

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 10, 2026

DISTRIBUTION SOLUTIONS GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-10546
(Commission
File Number)

36-2229304
(I.R.S. Employer
Identification No.)

301 Commerce Street, Suite 1700, Fort Worth, Texas
(Address of principal executive offices)

76102
(Zip Code)

(Registrant's telephone number, including area code) (888) 611-9888

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$1.00 par value	DSGR	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

Distribution Solutions Group, Inc. (the “Company”) will be participating in a number of informational meetings with investors beginning on September 10, 2026. A copy of the investor education presentation slides (the “Investor Education Presentation Slides”) is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Investor Education Presentation Slides will also be available on the Investor Relations section of the Company’s website at www.distributionsolutionsgroup.com.

The information set forth in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Investor Education Presentation Slides

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DISTRIBUTION SOLUTIONS GROUP, INC.

(Registrant)

Date: September 10, 2026

By: /s/ Ronald J. Knutson
Name: Ronald J. Knutson
Title: Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Education Presentation Slides
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



Investor Education Presentation

September 2026

NASDAQ: DSGR
STRICTLY PRIVATE AND CONFIDENTIAL



Disclaimers

This presentation has been prepared by or on behalf of Distribution Solutions Group, Inc. (together with its subsidiaries, the "Company" or "DSG") to assist interested parties in making their own evaluation of the Company and does not purport to be all-inclusive or to contain all of the information regarding the Company. In giving this presentation, none of the Company or any of its subsidiaries, or any of any such person's directors, officers, employees, agents, affiliates or advisers, undertakes any obligation to amend, correct or update this presentation or to provide the recipient with access to any additional information that may arise in connection with it. Certain information contained herein is derived from official or third-party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. While the Company believes that each of these publications, studies and surveys has been prepared by a reputable source, the Company has not independently verified the data contained therein. In addition, certain of the data contained in this presentation come from the Company's own internal research and estimates based on the knowledge and experience of the Company's management in the market in which the Company operates. While the Company believes that such internal research and estimates and such other data are reasonable and reliable, they, and, where applicable, their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change without notice.

NO OFFER OR SOLICITATION

This presentation is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger of Eclipse Acquisitions Merger Sub, Inc., a Delaware corporation, with and into the Company (the "Merger"), with the Company continuing as the surviving corporation, becoming a wholly owned subsidiary of Eclipse Intermediate Acquisitions, LLC, a Delaware limited liability company, and an indirect wholly owned subsidiary of Eclipse Parent Acquisitions, LLC, a Delaware limited liability company and affiliate of Luther King Capital Management Corporation ("LKCM"), the Company intends to file with the U.S. Securities and Exchange Commission (the "SEC") a definitive proxy statement on Schedule 14A (the "Proxy Statement"). Additionally, on September 1, 2026, in connection with the Merger, the Company, LKCM and certain of their respective affiliates jointly filed with the SEC a transaction statement on Schedule 13E-3 (the "Schedule 13E-3"). The Proxy Statement and a proxy card will be sent or otherwise made available to stockholders of the Company entitled to vote at the special meeting relating to the Merger. This communication is not a substitute for the Proxy Statement, the Schedule 13E-3 or any other document that the Company may file with the SEC in connection with the proposed Merger. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THE PROXY STATEMENT, THE SCHEDULE 13E-3 AND OTHER RELEVANT DOCUMENTS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE MERGER. Investors and security holders will be able to obtain copies of the Proxy Statement, the Schedule 13E-3 and other documents filed with the SEC by the Company free of charge from the SEC's website at www.sec.gov or from the Company's website.

Disclaimers (Cont'd)

PARTICIPANTS IN THE SOLICITATION

The Company and certain of its directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the Merger. Information regarding the Company's directors and executive officers is available in the Company's proxy statement for its most recent annual meeting (the "Annual Proxy Statement") of stockholders and in other documents filed by the Company with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the Merger are included in the Schedule 13E-3 and will also be included in the Proxy Statement and other materials to be filed with SEC in connection with the Merger. To the extent holdings of the Company's securities by its directors or executive officers have changed since the amounts set forth in the Annual Proxy Statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC.

FINANCIAL INFORMATION

This presentation contains financial information derived from the Company's internal records or audited or unaudited financial statements for the relevant period. Such financial information is not a comprehensive statement of the Company's financial results for the period and should not be viewed as a substitute for full financial statements. The financial information is not necessarily indicative of any future period, and actual results may differ materially. The financial information should be read together with any relevant risk factors and forward-looking statements, and has been prepared by, and is the responsibility of, the Company's management.

NON-GAAP FINANCIAL MEASURES, SEC REGULATION G GAAP RECONCILIATIONS

Some of the financial information and data contained in this presentation, such as Adjusted EBITDA, Pro Forma Adjusted EBITDA, Adjusted Revenue, Adjusted EBITDA Margin, Free Cash Flow, Free Cash Flow Conversion, Net Working Capital, Return on Net Working Capital (RONWC) and Total Net Leverage Ratio have not been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company believes that these non-GAAP financial measures provide useful information to management and investors regarding certain financial and business trends relating to DSG's financial condition and results of operations. DSG does not consider non-GAAP measures an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is they may exclude significant expense and income items that are required by GAAP to be recognized in our consolidated financial statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included (including on a pro forma basis) in determining these non-GAAP financial measures. The presentation of these non-GAAP financial measures is not meant to be considered in isolation or as a substitute for results or guidance prepared and presented in accordance with GAAP. A reconciliation of the non-GAAP financial measures to the nearest comparable GAAP financial measures is contained in the appendix.

Disclaimers (Cont'd)

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This presentation contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the "safe-harbor" provisions under the Private Securities Litigation Reform Act of 1995, 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 variations of them and other words and terms of similar meaning and expression (and the negatives of such words and terms) 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. DSG undertakes no obligation to release publicly any revisions to forward-looking statements as a result of new information, future events or otherwise. Each forward-looking statement speaks only as of the date on which such statement is made, and DSG undertakes no obligation to update any such statement to reflect events or circumstances arising after such date. Actual results may differ materially from those projected as a result of certain risks and uncertainties. Factors that could cause or contribute to such differences or that might otherwise impact DSG's business, financial condition and results of operations include the risks that potential acquisitions may not be consummated on the terms currently contemplated, or at all, and that DSG may encounter difficulties integrating the business of DSG with the business of other companies that DSG has combined with or may otherwise combine with and that certain assumptions with respect to such business or transactions, including whether the acquisition would be accretive to DSG and any cost savings and synergies, could prove to be inaccurate. Certain risks associated with DSG's business are also discussed from time to time in the reports DSG files with the SEC, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K or other reports the Company may file from time to time with the SEC, which should be reviewed carefully.

Today's Presenters



J. BRYAN KING

*Chairman and Chief Executive Officer, DSG
Managing Partner, LKCM Headwater*



RON KNUTSON

*Executive Vice President and
Chief Financial Officer*

Agenda

- 1 LKCM Headwater Investments Overview
- 2 Distribution Solutions Group Overview
- 3 Investment Highlights
- 4 Historical Financial Overview
- 5 Appendix

LKCM Headwater Investments Overview



LKCM Headwater Investments Overview



LUTHER KING CAPITAL MANAGEMENT ("LKCM") OVERVIEW



- Private, employee-owned SEC-registered investment advisor
- Founded in 1979 and currently has 112 employees, including 74 investment and other professionals, 27 CFAs, 7 CPAs, 5 CFPs, and 38 employees with MBAs
- \$30.3 billion of assets under management (6/30/2026)
- C-corp with 46+ 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

LKCM HEADWATER INVESTMENTS OVERVIEW



- Private investment arm of LKCM
- Over 200 years of collective investing experience in more than 125 businesses in the distribution space
- LKCM, investment team and affiliates are collectively the largest investor (~1/3 of capital)
- In-house Headwater Operations ("HOPs") team that partners directly with portfolio company leadership to strengthen operational performance by applying deep functional expertise across finance, technology, and organizational design
- Engaged group of over 100 retired and active operating executives (~50% in the distribution space) that are investors in the partnerships and offer a willingness to lean into engagements to improve value within the portfolio



Premier Franchise Across the Distribution Sector

Current Unrealized	Fully Realized
Gexpro Services	IDG Industrial Distribution Group
LAWSON	Raisor
TestEquity GROUP	gsms
LGG INDUSTRIAL	AST APPLIED SYSTEM TECHNOLOGIES
MP MOC PRODUCTS	BEARCOM
XMEK	MAG
	relevant.

★ Denotes current DSG operating business

LKCM Headwater Take-Private Investment Thesis for DSG

OVERVIEW	- As a long-term investor in the Company (first invested in 2013), LKCM has been instrumental in driving the Company's evolution into a leading specialty distribution platform that provides high-touch, value-added distribution solutions to the Maintenance, Repair and Operations ("MRO"), Original Equipment Manufacturer ("OEM") and Industrial Technologies markets - The Company's ability to successfully execute on key strategic opportunities has been constrained by the pressures, inflexibility and short-term expectations inherent in operating as a public company
BENEFITS OF PRIVATE OWNERSHIP	- As a private company, LKCM believes the Company will benefit from the following, which will drive sustained value creation: - Greater operational flexibility to implement and execute various strategic initiatives (harmonization of multiple enterprise resource planning ("ERP") systems, sales optimization, market expansion) - Enhanced flexibility and nimbleness in implementing and executing organic and inorganic growth strategies and value creation initiatives for the Company - Improved, aligned ownership structure focused exclusively on long-term value creation - Reduced management distraction associated with SEC reporting and other public company obligations
STRONG LONG-TERM OUTLOOK	- The Company is well-positioned for durable long-term growth and cash flow, and LKCM believes that it can accelerate this growth by operating DSG as a private company - The Company has highly diverse end market exposure, customer and supplier relationships, all of which LKCM expects to continue to position it well to drive sustainable organic growth - DSG's M&A pipeline remains robust, and LKCM expects as a private company to accelerate execution on accretive acquisition opportunities - Accelerated ability to execute on accretive, platform-enhancing M&A under private ownership
LKCM remains confident in the potential value creation opportunities within the Company, and believes that the Company will be able to build on this success as a private company	

Distribution Solutions Group Overview



Leading Specialty Industrial Distribution Platform



MRO Focus

Vendor Managed Inventory ("VMI") Focus

Canadian Branch Focus

Leading managed inventory services
provider of C-parts to
the MRO market

~24% of Revenue¹

Leading wholesale distributor of
MRO supplies, safety products,
fasteners and services to the
Canadian MRO market

~11% of Revenue¹

OEM Focus

Leading global supply chain services
and C-parts provider to OEM and
aftermarket applications

~25% of Revenue¹

Industrial Technologies Focus

Leading supplier of electronic and
specialty production supplies and
test & measurement ("T&M") equipment
across OEM and MRO markets

~41% of Revenue¹

TTM Q2'26
Financial Highlights¹

\$2.05B
Revenue

~8.6%
Adjusted EBITDA
Margin²

58.5%
Free Cash Flow
Conversion²

Fly-by Q2'26
Operating Stats

50+
Countries Served

200k+
Customers

760k+
Unique SKU's

Note: ⁽¹⁾ Metrics presented are for TTM Q2'26. Percentages of revenue may not sum due to rounding; ⁽²⁾ Adjusted EBITDA Margin and Free Cash Flow Conversion are non-GAAP financial measures. See the Appendix of this presentation for reconciliations to the most directly comparable GAAP financial measures

Full Suite of Complementary Product and Service Offerings Across Segments

	 LAWSON	 Gexpro Services	 TestEquity
SELECT PRODUCTS	Chemicals Electrical Fasteners Hydraulics     <i>High-touch, service-led model driving recurring MRO demand through reliability and technical expertise</i>	Hardware Fabrications Electrical Mechanicals     <i>Embedded supply chain partner as a "critical-link" between fragmented suppliers and OEM customers</i>	Electronic Test & Measurement Instrumentation Electronic Assembly Products   <i>Technical "tip-of-the-spear" positioning in research & development ("R&D") labs driving massive pull-through potential across the electronics lifecycle</i>
VALUE-ADDED SERVICES	• Vendor managed inventory • Industrial vending • Self-service web option • Product recommendations • Application advice • Scanning solutions	• Vendor managed inventory • Point-of-use replenishment • Kitting & assembly • Quality & inspection services • Global sourcing & supplier consolidation • Integrated technology support & reporting	• Vendor managed inventory • Design & Eng. support • Technical expertise • Fabrication • Industrial printing & labeling • Kitting / repackaging • Converting
KEY BRANDS / SUPPLIERS	   	   	     
CUSTOMERS	~78,000+¹	~2,000+	~127,000+
CUSTOMER GEOGRAPHIES	 USA  Canada  Mexico	 USA  Canada  Mexico  Denmark  Hungary  Germany	 USA  Canada  Europe  Mexico  Turkey  China  Brazil

Note: ⁽¹⁾ Lawson presented inclusive of Canada Branch

Differentiated Value-Added Capabilities Drive DSG's Sustainable Value Proposition

FULL SET OF VALUE-ADDED SERVICE OFFERINGS EMBED DSG WITH ITS CUSTOMERS



Vendor Managed Inventory

On-site physical inventory management for customers, electronic / predictive tracking to restock parts in real-time and technical expertise



Customized Supply Chain Solutions

Full suite of supply chain management solutions including global logistics management, manufacturing localization, import expertise and quality assurance



Kitting / Labeling / Packaging

Engineered solution kitting for specific applications and OEM-specified component kits to streamline technician labor and assembly time



Fabrication / Repair / Service

Design, engineering, industrial printing, NATA-certified calibration and refurbishment of electronic test equipment

SIGNIFICANT VALUE CREATION FOR CUSTOMERS, DRIVING STICKY RELATIONSHIPS AND BEST-IN-CLASS RETENTION

KEY BENEFITS TO CUSTOMERS



Lower total cost of ownership while improving up-time



Manage and optimize working capital



Predictively restock key parts using real-time monitoring



Quality control management



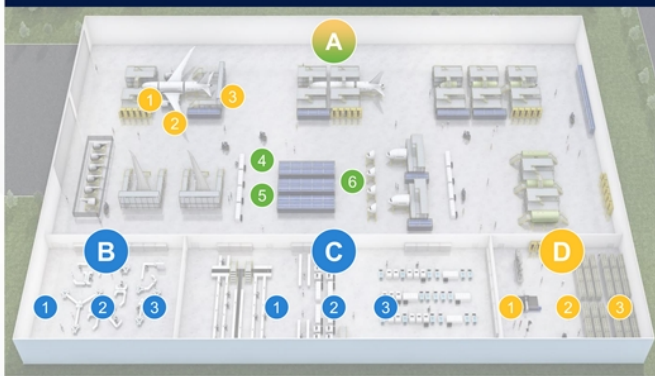
Lower total labor costs



Technical design support

DSG's Businesses Work Together to Deliver Solutions

The "Power of Three": Aerospace Production Plant Case Study



Multi-platform benefits & opportunities

- One C-Suite
- Shared M&A team
- Broader customer base & cross-selling opportunities
- LKCM operations team analytics & support
- Sourcing advantages & adjacent products
- Cash operating cost savings
- Shared operational best practices & culture
- Significant cash generation on asset-light base

Note: Illustrative Aerospace Production Plant

A Main Assembly

- 1 Hydraulics
- 2 Chemicals
- 3 Fasteners
- 4 Fabrications
- 5 Hardware
- 6 Electrical



B R&D Lab

- 1 Environmental Chambers
- 2 Oscilloscopes
- 3 Electrical Analyzers



C Electronics Assembly

- 1 Solder Wire
- 2 Cases & Tools
- 3 Benches & Workstations



D Maintenance Shop

- 1 Safety
- 2 Cutting & Abrasives
- 3 Shop Supplies



DSG Delivers a Unique and Attractive Specialty Distribution Platform



**STRONG, STICKY ROLE
IN THE VALUE CHAIN**



**SIGNIFICANT
CUSTOMER, SUPPLIER & END
MARKET DIVERSITY**



**DUAL PRONGED
GROWTH STRATEGY**



**ATTRACTIVE,
ACCRETIVE RETURNS ON
INCREMENTAL CAPITAL**

Customer-Embedded
Via differentiated value-added,
best-in-class services offerings

95% Revenue Retention¹
Providing long-term stability

Serve 10+ Diverse End Markets
Catering to 200,000+ customers up
and down the value chain

10,800+ Suppliers
None >5% of Purchases

Secular Tailwinds in End Markets
**Favorable Reshoring & Domestic
Manufacturing Trends**

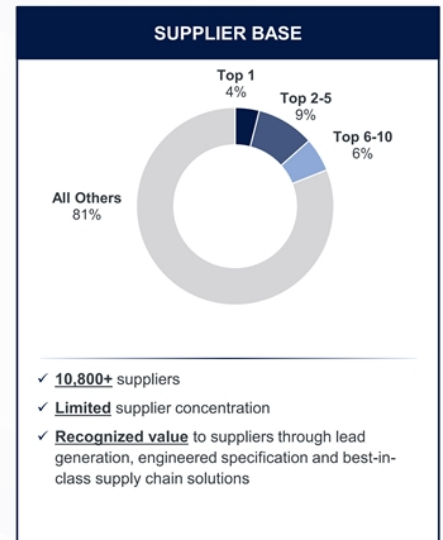
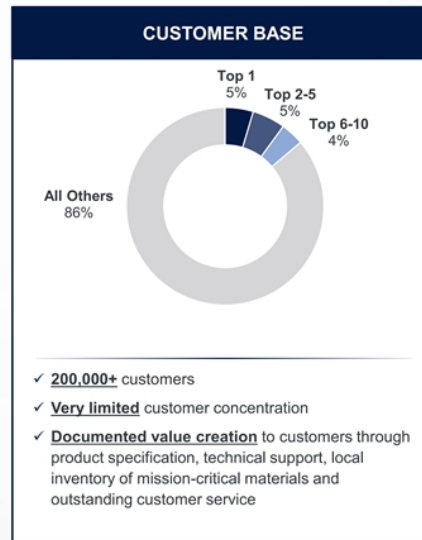
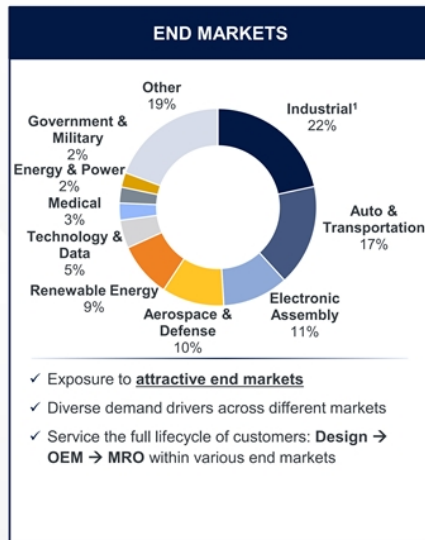
**Embedded High-Touch
Service Model**
13 Strategic Acquisitions
Completed since DSG merger²
announced in December 2021

~60 bps Adj. EBITDA Margin³
8.0%³ pre-merger (2021) to
~8.6%³ as of TTM Q2 2026
9.7%³ for Q2 2026

~37% Current RONWC³
Targeting 50%+ with margin
expansion and increased net
working capital ("NWC") efficiency

Note: ⁽¹⁾ Revenue Retention defined as revenue for the trailing twelve months ended Q2'26 from the Company's existing customer base at the beginning of the period divided by revenue for the trailing twelve months ended Q2'25 from the Company's existing customer base at the end of the period; ⁽²⁾ Refers to the strategic combination of Lawson Products, TestEquity, and Gexpro Services that formed Distribution Solutions Group; ⁽³⁾ Adjusted EBITDA Margin and Return on Net Working Capital ("RONWC") are non-GAAP financial measures. See the Appendix of this presentation for reconciliations to the most directly comparable GAAP financial measures. 2021 Adjusted EBITDA margin is calculated using Adjusted Revenue which reflects Lawson's full-year 2021 revenue contribution, including \$417M prior to DSG's ownership

Highly Diverse Platform Across End Markets, Customers and Suppliers



DIVERSIFIED PLATFORM FOSTERS GROWTH AND PROVIDES STABILITY THROUGH CYCLES

Note: Consolidated revenue percentages by end markets, customer base and supplier base as of FY 2025; ⁽¹⁾ Comprised of Industrial, Manufacturing, Construction, Equipment Rental and Consumer Products

DSG Has a Disciplined Acquisition Strategy To Drive Accretive M&A...

ACQUISITION CRITERIA

- 1  Unique, sticky customer value proposition
- 2  Strong organic growth and potential for scale in attractive end markets
- 3  Synergistic across the platform while driving higher structural margins
- 4  Clear integration thesis to unlock targeted value-enhancement levers
- 5  Prioritizing North American footprint

KEY PRIORITIES BY SEGMENT

		 LAWSON	 Gexpro Services	 TestEquity GROUP
		MRO Focus	OEM Focus	Industrial Technologies
Expand	Product Offering	Safety, Cutting Tools, Automotive, Fluid Power, Fasteners, Welding	Fasteners, Fabrication, Electricals, Mechanicals, Gaskets/Seals/O-Rings, Hose Assemblies	Electronic Production Supplies Test & Measurement Calibration & Asset Management
	Geographic Coverage	North America	North America, Europe, Asia	North America, Western Europe
	End Markets	Manufacturing, Infrastructure, Construction, Auto / Transportation	Aerospace & Defense, Industrial Power, Technology, Transportation, Renewables	Aerospace & Defense, Electronic Mfg, Industrial Mfg, Automotive Medical / Life Sciences
Enhance	Value-Added Services / Capabilities	VMI Technical Sales Resources Product Specialists	VMI / Kitting, Field Installation Specification Engineering	Fabrication, Industrial printing, VMI, Chemical Kitting, Used & Rental, Calibration Services
	Technology & Sales Channels	E-Commerce Inside Sales	E-Commerce Integrated Technology MRO	New/Used Rentals Digital

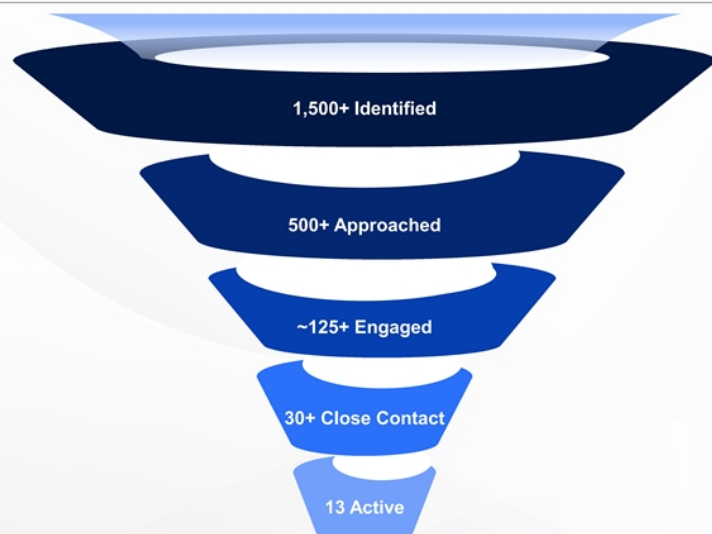
...And a Proven Track Record of Successfully Executing Strategic Acquisitions...

Segments alignment			
LAWSON		Gexpro Services	TestEquity
	Company	Focus	Strategic Rationale
2022	Resolux Group	OEM	- Leading global renewables supplier within the OEM segment - Opened new strategic markets in Europe, the Middle East, and Asia - Enhances B & C-class product and service offering to Renewables market - Significant commercial synergies and delivers manufacturing capabilities
	TECHNOLOGIES	OEM	- Added complementary product lines (handhelds), brands and customers - Digital go-to-market supplemented Industrial Technology's sales model
	TE Equipment	Industrial Technologies	- Added complementary product lines with reconditioned equipment - Strong focus on rental and leasing purchase options
	INSTRUMEX	Industrial Technologies	- Added complementary product lines with reconditioned equipment - Natural tuck-in with expanded markets in Europe
	Hisco	Industrial Technologies	- Added complementary product lines, including adhesives, chemicals and tapes - Added specialty materials such as electrostatic discharge, thermal management materials and static shielding bags
2023	EMERSON	MRO	Added complementary product lines in the safety category, which accelerated Lawson's safety product category by over four times
	SS	MRO	Extended Lawson's automotive product category and expanded market reach with automotive dealers
	SA SOURCE ATLANTIC	MRO	Extended Lawson's MRO supplies, safety products, fasteners and related value-add services and operating footprint in the Canadian market
	TECH - COMPONENT RESOURCES	OEM	- Distributor of fasteners, mechanical components and other industrial products in Southeast Asia - Supported large OEM customers' expansion plans while providing strategic foothold in this growing region
	Conres	Industrial Technologies	- Expanded Test & Measurement leasing and calibration offerings, and deepened national customer relationships - Expanded resources in the Northeast
2026	Eastern	MRO	- Complemented and expanded high-margin Canadian industrial valve platform - Provided skilled team of technicians and specialized equipment to expand service offering
	American Fasteners Corp.	MRO	- Regional South Florida MRO leader in fasteners, power tools and cutting tools - Extends Lawson into branch-based MRO serving local contractors
Additional Acquisitions Under LKCM Ownership 2015-2021		14	
Acquisitions Since DSG Merger ¹ Announcement		13	
Aggregate Purchase Price of M&A Since 2022		\$675M+	

Note: List reflects completed acquisition executed under LKCM Headwater stewardship; (1) Refers to the strategic combination of Lawson Products, TestEquity, and Gexpro Services, announced in December 2021, that formed Distribution Solutions Group

...With Actionable, Platform-Enhancing Acquisitions

DEEP UNIVERSE OF ACQUISITION OPPORTUNITIES:



September 1 closure of American Fasteners Acquisition and in Discussions With 6 Accretive Acquisition Targets

- DSG completed the acquisition of American Fasteners Corporation ("AFC") on September 1, 2026, for a cash purchase price of ~\$44M
- Would expand DSG's scale, geographic reach, and product capabilities across its core markets
- Would offer compelling cross-selling, integration, and synergy opportunities that strengthen the overall platform
- Aggregate "Pro Forma Adjusted EBITDA"⁽¹⁾ contribution of ~\$74M expected from AFC and the 6 Potential Acquisitions if all 6 transactions close (based on unaudited financial information from the acquisition targets)
 - LKCM Headwater has separately estimated potential cost savings and synergies of ~\$16M⁽²⁾
- Aggregate cash consideration expected for AFC + 6 additional targets being considered, based on current discussions, is in the range of \$650M to \$700M⁽³⁾ not including the assumption of certain liabilities in connection with the acquisitions

Remaining Robust Pipeline

- DSG's pipeline is the healthiest in the Company's history across all three business units
- LKCM will continue to allocate capital selectively, prioritizing the opportunities most additive to the platform

~125+ Engaged Targets **7** Additional Active Opportunities

Note: ⁽¹⁾ Calculated on a basis substantially consistent with Pro Forma Adjusted EBITDA in this presentation; ⁽²⁾ This estimate has not been independently validated or adopted by DSG. Any such potential cost savings and synergies are inherently uncertain and depend on numerous assumptions, including assumptions regarding the consummation and timing of the Potential Acquisitions, integration, costs incurred in connection with the integration of the Potential Acquisitions and other execution risks; ⁽³⁾ DSG has not entered into a definitive agreement to consummate any of the Potential Acquisitions. The Potential Acquisitions are at various stages of evaluation and remain subject to ongoing due diligence and negotiation, including with respect to valuation and other material terms and the possibility of competing offers. Accordingly, there can be no assurance that definitive agreements will be entered into with respect to any or all of the Potential Acquisitions or that any Potential Acquisitions will be consummated on the terms currently contemplated, or at all.

Investment Highlights



Attractive Take-Private Opportunity with a Compelling Credit Story



① Best-in-Class Management Team with Proven Track Record and Clear Vision for Value Creation

CONFIDENTIAL





J. Bryan King
DSG Chairman & CEO
LKCM HW Managing Partner

- Joined DSG Board in 2017 and as CEO in 2022
- 30+ years of industry experience

Prior Experience







Ron Knutson
EVP & CFO
DSG

- Joined DSG in 2009
- 40+ years of industry experience

Prior Experience




+



Dedicated LKCM Headwater team investing significant time, resources and well-aligned capital

RECENTLY ADDED: PROVEN FUNCTIONAL LEADERS WITH DEEP OPERATING EXPERIENCE



Sean Dwyer
Head of M&A and Strategy

Prior Experience




PIPER SANDLER



Shawn O'Neal
Chief Transformation Officer

Prior Experience




DSG'S MANAGEMENT IS SUPPORTED BY A STRONG BENCH OF BUSINESS SEGMENT LEADERS



Cesar Lanuza
CEO

- Joined DSG in 2022
- 30+ years of industry experience

Prior Experience







Robert H. Connors
CEO

- Joined DSG in 2004
- 40+ years of industry experience

Prior Experience






Barry Litwin
CEO

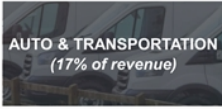
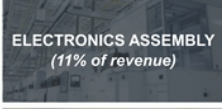
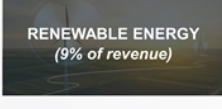
- Joined DSG in 2025
- 30+ years of industry experience

Prior Experience





② Diversified Exposure to Attractive End Markets Supported by Secular Tailwinds

DSG IS WELL-POSITIONED TO BENEFIT FROM KEY GROWTH TRENDS	KEY END MARKETS	GROWTH DRIVERS	COMPETITIVE STRENGTHS
✓ Secular tailwinds in technology and industrial power, with strong exposure to semiconductors and internet of things ("IoT") driving growth from electrification and artificial intelligence ("AI") demand ✓ Resilient aerospace and defense presence, serving the full value chain and achieving standout sales growth with robust order backlogs ✓ Specialized support for renewable energy and sustainability, capturing global wind and solar investment and pivoting to international demand ✓ Favorable reshoring and domestic manufacturing trends, as customers seek supply chain stability and technical support amid macro uncertainty ✓ Embedded high-touch service models and high revenue retention from essential automotive, construction, and manufacturing clients	 INDUSTRIAL (22% of revenue)	• Reshoring and manufacturing localization trends in North America • Rising AI-driven industrial power demand and infrastructure buildout	✓ Lower total cost of ownership ✓ "Power of 3" collaborative model supports customers through design, build and maintain phases
	 AUTO & TRANSPORTATION (17% of revenue)	• Electric vehicle adoption and electrification of commercial and passenger fleets • Persistent MRO demand driven by aging vehicle infrastructure	✓ Ability to provide on-site technical support and specialized, custom tool kits ✓ High-touch service model ensures maximum vehicle uptime for critical fleets
	 ELECTRONICS ASSEMBLY (11% of revenue)	• Electronification of products driven by IoT, 5G, and advanced mobility • Secular recovery in the semiconductor production cycle	✓ Multi-brand strategy provides technical unity across the electronics lifecycle ✓ Specialized calibration and refurbishment labs for high-precision components
	 AEROSPACE & DEFENSE (10% of revenue)	• Increased global defense spending and military modernization programs • Production ramps for mission-critical aerospace programs	✓ Mission-critical quality assurance and value engineering expertise ✓ Proprietary environmental test chambers and specialized fulfillment
	 RENEWABLE ENERGY (9% of revenue)	• Secular global electrification and clean energy infrastructure investment • Expanding production schedules for solar and wind OEMs	✓ Specialized VMI and kitting programs tailored for high-volume production lines ✓ Supply chain resiliency and localized manufacturing mitigate tariff impacts

Note: Consolidated revenue percentages by customer end markets as of FY 2025

③ Differentiated Multi-Platform Strategy with Sustainable Competitive Moat, Creating True “One-Stop Shop” Platform for Customers while Driving Up-Time

- DSG's complementary segments create a “one-stop-shop” platform, driving 95% customer revenue retention¹
- DSG covers the entire product lifecycle across its segments, supporting customers from the R&D phase through production build and across MRO needs
- Combination of Lawson, Gexpro Services and TestEquity drives best-in-class, high-touch, value-added service offerings



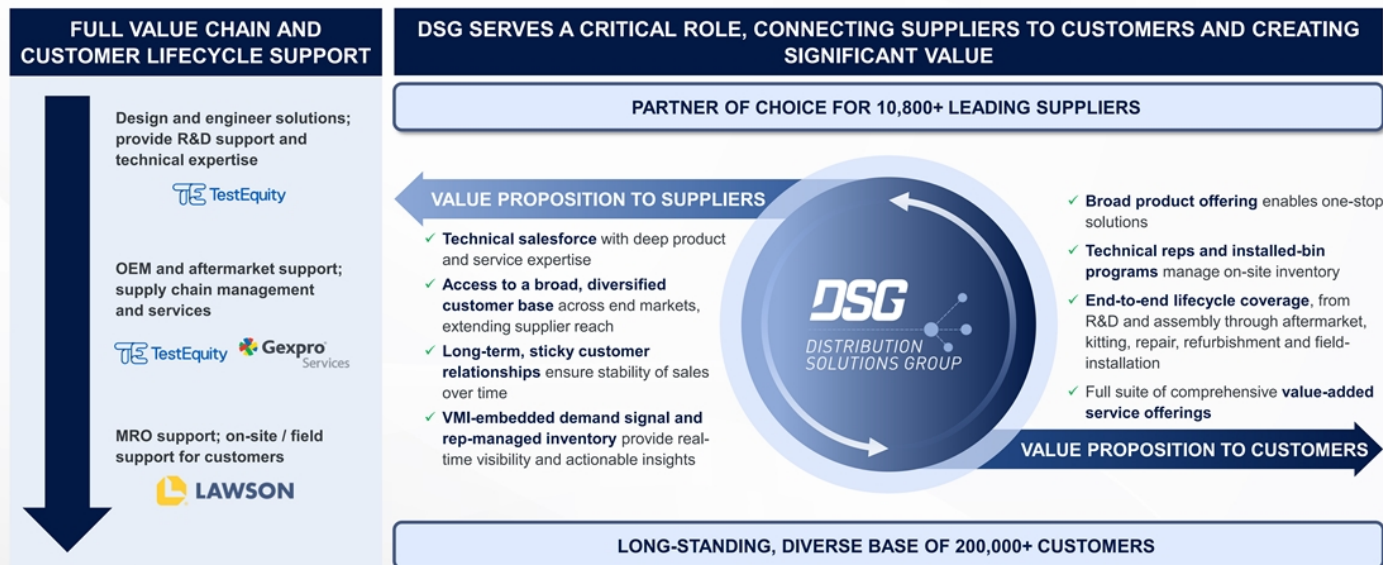
DSG HAS A HIGHLY DIFFERENTIATED POSITION IN THE MARKET LANDSCAPE, SUPPORTED BY A STRONG COMPETITIVE MOAT

	TRADITIONAL BROADLINE DISTRIBUTORS	DSG
Product strategy	Broad	Specialized, curated product offerings to create comprehensive solutions
Service model	Some service offerings, but lower touch	Technical, high-touch, customer embedded and often on-site service model
Fulfillment strategy	Transaction-led	Proactive, predictive service-led fulfillment
Customer relationships	Less embedded, more transactional	DSG serves a critical role and is deeply embedded in customer workflows, driving long-term stickiness

Note: ⁽¹⁾ Revenue Retention defined as revenue for the trailing twelve months ended Q2'26 from the Company's existing customer base at the beginning of the period divided by revenue for the trailing twelve months ended Q2'25 from the Company's existing customer base at the end of the period

④ Mission-Critical Partner to Customers and Suppliers Across All Aspects of the Value Chain

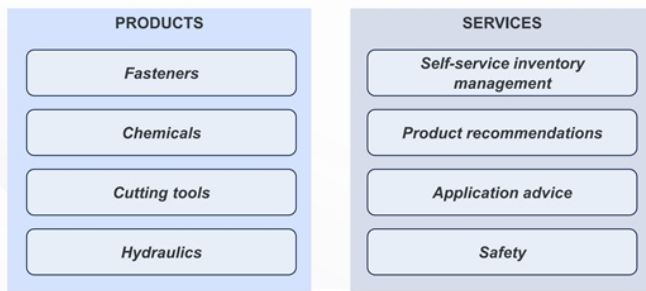
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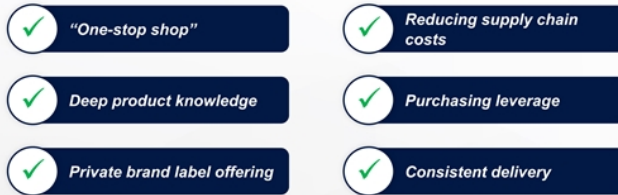
5 Broad End Market Exposure Across OEM and MRO Applications, Embedded within Customer Workflows, Underpins Durable, Recurring Demand

CONFIDENTIAL

COMPREHENSIVE MRO PRODUCT & SERVICE OFFERINGS...



...CREATE SIGNIFICANT UP-TIME VALUE FOR THE CUSTOMER



STRATEGIC SOLUTIONS FOR OEMS DRIVING DURABLE, RECURRING REVENUE

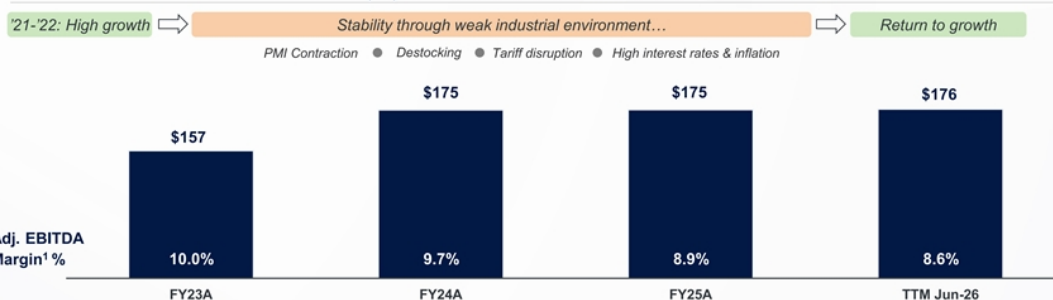


⑥ Attractive Financial Profile and Disciplined Approach to Capital Allocation, with a Strong Balance Sheet and Free Cash Flow Generation

ATTRACTIVE FINANCIAL PROFILE

- ✓ Demonstrated historical ability to sustain consistent Adj. EBITDA margin¹ through cycles
- ✓ Financial stability supported by MRO / aftermarket exposure
- ✓ Ability to cycle down NWC to generate significant cash flow

HISTORICAL ADJUSTED EBITDA¹ EVOLUTION (\$M)



YoY Revenue Growth ²	23.7%	14.9%	9.8%	6.4%
Net Working Capital (\$M) ¹	\$431	\$473	\$473	\$522
Free Cash Flow Conversion ¹	100.7%	92.2%	81.8%	58.5%
Total Net Leverage Ratio ¹	2.9x	3.5x	3.5x	3.4x
Completed Acquisitions	1	5	-	1

Note: ⁽¹⁾ Adjusted EBITDA and Margin, Net Working Capital and Free Cash Flow Conversion and Total Net Leverage Ratio are non-GAAP financial measures. See the Appendix of this presentation for reconciliations to the most directly comparable GAAP financial measures; ⁽²⁾ 2023 YoY Revenue Growth is calculated using Lawson's full-year 2022 revenue, including \$116M prior to DSG's ownership.

Historical Financial Overview



Recent Financial Performance Update

(\$M)

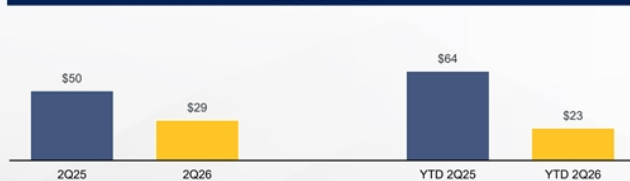
REVENUE



ADJUSTED EBITDA¹



FREE CASH FLOW¹



Note: ⁽¹⁾ Adjusted EBITDA and Margin and Free Cash Flow are non-GAAP financial measures. See the Appendix of this presentation for reconciliations to the most directly comparable GAAP financial measures

COMMENTARY

- Revenue growth driven by organic sales growth of 10.2% and \$4.1M of incremental revenue from the Eastern Valve acquisition closed in the 1Q26
- Sequentially, organic sales grew 12.4% over 1Q26 with organic average daily sales growing 8.1%

- Profitability improved sequentially (+210 bps on Adj. EBITDA margins) on higher sales with positive momentum following pressure in 1Q26 due to product and customer mix shifts, initiative investments and higher employee related costs

- 2026 Free Cash Flow reflects strategic inventory investment to support accelerating sales momentum and expected 2H 2026 growth, which led to a temporary working capital build
- Sequentially improved cash flow with improved profitability and tighter working capital management
- Continued investment in tools, products and support resources to provide productivity opportunities and support scalable growth, which weighed on near-term year-to-date free cash flow
- Expect free cash flow to continue to improve as investment levels moderate

Historical Operating Trends

(\$M)

REVENUE¹

Lawson Gexpro Services TestEquity Group Canadian Branch



Accelerating performance with organic YoY sales growth averaging 4.6% over the prior 6 quarters

ADJUSTED EBITDA^{2, 3}

Lawson Gexpro Services TestEquity Group Canadian Branch

% Adj. EBITDA margin²

Year	2023	2024	2025	TTM Jun-26
% Adj. EBITDA margin ²	10.0%	9.7%	8.9%	8.6%

Pro Forma

Adj. EBITDA³

Year	2023	2024	2025	TTM Jun-26
Pro Forma Adj. EBITDA ³	\$183	\$196	\$184	\$195

Note: ⁽¹⁾ Figures may not foot due to eliminations between segments; ⁽²⁾ Adjusted EBITDA and Margin, Pro Forma Adjusted EBITDA, Free Cash Flow and Conversion are non-GAAP financial measures. See the Appendix of this presentation for reconciliations to the most directly comparable GAAP financial measures. Throughout this presentation Pro Forma Adjusted EBITDA reflects "EBITDA" as defined by the Company's Credit Agreement; ⁽³⁾ Adjusted EBITDA sum reflects Adjusted EBITDA of the consolidated Company; chart excludes Other segment.

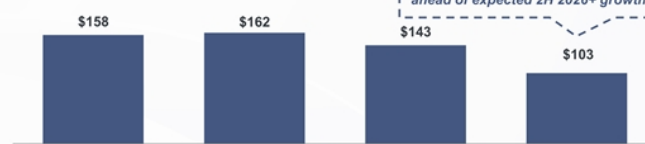
GROSS PROFIT

Lawson Gexpro Services TestEquity Group Canadian Branch



Year	2023	2024	2025	TTM Jun-26
% margin	35.1%	34.0%	33.4%	32.7%

FREE CASH FLOW²

% conv²

Year	2023	2024	2025	TTM Jun-26
% conv ²	100.7%	92.2%	81.8%	58.5%

Financial Policy

Balanced growth strategy governed by leverage discipline, free cash flow generation, and liquidity protection

ORGANIC GROWTH + REINVESTMENT IN CORE

- Fund value-accretive initiatives that strengthen the core franchise and drive productivity across product, tools/automation, service/support, and operating scale
- Grow market share and expand wallet share by deepening customer relationships
- Capture cross-selling opportunities across products and value-added services

HIGHLY STRATEGIC & ACCRETIVE M&A

- Pursue strategically aligned, financially accretive acquisitions with clear integration readiness and synergy execution plans
- Temporarily re-lever for high-conviction transactions only with a credible path back to target leverage and strong pro forma liquidity
 - Selectively utilize equity to fund portions of future acquisitions to reduce future capital need from other sources
- Disciplined acquisition criteria focused on adding scale, expanding footprint, and extending product adjacencies and value-added services
- Prioritize structurally higher-margin, value-added industrial distribution businesses that enhance earnings durability and cash generation

DELEVERAGING VIA EARNINGS GROWTH AND FREE CASH FLOW

- Following acquisitions, prioritize deleveraging through Adjusted EBITDA growth, synergy realization, and Free Cash Flow generation
- Calibrate pace/size of discretionary cash uses when leverage is elevated to support credit metrics
- Long-term Total Net Leverage Ratio target of 3.5x-4.0x
- Maintaining ample liquidity and proactive maturity management to preserve flexibility through the deleveraging cycle

RETURN CAPITAL TO SHAREHOLDERS

- Capital deployment will prioritize value-creating reinvestment, disciplined M&A, and balance sheet strength, with shareholder returns following thereafter
 - LKCM has not taken dividends/fees historically; unpaid CEO and Chairman role
- LKCM Headwater's take-private underscores long-term confidence in the potential platform and its cash-generating power

Appendix



MRO Focus: Overview

Business Unit Snapshot

MRO Focus

35% of Revenue
(TTM \$715M)¹

OEM Focus

**Industrial Technologies
Focus**



Current Strategic Initiatives

- Sales force investments and productivity improvements; channel expansion through web & Internal Sales Representatives
- Acquisitions improving the selection of product adjacencies (safety, automotive)
- Source Atlantic/Canadian synergies with MRO expansion and margin enhancement opportunities

Products



- Fasteners
- Chemicals
- Cutting tools
- Hydraulics
- Other broad offerings and C-Parts
- Safety

Services



- Managed inventory
- Industrial vending
- Self-service inventory management
- Product recommendations
- Application advice

Value to Customer



- "One-stop shop"
- Deep product knowledge
- Reducing supply chain costs
- Purchasing leverage / private label offering with consistent delivery

End Markets



- Manufacturing
- Automotive
- Government / Military
- Construction
- Equipment rental
- Other industrial-related sectors

Geography



- United States
- Canada

Competitors



Note: ⁽¹⁾ Reflects Lawson and Canada Branch revenue for TTM Q2'26

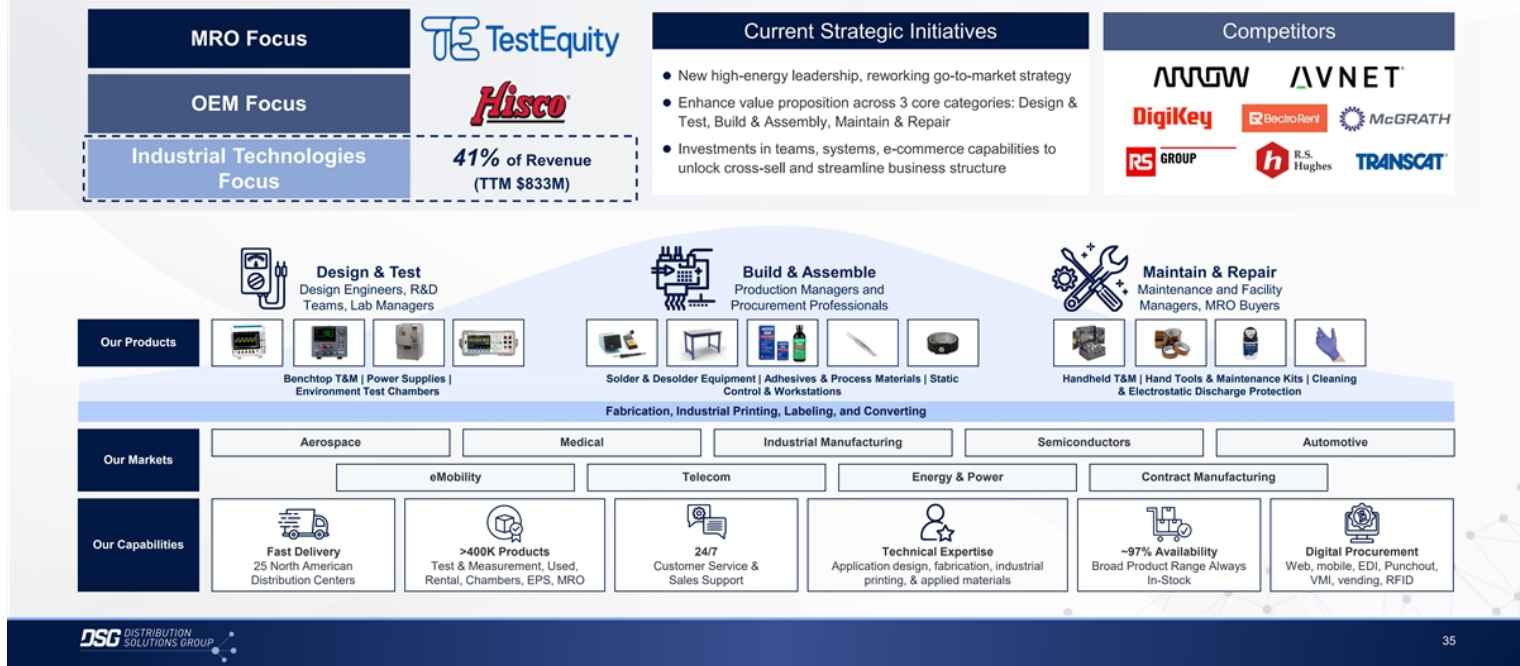
OEM Focus: Overview

Business Unit Snapshot



Industrial Technologies Focus: Overview

Business Unit Snapshot



Current Capitalization

(\$M)

	As of June 30, 2026	xPro Forma Adjusted EBITDA
Cash & cash equivalents	\$67	
\$400M Revolving Credit Facility due 2030	50	
Term Loan A due 2030	683	
Resolux Revolver	1	
Total Debt	\$734	3.8x
Net Debt¹	\$667	3.4x

TTM 6/30/2026 Pro Forma Adjusted EBITDA²

\$195

Note: ⁽¹⁾ We define Net Debt as Total Debt less unrestricted cash & cash equivalents. ⁽²⁾ Pro Forma Adjusted EBITDA is a non-GAAP financial measure. See page 37 of this presentation for a reconciliation to the most directly comparable GAAP financial measure.

GAAP to Non-GAAP Reconciliations

Adjusted EBITDA and Pro Forma Adjusted EBITDA Reconciliations (\$M)

	For the Twelve Months Ended				For the Six Months Ended		For the Three Months Ended	
	Dec. 31, 2023	Dec. 31, 2024	Dec. 31, 2025	June 30, 2026	June 30, 2025	June 30, 2026	June 30, 2025	June 30, 2026
GAAP Reported Revenue	\$1,570.4	\$1,804.1	\$1,980.0	\$2,053.2	\$980.5	\$1,053.7	\$502.4	\$557.7
Net income (loss)	(9.0)	(7.3)	8.3	9.0	8.3	8.9	5.0	8.5
Interest expense	42.8	55.1	55.4	52.1	28.5	25.2	14.2	13.0
Income tax expense	7.0	6.8	11.1	8.2	9.1	6.3	6.9	5.9
Depreciation & amortization	63.6	74.4	80.9	80.1	40.3	39.6	20.3	19.9
Stock-based compensation ¹	7.9	5.2	6.7	9.0	2.2	4.6	1.3	2.2
Severance & acquisition related retention expenses ²	24.7	23.2	5.5	6.8	2.0	3.3	0.4	2.2
Acquisition related costs ³	11.6	10.1	0.2	1.4	(0.1)	1.1	(0.2)	0.3
Inventory step-up ⁴	3.6	2.9	-	0.1	-	0.1	-	0.1
Other non-recurring expenses ⁵	2.7	3.4	3.8	5.4	-	1.6	-	1.4
Change in fair value of earnout liabilities ⁶	(0.8)	1.0	1.0	-	1.0	-	-	-
Other expense (income) ⁷	3.0	0.4	2.5	3.6	(0.1)	1.2	0.7	0.5
Adjusted EBITDA	\$157.0	\$175.3	\$175.2	\$175.7	\$91.3	\$91.8	\$48.6	\$53.9
<i>Adjusted EBITDA % of Revenue</i>	<i>10.0%</i>	<i>9.7%</i>	<i>8.9%</i>	<i>8.6%</i>	<i>9.3%</i>	<i>8.7%</i>	<i>9.7%</i>	<i>9.7%</i>
Pro Forma Adjustments:								
Pre-acquisition EBITDA ⁸	12.5	12.7	2.2	2.0	N/M	N/M	N/M	N/M
Non-recurring / optimization ⁹	1.6	1.8	1.8	7.9	N/M	N/M	N/M	N/M
Run-rate cost savings ¹⁰	11.5	8.1	2.8	9.7	N/M	N/M	N/M	N/M
Other pro forma adjustments ¹¹	0.1	(2.0)	1.7	0.1	N/M	N/M	N/M	N/M
Pro Forma Adjusted EBITDA	\$182.7	\$195.9	\$183.7	\$195.4^(a)	N/M	N/M	N/M	N/M

Note: References to table footnotes 1-11 are on slide 43. N/M represents figures not measured for the applicable period. Figures shown as 0.0 represent positive values that do not round to a shown decimal; ^(a) Excludes \$5.2M of estimated public company cost avoidance following the consummation of LKCM's acquisition of all remaining outstanding shares of the Company's common stock.

GAAP to Non-GAAP Reconciliations (Cont'd)

Segment Adjusted EBITDA Reconciliations (\$M)

For the Twelve Months Ended December 31, 2025

	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$481.1	\$783.2	\$496.7	\$221.4
Operating income (loss)	18.8	14.4	48.8	7.7
Depreciation and amortization	27.1	33.0	14.1	6.6
Stock-based compensation ¹	2.9	1.8	0.4	-
Severance and acquisition related retention expenses ²	2.6	1.6	0.5	0.8
Acquisition related costs ³	0.1	(0.2)	(0.1)	0.3
Inventory step-up ⁴	-	-	-	-
Other non-recurring ⁵	0.2	0.3	-	0.2
Adjusted EBITDA	\$51.6	\$51.0	\$63.7	\$15.6
<i>Adjusted EBITDA % of Revenue</i>	<i>10.7%</i>	<i>6.5%</i>	<i>12.8%</i>	<i>7.1%</i>

For the Twelve Months Ended December 31, 2024

	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$469.0	\$771.2	\$440.7	\$125.1
Operating income (loss)	14.6	4.0	36.5	6.0
Depreciation and amortization	24.3	30.8	15.5	3.7
Stock-based compensation ¹	4.1	0.4	-	-
Severance and acquisition related retention expenses ²	4.9	17.8	0.5	0.0
Acquisition related costs ³	7.0	2.3	1.5	0.0
Inventory step-up ⁴	1.1	-	-	1.8
Other non-recurring ⁵	0.3	1.0	1.8	-
Adjusted EBITDA	\$56.4	\$56.3	\$55.8	\$11.7
<i>Adjusted EBITDA % of Revenue</i>	<i>12.0%</i>	<i>7.3%</i>	<i>12.7%</i>	<i>9.3%</i>

For the Twelve Months Ended December 31, 2023

	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$468.7	\$641.8	\$405.7	\$55.9
Operating income (loss)	32.5	(16.5)	27.0	5.7
Depreciation and amortization	19.5	26.0	16.0	2.1
Stock-based compensation ¹	7.9	-	-	-
Severance and acquisition related retention expenses ²	0.5	23.9	0.2	0.0
Acquisition related costs ³	3.0	6.2	1.1	-
Inventory step-up ⁴	-	3.6	-	-
Other non-recurring ⁵	0.2	-	0.9	-
Adjusted EBITDA	\$63.7	\$43.3	\$45.2	\$7.8
<i>Adjusted EBITDA % of Revenue</i>	<i>13.6%</i>	<i>6.7%</i>	<i>11.1%</i>	<i>14.0%</i>

Note: References to table footnotes are on slide 43; Figures shown as 0.0 represent positive values that do not round to a shown decimal

GAAP to Non-GAAP Reconciliations (Cont'd)

Segment Adjusted EBITDA Reconciliations (\$M)

	For the Six Months Ended June 30, 2026			
	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$249.2	\$433.2	\$267.8	\$114.8
Operating income (loss)	5.6	14.8	22.9	4.2
Depreciation and amortization	13.5	16.5	6.2	3.4
Stock-based compensation ¹	1.7	1.2	0.8	-
Severance and acquisition related retention expenses ²	2.1	0.6	0.4	0.1
Acquisition related costs ³	0.4	0.1	0.0	0.6
Inventory step-up ⁴	-	-	-	0.1
Other non-recurring ⁵	0.2	0.0	-	0.1
Adjusted EBITDA	\$23.5	\$33.2	\$30.3	\$8.5
<i>Adjusted EBITDA % of Revenue</i>	<i>9.4%</i>	<i>7.7%</i>	<i>11.8%</i>	<i>7.4%</i>

	For the Six Months Ended June 30, 2025			
	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$244.8	\$383.8	\$246.7	\$106.4
Operating income (loss)	14.3	8.9	25.1	2.4
Depreciation and amortization	13.4	16.4	7.0	3.6
Stock-based compensation ¹	1.3	0.3	0.0	-
Severance and acquisition related retention expenses ²	1.0	0.9	0.0	0.1
Acquisition related costs ³	0.1	(0.3)	(0.1)	0.1
Inventory step-up ⁴	-	-	-	-
Other non-recurring ⁵	-	-	-	-
Adjusted EBITDA	\$30.0	\$26.3	\$32.1	\$6.2
<i>Adjusted EBITDA % of Revenue</i>	<i>12.3%</i>	<i>6.8%</i>	<i>13.0%</i>	<i>5.9%</i>

	For the Total Twelve Months Ended June 30, 2026			
	Lawson	TestEquity Group	Gexpro Services	Canada Branch
GAAP Reported Revenue	\$485.5	\$832.6	\$507.7	\$229.8
Operating income (loss)	10.1	20.3	46.6	9.5
Depreciation and amortization	27.2	33.2	13.3	6.5
Stock-based compensation ¹	3.3	2.6	1.2	-
Severance and acquisition related retention expenses ²	3.8	1.3	0.9	0.8
Acquisition related costs ³	0.4	0.2	0.0	0.7
Inventory step-up ⁴	-	-	-	0.1
Other non-recurring ⁵	0.3	0.4	-	0.3
Adjusted EBITDA	\$45.1	\$57.9	\$62.0	\$17.9
<i>Adjusted EBITDA % of Revenue</i>	<i>9.3%</i>	<i>7.0%</i>	<i>12.2%</i>	<i>7.8%</i>

Note: References to table footnotes are on slide 43; Figures shown as 0.0 represent positive values that do not round to a shown decimal

GAAP to Non-GAAP Reconciliations (Cont'd)

Net Working Capital and Free Cash Flow Reconciliations (\$M)

	December 31, 2023	December 31, 2024	December 31, 2025	June 30, 2026
GAAP Reported:				
Accounts Receivable	\$213.4	\$250.7	\$271.3	\$331.6
Inventory	316.0	348.2	353.4	378.7
Accounts Payable	(98.7)	(125.6)	(151.2)	(188.1)
Net Working Capital	\$430.8	\$473.4	\$473.5	\$522.3
TTM Pro Forma Adjusted EBITDA				\$195.4
Return on Net Working Capital¹ (%)				37.4%

	For the Twelve Months Ended				For the Three Months Ended		For the Six Months Ended		
	December 31, 2023	December 31, 2024	December 31, 2025	June 30, 2026	June 30, 2025	June 30, 2026	June 30, 2025	June 30, 2026	
Adjusted EBITDA	\$157.0	\$175.3	\$175.2	\$175.7	\$48.6	\$53.9	\$91.3	\$91.8	
Net capital Expenditures	(18.7)	(14.4)	(26.8)	(29.5)	(5.5)	(7.7)	(10.6)	(13.3)	
Change in Accounts Receivable	18.0	(1.4)	(21.4)	(53.4)	(1.5)	(30.1)	(31.0)	(63.0)	
Change in Inventory	(1.2)	(9.2)	(7.2)	(35.2)	0.4	(8.2)	(1.5)	(29.5)	
Change in Accounts Payable	3.0	11.3	23.6	45.3	7.8	20.9	15.6	37.2	
Free Cash Flow	\$158.2	\$161.5	\$143.4	\$102.8	\$49.8	\$28.9	\$63.8	\$23.2	
% Conversion ²	100.7%	92.2%	81.8%	58.5%	102.5%	53.6%	69.9%	25.3%	

Note: ⁽¹⁾ Defined as the ratio of Pro Forma Adjusted EBITDA to Net Working Capital; ⁽²⁾ Defined as the ratio of Free Cash Flow to Adjusted EBITDA

GAAP to Non-GAAP Reconciliations (Cont'd)

Total Net Leverage Ratio Reconciliation (\$M)

	December 31, 2023	December 31, 2024	December 31, 2025	June 30, 2026
TTM Pro Forma Adjusted EBITDA	\$182.7	\$195.9	\$183.7	\$195.4

Debt Components:

Total Debt ¹	574.7	739.9	704.4	733.8
Other Debt ²	1.4	3.5	2.3	2.3
Cash ²	(50.0)	(50.0)	(61.8)	(66.9)
Net Debt	\$526.1	\$693.3	\$645.0	\$669.2
Total Net Leverage Ratio ³	2.9x	3.5x	3.5x	3.4x

Note: ⁽¹⁾ Reflects Total Debt as reported in the Company's filings; ⁽²⁾ As defined in the Company's Credit Agreement; ⁽³⁾ Defined as the ratio of Net Debt to TTM Pro Forma Adjusted EBITDA

GAAP to Non-GAAP Reconciliations (Cont'd)

Pre-Merger Adjusted Revenue and Adjusted EBITDA

	For the Twelve Months Ended
	December 31, 2021
GAAP Reported Revenue	\$520.3
Pre-Merger Revenue ¹²	417.3
Adjusted Revenue	\$938.0
Net income (loss)	(5.1)
Interest expense	16.7
Income tax expense	0.3
Depreciation & amortization	18.7
Stock-based compensation ¹	-
Severance & acquisition related retention expenses ²	0.1
Acquisition related costs ³	8.8
Inventory step-up ⁴	0.2
Other non-recurring expenses ⁵	0.2
Change in fair value of earnout liabilities ⁶	-
Other expense (income) ⁷	(0.6)
Pre-Merger EBITDA ¹³	35.8
Adjusted EBITDA	\$75.2
Adjusted EBITDA % of Adjusted Revenue	8.0%

Note: References to table footnotes are on slide 43

Table Footnotes

- 1 Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price
- 2 Includes severance expense for actions taken not related to a formal restructuring plan and acquisition related retention expenses
- 3 Transaction and integration costs related to acquisitions and the merger of Lawson Products, TestEquity, and Gexpro Services
- 4 Inventory fair value step-up adjustment for acquisition accounting related to acquisitions completed
- 5 Other non-recurring costs consist of certain non-recurring strategic projects and other non-recurring items
- 6 Change in fair value of the earnout liabilities associated with the Frontier acquisition
- 7 Effects of changes in foreign currency exchange rates, interest income, net, and other non-operating income and expenditures
- 8 Adjusted EBITDA of acquired businesses prior to the respective acquisition dates
- 9 Fees, costs, and expenses related to financing and disposition transactions and non-ordinary course investment costs
- 10 Estimated go-forward cost savings from actions taken prior to the last day of the respective period
- 11 Including, but not limited to, directors fees, executive leadership sign-on bonuses and other adjustments permitted under the Company's Credit Agreement
- 12 Lawson revenue generated prior to the Lawson Products, TestEquity, and Gexpro Services merger closing on April 1, 2022
- 13 Lawson Adjusted EBITDA generated prior to the Lawson Products, TestEquity, and Gexpro Services merger closing on April 1, 2022

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