



*Our Vision:
'A Lifetime Journey with Every Child'*

Equity Raising Investor Presentation

July 2024



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Company Highlights

A House of Brands approach for globally trusted children and baby brands



House of Brands



Unique portfolio of 5 brands allows us to service customers across the entire lifecycle of a child / parent

Unique Customer Database



Combined customer database of 1.6 million profiles to accelerate growth of all brands

Organic Growth Strategy



Clear organic growth strategy through investment in inventory and acceleration of two key verticals

Improved Business Platform



Overhead cost reduction and operational improvement of ~\$6.0 million readies the Company to deliver growth strategy

Building Acquisition Pipeline



Assessing inorganic growth opportunities to deliver improved earnings profile from revenue & cost-synergies

Globally Recognised Brand



Globally recognised Toys "R" Us brand with >1,350 stores worldwide across 31 countries

Experienced Board & Management



Strong Board & Management with proven capability in developing and scaling retail businesses

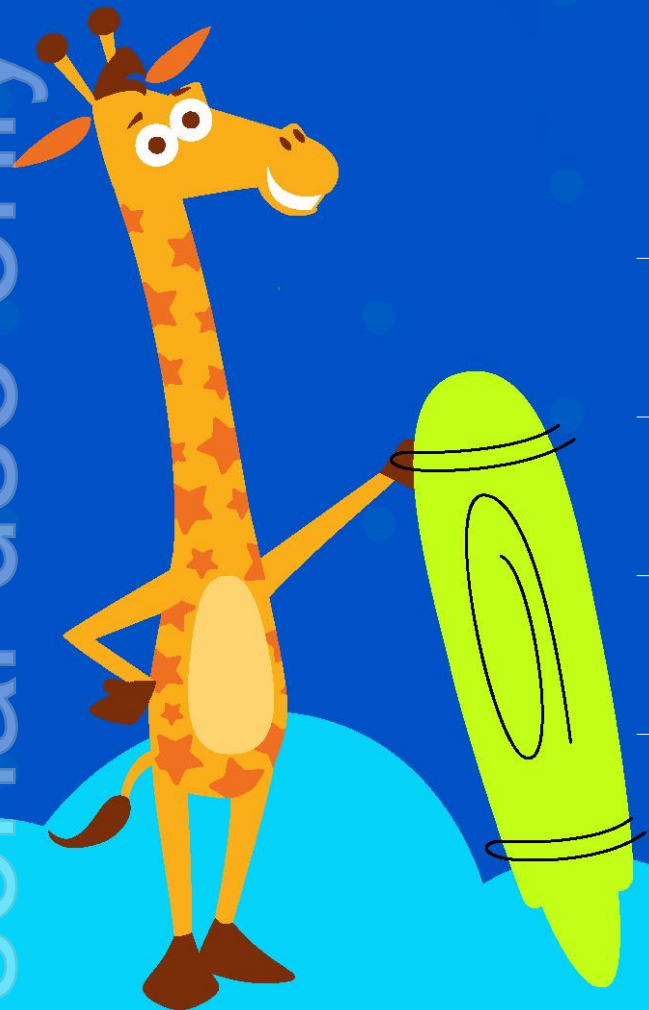


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Executive Summary

Toys“R”Us ANZ Limited secures up to A\$4.0 million in funding to launch its House of Brands growth strategy

Growth Drivers and Opportunity








- **Toys“R”Us ANZ Limited** (“TOY” or the “Company”) has an impressive array of house brands, backed by a large, loyal customer base and a wealth of green shoot opportunities to reset the growth story.
- Toys“R”Us is a growing and globally vibrant brand that boasts **1,350+ stores worldwide across 31 countries**, with clear avenues for expansion through the license in ANZ.
- The recently completed **RIOT Art & Craft acquisition** enhances e-commerce offerings with a complimentary vertical, a large customer base, which fills a gap in TOY’s customer lifecycle chain, as well as significantly higher product margins.
- **Overhead cost reductions and operational improvements** continue to ease financial burdens, including the exit of the UK market and reduction in Clayton distribution facility lease expense. **Anticipated lease bond repayment would return A\$2.7m cash to the Company in Q1 FY25.**
- TOY is committed to **continue to nurture the Toys“R”Us business whilst amplifying and growing Babies“R”Us** and **RIOT** to accelerate engagement with a combined customer database of **~1.6 million profiles**.
- The Company has cleared underperforming inventory and is poised to reinvest significantly in high quality stock to accelerate growth of existing core brands, as well as launch new house brands.
- TOY’s competitive edge to **capture online market share in the toy, baby and art & craft spaces** by leveraging a high quality userbase throughout a child’s lifecycle will be pivotal to unlocking higher repeat purchases and maximising cross-selling.

Equity Raising Overview

- Equity raising of approximately A\$2.45 million via a placement at an offer price of A\$0.070 per New Share.
- Funds will be used for inventory, technology investments, working capital and launching or acquiring new brands
- In conjunction with the Offer, Toys has reached an agreement with Mercer Street Global Opportunity Fund II LP (“Mercer”) to invest up to a further A\$1.50 million from the existing A\$4.20 million (facility limit) convertible securities facility, in two tranches.

A House of Brands | Nurture Toys, Accelerate RIOT & Babies

					
Customer Profile	Infancy (0 – 2 Yrs)	Early Childhood (2 – 7 Yrs)	Childhood (3 – 12 Yrs)	Adolescence (13 – 19 Yrs) Adulthood (>19 Years)	Childhood (3 – 12 Yrs) Adulthood (>19 Years)
Key Selling Theme	<ul style="list-style-type: none"> Focus on high quality inventory, unique assortment 	<ul style="list-style-type: none"> Opportunity to leverage underdeveloped assets in House of Brands 	<ul style="list-style-type: none"> Invest in high quality inventory to drive revenue SKU consolidation Develop private label in key categories 	<ul style="list-style-type: none"> Expand offering - new categories to expand customer base Identify overseas profiles to drive shipping growth 	<ul style="list-style-type: none"> High quality art & craft house brands, high repeat purchase Opportunity in wholesale Inventory investment to restore historical revenue
Growth Strategy	(1) Enhance e-commerce offerings by leveraging newly acquired customer network (2) Right-sizing inventory to accommodate existing core brands (3) Capture online market share				
Online Market Share ¹	Current: 0.1% Target: 1%	No current presence	Current: 3.2% Target 5.8%	Current: 0.3% Target 0.6%	Current: 2.1% Target 3.6%
Financial Targets	Revenue target = \$4m GP margin target = 30%	Improve gross margin of toy and baby verticals	Revenue target = \$20m GP margin target = 27%	Revenue target = \$2m GP margin target = 30%	Revenue target = \$9m GP margin target = 50%
Marketing Strategy	<ul style="list-style-type: none"> Invest in customer acquisition Acquire future customers for entire group 	<ul style="list-style-type: none"> Develop new, innovative products for ANZ market as house brand Leverage existing databases 	<ul style="list-style-type: none"> Improve repeat purchase, reduce customer acquisition cost Leverage combined database Build toy selector based on AI 	<ul style="list-style-type: none"> Add new categories, new target market to expand customer base from Remote Control hobbyists 	<ul style="list-style-type: none"> Bring new customers to historic brand through social Continue to leverage existing loyal database
Asset Base	<ul style="list-style-type: none"> 39k profiles Relaunched website May 24 Trusted, recognised brand 	<ul style="list-style-type: none"> Leverage 60-year-old Australian brand 	<ul style="list-style-type: none"> 50k website visits p/week 886k profiles Trusted, recognised brand 	<ul style="list-style-type: none"> 160k profiles 2k website visits p/week in Australia 	<ul style="list-style-type: none"> >3.5% online store conversion rate 537k profiles House brands (>80% of sales) 50-year-old Brand

Our Competitive Advantage

TOY is well-positioned to leverage several tailwinds to penetrate its target market and be a leader in brand quality



Target Market Penetration

- Our products target infant-to-adolescence, however the key decision makers are parents and grandparents
- We will leverage our customer database and brand recognition to undertake brand aligning partnerships to drive penetration within each segment
- We focus on our core market segments of Babies and Toy & Hobby



Australia's Trusted House of Brands

- With Australians increasingly searching for trusted brands, we provide:
 - Highest product quality and adherence to industry standards
 - Domestic distribution, allowing for seamless logistics and service issues dealt with onshore
 - Australian based operations
- 59% of consumers are more likely to purchase new products from a trusted brand, irrespective of price ¹



First Mover Advantage

- Our unique and large customer database ensures we are ideally placed to respond to product trends for our domestic buyer audience
- E-commerce platform enables flexibility and speed to market of new products
- Our brand leading position allows us to buy and select the next global trend for Australian consumers



Customer Focused

- Our deep relationships with customers and industry-focused team allows us to understand what drives their emotional buying decision
- Repeat customer orders growing from 16% (FY23) to 25% (FY24 to date) on toysrus.com.au



¹Source: Edelman Brand Trust Report 2023



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A House of Brands | Growth Opportunities

TOY will focus on the three core areas of Product Enhancement, targeted Marketing and Loyalty to drive growth

The logo for BABIES R US, featuring the brand name in a stylized, rounded font with a star above the 'R'.

Product Enhancement

- Investment into high-quality inventory
- Innovation in private label to drive margin
- Control stock to drive profitability

Marketing

- Undertake exclusive deals with major brands
- Drive trends through partnerships
- Amplify RISE gift card through major gift card network & Prezzy

Loyalty

- Recently established Registry, Gift Note & Gift Card functionality
- On-site optimisation based on shopper behaviour
- Amplify Gift Registry
- Regular communication with database of offers / parenting tips

The logo for Toys R US, featuring the brand name in a colorful, playful font with a star above the 'R'.

Product Enhancement

- Investment into inventory to drive revenue
- Innovation in private label products to drive margin
- SKU consolidation
- Control stock to drive profitability

Marketing

- National billboard campaign launching in partnership with Shopify in July/August 2024
- Undertake exclusive deals with major brands
- Drive trends through partnerships
- Amplify RISE gift card through major gift card network & Prezzy

Loyalty

- Launch 'RISE' gift card
- On-site optimisation based on shopper behaviour

The logo for Hobby Warehouse, featuring a stylized smiley face icon and the brand name in a bold, sans-serif font.

Product Enhancement

- Build out product range and inventory investment to drive revenue in more categories
- Leverage strong international customer interest via shipping expansion

Marketing

- Leverage hobby enthusiasts through Ambassador program and key partnerships
- Targeted advertising through key product verticals

The logo for RIOT, featuring the brand name in a bold, white, sans-serif font on a blue background.

Product Enhancement

- Investment into inventory to drive revenue
- Control of inventory
- Curated ranges to support wider market promotions

Marketing

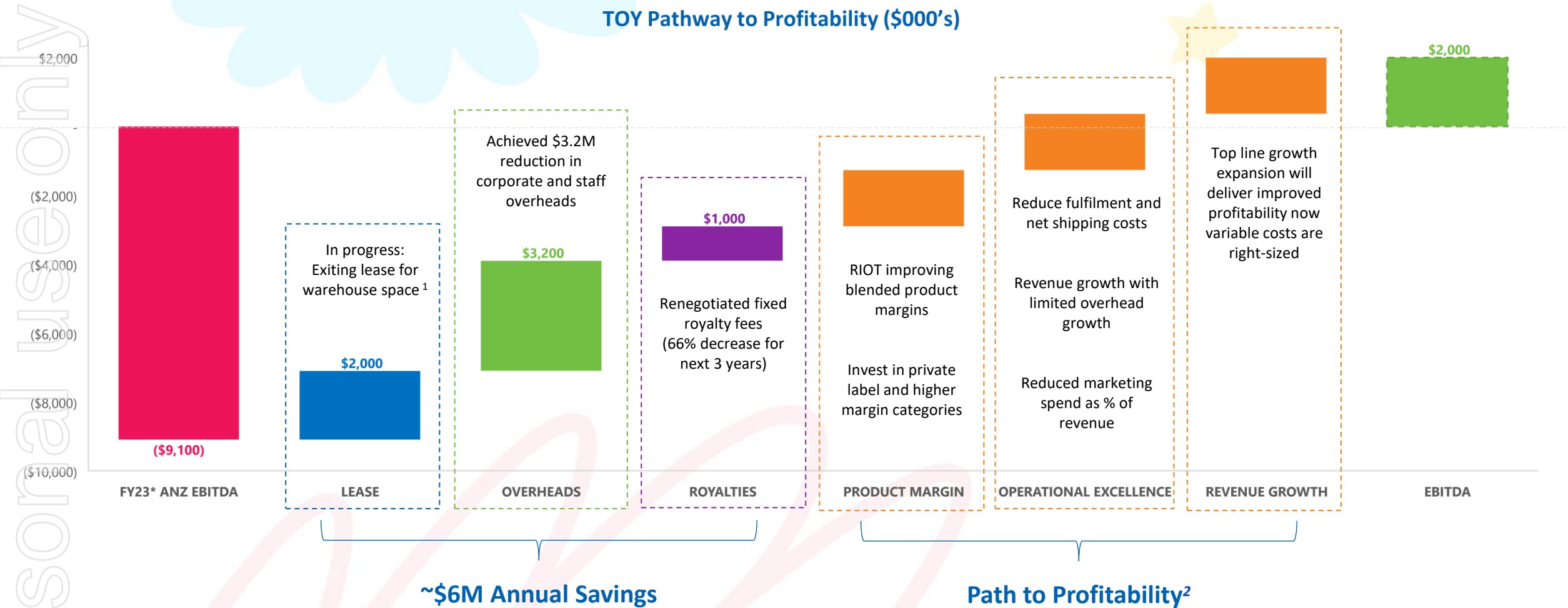
- Leverage social media to expand customer base
- Relaunch ambassador & affiliate programs
- Reestablish presence on key marketplaces

Loyalty

- On-site optimisation based on shopper behaviour

Path to Profitability | Approx. \$6M Saving Annually

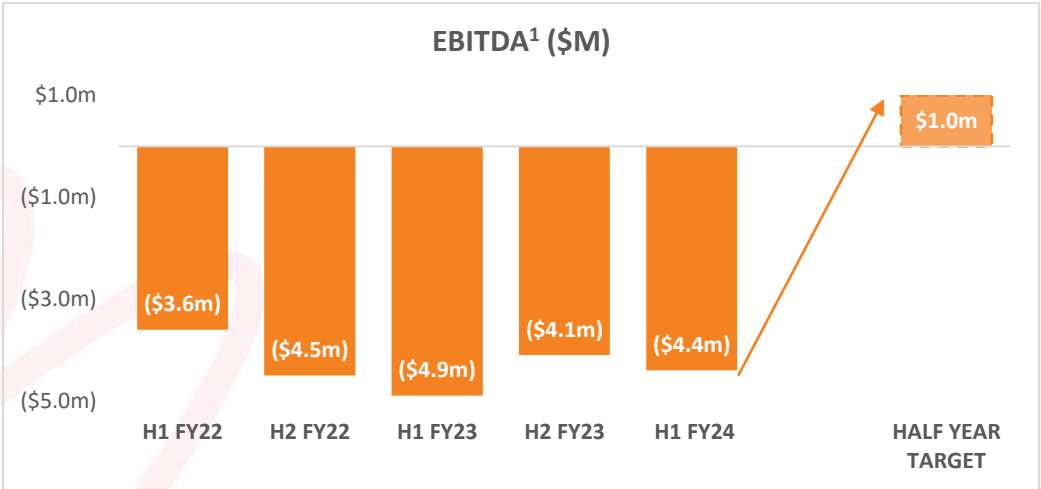
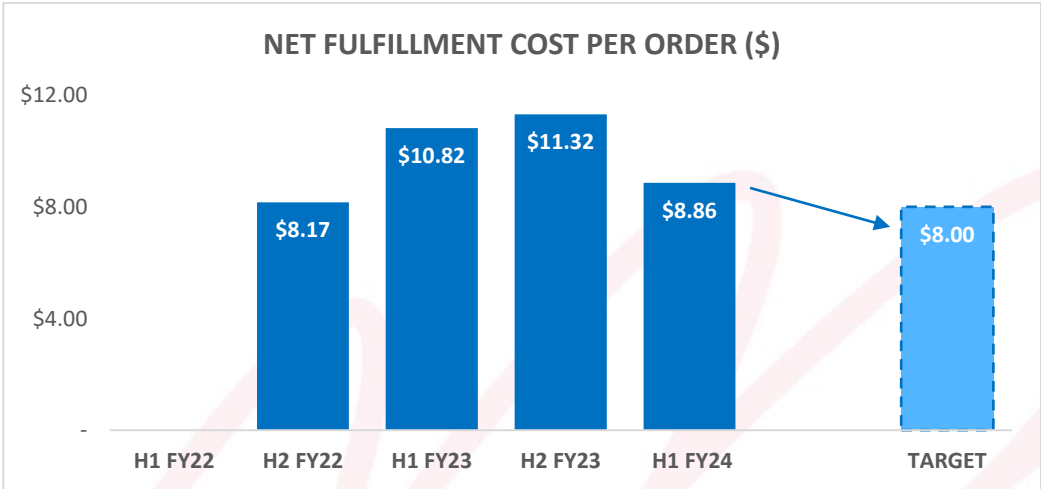
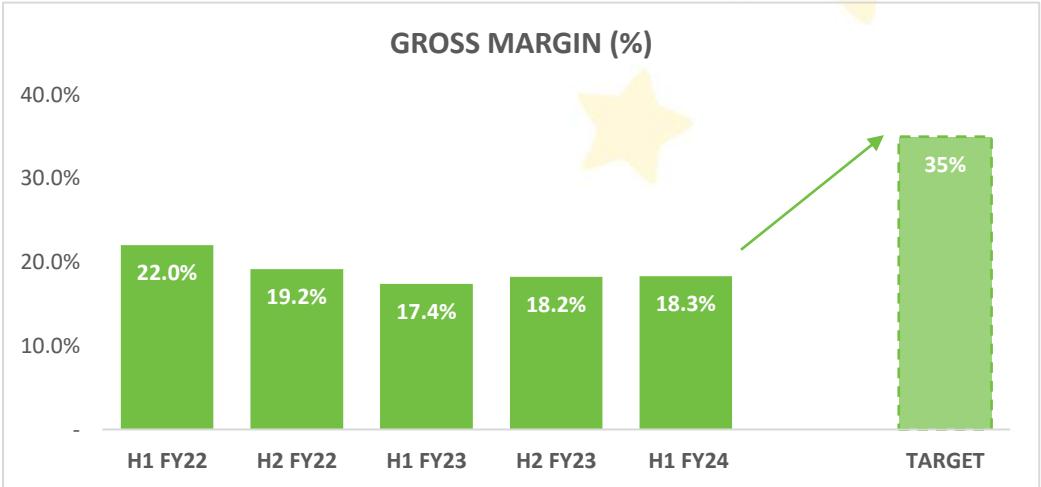
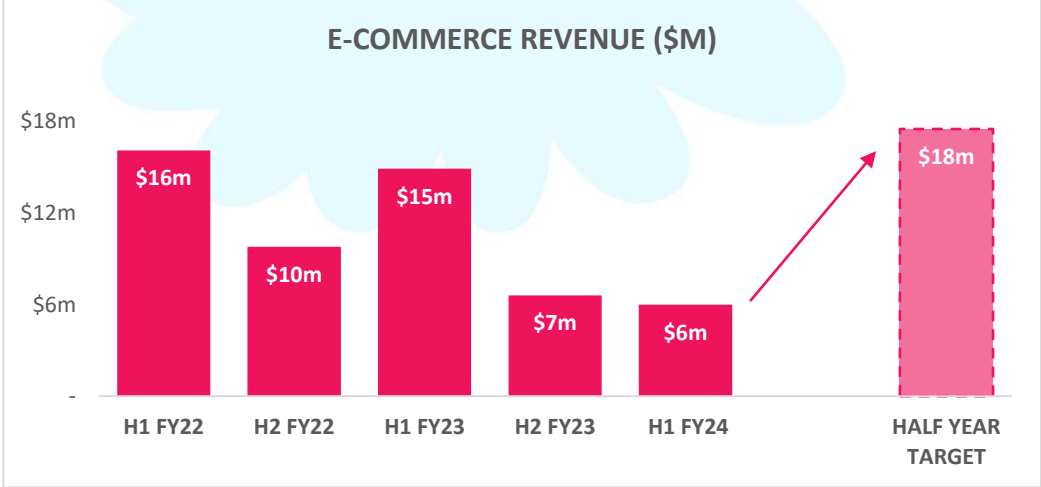
We have right-sized TOYs cost base through reducing overheads, with a clear path to achieving positive EBITDA



Notes: *ANZ EBITDA FY23 excludes UK business, includes lease as operating expense. ¹Lease exit will also allow the return of \$2.7m bond. ²Path to profitability not to scale.

Performance Metrics

TOY measures its financial and operational performance by working towards long term growth targets, established by the Company



¹EBITDA excludes UK business, includes lease as operating expense.

RIOT Acquisition | Strengthening our Portfolio

RIOT demonstrates the benchmark performance criteria for TOY to consider other opportunities in the marketplace



Customer Synergies

- Strong & loyal database of **537k** customers
- Art & Craft is a strong adjacent category for Toys & Babies
- Leverage database to drive cross pollination. List Kids Art & Craft products on Toys R Us

House Brands Delivering 50%+ GM



The Art & Craft Market is Growing

- Art Therapy is growing (27.9% CAGR)¹ and an effective tool to support mental health
- Parents looking for alternative activities to technology to reduce screen time
- Paint and Sip workshops fuelling art market
- Discretionary spending is at an all-time low, DIY crafting is on trend

Ongoing Acquisition Opportunities

TOY's sees scope for further acceleration inorganically, based on several criteria

- Strong brand recognition with repeat buying customer base
- High margin products (30-50%) with cross-selling opportunities across our existing brands
- Significant online presence to leverage TOY's fulfilment infrastructure
- Complementary add-on to House of Brands, bringing new products and verticals
- Strong underlying performance: EBITDA positive pre-synergies
- Preference for largely scrip deals with earn-out opportunity, similar to RIOT



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Equity Raising

TOY is undertaking a A\$2.45 million equity raising to fund its House of Brands growth strategy



Capital Raising	<p>TOY is raising A\$2.45 million via a Placement (“Placement”) through the issue of approximately 35.0 million fully paid ordinary new shares (“New Shares”) at an Offer Price of A\$0.0700 per New Share (“the Offer”).</p> <p>All New Shares Issued under the Placement will be subject to shareholder approval at an Extraordinary General Meeting (“EGM”) to be held on or around Friday, 23rd August 2024.</p>
Offer Price	<p>All shares under the Offer will be issued at A\$0.0700 per New Share (“Offer Price”), representing:</p> <ul style="list-style-type: none">• A 28.6% discount to last close of A\$0.0980 as of 4 July 2024; and• A 33.3% discount to the 15-day VWAP of A\$0.1049 as of 4 July 2024.
Attaching Options	<p>Investors will receive one (1) attaching option (“Attaching Options”) for every two (2) New Shares subscribed for under the Offer. The Attaching Options will have an exercise price of \$0.1200 and an expiry date three (3) years from the date of issue.</p> <p>All Attaching Options will be issued subject to the receipt of shareholder approval at the EGM.</p>
Director, Board & Management Participation	<p>Company director Kelly Humphreys has communicated their intention to participate in the Placement. Any participation from directors will be subject to shareholder approval at an Extraordinary General Meeting.</p>
Ranking	<p>New Securities issued in the Equity Raising will rank equally with existing fully paid ordinary shares on issue in the Offeror.</p>
Joint Lead Managers	<p>Bell Potter Securities Limited (“Bell Potter”) and Alpine Capital Pty Limited (“Alpine Capital”) are acting as Joint Lead Managers (“JLMs”) to the Offer.</p>

Sources and Use of Funds

TOY is undertaking a A\$2.45 million equity raising to fund its House of Brands growth strategy.

\$1.35M / 55%

Inventory Investment into our Core Brands

- Babies R Us
- Toys R Us
- Riot Art & Craft
- Hobby Warehouse

\$2.45M¹

\$440K / 18%

Launch / Acquire New Brands to support our House of Brands strategy and deliver profitable growth

\$440K / 18%

Working Capital and Costs of the Offer

\$220K / 9%

Technology Investment to support our Operational Excellence and House of Brands infrastructure

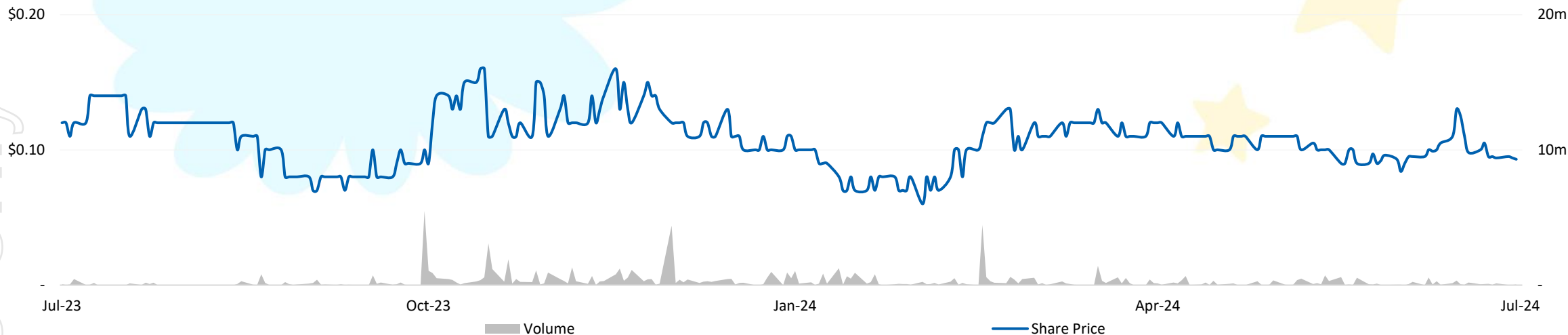
¹Some figures may be subject to rounding. The graphic above is a depiction of the Board's current intentions as at the date of this document. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Indicative Offer Timetable

Event	Date
Trading Halt	Friday, 5 th July 2024
Institutional Placement opens	Friday, 5 th July 2024
Final bids due with the right to close early	12:00pm Monday, 8 th July 2024
Trading Halt lifted and announcement to ASX of the Offer	10:00am Tuesday, 9 th July 2024
Dispatch of Notice of Meeting (NoM)	Wednesday, 17 th July 2024
Extraordinary General Meeting to approve Placement Shares	Friday, 23 rd August 2024
Settlement Date of Placement Shares	Friday, 30 th August 2024
Allotment of New Shares under the Placement	Monday, 2 nd September 2024

This timetable may be subject to change without notice. All references are to AEST.

Pro Forma Capital Structure



Corporate Snapshot

Last Traded Price Per Share (4 July 2024)	\$0.0980	Pro Forma Cash Balance (at 30 June 2024) ^{1,3}	\$4.0m
Existing Shares on Issue	115,690,728	Convertible Notes ^{2, 4}	\$2.2m
Existing Options, Performance & Stock Appreciation Rights	3,665,397	Pro Forma Borrowings (at 30 June 2024) ³	\$14.3m
Placement Shares Issued Under the Offer	35,000,000		
Options Issued Under the Offer	17,500,000		
Shares on Issue Post-Offer	150,690,728		
Market Capitalisation Post-Offer	\$10,548,351		

- Does not assume release and repayment of bond amount for the Clayton Facility lease estimated to be A\$2.7m.
- To be issued to Mercer Street Global Opportunity Fund II LP per ASX announcement on 22nd May 2024.
- Pro-forma debt assumes the forgiveness/cancellation of \$2.672m on the basis of the Company's proposed exit from the UK.
- The Company intends to draw down \$1.5m from its pre-agreed convertible security with Mercer Street Global Opportunity Fund II LP



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Pro Forma Balance Sheet

Balance Sheet (AUD \$000's)	31 Jan 2024	Movements 1 Feb to 30 June 2024	Adjusted for Equity Raise	Pro-forma Accounts (30 June 2024)	Pro-forma Accounts 30 June 2024 (Post-UK Exit)
Assets					
Cash & Cash Equivalents	1,100	581	2,350	4,031	4,031
Other Current Assets	3,110	(655)	-	2,455	763
Total Current Assets	4,210	(74)	2,350	6,486	4,794
Total Non-Current Assets	22,278	(706)	-	21,572	21,572
Total Assets	26,488	(780)	2,350	28,058	26,366
Liabilities					
Borrowings ¹	4,780	1,300	-	6,080	4,518
Other Current Liabilities	6,054	(159)	-	5,895	3,970
Total Current Liabilities	10,834	1,141	-	11,975	8,488
Borrowings ¹	10,873	-	-	10,873	9,773
Other Non-Current Liabilities	11,534	-	-	11,534	11,534
Total Non-Current Liabilities	22,407	-	-	22,407	21,307
Total Liabilities	33,241	1,141	-	34,382	29,795
Net Assets / (Liabilities)	(6,753)	(1,921)	2,350	(6,324)	(3,429)
Equity					
Issued Capital	294,215	865	2,350	297,430	297,530
Reserves	457	-	-	457	457
Accumulated Losses	(301,425)	(2,786)	-	(304,211)	(301,416)
Total Equity / (Deficiency)	(6,753)	(1,921)	2,350	(6,324)	(3,429)

1. Pro-form debt assumes the forgiveness/cancellation of \$2.672m on the basis of the Company's proposed exit from the UK.

Risks

Product risk

The products TOY supplies to customers are subject to sales agreements with customers and must meet certain specifications. Despite controls and measures being in place, products may fall outside these specifications due to process failures, equipment malfunctions, or variability of inputs during the manufacturing and packaging processes, which could have a material adverse effect on the Company's reputation, financial condition and results of operations. Furthermore, TOY may be exposed to certain warranty and liability risks relating to defects in products. If any product it sells is defective or fails to meet the required specifications, the relevant customer may assert claims against the Company.

Occupational Health and Safety

TOY's operations are subject to health and safety laws and regulations. Failure to comply with these laws and regulations could result in enforcement action by regulatory authorities which could result in monetary penalties for the Company. In addition, any significant regulatory body investigation or enforcement of health and safety requirements could damage the Company's reputation as a responsible corporate citizen and employer or could result in suspension or closure of operations.

Intellectual Property

There can be no assurances that the validity, ownership or authorised use of intellectual property (including technology, know how, trademarks, designs and patents (both owned and licensed) relevant to TOY's business may not be challenged.

Insurance

It is not always possible to obtain insurance against all risks and TOY may decide not to insure against certain risks as a result of high premiums or other reasons. The occurrence of an event that is not fully covered, or covered at all, by insurance, could have a materially adverse effect on the Company's financial position.

Consumer Demand

TOY's operating and financial performance is dependent on consumer demand for its products. If the Company does not deliver products that appeal to consumers, or if there is a decline in consumer demand for its products, TOY's financial and operating performance could be materially adversely affected. If product input costs increase and TOY seeks to pass on such increases to consumers through higher prices, this could result in a reduction in consumer demand for TOY's products and a fall in revenue.

Retailer Relationships

Any adverse change in TOY's existing relationships with key distributors and retailers could have a material adverse impact on its operations and financial performance. Any action by distributors or retailers to reduce their inventories could also result in a fall in revenue for TOY. The Company notes that two of its key retailers are currently implementing revised strategic plans, and TOY is expanding its distribution base domestically and internationally to diversify this potential risk.

Risks (cont.)

Operational Risk

TOY is exposed to a range of operational risks including equipment failures and other accidents, industrial action or disputes, lease renewals, damage by third parties, floods, fire, major cyclone, earthquake, terrorist attack or other disaster. These risks may have a material adverse impact on TOY's financial performance and cash flows.

Sustainability of Revenues and Margins

The sustainability and growth in the level of TOY's revenue and profit margins is dependent on its continued ability to secure and maintain relationships with customers and suppliers. TOY relies on various key customer and supplier relationships and the loss or impairment of any of these relationships could have a material adverse effect on the Company's operations, financial condition and prospects.

Supply Chain Disruptions

TOY has established an extensive and reliable supply chain that allows it to procure and deliver products to customers in a timely and efficient manner. Disruption to any aspect of this supply chain could have a material adverse impact on TOY's operational and financial performance.

IT Systems

TOY is reliant on the capability and reliability of its information technology systems and backup systems and those of its external service providers (such as communication carriers) to process transactions, manage inventory, report financial results and manage its business. The failure of any of TOY's or its customers' IT systems, including inventory management systems, could have a significant impact on TOY's ability to trade. Such failures may have an adverse effect on the Company's future financial performance.

Counterparty Risk

Third parties, such as customers, suppliers and other counterparties to contracts may not be willing or able to perform their obligations to TOY. TOY provides credit to its customers and the inability of its customers to pay their debts may materially impact the Company's financial performance, position and prospects.

Loss of Key Personnel

TOY's business operations depend to a significant extent on its key personnel, in particular its senior management team. These individuals have extensive experience in, and knowledge of, the markets TOY operates in and TOY's business. The loss of key personnel and the time taken to recruit suitable replacement(s) or additional personnel could adversely affect the Company's future financial performance.

New Board with the Expertise to Drive Results



KELLY HUMPHREYS
NON-EXECUTIVE CHAIR

Kelly is an **experienced ASX Chair director**, currently serving as Chair of Raiz Invest Limited (ASX:RZI) and Non-Executive Director and Chair of Audit, Risk and Finance Committees on the Boards of The National Stock Exchange (ASX:NSX), and Latrobe Health Services.

Prior to her board career, Kelly had an extensive senior executive career in insurance and lending and has deep technical expertise in operations, risk management and governance.

Kelly brings a strong commercial approach to achieving objectives in complex regulatory environments and demonstrated ability in engaging stakeholders and working effectively to deliver business growth and improved performance.



TERESA SMITH
NON-EXECUTIVE DIRECTOR

Teresa is highly skilled in **building and enhancing brand equity**, with a proven track record in structuring and empowering teams to achieve impactful results.

Teresa is recognised as an expert in multi-channel marketing, adept at developing and executing comprehensive strategies that drive brand awareness and foster deep customer engagement. Teresa demonstrates visionary leadership and catalyses organisational transformation and drives change.

Teresa is the former Head of Marketing at Country Road Group, former Brand Manager and Digital Marketing Manager at Bunnings and is currently a Non-Executive Deputy Chair of the Yea & District Memorial Hospital, and Non-Executive Director of Urban Camp.



JOHN TRIPODI
NON-EXECUTIVE DIRECTOR

John is a business leader with **extensive multinational FMCG experience** in various strategic and operational roles. John is well known for creating and championing innovative brand strategies with effective commercial outcomes and challenging conventional marketing practices.

John is the current CEO of the diversified sport, entertainment and consumer lifestyle agency, Twenty3 Group. Prior to co-founding the Twenty3 Group, John held senior sales and marketing roles with global confectionery and pet food manufacturer Mars Inc. before moving into general management with the world's largest beauty and personal care company the L'Oréal Group.

New Executive Team Committed to Excellence

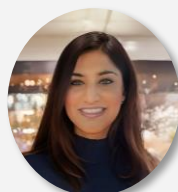


PENNY COX
CHIEF EXECUTIVE OFFICER

Penny is an **experienced e-commerce executive** having held many senior level roles in the UK, Australia, and South-East Asia with LEK Consulting, Ocado, Coles, Redmart, Alibaba & Carousell.

As VP Commercial & Marketing at Redmart, revenue grew 20x from \$14 million to \$285 million, and assortment increased by 25x via partner drop shipping.

Penny is an experienced leader with a breadth of expertise across marketing, commercial, technology and finance functions



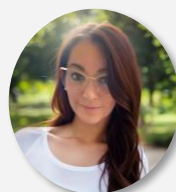
ASHA SETTE
GM – MARKETING & OPERATIONS

Asha is a retail expert renowned for **elevating challenger brands to market leaders**.

With a robust retail background at Kmart, Anaconda, Baby Bunting, Lovisa, and Riot Art & Craft, she offers extensive industry insight.

As a dynamic General Manager, Asha manages all facets of business operations, marketing, finance, HR, compliance, and logistics—propelling growth and efficiency.

Asha's leadership fosters collaboration, driving strategic vision and elevating brands to new heights of success



GENIE STAH
GM – MERCHANDISE & SALES

Genie is a seasoned Senior Business Manager with **extensive experience in FMCG & Retail**, specialising in brands, categories, and channels within Pharmacy, Grocery, and DDS.

Formerly with L'Oréal Australia, Genie leads teams to achieve growth through category strategy development and management.

Known for strong commercial acumen and an entrepreneurial spirit, Genie drives success with curiosity and analytical expertise.



BALA KALIMUTHU
GROUP HEAD OF TECHNOLOGY

Bala has 20+ years of experience in technology, **specialising in retail, e-commerce**, financial services and utilities industries.

Bala has led successful technology delivery engagements for 30+ major organizations in Australia and held leadership positions in service delivery, project management, and portfolio management.

Bala is proficient in digital, cloud, ERP, data, quality engineering, testing and automation.



BRAD SLADE
FINANCIAL CONSULTANT

Brad is a seasoned finance professional with 20 years of **experience across ASX Listed, Private, and Not-for-Profit sectors**.

Brad excels in senior and executive roles, offering expertise in various business functions including finance, legal, HR, IT, and cybersecurity.

Brad is adept at providing insights, guiding executive teams, and improving financial management, performance, and corporate governance. Brad ensures compliance with ASX financial reporting and listing rules.



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