ParagonCare

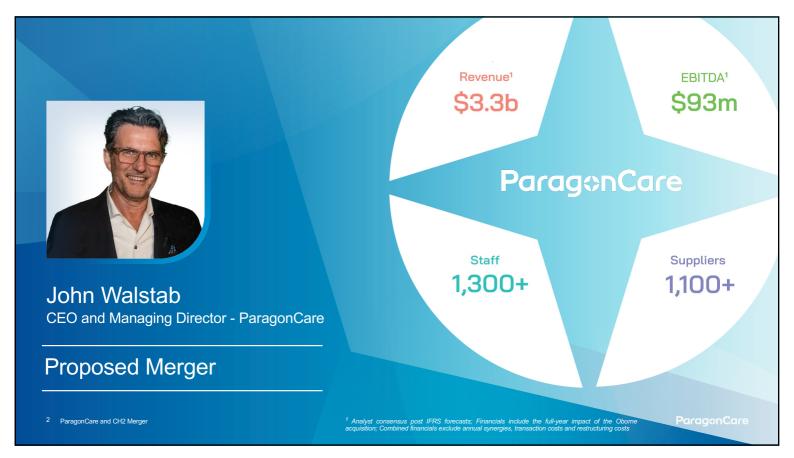
Proposed ParagonCare and CH2 Merger

Investor Presentation 5 March 2024

ParagonCare Limited - ASX PGC

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Proposed Merger Overview

A transformational merger of ParagonCare and CH2; creating a leading healthcare wholesaler, distributor and manufacturer operating across growing healthcare markets in Australia, New Zealand and Asia. This is a strategic transaction to capitalise on and strengthen our combined operational capabilities in these rapidly growing markets.

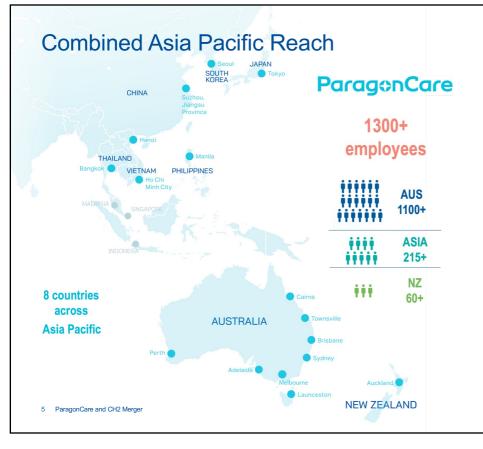
Combined estimated pro-forma revenues of \$3.3¹ billion and EBITDA of \$93¹ million Experienced combined management team and Board to capitalise on growth opportunities Cross-selling opportunities across both businesses and as an independent supplier Broad geographic reach with operations across Australia, New Zealand and Asia Potential for significant shareholder value creation Significant synergies have been identified across the combined business platform Best-in-class logistics, technology and innovation healthcare solution provider A robust financial and operational framework for both organic and acquisitive growth An extensive combined first-tier partner and supplier network across Asia Pacific

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1 Analyst consensus forecasts; Financials include the full-year impact of the Oborne acquisition; Combined financials exclude annual synergies, transaction costs and restructuring costs

Key Terms of the Merger

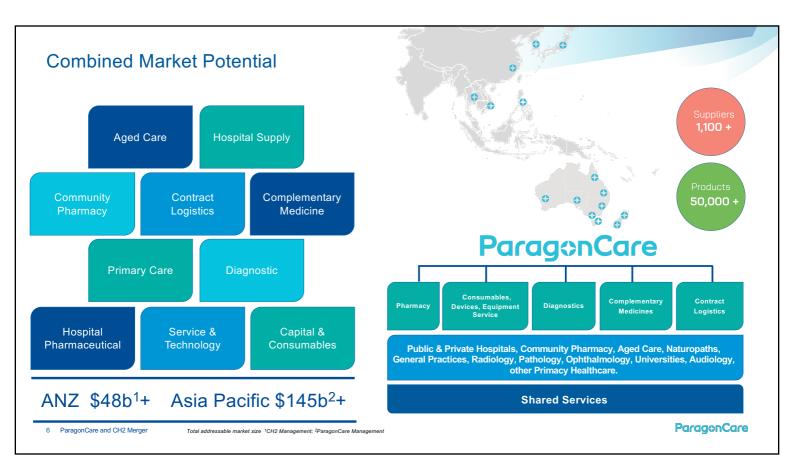
Merger Overview	 Paragon Care Limited (ParagonCare) entered a Share Sale Agreement with the owners of CH2 Holdings Pty Ltd (CH2), under which ParagonCare is proposing to acquire 100% of the shares in CH2 in exchange for the CH2 shareholders being issued new shares in ParagonCare (Merger) The ParagonCare Board unanimously recommends that ParagonCare shareholders vote in favour of the resolutions to be considered at the General Meeting in respect of the Merger, in the absence of a superior proposal and subject to an independent expert concluding that the Merger is fair and reasonable to ParagonCare shareholders.
Consideration	 ParagonCare will acquire all of the issued share capital in CH2 in exchange for issuing approximately 943,524,071¹ shares in ParagonCare. The proposed issue of shares implies a purchase price \$201,494,830 assuming a \$0.214 share issue price² and represents 57% of ParagonCare's issued shares post the Merger completing CH2 shareholders will have voluntary escrow arrangements in place for two years
Key Approvals	 The proposed Merger is subject to conditions, including: The approval of ParagonCare shareholders under item 7 of section 611 of the Corporations Act 2001 (Cth) and any other required resolutions at the general meeting Receipt of any necessary consents and approvals from ASIC and ASX No Material Adverse Event affecting either ParagonCare or CH2
Management	 Post completion, the ParagonCare Board will comprise of: Three New Directors Peter Lacaze; David Collins; Carmen Riley Additional two independent Directors John Walstab to remain on the Board David Collins, current Chief Executive Officer of CH2, is to be appointed as Group Managing Director and Chief Executive Officer
Transaction Timing	Subject to the satisfaction (or waiver) of the conditions under the Share Sale Agreement, the Merger is expected to complete in late May 2024
4 ParagonCare and CH2 Merger	¹ On a fully-diluted basis, assuming that all existing employee options, performance rights and long-term incentives of each party as at completion will be treated as ordinary shares for the Proposed Merger; ² Based on the 3-month volume weighted average price of ParagonCare shares up to, but not including, 29 February 2024;; Please refer to the ASX presentation for further information in relation to the Proposed Merger.



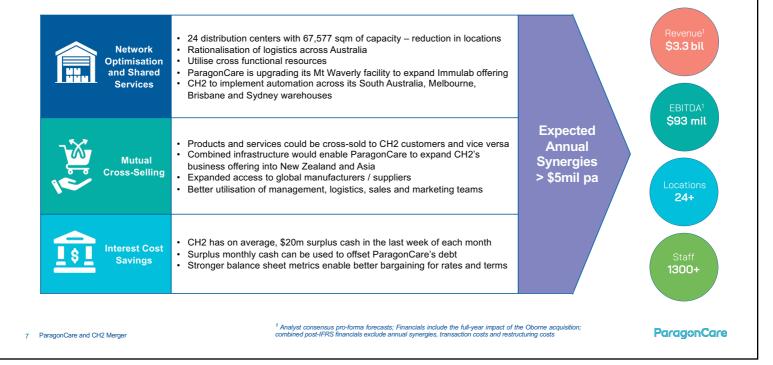
- Broad combined geographical reach
 - Australia

Japan

- New Zealand
- Korea
- Philippines
 - Thailand
- Vietnam China
- Strong presence in Asia Pacific
 - opportunity for organic growth with CH2
 - better value proposition for suppliers
 - increasing efficiency
 - planned expansion to Singapore, Malaysia and Indonesia
- Immediate opportunity to expand CH2 business in NZ and Asia



Combined Financial Strength and Synergies



Merger Rationale

There is compelling strategic & financial rationale supporting the ParagonCare & CH2 merger. The combined business will be a more diversified healthcare distributor in ANZ & Asia and provide an enhanced platform for organic & acquisitive growth.

Market	 A combined ParagonCare and CH2 would be a leading independent healthcare distributor in Australia Innovative and comprehensive infrastructure to distribute and wholesale a comprehensive suite of pharmaceuticals, medical devices, medical consumables, complimentary medicines, & healthcare capital equipment. Offering customers a cost-effective, efficient full suite of healthcare solutions Capitalise on ParagonCares's extensive field service organisation across Australia, New Zealand and Asia 			
Financial	 The combined estimate of approximately \$3.3¹ billion in Revenue and \$93¹ million EBITDA Transaction is expected to be EPS accretive in FY25 EBITDA synergies of ~\$5m p.a. expected from FY25 onwards 			
Customers	 Providing a quality range, convenience and consistency to a broad customer base Cross-selling products to each company's customer base Additional agency representation within ParagonCare via a larger supply chain network With the globalisation of healthcare across many sectors, we enhance our ability to partner with larger global customers and suppliers 			
Suppliers	 To be able to provide opportunities for our business partners to expand their portfolios to capitalise on supply chain efficiencies and access to a comprehensive portfolio of products and support in existing and new markets across the Asia Pacific region Supply partner expansion in all markets, providing a holistic approach to healthcare 			
Sales	 Enhanced geographic expansion with CH2's business offering to expand into New Zealand and Asia markets Accelerated expansion of CH2 products and capabilities into NZ and Asia using the Paragon Care infrastructure Increased sales margins for ParagonCare due to CH2's expansive and efficient distribution operations 			
Efficiency	 Significant cost synergies through optimising the operational network with warehousing, offices, operations, logistics, management and scale A lower cost base can drive flexibility in pricing strategies 			
Presence	 The proposed board and senior structure will have significant and diverse experience across the distribution of medical equipment, consumables, devices, complementary medicines, technical services and pharmaceuticals Highly capable and motivated senior management team to drive growth and value creation 			
Growth	 Combined entity better able to capitalise on long-term healthcare tailwinds due to scale & management experience 5 – 10% short-term growth due to protracted COVID rebound in elective surgeries 3 – 5% long-term growth anticipated in the healthcare sector Both organic and acquisitive growth via additional medical consumable/device/ equipment distributor acquisitions in ANZ and Asia 			
8 ParagonCare and	3 CH2 Merger Notes: (1) Pro forma FY24F post-IFRS 16 EBITDA excluding synergies, transaction costs and restructuring costs; (2) Based on estimated MergeCo shares at completion of 1,655m and last traded price of 21.0c as at 29 February 2024 8			

ParagonCare and CH2

Combined Financials

9 ParagonCare and CH2 Merger

ParagonCare

Securacell Light immulab

2024 FY Financials	ParagonCare	CH2	Combined	
Revenue	328m	2,974m	3,302m	
EBITDA	39.1m	53.7m	92.8m	
EBIT	29.0m	40.2m	69.2m	
Normalised NPAT	13.7m	16.8m	30.5m	
Number of Shares	711,781,317	943,524,071	1,655,305,388	
Ownership	43%	57%	100%	

Transaction Metrics

At 30 Jun 2024	ParagonCare	CH2	Combined
HSBC Debt	3.6m	-	3.6m
NAB Debt	108.9m	-	108.9m
Scottish Pacific Debt1	-	98.0m	98.0m
Total debt	112.5m	98.0m	210.5m
Cash	32.9m	0.40m	33.5m
Net debt	79.6m	97.6m	177.2m
Credit Ratios ²			
EBITDA	39.1m	53.7m	92.8m
Total debt / EBITDA	2.9x	1.8x	2.3x
Net Debt / EBITDA	2.0x	1.8x	1.9x

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Commentary

- Borrowing facilities in place with NAB, HSBC, and Scottish Pacific are expected to continue. These are to be reviewed post-Merger.
- ParagonCare based on the combined current financial position of the merged group, has no current intention to raise capital to fund the current ordinary course operations of the merged group.¹
- ParagonCare will acquire all of the issued share capital in CH2 in exchange for issuing approximately 943,524,071 shares in ParagonCare representing 57% of ParagonCare's issued shares post-Merger.
- · All financial information is presented on a post-IFRS 16 basis
- ParagonCare financials are based on Analyst consensus forecasts
- CH2's financials are based on pro-forma results including the
 Oborne acquisition
- Combined Financials exclude synergies, transaction costs
 and restructuring costs

 $^1\ {\rm Excluding}$ any issues of securities as part of Paragon's and CH2's employee incentive arrangements.



Proforma Balance Sheet

Commentary

- Total equity will increase to \$452.5 million as a result of issuing new shares to fund the acquisition. The associated acquisition of CH2 increases the net asset value.
- Issued capital on consolidation will increase by \$201.5 million due to share issue to fund the acquisition of CH2. The proposed transaction involves the issue of 943,524,071 assuming a \$0.214 share issue price. The share price is based on 3-month VWAP up to but not including 29 February 2024.
- Intangibles on consolidation will increase by \$222.0 million as a result of the acquisition of CH2.
- Pre-acquisition reserves of CH2 will be eliminated on consolidation. These reserves are after the \$8.0 million dividend proposed to occur immediately before the acquisition.
- The consolidated proforma net asset figure is greater than the sum of the individual Paragon and CH2 net asset figures due to the impact of goodwill/intangibles from the acquisition of CH2.

Pro Forma Balance sheet

As at 31 December 2023

	Paragon	CH2	Consolidated Proforma
	\$m	\$m	\$m
Cash	28.4	1.2	29.5
Receivables	39.6	279.4	319.0
Inventories	63.1	226.6	289.7
Property, Plant & Equipment (incl ROU)	64.9	39.9	104.8
Intangibles	260.1	34.8	482.1
Other assets	22.3	7.5	29.8
Total assets	478.4	589.3	1,255.0
Trade and other payables	39.3	422.4	461.7
Current borrowings	26.9	0.0	26.9
Other current liabilities	40.5	11.6	52.1
Total current liabilities	106.8	434.0	540.8
Non-current borrowings	87.5	105.9	201.4
Other non-current liabilities	33.1	27.2	60.3
Total non-current liabilities	120.6	133.1	261.7
Total liabilities	227.3	567.1	802.4
Net assets	251.0	22.2	452.5
Issued capital	233.6	50.9	435.1
Reserves	17.4	-28.6	17.4
Total equity	251.0	22.2	452.5



David Collins CEO and Managing Director - CH2

CH2 Overview

ParagonCare

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About CH2

CH2 is Australia's leading national integrated pharmaceutical, nutritional, medical consumables and complementary medicines provider

CH2 has an 85-year history of providing innovative supply chain solutions to the Australian healthcare industry. CH2 has built long-standing relationships with major pharmaceutical, OTC, nutritional, medical consumable, complementary medicines, and equipment suppliers to ensure the most comprehensive range is provided to customers.

Strategic Overview: CH2 is a leading distribution network for all Australian providers of healthcare. We achieve this through a combination of customer focus, our extensive product range, knowledge-based solutions, and "best in class" logistics and technology

Be a diversified healthcare distributor:

- Being a distribution leader in the Australian healthcare market by providing *tailored solutions* in leveraging CH2's comprehensive range, with a strong combination of Quality Service and Price being a key value driver for our customers.
- To be the *leading independent wholesaler* to non-affiliated retail pharmacies.
- **Specialist Contract Logistics** offering into healthcare suppliers with our integrated service model and hub & spoke solution.





CH2 Financial Performance

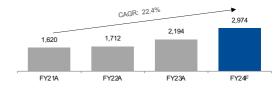
Revenue and EBITDA (post-IFRS 16) have grown at a CAGR of ~22.4% and ~30.8%, respectively, from FY21-FY24

Profit and loss	12 months ended, 30 June			
\$m	FY21A	FY22A	FY23A	FY24F ⁽¹⁾
Revenue	1,620	1,712	2,194	2,974
growth (%)	-	5.7%	28.1%	35.6%
EBITDA (post-IFRS 16)	24.0	29.0	41.2	53.7
margin (%)	1.5%	1.7%	1.9%	1.8%
EBIT (post-IFRS 16)	12.0	18.0	29.1	40.2
margin (%)	0.7%	1.1%	1.3%	1.4%
Underlying NPAT	5.0	8.0	12.8	16.8
Net profit margin (%)	0.3%	0.5%	0.6%	0.6%

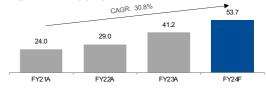
Revenue Breakdown (FY23) (\$m)



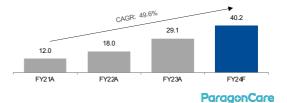
Revenue (\$m)



EBITDA (post-IFRS 16) (\$m)



EBIT (post-IFRS 16) (\$m)



CH2 Board of Directors

CH2



David Collins Group Managing Director

David Collins has been involved in the Healthcare industry for more than 20 years, with experience across multiple wholesalers in Australia and New Zealand. David has been an investor in CH2 since 2006, and since taking over as Managing Director in late 2015 has led CH2 to pivot into a more diversified leading independent wholesaler. His depth of knowledge, particularly in M&A and finance has enabled his vision at CH2 in transforming the business. David is a 50% owner of CH2.

Carmen Riley Chief Operating Officer

Carmen Riley has been with CH2 for over 12 years and has a proven track record in business transformation. As an experienced executive in the healthcare industry, Carmen has experience in all facets of business including supply chain, operations, sales and finance. Engaging with teams throughout the business and ensuring customer expectations are met every day has been pivotal to the success of CH2. As a Director of CH2, Carmen is also a member of the Australian Institute of Company Directors and a Certified Practicing Accountant.

Peter Lacaze Non-Executive Chairman

Peter Lacaze is the Chairman and 50% owner of CH2. Peter has been involved in CH2 since he joined as an executive in 2006. As a renowned Australian business leader, Peter has experience across a multitude of industries with particular emphasis on healthcare and travel. Peter brings a dynamic and practical approach with a long-term lens on driving business performance. Peter is a member of the Australian Institute of Company Directors

15 ParagonCare and CH2 Merger

CH2 Timeline

A Proud 85-year Heritage

Pre-20152015-2016CH2 appointed as CSO distributor for Australian community pharmaciesCH2 appointed as CSO distributor for Australian community pharmaceisCH2 appointed as CSO distributor for Australian comparisonCH2 appointed as CSO distributor for Australian comparisonCH2 acuiceas & Supply distributor for Australian cou

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ParagonCare

2021-Now

2019-2020

Completion of AWMS in Brisbane, Melbourne,

Business Model and Portfolio

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- 11 Warehouses across Australia, shared services across Australia and Manilla.
- 681 team members.



John Walstab CEO and Managing Director

ParagonCare Overview

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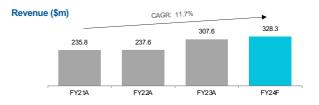
ParagonCare Financial Performance

Revenue and EBITDA have grown at CAGR of ~11.7% and ~15.9% from FY21-FY24

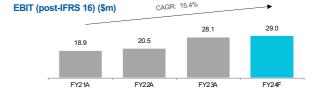
Profit and loss	12 months ended, 30 June			
\$m	FY21A	FY22A	FY23A	FY24F ⁽⁴⁾
Revenue	235.8	237.6	307.6	328.3
growth (%)	-	0.8%	29.5%	6.7%
EBITDA (post-IFRS 16) ⁽¹⁾	25.1	28.4	38.4	39.1
margin (%)	10.6%	12.0%	12.5%	11.9%
EBIT (post-IFRS 16) ⁽¹⁾	18.9	20.5	28.1	29.0
margin (%)	8.0%	8.6%	9.1%	8.8%
Underlying NPAT	8.3	9.7	15.6	13.7
Net profit margin (%)	3.5%	4.1%	5.1%	4.2%

Revenue breakdown (FY23) (\$m)



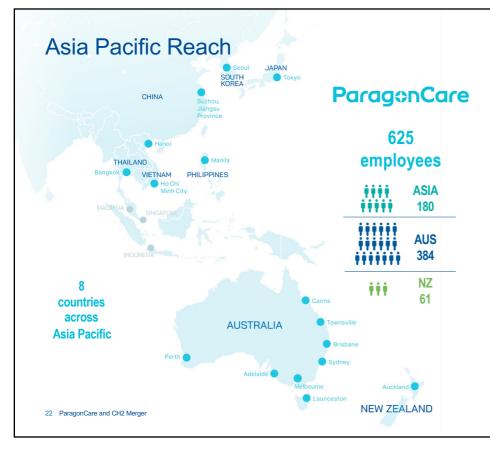






A Comprehensive Distribution Solution for Global Suppliers (OEMs)





- Broad Geographical reach
 - Australia
 - Korea - Japan

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- Vietnam
- Strong presence in Asia Pacific

New Zealand

Philippines

Thailand

China

- organic growth
- better value proposition for suppliers
- increasing efficiency
- Further expansion in Asia
 - Singapore, Malaysia and Indonesia
- Building Asia support teams
 within ParagonCare



HY24 Divisional Breakdown



- Increased revenue HY24 \$50.4m
- · Stronger sales across multiple specialties as our revised portfolio builds momentum.
- Strong bounce back in performance in New Zealand.
- Increased revenue HY24 \$54.8m
- Korea and Thailand continue to perform with strong sales growth.
- Slower capital and project revenue impacting ANZ performance.
 - Revenue HY24 \$36.1m
- Impacted by the delayed introduction of robotics impacting new knee arthroplasty surgeon adaption.
- · Eyecare product recall which has now been resolved.
- Revenue HY24 \$18.2m
- Impacted by the cessation of Covid Test Kits and a delay in export sales.
- A decline in ROIC compared to HY23 mainly reflects the investment in the Mt Waverley facility

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² Underlying EBITDA

Disclaimer

Summary information

This Presentation contains summary information about Paragon Care and its activities current as at 01/03/2024. The information in the Presentation is of a general nature and does not purport to be complete or comprise all information which as hareholder or potential investor may require in order to determine whether to detain Paragon Care shares. It should be read in conjunction with the Company's other periodic and continuous disclosure presentations lodged with the Australian Securities Exchange, which are available at www.asx.com.au. All information in this Presentation in respect of CH2 Holdings Pty Ltd is the responsibility of CH2 Holdings Pty Ltd.

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Certain statements in this presentation are forward-looking statements relating to the operations of Paragon Care Limited (Paragon) and CH2 Holdings Pty Limited (CH2) that are based on Paragon and CH2 management's own current expectations, estimates and projections about matters relevant to Paragon's and CH2's future financial performance which may ultimately prove to be materially incorrect. Forward-looking statements can generally be identified by the use of words such as "anticipate", "estimate", "expect", "intend", "plan", "believe", "target", "may", "assume" and words of similar import. These forward-looking statements speak only as at the date of this presentation.

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Thank you ParagonCare 26 ParagonCare and CH2 Merger