a preceding 12-month basis), up to a maximum of 1.5x
Dividend policy	• It is the Board's current intention to maintain a target payout ratio of between 40% and 60% of NPAT • Cash conversion of the combined IPD and CMI businesses is expected to be sufficient to meet both leverage and dividend targets

1. EPS accretion calculation has been performed for the financial year ended 30 June 2023 and excludes any synergies, incremental costs, or one-off transaction or integration costs. It has also been adjusted for TERP resulting from the Equity Raising and assumes that the maximum contingent payment of $8.9 million is paid
2. Debt is on a pre-AASB16 basis (excludes lease liabilities)
3. Assumes total facility limit of $40 million is fully drawn (to cover the maximum contingency payment)

Revenue Diversity

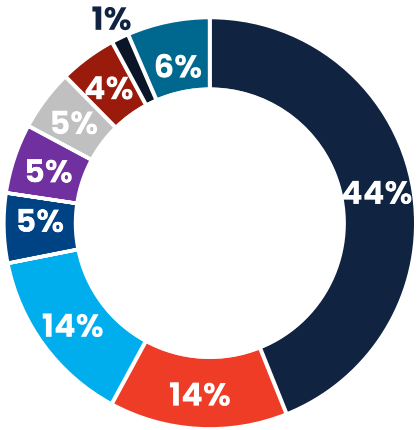
ipd group

PRO FORMA FY23A PRODUCT BY REVENUE



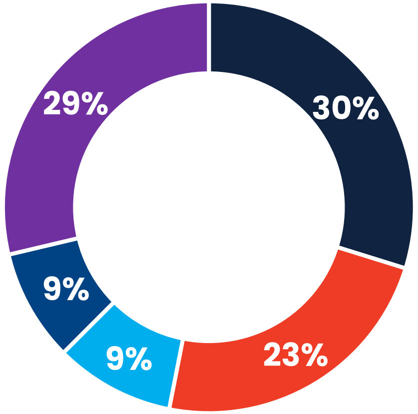
- Power distribution
- Cables
- Industrial motor control
- Automation & industrial communication
- Plugs
- Power monitoring
- Other

PRO FORMA FY23A END CUSTOMER MARKETS



- Commerical construction
- Infrastructure/Industrial
- Resources and mining
- Water & waste water
- Data centres
- Food and beverage
- Power utilities
- Residential construction
- Other

PRO FORMA FY23A SUPPLIER BY REVENUE



- Largest supplier
- Suppliers 2 - 5
- Suppliers 6 - 10
- Suppliers 11 - 20
- Other

Transaction Funding & Outlook

Funding Summary

Acquisition to be funded with a combination of debt and equity

Acquisition Funding

- Acquisition to be fully funded, including full coverage of the contingent payment and transaction costs
- Fully underwritten Equity Raising of $65 million
- Credit approved new debt facilities totalling $40 million
- IPD expects to draw down the full $40 million facility (assuming the maximum contingent payment is payable), resulting in gross debt[1]/FY23A pro forma EBITDA of~ 0.9x
- Excluding synergies, the Acquisition is over 30% EPS accretive based on FY23A pro forma financials (calculated as though CMI had been owned for the full FY23 period)[2]

Sources & Uses

Sources	$m
Equity Raising	$65.0m
Drawn debt facilities	$40.0m
Total Sources	**$105.0m**

Uses	$m
Acquisition of CMI	$92.1m
Contingent payment for CMI	$8.9m
Transaction costs	$4.0m
Total Uses	**$105.0m**

1. Gross debt is on a pre-AASB16 basis (excludes lease liabilities)
2. EPS accretion calculation has been performed for the financial year ended 30 June 2023 and excludes any synergies, incremental costs, or one-off transaction or integration costs. It has also been adjusted for TERP resulting from the Equity Raising and assumes that the maximum contingent payment of $8.9 million is paid

Offer Summary

Offer structure and size	• The Equity Raising is a fully underwritten institutional placement (“**Institutional Placement**”) and 1 for 13.65 accelerated non-renounceable entitlement offer (“**Entitlement Offer”)** to raise gross proceeds of $65 million • Approximately 16.5 million new shares to be issued (approximately 19.0% of current issued capital)
Offer Price	• The Equity Raising is priced at $3.93 per new share (“**Offer Price**”), representing: – 6.4% discount to the last traded price of $4.20 on 27 November 2023 – 5.0% discount to TERP of $4.14[1]
Institutional Entitlement Offer and Institutional Placement	• Institutional Entitlement Offer to existing institutional shareholders – the Institutional Entitlement Offer will be conducted by a bookbuild process commencing today, 28 November 2023 – New Shares equivalent to the number of New Shares not taken up and those that would have been offered to ineligible institutional shareholders (together with New Shares being offered under the Institutional Placement) will be placed into an institutional bookbuild to be conducted on 29 November 2023
Retail Entitlement Offer	• Retail Entitlement Offer to existing eligible retail shareholders – the Retail Entitlement Offer will open on Tuesday, 5 December 2023 and close at 5:00pm (Sydney time) on Thursday, 14 December 2023 – Existing retail shareholders will be able to apply for additional shares over their entitlement under a “Top-Up Facility” as part of the Retail Entitlement Offer, subject to scale back policy
Ranking	• All New Shares issued under the Equity Raising will rank equally with existing shares on issue
Record date	• 7:00pm Sydney time on Thursday, 30 November 2023
Underwriting	• The Equity Raising is fully underwritten by Bell Potter

1. TERP is calculated by reference to IPD’s 5-day VWAP of $4.18 on 27 November 2023 and includes the New Shares issued under the Equity Raising

Timetable

	Date[1]
Equity Raising announced and investor presentation lodged on the ASX	Tuesday, 28 November 2023
Institutional Entitlement Offer and Placement opens	Tuesday, 28 November 2023
Placement and Institutional Entitlement Offer bookbuild closes	Wednesday, 29 November 2023
Results of Institutional Entitlement Offer and Placement announced and trading resumes on an ex-entitlement basis	Thursday, 30 November 2023
Record Date for Retail Entitlement Offer (7pm Sydney time)	Thursday, 30 November 2023
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Tuesday, 5 December 2023
Settlement of Institutional Entitlement Offer and Placement	Wednesday, 6 December 2023
Allotment and normal trading of New Shares under the Institutional Entitlement Offer and Placement	Thursday, 7 December 2023
Despatch of holdings statements for New Shares under the Institutional Entitlement Offer and Placement	Friday, 8 December 2023
Retail Entitlement Offer closes (5pm Sydney time)	Thursday, 14 December 2023
Results of Retail Entitlement Offer announced	Tuesday, 19 December 2023
Settlement of Retail Entitlement Offer	Wednesday , 20 December 2023
Allotment of New Shares under the Retail Entitlement Offer	Thursday, 21 December 2023
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday, 22 December 2023
Despatch of holding statements for New Shares under the Retail Entitlement Offer	Wednesday, 27 December 2023

1. These dates are indicative and subject to variation. IPD reserves the right to alter the timetable at its absolute discretion and without notice, subject to ASX Listing Rules and Corporations Act 2001 (Cth) and other applicable laws. All times and dates are in reference to Sydney, Australia time

Pro forma Balance Sheet – 30 June 2023

	IPD	CMI	Pro forma Adjustments		Merged Pro forma
$'m [1]	*Jun-23*	*Jun-23*	*Acq. Funding* [2]	*Purchase of CMI*	*Jun-23*
Cash	20.8	--	101.0	(101.0)	20.8
Inventory	42.3	23.3	--	--	65.6
Trade Receivables	46.0	23.5	--	--	69.5
Goodwill & Intangible Assets	10.5	8.7	--	58.6	77.8
Right of Use Assets	12.3	--	--	--	12.3
Other	7.8	3.2	--	--	11.0
Total Assets	**139.6**	**58.8**	**101.0**	**(42.4)**	**257.0**
Creditors & Other Accruals	40.8	12.5	--	--	53.4
Lease Obligations	13.8	2.7	--	--	16.5
Borrowings	--	--	40.0	--	40.0
Provisions	8.2	1.1	--	--	9.3
Other	3.9	0.1	--	--	4.0
Total Liabilities	**66.7**	**16.4**	**40.0**	**--**	**123.1**
Net Assets	**72.9**	**42.4**	**61.0**	**(42.4)**	**133.9**

1. Balance sheet presented assuming the maximum contingency payment of $8.9 million is paid
2. Post payment of ~$4.0 million in transaction costs

Trading Update and Outlook

Earnings guidance

Guidance is based on unaudited management accounts for the first four months of FY24 and management budget for November and December

- Positive momentum has continued into FY24 and the outlook for our markets remain buoyant
- Tailwinds from the electrification of the economy have had a positive impact
- The Company is expecting a number of significant projects to commence in the second half of the year

$m	H1 FY23 statutory	H2 FY23 statutory	Underlying H1 FY24 guidance[1]	H1 FY23 vs H1 FY24 change (%)[2]
EBITDA	13.4	14.3	16.0 – 16.5	~21%
EBIT	11.5	11.9	13.5 – 14.0	~20%

1. Excludes one off M&A transaction costs
2. Based on the midpoint of the H1 FY24 guidance range

Appendices

ipd
POWER DISTRIBUTION & PROTECTION
ENERGY MANAGEMENT & POWER QUALITY

Appendix 1: Other additional information

CMI Management Team

Led by a highly experienced and dedicated management team

Jim Johnson

Chairman

Jim joined CMI as General Manager in 2017. He has over 20 years of experience in the electrical industry, mainly in general management roles

Zac Zaharia

Chief Operating Officer

Zac joined CMI as Chief Operating Officer of the Electrical Division in March 2023. He has worked in the electrical industry for the last two decades, predominately in commercial and general management roles

Michael Page

Chief Engineering Officer

Michael joined CMI as Manager of Engineering and Flameproof Equipment in 2003. He has over 35 years of experience in the electrical industry. Michael is active on the board of the Mine Electrical Safety Association

Greg Lewis

Financial Controller

Greg joined CMI as Financial Controller in 2021. He has over 20 years of experience in the electrical and construction industry as a finance manager

Brett Wearne

National Sales Manager

Brett joined CMI in 2005 and is now the National Sales Manager. He has over 35 years of experience in the electrical industry with prior experience at MM Cables, Bambach Wire and Cables, Powermac Cables and Prysmian Cables

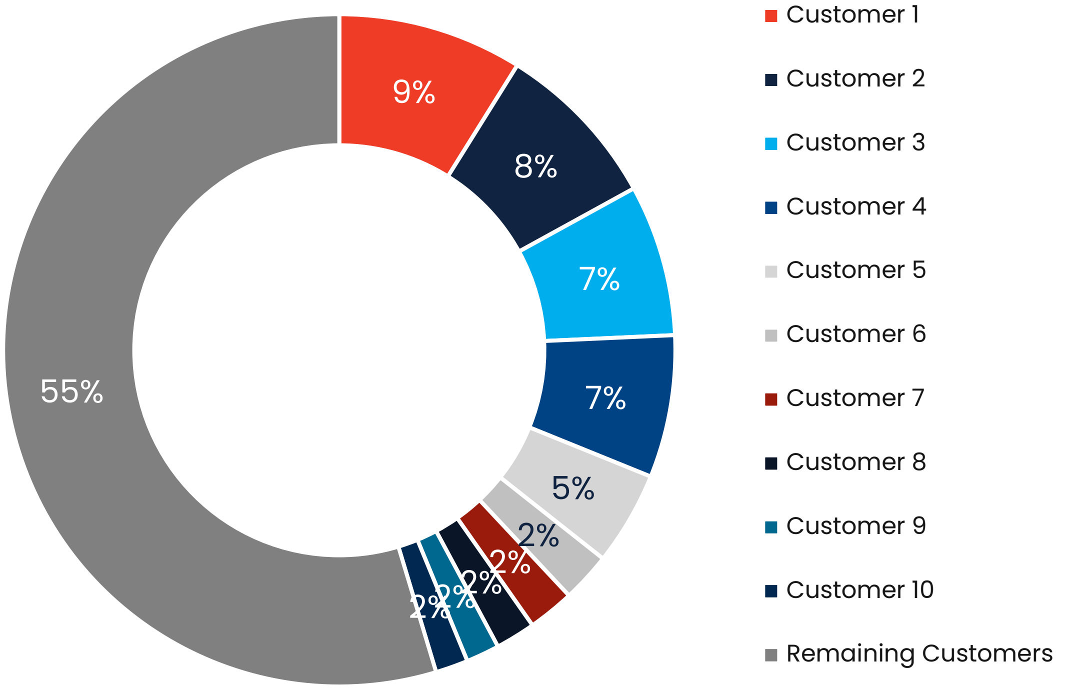
CMI Customers

ipd group

CMI has a diverse customer base across cables and plugs, with more than 500 unique customers

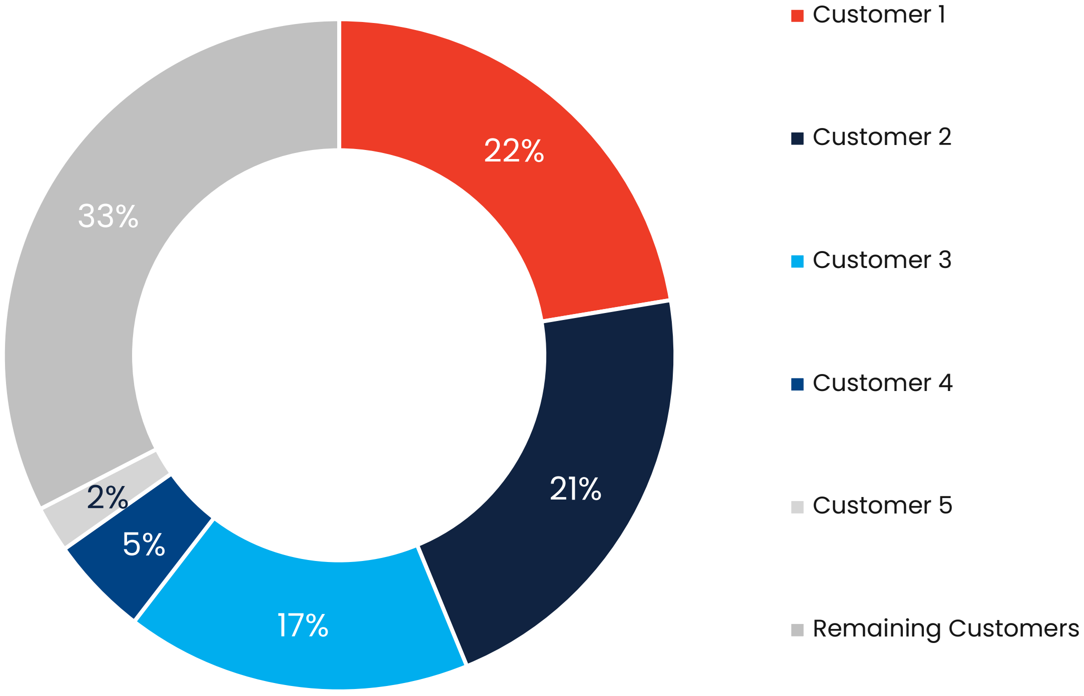
CABLES

Top 10 customer sales mix (FY23A)



PLUGS

Top 5 customer sales mix (FY23A)



Case Study: Cables

CMI's cable business represents a significant cross-selling opportunity

Data centre (Southern Highlands, NSW)

- IPD's Addelec division was engaged to provide a 'turn-key' package of works for the electrical system of a data centre
- The project involved providing a fully operational and commissioned integrated system ready for operation and connection of LV loads
- Project will involve over 5,000 man-hours, and is being undertaken 100% in-house, with no subcontractors engaged
- Of the $5 million project value, $600k of the value will be derived from cables, which Addelec purchased from a competitor to CMI, reflecting clear cross-sell opportunities under the combined IPD/CMI business

Go-forward opportunity

- ✓ Capture additional project value
- ✓ Margin expansion
- ✓ More complete service offering
- ✓ Enhanced customer appeal

$5 million

Total project value

$0.6 million

Value of the cables

Case Study: Plugs

ipd group

Certain IPD customers require plugs on projects where IPD products are already supplied

✓ **Customer cross over**

- Industrial couplings & connectors are regularly used on substations and fan/pump starters
  - customers of IPD including OEMs and panel builders are required to engage other distributors which sell these products

✓ **Leverage current relationships**

- IPD customers which regularly purchase switchgear, switchboard systems and electrical products are currently using plug products from Minto's competitors
  - cross-selling opportunity to current customer base

✓ **Significant revenue opportunity**

- Through IPD's sales force, utilising embedded relationships IPD will target these customers directly
  - certain customers spend up to $1.4 million annually on industrial couplings & connectors

Substation

Pump starter

11KV unit

Appendix 2: Key Risks

Key Acquisition Risks

ipd group

Analysis of Acquisition opportunity

The Company undertook a due diligence process in respect of the Acquisition, which relied in part on a review of financial, operational, legal and other information provided in respect of CMI. Despite making reasonable efforts as part of its due diligence investigations, the Company has not been able to verify the accuracy, reliability or completeness of all the information which was provided.

If any information provided and relied upon by the Company in its due diligence for the Acquisition and preparation of this Presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of CMI and the IPD Group may be materially different to the expectations and targets reflected in this Presentation.

That there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately (for example, because it was not always possible to negotiate indemnities or representations and warranties in respect of CMI to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have a material impact on the IPD Group. For example, the Company may later discover liabilities, defects or gaps which were not identified through due diligence or for which there is no contractual protection for the Company. This could adversely affect IPD Group's financial position and performance.

The Company has also undertaken financial, tax, legal, commercial and technical analysis of CMI to determine its attractiveness to the Company and whether to proceed with the Acquisition. It is possible that despite such analysis and the best estimate assumptions made by the Company, the conclusions drawn are inaccurate or are not realised. To the extent that the actual results achieved by the Acquisition are different to those indicated by the Company's analysis, there is a risk that the performance of the Company following the Acquisition may be different (including in a materially adverse way) from what is reflected in this Presentation.

The Company's financial modelling for the Acquisition is based on estimates and assumptions which may turn out to be incorrect or based on circumstances which do not eventuate. These include making subjective assumptions in respect of CMI's performance, the expected synergies, valuation and financing of the transaction. Where possible, assumptions have been derived by reference to CMI's and the Company's historical performance but these may not be an appropriate predictor of future performance. There are risks in interpreting, using and applying key assumptions in deriving the expected returns, including financial modelling miscalculations.

Completion risks

Completion of the Acquisition is conditional on:

a) there being no material adverse change in CMI up until completion;

b) Excelsior shareholders approving the Acquisition for the purpose of Chapter 11 of the ASX Listing Rules; and

c) the landlords of specified properties occupied by CMI giving consent (or waiving consent) in accordance with those leases as result of the Acquisition.

as set out in the share sale and purchase agreement in respect of the Acquisition (**Sale Agreement**).

Key Acquisition Risks (continued)

ipd group

Completion risks (continued)	If the conditions precedent to the Sale Agreement are not satisfied by their due date for satisfaction, completion of the Acquisition may be deferred or may not occur on the current terms or at all. Similarly, if any of the completion deliverables under the Sale Agreement are not delivered, completion of the Acquisition may be deferred or may not occur on the current terms or at all. If the Acquisition is not completed for any reason, the Company will need to consider alternative uses for proceeds of the Equity Raising, or ways to return the proceeds (net of transaction costs) to shareholders and/or investors. If completion of the Acquisition is delayed, the Company may incur additional costs and it may take longer than anticipated for the Company to realise the benefits of the Acquisition. Further, a significant delay to completion of the Acquisition may have adverse effects on the underlying business of CMI, including in terms of growth, employee engagement, customer attrition or funding costs. Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital to shareholders and investors who participated in the Equity Raising, may have a material adverse effect on the IPD's Group's financial position and performance and the trading price of the Company's shares.
Existing contracts and agreements	CMI is a party to certain contractual arrangements containing termination for convenience provisions and change of control provisions that, in the absence of counterparty consent, may be triggered by completion of the Acquisition. There is a risk of each counterparty refusing or imposing onerous or unacceptable conditions on their consent. Additionally, there is a risk that contractual arrangements could be terminated, lost or impaired, or renewed or replaced on less favourable terms from time to time. Some of these contractual arrangements can be terminated without cause or on short notice periods (depending on the circumstances). Further, some contractual arrangements may be breached or terminated as a result of the Acquisition, or as a result of the proposed funding arrangements for the Acquisition. The breach, termination or non-renewal of material contracts could have adverse consequences for the IPD Group's financial position and performance.
Historical liabilities	If the Acquisition completes, the Company may become directly or indirectly exposed to liabilities that CMI has incurred or are liable for in respect of its respective prior acts or omissions. This may include legal and regulatory liabilities for which CMI may not be adequately indemnified, or liabilities which were not identified during the Company's due diligence (including in respect of matters of which CMI was not aware) or which are greater than expected, for which insurance may not be available, or for which the Company was unable to negotiate sufficient protection in the Sale Agreement. Product liability, in particular, is such a risk. Such liabilities may adversely affect the IPD Group's financial position and performance post completion if the Acquisition completes. The Agreement contains a number of representations, warranties and indemnities, however despite the Company's due diligence investigations the warranties and indemnities may not be sufficient to cover the actual liability incurred in connection with any known or unknown liabilities of CMI. As is usual, the warranties and indemnities are also subject to certain financial claims thresholds and other limitations. Any material unsatisfied warranty or indemnity claims could adversely affect the Company's financial position or performance or operations.

Key Acquisition Risks (continued)

Integration and synergies	There is a risk that the success and profitability of the Company following completion of the Acquisition could be adversely affected if CMI is not integrated effectively. The process of integrating operations could, among other things, divert management's attention from the activities of one or more of the businesses, as well as interrupting business momentum, and could result in the loss of key personnel, any of which could have an adverse effect on the IPD Group's financial position and performance. Possible issues that may arise include: a) loss of revenue and customers, including due to: i. product change, including alignment of product features; ii. brand changes and customer perceptions; iii. the IPD Group's ability to meet expected service levels following completion of the Acquisition and integration of CMI into the IPD Group; and iv. perceived impact of change of ownership; b) lack of capability and talent to deliver integration; c) unanticipated or higher than expected costs, delays or failures relating to integration of businesses, support operations, accounting, other systems or insurance arrangements; d) unanticipated or higher than expected costs or extensive delays in planned upgrades, migration, integration and decommissioning of information technology systems and platforms; e) failure to derive the expected benefits of the strategic growth initiatives; and f) disruption of ongoing operations of other IPD Group businesses. It is also possible that the Company may be unable to successfully communicate the rationale for the Acquisition to customers, investors, employees or suppliers of the IPD Group. If any of these groups fail to support the Acquisition, or if the Company fails to achieve the targeted synergies of integration, it may impact on the financial position and performance of the IPD Group and the future price of the Company’s shares. The Company will incur substantial additional expenses integrating CMI with the Company's existing operations. The total amount of the indirect integration costs of the Acquisition are difficult to estimate and may be materially different from the Company's estimates
IPD Group's growth projections	There is a risk that existing CMI customers may elect to terminate their contract with CMI following completion of the Acquisition. Should this be extensive, it could result in the actual strategic growth position of the IPD Group being materially different to the Company’s expectations, including the expectations reflected in this Presentation.
Retention of key members of management or operating personnel	The successful continued operation of CMI’s business is dependent on its ability to retain experienced and high-performing key management and operating personnel. The loss of these personnel could have an adverse effect on the Company's financial position and performance. After completion of the Acquisition the Company can provide no assurance regarding the potential loss of any key members of CMI’s management or operating personnel. Given there may be cultural differences between CMI and the Company, there is a risk that these differences, if not carefully managed, may lead to a loss of CMI’s employees. Any inability to retain, attract and motivate key members of management or operating personnel of CMI could adversely impact the Company’s financial position and performance.

Key Acquisition Risks (continued)

Size of the Acquisition	CMI, if acquired by the Company, will be a significant part of the IPD Group's overall business. The increased relative exposure to the IPD Group's businesses could adversely impact the IPD Group's financial position and performance if CMI does not perform as expected.
Underwriting risk	The Company has entered into an underwriting agreement under which one underwriter has agreed to fully underwrite the Equity Raising, subject to the terms and conditions of the underwriting agreement. The underwriter's obligation to underwrite the Equity Raising is conditional on certain customary matters, including the Company delivering certain certificates, sign-offs and opinions to the underwriter. Further, if certain conditions are not satisfied or certain events occur, the underwriter may terminate the underwriting agreement. Termination of the underwriting agreement would have a material adverse impact on the proceeds raised under the Equity Raising. In these circumstances, the Company may need to find alternative ways to help fund the Acquisition. Termination of the underwriting agreement could materially adversely affect the IPD Group's business, cash flow, financial condition and results. The underwriter's obligations to underwrite the Equity Raising are conditional on certain matters, including that no condition precedent in the Acquisition agreement fails or becomes incapable of being satisfied (unless it has been waived) before 9.00am on each settlement date (as applicable) and that the ASX does not indicate that it will not grant permission for the official quotation of the Company's shares issued under the Equity Raising. The events which may trigger termination of the underwriting agreement include where: a) the Acquisition agreement or the finance letter in relation to the debt facility referred to in the presentation above (**Finance Letter**) is terminated, rescinded, repudiated or amended in materially adverse respect or is or becomes void or voidable; b) a party to the Acquisition agreement or the Finance Letter is in breach of that document that entitles the other party to terminate, subject to certain exceptions; c) ASX announces that the Company will be removed from the official list or that any Company shares will be delisted or suspended from quotation by ASX (other than a trading halt in connection with the Offer); d) ASIC commences investigations or applies for certain orders in relation to the Offer or the offer documents; e) certain regulatory action is undertaken against the Company in relation to the Offer or the offer documents; f) a certificate required to be furnished by the Company under the underwriting agreement is not furnished when required; g) the offer documents or any aspect of the Offer does not comply in any material respect with the Corporations Act, ASX Listing Rules or any other applicable law; h) the Company alters its capital structure or constitution without the consent of the underwriter; i) any Company group member is insolvent or there is an act or omission which is reasonably likely to result in any such Company group member becoming insolvent; j) the Company is prevented from issuing the new shares under the Offer within the time required by the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a governmental agency;

Key Acquisition Risks (continued)

Underwriting risk (continued)

k) the Company is unable to proceed with the Offer or withdraws all or any part of the Offer or no longer intends to pursue all or any part of the Offer;

l) the Company becomes required to give or gives a correcting notice under section 708A(9)(c) or 708AA(10) of the Corporations Act, other than as a result of a new circumstance arising;

m) ASX approval for official quotation of the new shares to be issued under the Offer is refused or not granted, or if granted, is withdrawn or ASX indicates to the Company or the underwriter that official quotation of the new shares will not be granted;

n) the S&P/ASX 300 index is:

   i. at a level that is 10% or more below the level at market close on the business day immediately preceding the date of the underwriting agreement for at least 3 consecutive business days, or on the business day immediately, prior to the institutional settlement date; or

   ii. at a level that is 10% or more below the level at market close on the business day immediately preceding the date of the underwriting agreement for at least 3 consecutive business days, or on the business day immediately, prior to the retail settlement date.

o) the majority of Excelsior's board, or the director of Excelsior who is also Excelsior's major shareholder, does not recommend (or changes their recommendation) that shareholders vote in favour of the Acquisition or does not publicly state that each director intends to vote in favour of the Acquisition (in the absence of a superior proposal);

p) any event set out in the timetable is delayed for more than 2 business days without the prior written consent of the underwriter;

q) *the public and other media statements made in relation to the affairs of the Company or the group includes a statement which is or becomes misleading or deceptive or likely to mislead or deceive, or any forecasts, expressions of opinion, intention or expectation which are not based on reasonable grounds;

r) *any information supplied by or on behalf of the Company to the underwriter is or becomes misleading or deceptive, including by way of omission;

s) *a statement in a certificate given by the Company to the underwriter is untrue, incorrect, incomplete or misleading or deceptive in any material respect (including by omission);

t) *a new circumstance arises, or any adverse events or circumstances occur, that would require the Company to make supplementary disclosure in accordance with the Corporations Act;

u) *a change in the chairman, board of directors, chief executive officer or chief financial officer of the Company is announced or occurs;

v) *any of the Company's directors is charged with an indicatable offence, any regulatory body commences any public action against a director of the Company, or any director of the Company is disqualified from managing a corporation;

w) *there is an adverse change in, or an event occurs which gives rise to, or is likely to give rise to, an adverse change in the business, assets, liabilities, financial position or performance, profits, losses, results, operations or prospects of the Company group;

x) *a new law, regulation or government agency policy is introduced or announced in the Parliament of Australia or any State of Australia (other than a law, regulation or policy which had been announced or generally known prior to the date of the underwriting agreement) which does or is likely to prohibit or restrict the Offer, capital issues or the operation of stock markets or materially adversely affects the Company group;

Key Acquisition Risks (continued)

Underwriting risk (continued)	y) *a default by the Company in the performance of any of its obligations under the underwriting agreement occurs or a representation or warranty given by the Company under the underwriting agreement is breached or is, or becomes, untrue or incorrect or misleading or deceptive; z) *in specified jurisdictions, there is a material disruption or a general moratorium declared by relevant banking authorities on commercial banking, security settlement or clearance services or there is a suspension in trading in securities generally on the ASX, NYSE or HKG, SGX LSE or there is any adverse change or disruption to the financial, political or economic conditions, currency exchange rates or controls or financial markets in specified jurisdictions; aa) *hostilities not existing at the date of the underwriting agreement commence or a major escalation in existing hostilities occurs involving specified jurisdictions or a major terrorist attack is perpetrated in a specified jurisdiction. In the case of Israel and the Middle East region paragraph (n) above must also apply; bb) *the due diligence committee report or any other information supplied in writing by the Company to the underwriter in relation to the Company group or the Offer is misleading or deceptive (including by omission); and cc) *the Company contravenes the Corporations Act, its constitution, the ASX Listing Rules or other applicable law. The ability of the underwriter to terminate the underwriting agreement in respect of the events above marked with an * will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Equity Raising, the value of the Company's shares, or the willingness of investors to subscribe for the Company's shares, or where they may give rise to liability for the underwriter or their respective affiliates.
Dilution	If eligible shareholders do not participate in the Rights Issue, then their percentage shareholding in the Company will be diluted and they will not be exposed to future increases or decreases in the Company's share price in respect of those New Shares that would have been issued to them had they participated in the Rights Issue.

Business Risks

ipd group

Dependence on relationships with key suppliers

ABB Aus, Elsteel Private and Emerson AP are IPD's three largest suppliers, with the sale of their products representing approximately 44%, 8% and 4%, respectively, of FY23 statutory gross revenue. As such, the Company's relationship with each of ABB Aus, Elsteel Private and Emerson AP has a significant impact on the profit generating capability of the Company. There has been a contractual relationship between the Company and each of these suppliers (or their predecessors) for over 18 years. However, the contracts between the parties can generally be terminated by the suppliers unilaterally without cause and without any significant penalty with written notice (the length of which depends on the particular contract). Further the contract with Emerson AP terminates on 30 September 2024 unless the Company and Emerson AP agree to renew it.

If any of these key supplier contracts were terminated or there were any adverse change in the terms of any of them or any of these key suppliers fails to act as expected or in accordance with its contractual obligations, then such events could have a substantial negative impact on the performance and profitability of the Company.

As of the date of this Presentation, the Directors have no expectation that ABB Aus, Elsteel Private or Emerson AP will terminate any of their distribution contracts with the Company.

Supplier and counterparty factors

The Company has a limited number of suppliers from which it sources its products. There is a risk that the Company may be unable to continue to source products from existing suppliers, and in the future, to source products from new suppliers, at favourable prices, on favourable terms, in a timely manner or in sufficient volume. All current supply and service arrangements are based on commercial terms, and the interruption or termination of these agreements may have a material adverse impact on the Company's financial and operational performance in the future. Many of the Company's agreements are short-term and/or terminable by the supplier for convenience with limited notice. The Company cannot guarantee that its existing arrangements with key suppliers will not be terminated, will be renewed, or will be renewed on terms similar to their current terms. The loss or deterioration of the Company's relationships with these suppliers, an inability to renew contractual arrangements with such parties, or an inability to negotiate agreements with new parties on terms which are not materially less favourable than existing arrangements, may have a material adverse effect on the Company's financial and operational performance.

The Company's suppliers are also subject to various risks which could limit their ability to provide the Company with sufficient, or any, products. Some of these risks include raw material costs, inflation, labour disputes, union activities, boycotts, financial liquidity, product merchantability, safety issues, natural disasters, disruption in exports, trade restrictions, currency fluctuations and general economic and political conditions. In addition, as a consequence of the fact that the Company sources a large proportion of its products and services from foreign providers, the Company is exposed to risks including political instability, increased security requirements for foreign goods, costs and delays in international shipping arrangements, imposition of taxes and other charges as well as restrictions on imports, exchange rate and hedging risks. The Company is also exposed to risks related to labour practices, environmental matters, disruptions to production and ability to supply, and other issues in the foreign jurisdictions where suppliers and service providers operate. Any of these risks, individually or collectively, could materially adversely affect the Company's financial and operational performance.

In addition, there is also a risk that parties with whom the Company has dealings (including, but not limited to, its suppliers) may experience financial or other difficulties which may in turn affect their ability to perform their obligations to the Company.

Business Risks (continued)

Product liability	Any defects in the products that the Company distributes may harm its workforce, reputation and business. The Company may also be subject to warranty and liability claims for damages related to defects in products it distributes and may not be able to recover these costs from the suppliers or manufacturers. There may also be adverse events reported from the use, misuse or defect of products which could expose the Company to product liability claims or litigation, including if its products cause or contribute (or merely appear to have caused or contributed) to the injury or the death of a person using its products. Product liability claims may result in substantial litigation costs, product recalls or market withdrawals, decreased sales and demand for products the Company distributes and damage to the Company's reputation, regardless of merit or eventual outcome. If the Company were to suffer or be the subject of one or more significant claims in the future, or be required or elect to undertake certain actions in response to these claims (such as a product recall), such claims or actions could adversely impact the Company's operating and financial performance. In particular, any significant product recall or warranty obligation may result in a warranty cost that is borne by the Company, net of insurance and other recoverable costs and, as such, the Company's potential exposure could be material.
Health and safety	IPD's operations involve risks to both personnel and property as they involve the supply and installation of electrical products and working with high voltage electricity, and there is a risk that industrial accidents may occur in the course of IPD's activities, which could give rise to liability for IPD, including under occupational health and safety laws and under general law. In the event of a serious accident, for example resulting in a fatality, or a series of accidents on the same project, substantial claims may be brought against the customer and/or the Company or the customer may terminate its contractual arrangement with the Company. IPD has a strong commitment to safety however there can be no guarantees that such an accident will not occur. A serious accident could impact upon the Company's reputation, growth prospects and financial performance.
Reliance on international supply chains	The Company relies on international logistics supply chains to import the products it distributes. Disruptions in the supply chains (as have occurred during COVID-19) may impact delivery, resulting in delayed or lost revenue, loss of customers and damage to the Company's business reputation.
IT and telecommunications systems	Any material damage or security breach or threat to the Company's IT (including all hardware and software) and telecommunications systems may materially and adversely affect the Company's operation and financial performance. The Company is materially dependent on its systems and telecommunications facilities for the effective day-to-day operation of the Company's business. Notwithstanding this future risk, the Company's systems and telecommunications facilities have been stable, with high levels of availability, and no known outage has resulted in any material impact on the business of the Company.
Inventory management	In order to operate its business successfully, the Company must maintain sufficient inventory and also avoid the accumulation of excess inventory. The Company relies on its data analytics and inventory management system to manage its stock levels relative to forecast stock purchases. If the Company's inventory management system or data analytics fail, or provide inaccurate information, the Company may experience a disruption in supply of specific products, including 'out of stock' issues. This may result in lost sales, increased holding costs, and reputational damage, and may have a material adverse effect on the Company's financial and operational performance.

Business Risks (continued)

ipd group

Maintenance of reputation	The reputation and brand of the Company and the products it distributes are important in attracting customers to use these products. Any reputation damage or negative publicity around IPD or its products could adversely impact on the Company's business operations and profitability.
Dependence on market share of major suppliers	If one or more of the Company's suppliers lose significant market share to a competitor, this could have a material adverse effect on the financial prospects and performance of the Company.
Customer concentration	While the Company generally has a broad range of customers located across Australia, it does have a significant concentration of sales in its largest customer, with the sale of its products to this customer representing approximately 10% of FY23 statutory gross revenue. As such, the Company's relationship with this significant customer impacts on the profit generating capability of the Company. There has been a relationship between the Company (or its predecessor) and this customer for over 26 years, however there can be no guarantee that this relationship will continue. Furthermore, the arrangements between the Company and this customer, along with the arrangements between the Company and a majority of its other material customers, have been entered into on a non-exclusive basis, do not contain minimum purchase obligations and can be terminated by the customer for convenience with limited notice. This poses the risk that this customer, and other large customers on similar terms, may reduce its custom from the Company under existing contractual arrangements. Any such reduction or termination of the relationship could have a substantial negative impact on the performance and profitability of the Company.
Operating risks	The Company is, and will continue to be, exposed to a range of operational risks relating to current and future operations. These include equipment failures and other accidents, industrial action or disputes, lease renewals, damage by third parties, floods, fire, major cyclone, earthquake, lightning strike, terrorist attack or other disaster. In the event existing insurance arrangements do not cover an operational issue, this could have a material adverse effect on the operating and financial performance of the Company.
Insurance risks	The Company's business involves hazards and risks that could result in it incurring losses or liabilities that could arise from its operations. If the Company incurs losses or liabilities which are not covered by its insurance policies, the funds available for the Company's business operations and growth will be reduced and the value and/or title to the Company's assets may be at risk.
Reliance on key staff	The Company relies on the contribution of its executive management and its employees. The loss of one or more of the key employees particularly the CEO and CFO could have a material adverse effect on the Company's business, financial position and results of operations. The resulting impact from such an event would depend on the timing and quality of any replacement. Competition for such personnel is intense and there can be no assurance that the Company will be successful in attracting and retaining such personnel.
Litigation	The Company is not currently involved in any material contractual disputes, arbitration or government prosecution matters. Disputes can however arise during the course of business, including disputes involving customers, suppliers, distributors, employment disputes, contractual disputes, indemnity claims, occupational health and safety claims, or criminal or civil proceedings in the course of its business. These disputes may not always be resolved through negotiation with the parties directly and may lead to litigation. While the Company maintains insurance that may cover some losses arising out of disputes and claims, not all claims will be covered by insurance. Accordingly, some claims may have an adverse impact on the Company's reputation and this may have an adverse impact on the Company's growth prospects, operating results and financial performance as well as its ability to win future work.

Business Risks (continued)

Laws, regulation and standards may change	IPD is subject to, and must comply with, a variety of laws and regulations in the ordinary course of its business. These laws and regulations include those that relate to fair trading and consumer protection, product safety, employment, property, taxation (including goods and services taxes and stamp duty) and customs and tariffs. Changes to laws and regulations may adversely affect IPD, including by increasing its costs either directly or indirectly (including by increasing the cost to the business of complying with legal requirements). Any such adverse effect may impact the Company's future financial performance. In particular, there is a risk that standards applicable to products distributed by the Company in Australia may be changed and the Company is unable to source replacement products that comply with the changed standards on similar terms or at all. Such changes could impact the normal operations of IPD and reduce its ability to generate revenue which may have an adverse effect on IPD's financial and operational performance in the future.
Competition	The industry in which the Company is involved is subject to domestic and global competition. The Company faces competition from a number of organisations, some of which may have greater financial, technical and marketing resources. Increased competition could result in margin reductions, under-utilisation of employees, reduced operating margins and loss of market share. Any of these occurrences could adversely affect the Company's business, operating results and financial condition. Whilst the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company.
Inability to meet forecast financial performance	The Company has assumed future growth rates for its business based on a number of factors, including historical growth rates, new agreements and growth strategies for the business. The success of the Company's growth strategies is key to the Company's future financial performance. However, there is a risk that the Company's growth strategies are ineffective or are not executed effectively or in accordance with the timetable anticipated. Such execution failure may adversely affect the Company's ability to grow its revenue, and this may adversely affect its financial and operational performance in the future. Investors should not rely on the historical rate of revenue growth as an indication of future performance. If the Company's future growth and operating performance fail to meet investor or analyst expectations, the Company's financial condition and the Share price could be materially adversely affected.
Foreign exchange risk	The Company's financial reports are prepared in Australian dollars. However, a substantial proportion of the Company's expenditures and liabilities are denominated in Euros and US dollars. Any adverse movements of Euros or US dollars against the Australian dollar as well as other adverse exchange rate fluctuations or volatility, particularly during the period between when an invoice is issued and when payment is made, could have an adverse effect on the Company's future financial performance and position. The Company currently fully hedges against this currency risk. Movements in foreign exchange rates could also impact the value of inventory maintained by the Company
Recent acquisition of EX Engineering Pty Ltd ("EX")	The Company acquired EX in July 2023. There is a risk that the Company will not successfully integrate **EX**, or that EX will not result in the revenue or cost synergies expected. If this were to occur, the Company might not receive a return on its investment in EX, and this might impact the Company's future financial performance and/or reputation.

Business Risks (continued)

Future acquisitions and business ventures	The Company may, as part of its business strategy, acquire or make significant investments in companies of a similar nature, although no such acquisitions or investments are currently committed. The Board may also decide to establish new business ventures which may prove to be detrimental to the performance of the Company. Any future investment of this nature would be subject to the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short-term strain on working capital requirements and achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships. The Company cannot guarantee that there will be no future write-downs of any of its investments. Any material write-downs of any of its investments in the future may have an adverse effect on the Company's future financial performance and position.
Accessing capital markets	The Company's capital requirements depend on numerous factors, including its strategic initiatives. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. For example, funding may be needed to undertake acquisitions or investments. Any additional equity financing will dilute existing shareholdings, and debt financing (if available) may involve restrictions on future financing and operating activities. This may have an effect on the Company's growth strategy. Any inability to obtain additional financing on acceptable terms could have a material adverse effect on the Company's activities and the value of the Shares.

General Risks

Economic and financial market conditions may deteriorate	The Company is subject to general market conditions and risks inherent to all entities whose securities are publicly listed on a securities exchange. General economic conditions (both domestically and internationally), long-term inflation rates, exchange rate movements, interest rate movements and movements in the general market for ASX and internationally listed securities may adversely affect the market price of shares and the ability of IPD to pay dividends. None of IPD, its directors or any other person guarantees the market performance of the shares or the payment of dividends.
Price of Shares may fluctuate	The Company's shares trade on the ASX. The market price of the Company's shares on the ASX may fluctuate due to various factors, including: a) the number of potential buyers or sellers of shares on the ASX at any given time; b) Australian and international general economic conditions (including inflation rates, the level of economic activity, interest rates and currency exchange rates), changes in government policy, changes in regulatory policy, the expressed views of regulators, investor sentiment and general market movements; c) operating results that vary from expectations of securities analysts and investors; d) changes in expectations as to the IPD Group's future financial performance, including financial estimates by securities analysts and investors; e) fluctuations in the domestic and international market for listed stocks; f) changes in fiscal, monetary or regulatory policies, legislation or regulation; g) inclusion in or removal from market indices; h) the nature of the markets in which IPD operates; i) variations in sector performance, which can lead to investors exiting one sector to prefer another; j) initiatives by other sector participants which may lead to investors switching from one stock to another; k) other major Australian and international events such as hostilities and tensions, and acts of terrorism; and l) general operational and business risks. It is possible that the price of the Company's shares will trade at a market price below the Equity Raising price as a result of these and other factors. It is also possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress or existing risks may manifest themselves in ways that are not currently foreseeable.
Future issues of debt or other securities by the Company	The Company and members of the IPD Group may, at their absolute discretion, issue additional securities in the future that may rank ahead of, equally with or behind ordinary shares, whether or not secured. Additionally, certain convertible securities which may be issued by the Company and members of the IPD Group in the future may be converted from debt to equity securities. Any issue or conversion of other securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up. An investment in the Company's shares confers no right to restrict the Company from raising more debt or issuing other securities (subject to restrictions imposed under the ASX Listing Rules), to require the Company to refrain from certain business changes, or to require the Company to operate within potential certain ratio limits.

General Risks

Future issues of debt or other securities by the Company (continued)	An investment in the Company's shares carries no right to participate in any future issue of securities by the Company, other than future pro rata issues if the shareholder is eligible to participate in the pro rata issue under relevant laws. No prediction can be made as to the effect, if any, such future issues of debt or other issues of securities by an entity in the IPD Group may have on the market price or liquidity of the Company's shares.
Adverse taxation changes may occur	The Company may be exposed to changes in taxation legislation or interpretation in Australia and any jurisdiction in which it may conduct business in the future. Any change to the current rates of taxes imposed on the Company in those jurisdictions is likely to affect returns to Shareholders. In addition, an interpretation of taxation laws by the relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax to be paid or cause changes in the carrying value of tax assets in the Company's financial statements. In addition, any change in tax rules and tax arrangements could have an adverse effect on the level of dividend franking and Shareholder returns.
Australian Accounting Standards may change	Changes to the Australian Accounting Standards (**AAS**) are determined by the Australian Accounting Standards Board (**AASB**) and are not within the control of the Company and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key income statement and statement of financial position items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key income statement or statement of financial position items, may differ. Any changes to AAS or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.
Force majeure events may Force majeure events may occur	Events may occur within or outside Australia that could impact upon global, Australian, or other local economies relevant to the Company's financial performance, the operations of IPD and the price of the shares. These events include, but are not limited to, acts of terrorism, outbreaks of disease and pandemics (such as COVID-19), international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, or other man-made or natural events or occurrences that can have an adverse effect on the demand for IPD's products and services, its ability to conduct business and the Company's credit performance. The Company has only a limited ability to insure against some of these risks. Refer to Sections 1.2(a) and 1.3(a) for further information on the COVID-19 pandemic and its impact on the economy and financial markets in Australia and globally.

Appendix 3: International Offer Restrictions

International Offer Restrictions

ipd group

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

International Offer Restrictions (continued)

Singapore (continued)

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the New Shares will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons ("Eligible US Fund Managers") in compliance with Regulation S under the US Securities Act.