

NASDAQ: DSGR

Barrington Research Investor Presentation May 18, 2023



Forward Looking Statements

Cautionary Note Regarding Forward-Looking Statements

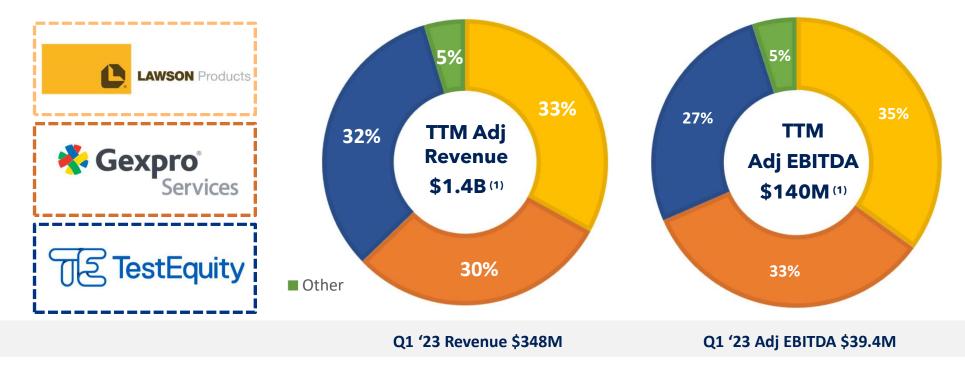
This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. The terms "aim," "anticipate," "believe," "contemplates," "continues,"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

DSG DISTRIBUTION SOLUTIONS GROUP

DSG Investor Presentation

About Distribution Solutions Group

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





(1) Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. 2022 information inclusive of Other Acquisition results prior to the acquisition date.

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Why Own DSG: Investment Thesis

NASDAQ: DSGR



Embedded Growth Opportunities

LEVERAGE PLATFORM ACROSS CUSTOMER BASE	END MARKETS HAVE STRONG SECULAR TAIL WINDS
Unique total customer value proposition	Onshoring
	Manufacturing

TRACK RECORD OF SUCCESSFUL ACQUISITION & INTEGRATION

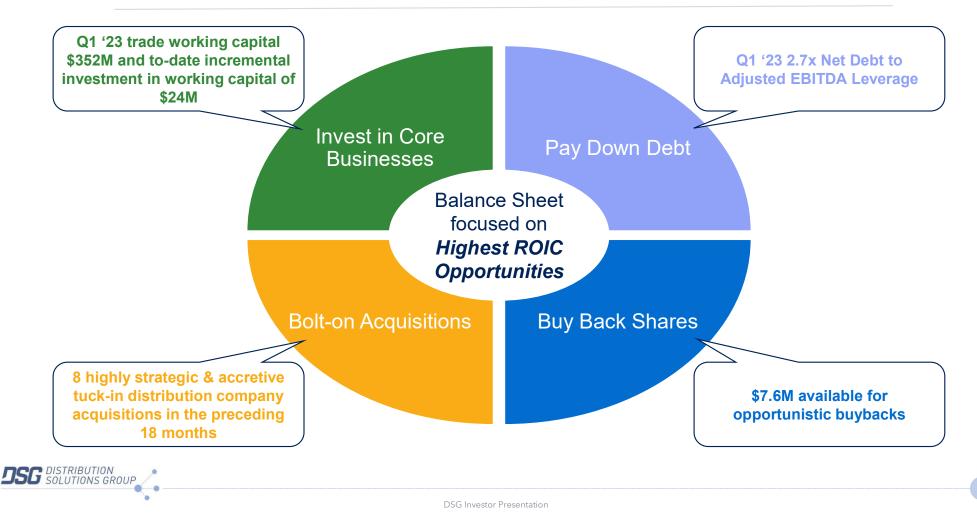
Large, highly fragmented markets of small regional competitors across end markets

Scale benefits including more advanced global sourcing, customer relationships

DSG DISTRIBUTION SOLUTIONS GROUP Proven Corporate Development team Revenue/cost synergies for most acquisitions Track record of integrating acquisitions



Disciplined Capital Allocation Framework





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

DIVERSE END MARKETS⁽¹⁾

OPTIMIZED INVENTORY MANAGEMENT SYSTEM





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

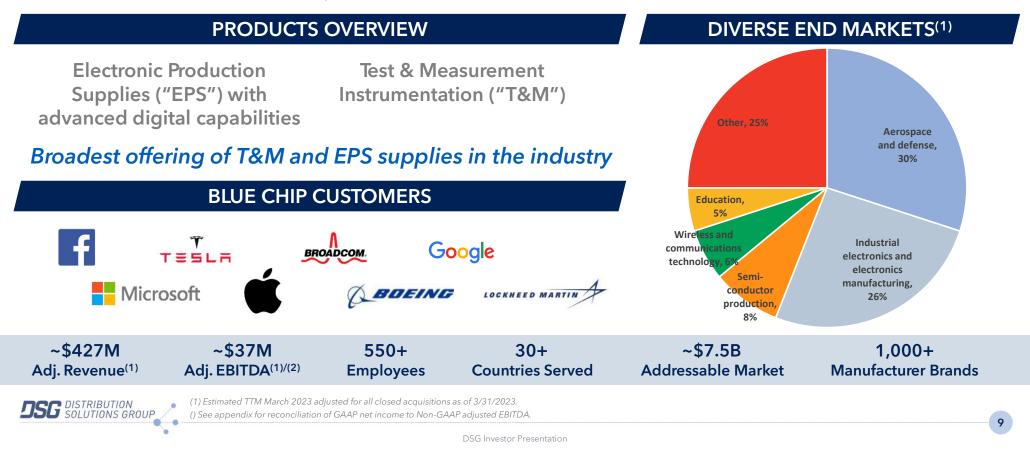
GLOBAL LOCATIONS

BLUE CHIP CUSTOMERS IN DIVERSE MARKETS

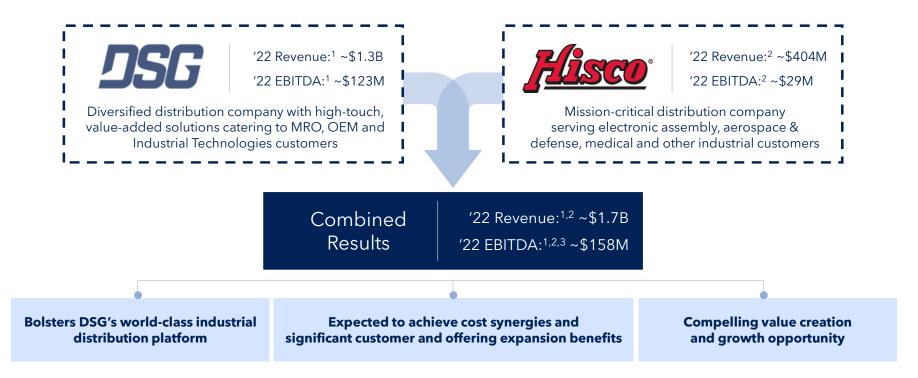




Leading authorized distributors of electronics production supplies and Test & Measurement solutions, with over 250,000 products



Hisco Accelerates DSG's Vision for Growth



The Hisco Transaction Accelerates the Growth Trajectory of the Combined DSG Platform



Represents adjusted DSG revenue and EBITDA, including Lawson Products pre-merger results. Excludes \$53M of revenue and \$4M of EBITDA contribution from pre-acquisition results of acquisitions acquired in 2022. See appendix for reconciliations.

Represents Hisco 2022 FY (Oct) revenue and Adjusted EBITDA. Excludes \$26M of revenue and \$2M of annual Adjusted EBITDA acquired in December 2022. See appendix for reconciliations. Inclusive of \$6M of synergies (comprised of commercial benefits, net spend savings, and other SG&A savings) expected to be realized over the first year after the Transaction close.

Transaction Summary

Value	 Upfront purchase price of \$269.1M (9.4x 2022 Adjusted EBITDA¹) Mid-7x inclusive of anticipated synergies realized within 12 months post-close Approximately \$35M of anticipated future tax benefit value² Expected to be accretive on an adjusted basis³ in 2023
Structure	 Transaction structure includes: \$269.1M cash at close, subject to customary closing adjustments \$37.5M employee retention payments paid 12 or more months after closing in cash or DSG stock Up to \$12.6M cash earn-out, contingent on Hisco FY 2023 performance
Financing	 Funded at closing via: Committed expansion of existing credit facility, plus Approximately \$100M equity rights offering to existing shareholders, with support indicated by largest shareholder, Luther King Capital Management and affiliates ("LKCM") Anticipating net borrowing leverage of 3.25x - 3.50x upon closing
Approval & Timing	 Unanimously approved by DSG's Board of Directors Full support from LKCM (>77% of outstanding shares) Expected to close in 2Q 2023, subject to HSR approval and customary closing conditions



Represents Hisco 2022 FY (Oct) Adjusted EBITDA. Excludes \$26M of revenue and \$2M of annual Adjusted EBITDA acquired in December 2022. See appendix for reconciliations. Represents the gross value of the tax benefit associated with the step-up of acquired assets to be amortized for tax purposes in the future, according to a Section 338(h)(10) election, and applied at a company estimated tax rate of 28%. Excluding stock-based compensation, M&A/integration costs, severance, and other non-recurring items; inclusive of amortization from Section 338(h)(10) election and \$6M of synergies (comprised of commercial benefits, net spend savings, and other SG&A savings) expected to be realized over the first year after the Transaction close.





(1) Represents FY 2022 revenue; excludes Alliance Printing revenue and certain value-added services not categorized by company into revenue buckets.

Q1 2023 Consolidated Financial Highlights

Results Adjusted to Reflect Comparable Results Including Pre-Merger Lawson Products

- Adjusted Revenue of \$348.3M, an increase of \$76.3M or +28.1% over year ago guarter; organic growth of +13.7%
- Adjusted EBITDA of \$39.4M with 11.3% margin; up 73.6% from \$22.7M with 8.3% margin over year ago quarter
- Q4 reflects fewer selling days

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Adjusted Revenue (in millions)



Sequentially strong revenue and Adjusted EBITDA growth

Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Q1 2022 information inclusive of Lawson Products pre-Merger results.

Q1 2023 Consolidated Financial Highlights

Results Inclusive of Lawson Products and Other Acquisitions Pre-Merger Results

• Adjusted Revenue and Adjusted EBITDA below include the reported GAAP results and (1) pre-Merger results of the Lawson and Other segment and (2) the pre-acquisition results of other businesses that were acquired at any time during the Q1 2022-Q1 2023 period.

Adjusted EBITDA (in millions)

- · Positive quarterly trends in Adjusted Revenue and Adjusted EBITDA as acquisitions become integrated
- Q4 reflects fewer selling days

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Adjusted Revenue (in millions)

Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Q1 2022 information inclusive of Lawson Products pre-Merger results and Other Acquisition results prior to the acquisition date.

Progress Since April 2022 Merger

At March 30, performing at or above all underwriting objectives established prior to consolidation

Enhanced Go-to- Market Strategy	Expanded Channels- to-Market	Superior Leadership Incentives for Cross- Selling	Fully Executed Cost Synergies for IT, Insurance
Developed Meaningful Business Pipeline	Sensitive to Economic Environment with Adjusted Hurdles, Leverage Targets	Fully Built-out Experienced M&A Team	Operationalized LKCM Support for OpCo Businesses



DSG Investor Presentation

Questions?

Visit our websites for more information

www.lawsonproducts.com

www.testequity.com

www.gexproservices.com

www.lkcmheadwater.com

www.distributionsolutionsgroup.com





Investor Contacts



Three Part Advisors, LLC (214) 872-2710

Steven Hooser shooser@threepa.com

Sandy Martin smartin@threepa.com



Appendix





GAAP to Non-GAAP Reconciliations

Q1 Adjusted Revenue and EBITDA Reconciliation (\$000s)

Results Inclusive of Lawson Products Pre-Merger Results

		Lawson Products			Gexpro Services					TestE	ity	All Other					Consolidated DSG			
Quarter Ended	(21 2023		Q1 2022	_	Q1 2023	100	Q1 2022		Q1 2023	1	Q1 2022	(Q1 2023	(Q1 2022		Q1 2023	C	21 2022
GAAP Revenue	\$	125,280	\$		\$	101,016	\$	81,683	\$	107,359	\$	72,402	\$	14,615	\$	-	\$	348,270	\$	154,085
Pre-Merger Revenue(1)				104,902		-		-		-				-		12,975		-		117,877
Adjusted Revenue	\$	125,280	\$	104,902	\$	101,016	\$	81,683	\$	107,359	\$	72,402	\$	14,615	\$	12,975	\$	348,270	\$	271,962
GAAP Operating Income	\$	8,245	\$		\$	7,374	\$	3,592	\$	26	\$	(604)	s	1,076	\$	_	\$	16,721	\$	2,988
Pre-Merger Operating Income(1)				11,096				<u>ш</u>		-		-		-		980		_		12,076
Adjusted Operating Income		8,245		11,096		7,374		3,592		26		(604)		1,076		980		16,721		15,064
Depreciation and amortization		6,558		1,946		3,865		2,821		4,805		4,768		494		143		15,722		9,678
Adjustments:																				
Merger/integration costs(2)		1,009		2,974		214		842				600		-		-		1,223		4,416
Stock-based compensation(3)		2,204		(8,595)		-		-		-		-		-				2,204		(8,595)
Severance costs(4)		238		621		-		-		113		456		-		5		351		1,082
Acquisition related costs(5)						161		569		2,715		271		-				2,876		840
Inventory net realizable value adjustment(6)						-		-										-		-
Inventory step-up(6)		<u>1000</u>		<u>1775</u>		_		163		_		_		-		-				163
Other non-recurring(7)		196		-		60		24		-		-		-		-		256		24
Adjusted EBITDA	\$	18,450	\$	8,042	\$	11,674	\$	8,011	\$	7,659	\$	5,491	\$	1,570	\$	1,128	\$	39,353	\$	22,672
GAAP Operating income as a percent of GAAP Revenue		6.6%		%		7.3%		4.4%		—%		(0.8)%		7.4%		%		4.8%		1.9%
Adjusted EBITDA as a percent of Adjusted Revenue		14.7%		7.7%		11.6%		9.8%		7.1%		7.6%		10.7%		8.7%		11.3%		8.3%

1. Represents Lawson Products pre-merger revenue and operating income

2. Merger transaction costs related to the negotiation, review and execution of the merger agreements relating to the business combination of Lawson Products, TestEquity and Gexpro Services and subsequent integration costs

3. Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price

4. Includes severance expense for actions taken in 2023 and 2022, not related to a formal restructuring plan

5. Expense for acquisition related costs, unrelated to the business combination of Lawson Products, TestEquity and Gexpro Services

6. Inventory fair value step-up adjustments resulting from the acquisition accounting for additional acquisitions completed by Gexpro Services

7. Other non-recurring costs consist of sales force optimization and other non-recurring items



Results are presented on an Adjusted (Non-GAAP) and continuing operations basis

GAAP to Non-GAAP Reconciliations

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

Results Inclusive of Lawson Products Pre-Merger Results and Other Acquisitions - Pre-Acquisition Date

22 8.850 \$	Q1 2023
0.050 €	
5,000 5	348,270
() ()	
—	275
1,192	
0,042 \$	348,270
2,658 \$	16,721
-	
—	
134	<u>1917</u>
2,792	16,721
3,872	15,722
3,063	1,223
2,003	2,204
443	351
1,570	2,876
-	
1 7 - 0	200
394	256
2	2.2
4,139 \$	39,353
6	4.8%
%	11.3%
4	2

References to table footnotes on slide 18



Results are presented on an Adjusted (Non-GAAP) and continuing operations basis

GAAP to Non-GAAP Reconciliations

Adjusted Revenue and EBITDA Reconciliation – Table Footnotes

- 1. Represents additional revenue and operating income of Lawson pre-Merger and Other Acquisitions prior to their acquisition dates not in reported GAAP results
- 2. Merger transaction costs related to the negotiation, review and execution of the merger agreements relating to the business combination of Lawson Products, TestEquity and Gexpro Services and subsequent integration costs
- 3. Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price
- 4. Includes severance expense for actions taken in 2023 and 2022, not related to a formal restructuring plan
- 5. Expense for acquisition related costs, unrelated to the business combination of Lawson Products, TestEquity and Gexpro Services
- 6. Inventory net realizable value adjustment recorded to reduce inventory related to discontinued products where the anticipated net realizable value was lower than the cost reflected in the Company's records
- 7. Inventory fair value step-up adjustments resulting from the reverse merger acquisition accounting for Lawson Products and acquisition accounting for additional acquisitions completed by Gexpro Services
- 8. Other non-recurring costs consist of sales force optimization and other non-recurring items
- 9. Represents additional EBITDA adjustments of Other Acquisitions prior to the respective acquisition dates



Aligned and Tenured Leadership



Historical Acquisitions

	COMPANY	FOCUS	STRATEGIC RATIONALE	CLOSING DATE	REVENUE ⁽¹⁾	PURCHASE PRICE
	ĴENSEN. TOOLS+SUPPLY-	Industrial Technologies	 Expanded geographic coverage and expanded customer base with an additional ~22,000 customer locations Complementary value-added products / services (kitting, VMI) 	January 2017	\$45.1	\$25.0
2017		Industrial Technologies	 Adds scale to highly complementary Lab & Production supplies offering Bolsters stocked inventory and value-add capabilities (VMI, vending, etc.) 	July 2017	\$77.8	\$35.0
	THE BOLT SUPPLY HOUSE LTD.	MRO	 Complementary products in fasteners, power tools and MRO supplies Provides sales/regional fulfillment expansion opportunity in W Canada 	October 2017	\$34.4	\$32.0
2020		MRO	 Sizeable "DNA match" acquisition for MRO segment Highly accretive with significant cost synergies 	August 2020	\$64.2	\$35.3
		OEM	Complementary value-added fabrication capabilitiesHighly accretive with significant synergies	June 2021	\$5.3	\$6.5
2021	<mark>⊚ mcs</mark> test	Industrial Technologies	 European beachhead for Industrial Technologies segment Supplier expansion and further penetration into Telecom/5G market 	July 2021	\$9.7	\$14.4
	ANTIONAL ENGINEERED FASTENERS INC.	OEM	 Strategic expansion into Canada & Mexico for OEM segment Loyal customer base with high service levels in new and existing markets 	November 2021	\$28.3	\$18.9
	2000 Industrial Concess. 515	OEM	 Highly accretive "DNA match" with diversified end markets Natural tuck-in with value-add product offering and strong management 	December 2021	\$9.6	\$11.8
2022	Resolux	OEM	 Leading global renewables supplier within the OEM segment Opened new strategic markets in Europe, the Middle East, and Asia 	January 2022	\$31.9	\$38.0
	TTCHOLDERES	OEM	 Enhances B & C-class product and service offering to Renewables market Significant commercial synergies and delivers manufacturing capabilities 	March 2022	\$21.9	\$30.0
	TEquipment	Industrial Technologies	 Adds complementary product lines (handhelds), brands and customers Digital go-to-market supplements Industrial Technology's sales model 	April 2022	\$113.0	\$55.0
		Industrial Technologies	 Adds complementary product lines with reconditioned equipment Strong focus on rental and leasing purchase options 	June 2022	\$9.0	\$7.8
	HIGHLIGHTED TOTAL				\$450.2	\$309.7
<u> </u>	G DISTRIBUTION SOLUTIONS GROUP		s in millions. List includes highlighted acquisitions executed under LKCM Headwater stewardship. s trailing twelve-month measurement period at close.			23
		7.	DSG Investor Presentation			2.

LKCM Headwater Introduction

CURREN



- Private, employee-owned SEC-registered investment advisor
- Founded in 1979 with over 64 investment and other professionals
- \$22.1 billion of assets under management (9/30/22)
- C-corp with 43 years of retained earnings
- Primarily long-term, long-equity strategies for individuals and families
- LKCM, investment team & affiliates are collectively the firm's largest client



SG DISTRIBUTION SOLUTIONS GROUP

- Private investment arm of LKCM
- Over 100 years of collective experience & more than 100 businesses in the distribution space
- LKCM, investment team and affiliates are collectively the largest investor (~1/3 of capital)
- Engaged group of over 100 retired and active operating executives that are investors in the partnerships and willingness to lean into engagements to improve value within the portfolio
- More than \$2.1 billion of committed private capital

2	RIKS - Seals and Plastics •	 LG - Leading distributor of fabricated hose, gaskets and belting for specialized and mission-critical applications ESP - Value-added provider of mission-critical sealing solutions to diverse end markets CNC - Leading provider of flow control solutions to the energy industry
	K Gexpro	Value-added distributor specializing in designing and implementing supply chain solutions / VMI for OEM customers
	BUILDING CONTROLS & SOLUTIONS	Leading provider of building automation, controls and gas detection solutions for the commercial buildings market
	relevant.	Value-added instrumentation, controls, automation and rotating equipment distributor with engineering and service capabilities
	Testequity	Largest North American specialty distributor of electronic production supplies and T&M equipment
	BEARC+M	North America's leading value-added distributor and service provider of mission-critical communication solutions
	GSMS	High growth value-added distributor, packager and re-packager of generic pharmaceuticals
	Industried Distribution Group	Provider of supply chain solutions and distributor of indirect materials primarily to manufacturers
	Rawson ·	Leading value-added instrumentation and valve distributor based in the Gulf Coast
		-

SIGNIFICANT PRIVATE COMPANY DISTRIBUTION EXPERIENCE

DSG Investor Presentation

FORMER