



Acquisition and Capital Raising Presentation

February 2022



MaxiPARTS

Your one-stop shop for truck and trailer parts.



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Truckzone financial information

MaxiPARTS undertook a due diligence process in respect of the Truckzone Business, which relied in part on the review of financial and other information (including unaudited financial information) concerning the business and corporate structure of Truckzone, which was provided to MaxiPARTS by the vendors of Truckzone.

MaxiPARTS has prepared (and made assumptions in the preparation of) the financial information relating to Truckzone (on a stand-alone basis and also with MaxiPARTS post-acquisition of Truckzone) included in this Presentation from financial and other information (including unaudited financial information) provided by the vendors of Truckzone. MaxiPARTS is unable to verify the accuracy, reliability or completeness of all of this information. If any of the data or information provided to and relied upon by MaxiPARTS in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Truckzone and the combined group may be materially different to the financial position and performance expected by MaxiPARTS and reflected in this Presentation.

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EXECUTIVE SUMMARY

Executive Summary



Acquisition of Truckzone Group	<ul style="list-style-type: none"> MaxiPARTS has entered into a binding agreement to acquire the inventory and assets of Truckzone Group (“Truckzone”) for an estimated \$18 million in cash subject to normal working capital adjustments
Overview of Truckzone	<ul style="list-style-type: none"> Truckzone is one of Australia’s largest independent commercial truck and trailer parts businesses Distributor of aftermarket and original equipment truck and trailer parts and accessories Specialist in North American and Japanese trucking parts Operating a network of 10 company-owned stores across Australia FY21 Revenue of \$48.4m¹ and underlying EBITDA¹ of \$1.7m
Acquisition Terms	<ul style="list-style-type: none"> Acquisition price of \$18m comprising: <ul style="list-style-type: none"> \$15.6m of inventory <ul style="list-style-type: none"> Inventory consists only of quality inventory that has seen movement in the previous two years (to be confirmed via formal stocktake) This includes excess inventory of \$3.0m which is expected to be realised over the next 18 months through enhanced inventory management processes and general supply consolidation \$3.0m of fixed assets, staff, IP and goodwill on acquisition of Truckzone Adjustments related to any supplier deposits and a reduction in purchase price related to outstanding employee entitlements for transferring employees The acquisition values Truckzone at 10.6x^{2,3} FY21 EBITDA (pre synergies) and 3.6x^{2,3} FY21 EBITDA (post cost synergies and purchase price reduced for excess inventory reduction) The acquisition is expected to deliver mid-to-high single digit EPS accretion in FY24 inclusive of cost synergies
Strategic Rationale	<ul style="list-style-type: none"> Positions MaxiPARTS as one of the largest independent multi-site truck and trailer parts only businesses in Australia Cost-effective geographic expansion Significant product range enhancement including a mature Japanese parts program with an established overseas supplier base and appropriate product cataloguing support Cost synergies related to site consolidation and supply chain savings of \$2.5m (fully realized in FY24 – excluding implementation costs) and additional revenue synergies driven by the enhanced product range Aligns with the Company’s core M&A strategy
Equity Raising	<ul style="list-style-type: none"> \$25m capital raise consisting of: <ul style="list-style-type: none"> Institutional Placement to raise \$15.4m at \$2.50 per new share (“New Share”) Fully Underwritten 1 for 9.7 accelerated pro-rata, non-renounceable entitlement offer to raise \$9.6m at \$2.50 per New Share Proceeds of the raise will fund 100% of the acquisition of Truckzone, additional working capital, organic growth initiatives and the associated transaction costs

1. Pro-forma pre-AASB16 and pre synergies figures that are normalised to adjust for employees and other costs not being acquired as well as abnormal impact on June 2021 trading due to ERP changeover (sales and margins have since materially returned to pre-changeover levels).

2. Before implementation costs
3. EBITDA pre-AASB16

ABOUT MAXIPARTS

A photograph of a large industrial building with a blue and white facade. The building has a prominent blue geometric structure on the left side. A sign on the building reads "MAXIPARTS" and "Maxiparts". In the foreground, there is a parking lot with several cars parked, including a silver sedan, a red car, and a white car. The sky is overcast.

Company Snapshot



- One of Australia's largest independent commercial trucking and trailer parts companies with stores nationwide
- Approximately 6,500 truck and trailer parts for sale online, and over 30,000 different parts stocked across 19 stores nationwide
- Core product range that covers lights, tools, oil & filters through to axles, suspensions and brakes
- Strategic partnerships in place with leading automotive suppliers including Alemlube, Hendrickson, Castrol, Donaldson, NARVA, HELLA and Powerdown
- Also supplies own brand MAXUS covering a wide range of products in OEM and aftermarket



Product Categories



Accessories



Electrical



Fluid & Filter



Truck & Trailer

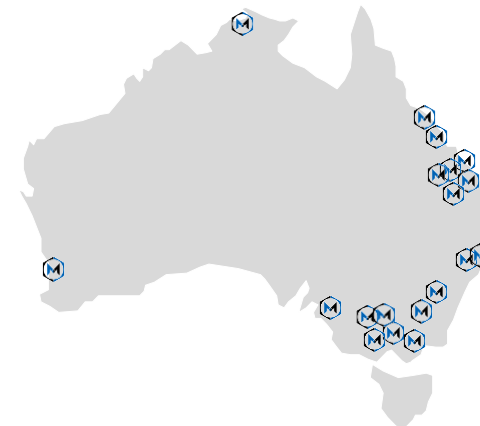


Wheel End



Axles & Suspension

Geographic Distribution (Pre-Acquisition)

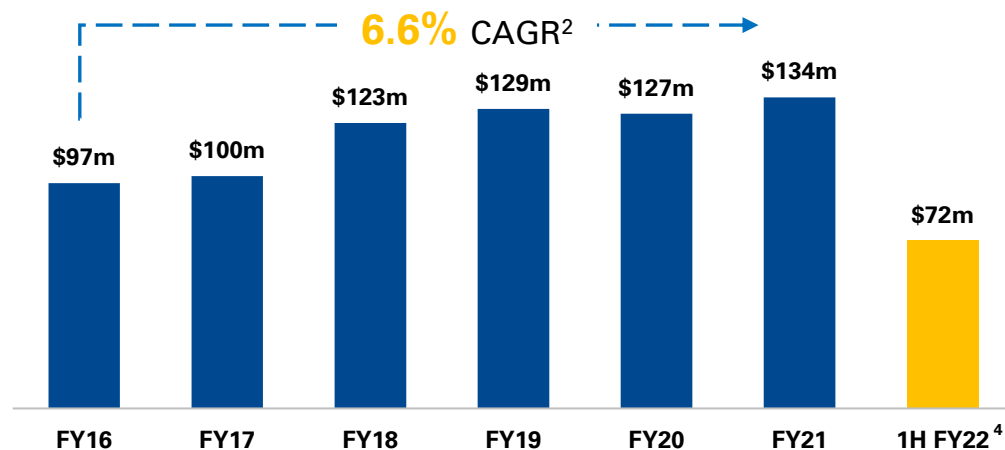


State	Locations
Queensland	7
Victoria	5
New South Wales	4
South Australia	1
Western Australia	1
Northern Territory	1
Total	19

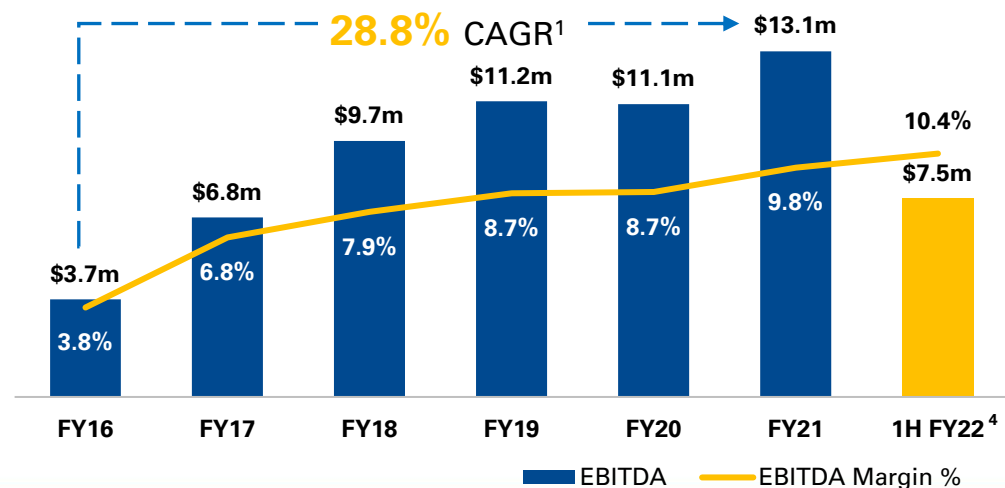
Operating Performance



Pro Forma Revenue¹



Pro Forma EBITDA^{1,3} & EBITDA Margin %



Key Highlights

- Completed sale of Trailer Business in September 2021
- Special Dividend of 62.5 cents per share paid in December 2021
- 18% EBITDA growth from FY20 – FY21 and 29% EBITDA CAGR from FY16 – FY21
- Demonstrated ability to deliver growth and profit improvement despite the market cycle and the historical limitations on capital

Future Growth Drivers



Core product range expansion



Diversification into higher margin product groups



Geographic footprint expansion



Strengthen relationships with fleet operators



Strategic M&A

1. Pro forma historical financials for the MaxiPARTS business alone
 2. CAGR: Compound Annual Growth Rate – FY16 – FY21
 3. EBITDA pre-AASB16
 4. 1H FY22 unaudited accounts

Board of Directors



Robert Wylie

Chairman, Non-Executive Director

- Extensive experience in the professional services industry
- Held multiple senior management roles at Deloitte globally
- Current Director of The Walter + Eliza Hall Institute of Medical Research
- Formerly Director of Elders Limited, Centro Properties and CPT Manager Limited



Peter Loimaranta

Managing Director and CEO

- Joined MaxiPARTS in 2005 as Financial Controller of the Parts business
- Group General Manager of the International business prior to being appointed MD & CEO
- Prior to MaxiPARTS, held corporate development roles with global construction and material companies Hanson and Holcim



Mary Verschuer

Non-Executive Director & Chair of Audit & Risk Committee

- Over 25 years of global senior management experience
- Held roles within manufacturing, supply chain and sales operations globally including leading the Minerals and Metals business for Schenck Process
- Current Non-Executive Director of Forestry Corp of NSW and Chair of the Infants Home
- Previously Non-Executive Director of Nuplex Industries



Greg Sedgwick

Non-Executive Director & Chair of Remuneration and Human Resources Committee

- Over 30 years of global senior management experience across a broad range of industries
- Held senior executive roles with BOC and as CEO of ASX listed Crane Group Limited
- Current Chair of Next Gen Clubs







Gino Butera

Non-Executive Director

- Experienced executive globally
- Previously with Cummins Inc leading the Global Power Generation business
- Worked globally including leading regions with some of Cummins' largest spare parts distribution businesses

Key Management



Name	Title	Background
 Peter Loimaranta	Chief Executive Officer and Managing Director	<ul style="list-style-type: none">16+ years at MXI, including 10 years running MaxiPARTS
 Liz Blockley	Chief Financial Officer	<ul style="list-style-type: none">2.5 years at MXI as Group Financial ControllerPreviously, 20 years of experience in variety of finance and commercial roles, including most recently CFO of Mastermyne (ASX:MYE)
 Amanda Jones	GM Corporate Services	<ul style="list-style-type: none">3.5 years at MXI, including 2 years as General Counsel and Company SecretaryPreviously, 16 years in national legal firms
 Graham Stewart	GM Wholesale Operations and Strategy	<ul style="list-style-type: none">Joined MXI in 2020Previously, 12 years in strategy, corporate development and product management roles (WEIR.LON)
 Heath Mooney	GM Sales and Distribution	<ul style="list-style-type: none">5+ years at MXI, including 3 years as National Operations ManagerPreviously, 20 years experience in various branch, regional management and commercial roles in parts businesses

1H FY22 Update and Outlook



1H FY22 Highlights (unaudited)

- The underlying MaxiPARTS business (excluding sold Trailer business and corporate / admin support) has reported improved 1H FY22 sales and EBIT over prior corresponding period
 - Sales revenue **up 6.7%** from \$67.8m in 1H FY21 to \$72.3m in 1H FY22
 - Adjusted EBIT **up 11.0%** from \$6.6m in 1H FY21 to \$7.3m in 1H FY22¹
- Sales growth reflects a strong value proposition, adaptability and knowledge of staff to manage short term supply disruption and the strength in underlying markets
- Improvement despite impact of COVID-19, disruptions to global supply chains and sale of Trailer business
- Sales to the ATSG owned Trailer manufacturing business were materially in line with prior period. Sales to the Trailer service business declined post transaction as originally flagged, however this is offset by the cost re-allocations included as part of the sale
- Corporate / Admin support costs² are still rightsizing after the divestment of the Trailer business, with annualised pro forma run-rate currently tracking to \$5.7m (\$0.7m ahead of the previous pro forma estimate of \$5.0m), and are expected to decline further in FY23

COVID-19 update

- All sites operating with COVID safe plans
- Staffing shortages linked to isolation increased in December 21 and January 22 but no sites have closed and staffing levels are expected to return to normal as infection rates peak in coming months

Global supply chain

- While global supply chain disruptions are expected to remain for many months, stock availability of aftermarket ranges improved towards the end of the half with MaxiPARTS investing in additional inventory holdings

Outlook

- Subject to no worsening of economic conditions, guidance for the full year FY22 (excluding the impact of the acquisition) remains in line with broker forecasts: Revenue \$141m-\$145m and Adjusted EBIT including corporate costs (full year pro forma) and inclusive of all lease depreciation and interest \$8.1m-\$8.7m¹
- FY22 will see minor profit improvement from the acquisition given integration and transaction costs with focus on implementation of cost synergies and deployment of additional capital to drive both cost and revenue synergy benefit in FY23 and beyond

1. Adjusted EBIT includes both Lease depreciation and lease interest relating to AASB16 leases. Lease interest included in the numbers is: H1 \$0.45m; FY22 \$0.85m.

2. Corporate / support costs are still presented as pro forma due to the divestment of the Trailer business occurring during H1 FY22 (31 Aug 2021). H1 FY22 Financial Statements will be presented on the basis of continued vs. discontinued operations including the historic allocation method for corporate overheads for the period pre-sale of the Trailer business



ACQUISITION OVERVIEW

Truckzone Overview



- Truckzone is a leading retailer and distributor of aftermarket and original equipment parts and accessories for trucks and trailers
- 10 company owned stores across Australia stocking over 25,000 product lines
- Access to high quality products from globally recognised brands
- Product range supports all makes and models of North American and Japanese trucks



Key Product Categories



Airconditioning, heating & engine cooling



Steering



Brakes & clutches



Engine & transmission parts



Filtration, driveline and suspension parts



Electrical, fuel system and cables

Truckzone Key Financials¹

\$48.4m



FY21 Revenue

29.0% *Gross Profit Margin*

\$14.0m



FY21 Gross Profit

3.6% *EBITDA Margin*

\$1.7m



FY21 EBITDA

1. Pro-forma pre-AASB16 and pre synergies figures that are normalised to adjust for employees and other costs not being acquired as well as abnormal impact on June 2021 trading due to ERP changeover (sales and margins have since materially returned to pre-changeover levels).

Acquisition Terms



Acquisition

- MaxiPARTS has agreed to acquire the inventory and fixed assets of the Truckzone Group for an estimated \$18m in cash
- \$0.6m in employee liabilities will be funded by vendors through a reduction in purchase price resulting in minimal goodwill being included in the Acquisition
- Cost synergies related to site consolidation and supply chain savings of \$2.5m (fully realized in FY24 – excluding implementation costs) and additional revenue synergies driven by the enhanced product range

Excess Inventory Acquired

- Ability to recover portion of cash investment through enhanced inventory management over the first 18 months

MaxiPARTS current Inventory to Sales ratio	20%
Truckzone current Inventory to Sales ratio	32%
Truckzone Inventory to Sales ratio reduction via MaxiPARTS inventory management efficiencies	50% of the difference
Truckzone pro forma Inventory to Sales ratio	26%
Projected inventory reduction by FY24	\$3.0m
% of total reduction achieved by FY23 ²	75%

Key Acquisition Terms

Purchase price	<ul style="list-style-type: none"> • Estimated to be \$18 million cash subject to normal working capital adjustments
Timing	<ul style="list-style-type: none"> • Completion expected by late February 2022
Payment milestones	<ul style="list-style-type: none"> • \$10 million on completion • Balance payable 5 days after inventory valuation finalised (post-stocktakes)
Conditions precedent	<ul style="list-style-type: none"> • Implementation of additional licences for MaxiPARTS' current ERP • Assignment of site and equipment leases • Completion of placement and institutional entitlement offer
Acquisition multiples	<ul style="list-style-type: none"> • 10.6x^{1,3} FY21 EBITDA (pre-synergies) • 3.6x^{1,3} FY21 EBITDA (including \$2.5m cost synergies and \$3.0 million excess inventory realisation)





1. Before implementation costs
 2. Proportion of the total FY24 reduction achieved
 3. EBITDA pre-AASB16

A person in a suit is shown from the chest up, with their hands clasped. Overlaid on the image is a glowing blue network diagram consisting of interconnected circles and lines. The background is a dark blue gradient. The text "STRATEGIC RATIONALE" is centered in white, bold, uppercase letters.

STRATEGIC RATIONALE

Strategic Rationale



 <p>Immediate geographic expansion</p>	<ul style="list-style-type: none">• Positions MaxiPARTS as one of the largest independent multi-site parts only businesses in Australia with a strong geographic footprint• Significantly expands existing geographic footprint and provides further scale in existing markets<ul style="list-style-type: none">– Additional 8 sites added to the MaxiPARTS portfolio (post store rationalisation)• Ability to consolidate two Truckzone metro stores into existing MaxiPARTS branches to increase scalability
 <p>Expansion of core product range</p>	<ul style="list-style-type: none">• Rapid expansion to the core product range underpinning future growth• Provides access to new range of quality high margin products including an established Japanese parts program (Parts Peek)• Combining the core product range strengths of MaxiPARTS and Truckzone offers an expanded product range throughout the enlarged business• Immediately increases the MaxiPARTS customer base and reduces key customer reliance risk
 <p>Aligns with Company core M&A strategy</p>	<ul style="list-style-type: none">• Commercial truck and trailer parts provider with a national store network• Ideal in terms of size and allows consolidation of one of the largest non-listed groups in the market• Attractive acquisition multiple and identified synergies to be realised within 2 years• Compatible culture to facilitate corporate fit and integration
 <p>Accretive opportunity with identified financial synergies</p>	<ul style="list-style-type: none">• Highly complementary acquisition with mid-to-high single digit EPS accretion expected in FY24 inclusive of cost synergies• Cost synergies related to site consolidation and supply chain savings of \$2.5m (fully realized in FY24 – excluding implementation costs)• In addition, revenue synergies are expected to be realised through the expanded core product range and network expansion• Strategic fixed asset acquisition with minimal goodwill included as part of the transaction

Geographic Expansion

- Acquisition immediately expands MaxiPARTS geographical footprint
- Increases network by 8 sites
- Ability to consolidate sites in Pakenham (Vic) and Darra (QLD) to immediately increase scale and capabilities in the area
- Enhanced core product offering to further enhance MaxiPARTS recent investment in the E-commerce platform

New Geographical Locations

City	State	Note
Wetherill Park	NSW	New retail site
Campbellfield	VIC	New retail site
Rockhampton	QLD	New retail site
Townsville	QLD	New retail site
Perth	WA	New retail site
Sunshine	VIC	New retail site
Eagle Farm	QLD	New retail site
Port Hedland	WA	Regional stock holding site

Scale in Existing Markets

Pakenham	VIC	Will consolidate into existing Lynbrook site
Darra	QLD	Will consolidate with existing Rocklea site

Total of **27** MaxiPARTS owned sites post acquisition



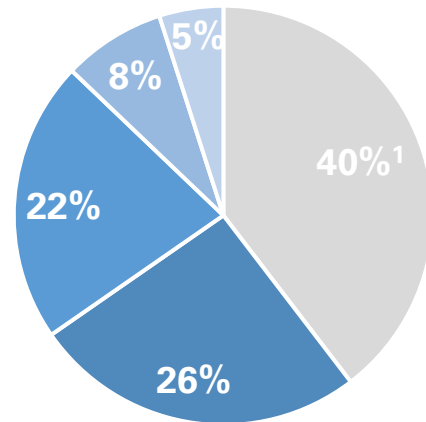
- Current site
- New site
- Site to be consolidated

Expansion of Core Product Range

Product Mix Diversification

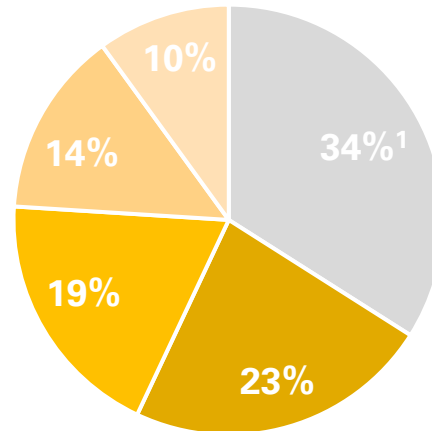
- Combination provides product diversification with Truckzone focus skewed more towards trucks than trailers
- Mature Japanese Parts program with overseas supply chain and product catalogue support

MaxiPARTS product mix



- Other
- Trailer OE
- Axles, suspensions and brakes
- Filters and lubricants
- Truck parts

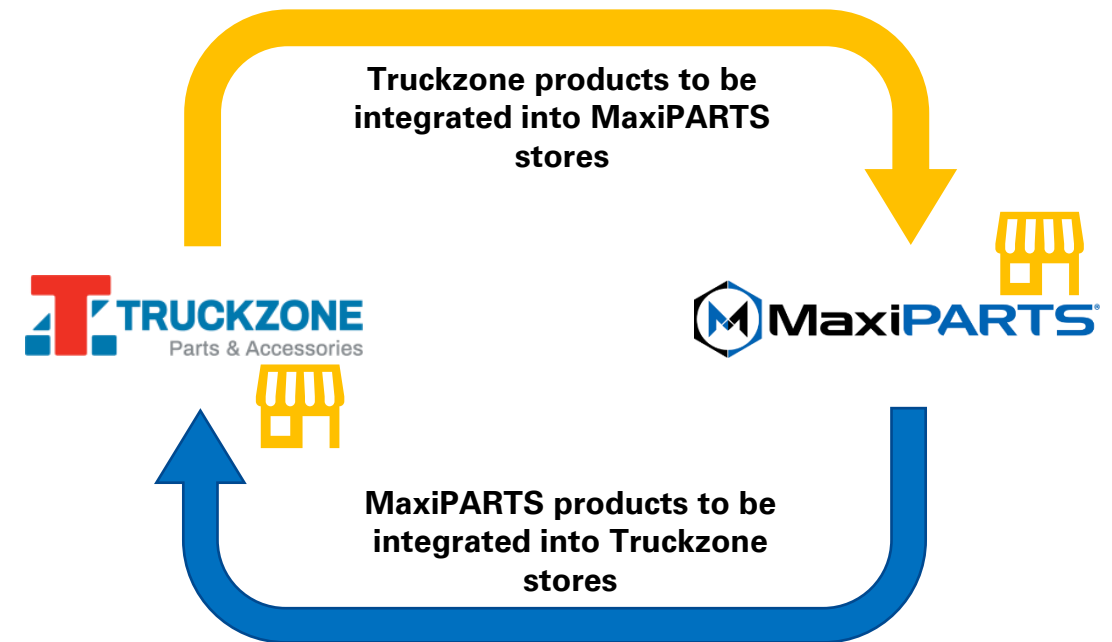
Truckzone product mix



- Other
- Axles, suspensions and brakes
- Truck parts
- Filters and lubricants
- Japanese parts

1. Other product category includes a large number of unrelated product ranges


Product Range Enhancement



- Enhanced benefits to both MaxiPARTS and Truckzone product range
- MaxiPARTS stores to benefit from integration of Truckzone product range
- Truckzone stores to benefit from integration of MaxiPARTS product range

Aligns with Core M&A Strategy



Criteria		 Acquisition
Operating in the commercial vehicle parts market	✓	Commercial trailer and trucking parts supplier
Enhances product range and geographies	✓	Adds significant geographical scale and enhances the core product range
Clear post-acquisition integration and growth strategy	✓	Detailed integration planning is in process and strong growth synergies identified
Cultural and corporate fit	✓	Compatible culture to facilitate corporate fit and integration
Experienced leadership team	✓	Strong leadership team with a track record of building commercial truck and trailer parts and accessories businesses
Attractive valuation and earnings accretive	✓	Strong synergies identified, minimal goodwill and ability to recover inventory over time creating an accretive opportunity

The Truckzone acquisition sits in the 'sweet spot' of MaxiPARTS' M&A criteria

Accretive Opportunity with Identified Synergies



Cost synergies of \$2.5m¹



Supply chain/cost consolidation

- Consolidation of stores to increase scale
- Back end/support savings due to increased scale
- Leveraging best commercial arrangements on common suppliers/product ranges

Further upside through revenue synergies



Enhanced product range growth

- Integration of high quality trucking parts
- Access to specialist North American and Japanese parts
- MaxiPARTS existing core range distributed through Truckzone sites

Expected benefits

- ✓ Increased scale benefits
- ✓ Decreased costs
- ✓ Streamlined operations
- ✓ Strong revenue growth
- ✓ Access to higher margin products

The acquisition is expected to deliver mid-to-high single digit EPS accretion in FY24 inclusive of cost synergies

1. Fully realised in FY24 – excluding implementation costs

A person's hands are shown typing on a calculator. The background is a blurred office desk with various financial documents, including a pie chart and a line graph. The overall scene is dimly lit with a blue tint.

FINANCIAL OVERVIEW

Pro Forma Balance Sheet



Commentary

- 1 Cash increase represents cash remaining following capital raise less acquisition and transaction costs of \$2m
- 2 Receivables include \$2.5m related to final payments for the sale of the Trailer business, which is anticipated to be collected in H2 FY22 subject to finalisation of completion accounts by an independent expert
- 3 Under the acquisition terms, MaxiPARTS will not take on Truckzone's current receivables and payables. Accordingly, the pro forma MaxiPARTS balance sheet does not reflect additional receivables and creditors linked to Truckzone that will accrue under MaxiPARTS ownership. Receivables and payables associated with Truckzone are anticipated to be similar as a proportion of sales as for the standalone MaxiPARTS business

\$mil	Notes	MaxiPARTS Dec-21	Adj for Truckzone acquisition and capital raising	Pro forma MaxiPARTS Dec- 21
Assets				
Cash	1	6.6	5.0	11.6
Receivables	2 3	20.8		20.8
Inventory		30.7	15.6	46.3
Other Assets		4.5		4.5
Prepayments		0.7		0.7
PPE		1.7	1.5	3.2
Intangibles		7.6	1.5	9.1
Right to Use Asset		15.6	7.1	22.7
DTA/ DTL		21.0		21.0
Total Assets		109.2	30.7	139.9
Liabilities				
Payables	3	22.7		22.7
Provisions & Entitlements		4.3	0.6	4.9
Lease Liability		16.6	7.1	23.7
Borrowings		10.0		10.0
Total Liabilities		53.6	7.7	61.3
Net Assets		55.6	23.0	78.6
Net Debt / (Net Cash)		3.4	5.0	(1.6)

A large industrial factory floor filled with rows of heavy machinery components, likely truck axles or suspension parts. The components are arranged in long, parallel rows that stretch into the distance. Two workers, a man and a woman, both wearing high-visibility safety vests, are in the center of the aisle. The woman is standing and pointing upwards, while the man is crouching down, looking at the machinery. The background shows the high ceiling of the factory with structural beams and lighting. The overall scene is dimly lit with a blue tint, emphasizing the industrial and technical nature of the environment.

EQUITY RAISING OVERVIEW

Equity Raising Overview



Offer Size & structure	<ul style="list-style-type: none"> • A\$25m capital raise comprising: <ul style="list-style-type: none"> – A\$15.4m institutional placement (“Placement”) – A\$9.6m 1 for 9.7 pro-rata accelerated non-renounceable entitlement offer (“Entitlement Offer”) (together with the Placement, the “Offer”) • Approximately 10.0 million new fully paid ordinary shares in MaxiPARTS (“New Shares”) to be issued under the Offer, representing approximately 26.7% of MaxiPARTS current shares on issue
Offer Price	<ul style="list-style-type: none"> • All shares under the Placement and Entitlement Offer will be issued at a fixed price of A\$2.50 per new share, representing a: <ul style="list-style-type: none"> – 6.2% discount to the Theoretical Ex-Rights Price (TERP¹ including Placement) of \$2.67; – 7.7% discount to the last close price on 31 January 2022 of \$2.71; and – 10.9% discount to 5-day VWAP of \$2.80
Institutional & Retail Entitlement Offer Components	<ul style="list-style-type: none"> • The Institutional Placement and Institutional Entitlement Offer will be conducted on 1 February – 2 February 2022. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at the Offer Price via a shortfall bookbuild on 1 February – 2 February 2022. • The Retail Entitlement Offer opens 7 February 2022 and closes 3 March 2022. Eligible retail shareholders in Australia, New Zealand & UK will be able to apply for additional shares up to 100% over their entitlement under a “Top-Up Facility” as part of the Retail Entitlement Offer, subject to the Company’s scale back policy
Ranking	<ul style="list-style-type: none"> • All new shares issued under the Offer will rank equally with existing MaxiPARTS shares from the date of issue
Use of Funds	<ul style="list-style-type: none"> • Acquisition consideration, acquisition implementation costs, working capital requirements, organic growth initiatives and costs associated to the transaction
Lead Manager	<ul style="list-style-type: none"> • Canaccord Genuity (Australia) Limited is acting as Lead Manager to the Offer and Underwriter to the Entitlement Offer

1. Theoretical ex rights price (“TERP”) includes the shares issued under the Placement and the Entitlement Offer. TERP is the theoretical price at which MaxiPARTS shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares trade on ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. TERP is calculated by reference to the closing price of MaxiPARTS shares as traded on ASX on 31 January 2022, being the last trading day prior to the announcement of the Entitlement Offer.

Source & Uses



Source of Funds	\$m
Capital Raise	\$25m
<hr/>	
Total source of funds	\$25m
<hr/>	
Use of Funds	\$m
Truckzone acquisition consideration	\$18m
Funding to support working capital and capex for further organic growth opportunities	\$5m
Transaction and integration costs	\$2m
Total use of funds	\$25m



Timetable



Key Events	Key Dates 2022
Trading Halt	1 February 2022
Announcement of Acquisition and Equity Raising	1 February 2022
Bookbuild for Placement and Institutional Entitlement Offer conducted	1 - 2 February 2022
Announcement of the completion of the Placement and Institutional Entitlement Offer and trading resumes on an ex-entitlement basis	3 February 2022
Record Date for Retail Entitlement Offer (7pm AEDT)	3 February 2022
Opening date of the Retail Entitlement Offer	7 February 2022
Settlement of Placement and Institutional Entitlement Offer	8 February 2022
Allotment and Quotation of New Shares under the Placement and Institutional Entitlement Offer	9 February 2022
Closing date for acceptances under Retail Entitlement Offer (5pm AEDT)	3 March 2022
Announcement of results of Retail Entitlement Offer and notification of any shortfall	7 March 2022
Settlement of Retail Entitlement Offer	9 March 2022
Allotment and issue of New Shares under the Retail Entitlement Offer	10 March 2022
Quotation of New Shares issued under the Retail Entitlement Offer and trading commences on a normal bases	11 March 2022

Note: The above timetable is indicative only and subject to change. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, MaxiPARTS in consultation with the Lead Manager, reserves the right to amend this timetable and withdraw the offer at any time.

A large, modern warehouse with a white facade and blue horizontal stripes. A long line of semi-trucks is parked at the loading dock. The trucks are white with blue cabs. The warehouse has yellow signs with numbers 35, 36, and 37. The sky is clear and blue. The text "OFFER JURISDICTIONS" is overlaid in white, bold, sans-serif font.

OFFER JURISDICTIONS

Offer Jurisdictions



Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

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

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the UK Prospectus Regulation). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom. Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company. In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

An aerial photograph of a long, straight, two-lane asphalt road stretching into the distance through a desert landscape. The terrain is arid, with sparse, low-lying green and brown shrubs scattered across the sandy ground. A white truck is visible on the road, moving away from the viewer. The overall scene is captured in a slightly desaturated, blue-tinted color palette.

KEY RISKS

Introduction



MaxiPARTS is subject to a variety of risk factors. Some of these are specific to its business activities, while others are of a more general nature. Individually, or in combination, these risk factors may affect the future operating and financial performance of MaxiPARTS, its investment returns and the value of an investment in shares in MaxiPARTS.

The risks listed below are not an exhaustive list of risks associated with an investment in MaxiPARTS, either now or in the future, and this information should be considered in conjunction with all other information in this Presentation. Many of the risks described below are outside the control of MaxiPARTS, its Directors and management. There is no guarantee that MaxiPARTS will achieve its stated objectives or that any forward looking statements or forecasts will eventuate.

This section discusses the key risks attaching to an investment in shares in MaxiPARTS, which may affect the future operating and financial performance of MaxiPARTS and the value of MaxiPARTS shares (before and after the proposed acquisition of TruckZone). Before investing in MaxiPARTS shares, you should consider whether this investment is suitable for you having regard to publicly available information (including this Presentation), your personal circumstances and following consultation with financial or other professional advisers. Additional risks and uncertainties that MaxiPARTS is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect MaxiPARTS' operating and financial performance. Many of the risks highlighted elsewhere are likely to be heightened due to the ongoing and potential future impacts of COVID-19 which are difficult to predict with any certainty.

The operational risks set out below in relation to the MaxiPARTS business will also apply to the MaxiPARTS group post the Acquisition of TruckZone ("Combined Group").

Key Risks - Specific



<p>COVID-19</p>	<p>The COVID-19 pandemic has impacted MaxiPARTS' business and its financial performance. To date, the main impacts have been in relation to constrained or volatile customer demand, retail closures, increased supply chain risks (including increased costs, delivery times and supply certainty) and cyber security risks. MaxiPARTS' workplaces have experienced instances of positive COVID-19 cases which have disrupted operations (including redeployment of staff and arranging for the deep cleaning of any exposure sites) and impacted productivity. Employees infected with COVID-19 or exposed to COVID-19 may be required to self-isolate in accordance with government guidelines. Similar incidents may occur in the future. The COVID-19 pandemic and related actions taken in response to it by the Australian and international governments, including lockdowns, border controls and travel restrictions, and the effect of the pandemic on the economy more broadly may have an adverse impact on MaxiPARTS' financial performance. The longer-term impacts of COVID-19 on economic or industry conditions and customer preferences are uncertain and may adversely impact MaxiPARTS' future operating and financial performance.</p>
<p>Work health and safety</p>	<p>There may be a workplace incident or accident resulting in serious injury that may result in a fine imposed by a regulatory authority, an interruption to business operations, or a worker's compensation claim, a work health and safety claim or a damages claim against MaxiPARTS. Such claims or events may not be covered by MaxiPARTS' insurance or may exceed MaxiPARTS' insured limits. Additionally, MaxiPARTS' operations may be impacted by issues relating to failure to comply with regulatory requirements and obligations such as WorkSafe audits. These issues may also adversely impact MaxiPARTS' reputation. Any such occurrences could, therefore, adversely impact MaxiPARTS' operations and profitability.</p>
<p>Brand names may diminish in reputation and value</p>	<p>Brand names are crucial assets to MaxiPARTS and the success of MaxiPARTS is heavily reliant on its reputation and branding. Unforeseen issues or events which place MaxiPARTS' reputation at risk may impact on its future growth and profitability. The reputation and value associated with these brand names could be adversely impacted by a number of factors, including failure to provide customers with the quality of product and service standards they expect, disputes or litigation with third parties such as employees, suppliers or customers, or adverse media coverage. In addition, there is a risk MaxiPARTS may be unable to use, or be limited in its use of, its brand names in some markets, which may have the effect of limiting growth plans.</p>
<p>Movements in foreign exchange rates</p>	<p>MaxiPARTS purchases a significant proportion of product from international suppliers. These purchases, as well as associated freight charges, are typically denominated in US Dollars or Renminbi. Movements in the A\$/US\$ or A\$/RMB exchange rates may impact the cost of product sourcing for MaxiPARTS, potentially impacting sales volumes and margins. While MaxiPARTS engages in hedging activities to mitigate some of this exposure to foreign exchange rate movements from time to time, movements in exchange rates may still impact MaxiPARTS' financial performance.</p>
<p>Reduction in consumer spending</p>	<p>General levels of consumer sentiment and consumer spending in MaxiPARTS' regions of operation may impact operational and financial performance. Consumer spending and sentiment can, in turn, be influenced by several factors, including the level of general economic growth, employment, population and income growth, interest and inflation rates. A significant or sustained decline in consumer spending may materially impact the performance of MaxiPARTS.</p>
<p>Supply chain risks</p>	<p>As a distributor of products, MaxiPARTS is particularly dependent on the continuing operation of its supply chain to ensure the delivery of products to its customers in full and on time. MaxiPARTS has sought to increase inventory holdings, however there is a risk of supply chain disruption resulting in the delayed or non-delivery of products which is heightened by COVID-19 and geopolitical tension and may have a significant impact on the performance of MaxiPARTS.</p>

Key Risks - Specific



<p>Relationship with suppliers</p>	<p>MaxiPARTS relies on numerous key suppliers in Australia, Japan, China and other Asian countries. Any loss of these key suppliers, including as a result of geopolitical tensions, may have an adverse effect on MaxiPARTS' sales and/or terms of trade. In addition, any change in MaxiPARTS' relationship with its suppliers, or in terms of trade, could have an adverse impact on MaxiPARTS' prospects.</p> <p>Material increases in suppliers' production costs (including due to inflationary pressures and COVID-19 related impacts) could lead to higher costs and therefore impact MaxiPARTS' margins or require MaxiPARTS to source products from other locations. In this event, existing margins may not be able to be maintained.</p> <p>In addition, any delays in lead times on orders from suppliers could impact MaxiPARTS' sales.</p> <p>Finally, there is a risk that, despite efforts to rigorously pre-qualify ethical suppliers, MaxiPARTS may inadvertently source products from manufacturers who fail to meet standards of MaxiPARTS' community when it comes to treatment of its workers or the environment. This may reflect adversely upon MaxiPARTS' reputation.</p>
<p>Faulty or defective products</p>	<p>MaxiPARTS may face risks associated with faulty or defective products which may reduce customers' confidence in MaxiPARTS' products, result in product recalls or expose MaxiPARTS to product liability claims any of which may have a significant adverse impact on MaxiPARTS' financial performance and reputation.</p>
<p>Major customer or direct sourcing and 'home brand' risk</p>	<p>As a distributor of products, MaxiPARTS may also be exposed to the risk of its customers sourcing product directly from manufacturers, particularly in relation to product ranges where there is a low degree of product differentiation or where a small range of products commands a substantial percentage of the market. This may lead to decline in the sales volume of MaxiPARTS and may represent a threat to MaxiPARTS' operational and financial performance.</p> <p>Additionally, MaxiPARTS maintains strong relationships with a number of major customers. There is a risk that major customers may shift products or products segments to other suppliers which could have an adverse impact on MaxiPARTS' financial performance.</p>
<p>Competition from other distributors</p>	<p>The markets in which MaxiPARTS operates are increasingly competitive, and MaxiPARTS is likely to face intense competition from a number of other distributors, which may represent a threat to MaxiPARTS' operating and financial performance.</p>
<p>Climate change and environment</p>	<p>Some of MaxiPARTS' product and market segments may be adversely impacted by climate change. Changes to government regulations, levies, tariffs and introduction of government subsidies to increase the uptake of disruptive technologies could shift consumer trends and increase operational costs (e.g. costs to procure raw materials) which could adversely impact MaxiPARTS' financial performance and profitability.</p> <p>MaxiPARTS' operations (including its supply chain and warehouses) and its customers stores could be impacted by natural disasters (such as floods, drought, bushfires) and other catastrophic events outside of MaxiPARTS' controls.</p> <p>MaxiPARTS, its suppliers and service providers are required to comply with environmental laws and regulations. The production and transportation of MaxiPARTS' products and inputs in the production process involve the risk of accidents, spills or contamination. Any of these occurrences could cause harm to the environment, which may lead to disruption in MaxiPARTS' operations and supply chain, regulatory sanctions and remedial costs, any of which could negatively impact MaxiPARTS' operating and financial performance.</p>

Key Risks - Specific



<p>Changes in technology</p>	<p>MaxiPARTS is exposed to the risk of disruptive technologies such as electric vehicles (EV), autonomous vehicles and digital disruption, leading to obsolescence of technologies and products (e.g. internal combustion engine (ICE)) which may impact portions of MaxiPARTS' market and product segments.</p> <p>The accelerated uptake of these technologies and the emergence of new technologies and product substitutes could adversely affect its future financial performance and profitability.</p> <p>In particular, as uptake of EVs increases there is a risk that some of MaxiPARTS' products designed for ICE vehicles will become obsolete or less in demand affecting MaxiPARTS' sales, reputation and performance.</p>
<p>Reliance on key personnel</p>	<p>MaxiPARTS' growth and profitability may be limited by the loss of key senior management personnel, the inability to attract new suitably qualified personnel or by increased compensation costs associated with attracting and retaining key personnel.</p>
<p>Current and future funding requirements</p>	<p>MaxiPARTS' ability to service its debt, and refinance expiring debt on acceptable terms, will depend on its future performance and cash flows, which in turn will be affected by various factors, some of which are outside of MaxiPARTS' control (such as changes in interest and foreign exchange rates, and general economic conditions). Any inability to secure sufficient debt funding (including to refinance on acceptable terms) from time to time or to service its debt may have a material adverse effect on MaxiPARTS' financial performance and prospects. In particular, to the extent that additional equity or debt funding is not available from time to time on acceptable terms, or at all, MaxiPARTS may not be able to take advantage of acquisition and other growth opportunities, develop new ideas or respond to competitive pressures.</p>
<p>Information technology and cyber security</p>	<p>MaxiPARTS is exposed to the risk of information technology failures and cyber-security breaches, which may adversely impact its business continuity or result in the loss of sensitive data (including customer and employee data). Such failures and breaches may give rise to third party claims and may materially adversely impact MaxiPARTS' financial performance and reputation.</p>
<p>Expansion</p>	<p>A key part of MaxiPARTS' growth strategy is to increase the size of its store networks, which it intends to achieve through store acquisitions, greenfield developments and other business acquisitions. As a result of COVID-19, this growth strategy may be delayed. In the future, if suitable acquisition targets are not able to be identified, acquisitions are not able to be made on acceptable terms, or suitable greenfield sites are not available, or if the circumstances surrounding COVID-19 are prolonged, this will limit MaxiPARTS' ability to execute its growth strategy within its expected timeframe. Further, new stores may not prove to be as successful as MaxiPARTS anticipates including due to issues arising from integrating new businesses. Any or all of these factors could materially adversely impact MaxiPARTS' financial performance and profitability and its capacity to pursue further expansion.</p>
<p>Property Leases</p>	<p>MaxiPARTS has a large number of leased premises. The growth prospects of MaxiPARTS are likely to result from increased contribution from existing stores and MaxiPARTS' ability to continue to open and operate new stores on a profitable basis (notwithstanding the circumstances surrounding COVID-19). Accordingly, there may be a material adverse impact on MaxiPARTS' financial performance and profitability if MaxiPARTS is unable to renegotiate acceptable lease terms of existing stores when leases are due to expire and to identify suitable sites and negotiate suitable leasing terms for new stores.</p> <p>Additionally, if in response to COVID-19 MaxiPARTS' stores are closed or suffer a significant decline in revenue (in one or more of its key markets) as a result of governments imposing restrictions on the movement of its citizens and limiting non-essential services and activities, and MaxiPARTS is not able to negotiate appropriate rent relief terms with its landlords, there may be a material adverse impact on MaxiPARTS' financial performance and profitability.</p>
<p>Insurance Risk</p>	<p>Although MaxiPARTS maintains insurance coverage that it believes is appropriate to protect against major operating and other risks, not all risks are insured or insurable. MaxiPARTS cannot be sure that adequate insurance coverage for potential losses and liabilities will be available in the future on commercially reasonable terms, and may also carry large deductibles and premiums. If MaxiPARTS experiences a loss in the future, the proceeds of the applicable insurance policies, if any, may not be adequate to cover replacement costs, lost revenues, increased expenses or liabilities to third parties. This could materially adversely impact MaxiPARTS' financial performance and profitability.</p>

Key Risks - Specific



Completion risk	<p>Completion of the Acquisition is conditional on MaxiPARTS receiving certain key landlord consents, no material adverse change having occurred in respect of the TruckZone group and the Equity Raising being successfully completed. There is risk that the Acquisition does not complete, including if the acquisition agreement is terminated prior to completion for non-satisfaction of a condition precedent. If the Acquisition does not complete, MaxiPARTS may decide to invest the Equity Raising proceeds, use the Equity Raising proceeds for another acquisition (or acquisitions), or return the Equity Raising proceeds to its shareholders via a share buy-back or similar mechanism. If the Equity Raising proceeds are not used to fund the Acquisition, there is no assurance that MaxiPARTS will be able to use the Equity Raising proceeds to generate an equivalent return to that anticipated from the Acquisition, or at all.</p>
Reliance on information provided	<p>MaxiPARTS undertook a due diligence process in respect of TruckZone, which relied in part on the review of financial and other information provided by the vendors of TruckZone. Despite taking reasonable efforts, MaxiPARTS has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. Similarly, MaxiPARTS has prepared (and made assumptions in the preparation of) the financial information relating to TruckZone on a stand-alone basis and also to the Combined Group included in this Presentation in reliance on limited financial information and other information provided by the vendors of TruckZone. MaxiPARTS is unable to verify the accuracy or completeness of all of that information. If any of the data or information provided to and relied upon by MaxiPARTS in its due diligence process and its preparation of this Presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of TruckZone and the Combined Group may be materially different to the financial position and performance expected by MaxiPARTS and reflected in this Presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisition have been identified. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on MaxiPARTS.</p>
Analysis of acquisition opportunity	<p>MaxiPARTS has undertaken financial, business and other analyses of TruckZone, including its internal management forecasts and projections in order to determine its attractiveness to MaxiPARTS and whether to pursue the Acquisition. It is possible that such analyses, and the best estimate assumptions made by MaxiPARTS, draws conclusions and forecasts that are inaccurate or which are not realised in due course. To the extent that the actual results achieved by TruckZone are different than those indicated by MaxiPARTS' analysis, there is a risk that the profitability and future earnings of the operations of the Combined Group may be materially different from the profitability and earnings expected as reflected in this Presentation.</p>
Integration risk	<p>The Acquisition involves the integration of the TruckZone business, which has previously operated independently to MaxiPARTS. A failure to fully integrate the operations of TruckZone or a delay to the integration process, including as a result of a cultural misalignment between MaxiPARTS and TruckZone staff or the loss of certain key members of the TruckZone staff, could impose extra costs on MaxiPARTS and this may affect MaxiPARTS' operating and financial performance.</p>

Key Risks - General



Investment risk	<p>Factors affecting the price at which MaxiPARTS shares are traded on the ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of MaxiPARTS' shares. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.</p>
Litigation risk	<p>MaxiPARTS may in the ordinary course of business become involved in litigation, claims and disputes (for example, with suppliers or customers). Any litigation, claim or dispute could be costly and damaging to MaxiPARTS' reputation and business relationships, which could have an adverse effect on its financial performance and industry standing.</p>
Share Market & Trading Illiquidity	<p>On completion of the Offer, the New Shares may trade on the ASX at higher or lower prices than the issue price. Investors who decide to sell their New Shares after the Offer may not receive the amount of their original investment. The price at which the New Shares trade on the ASX may be affected by the financial performance of MaxiPARTS and by external factors over which the Directors and MaxiPARTS have no control. These factors include movements on international share and commodity markets, local interest rates and exchange rates, domestic and international economic conditions, government taxation, market supply and demand and other legal, regulatory or policy changes. Investors should consider the historical volatility of Australian and overseas share markets. The Directors make no forecast regarding the strength of the equity and share markets in Australia and throughout the world.</p> <p>MaxiPARTS makes no guarantee that there will be an active market in the Shares listed on the ASX. There may be relatively few potential buyers or sellers of shares on the ASX at any time. This may increase the volatility of the market price of MaxiPARTS shares. It may also affect the prevailing market price at which investors are able to sell shares. This may result in investors receiving a market price that is less or more than the price that investors paid.</p>
Global economic conditions	<p>MaxiPARTS is dependent on global economic conditions and the global economic outlook, and on the economic conditions and outlook in its key markets. Economic conditions may be affected by levels of business spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged downturn in general economic conditions may have a material adverse impact on MaxiPARTS' trading and financial performance.</p>
Changes in laws, regulations and accounting standards	<p>MaxiPARTS is subject to local laws and regulations in each of the jurisdictions in which it operates (including taxation, copyright and privacy legislation). From time to time, changes of the laws and regulations may require MaxiPARTS to obtain additional approvals and/or licences that may significantly increase compliance costs and restrict MaxiPARTS' activities. Any changes to taxation laws, regulations or policies in jurisdictions in which MaxiPARTS operates may also adversely affect returns. Any changes to accounting standards may affect the future measurement and recognition of key income statement and balance sheet items. Such changes could materially and adversely affect the financial performance and position reported in MaxiPARTS' financial statements.</p>
Speculative investment	<p>The above list of risk factors ought not to be taken as exhaustive of the risks faced by MaxiPARTS or by investors in MaxiPARTS. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of MaxiPARTS and the value of the securities offered under the Offer. Therefore, the shares to be issued pursuant to the Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that an investment in MaxiPARTS is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to the Offer.</p>
Dividends	<p>The payment of dividends on MaxiPARTS shares is dependent on a range of factors including its profitability, the availability of cash and capital requirements of the business. Any future dividend levels will be determined by the MaxiPARTS Board having regard to its operating results and financial position at the relevant time. There is no guarantee that any dividend will be paid by MaxiPARTS or, if paid, that the dividend will be paid on previous levels. The level to which MaxiPARTS is able to frank dividends declared is subject to a large number of factors in addition to those outlined above for dividends. While under its dividend policy MaxiPARTS aims to frank dividends to the maximum extent possible there is no guarantee that any dividend will be franked, or franked at previous levels.</p>

Key Risks - General



Interest rates	<p>While MaxiPARTS takes reasonable steps to protect itself through the use of hedges, rising interest rates may nonetheless adversely impact MaxiPARTS' interest payments on its floating rate borrowings, which may adversely impact the performance of MaxiPARTS' business.</p>
Risk of shareholder dilution	<p>If shareholders do not participate in the Equity Raising then their percentage shareholding in MaxiPARTS will be diluted as a result of the issue of New Shares under the Equity Raising. Even if a shareholder does take up all of their entitlement under the Entitlement Offer, their percentage shareholding in MaxiPARTS may be diluted by the Placement.</p> <p>In the future, MaxiPARTS may also elect to issue new shares to fund or raise proceeds for acquisitions MaxiPARTS may decide to make. While MaxiPARTS will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capacity it is able to issue within a 12-month period (other than where exceptions apply), shareholders may be diluted as a result of such issues of shares and fundraisings.</p>
Taxation changes	<p>There is the potential for changes to taxation laws and changes in the way taxation laws are interpreted. Any change to the current tax rates imposed on MaxiPARTS is likely to affect returns to MaxiPARTS' shareholders.</p> <p>An interpretation of taxation laws by the relevant tax authority that is contrary to MaxiPARTS' view of those laws may increase the amount of tax to be paid or cause changes in the carrying value of tax assets in MaxiPARTS' financial statements. In addition, any change in tax rules and tax arrangements could have an adverse effect on the level of dividend franking and shareholder returns.</p> <p>An investment in shares involves tax considerations that differ for each investor. Investors are encouraged to seek professional tax advice in connection with any investment in MaxiPARTS.</p>
Changes to accounting policies and valuations	<p>Changes in accounting policies, arising from recently issued or amended accounting standards by the Australian Accounting Standards Board may affect the reported earnings of MaxiPARTS and its financial position from time to time.</p> <p>Additionally, MaxiPARTS maintains internal views on the valuation of its business and these estimates are considered when assessing the accounting carrying value of assets on its balance sheet. Periodic revaluations (which consider both internal and external factors) may result in a reduction of valuations which could lead to some of its assets being impaired.</p>

Equity Raising & Underwriting Risk



MaxiPARTS entered into an offer management and underwriting agreement with the Underwriter in respect of the Equity Raising on 1 February 2022 (“Underwriting Agreement”).

The Underwriter’s obligations under the Underwriting Agreement, including to manage the Equity Raising and underwrite the Entitlement Offer, are conditional on certain matters, including the asset sale agreement for the Acquisition not being materially breached or terminated. If certain conditions are not satisfied, or certain events occur, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by the Underwriter would have an adverse impact on the total amount of proceeds that could be raised under the Equity Raising and therefore on the ability of MaxiPARTS to undertake the Acquisition.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- MaxiPARTS ceases to be admitted to the official list of ASX or its shares are suspended from trading on ASX (other than as contemplated by the Underwriting Agreement), or cease to be quoted on ASX;
- any member of the Group becomes insolvent, or there is an act or omission which is likely to result in a member of the Group becoming insolvent;
- a change in the chief executive officer, chief financial officer or chairman occurs;
- a director or the chief executive officer or chief financial officer of MaxiPARTS is charged with an indictable offence or fraudulent conduct, or any director of MaxiPARTS is disqualified from managing a corporation;
- MaxiPARTS is prevented from issuing any shares under the Equity Raising in accordance with the ASX Listing Rules, applicable laws, a government agency or an order of a court of competent jurisdiction;
- if the S&P/ASX Small Ordinaries Index closes for two consecutive business days during the Entitlement Offer, or, closes on the business day prior to the Institutional Settlement Date or the Retail Settlement Date, at a level that is 10.0% or more below its level as at the close of trading on the business day before the date of the Underwriting Agreement;
- the asset sale agreement for the Acquisition is terminated, rescinded, avoided or repudiated, varied in a way that is adverse to MaxiPARTS, or breached in a material respect by a party to it;
- unconditional approval is refused or not granted for official quotation of the new shares by ASX;
- certain delays in the timetable for the Equity Raising;
- there are certain defects in a cleansing notice for the Equity Raising where the defect is materially adverse from the point of view of an investor;
- any statement in any of the Equity Raising documents is or becomes false, misleading or deceptive or likely to mislead or deceive; - there occurs an adverse new circumstance that arises after certain Equity Raising materials were given to ASX that would have been required to be included in certain Equity Raising materials (or otherwise to have been included in material previously disclosed to ASX) if it had arisen before certain Equity Raising materials were given to ASX;
- the occurrence of any market disruption events, including (1) a general moratorium on commercial banking activities in certain countries or a disruption in commercial banking or security settlement or clearance services in any of those countries; (2) a suspension or material limitation in trading in securities generally on certain securities exchanges; (3) the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in certain countries or any change or development involving a prospective adverse change in any of those conditions or markets;
- hostilities not presently existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of certain countries or a major terrorist act is perpetrated anywhere in the world.

The ability of the Underwriter to terminate the Underwriting Agreement in respect of some of the termination events will depend on whether in the reasonable opinion of the Underwriter, the event:

- has or is likely to have a material adverse effect on the success of the Equity Raising, or on the ability of the Underwriter to market or settle the Equity Raising; or
- has given or is likely to give rise to a contravention by, or liability of, the Underwriter under, any applicable law.

If the Underwriter terminates, MaxiPARTS will not be obliged to pay the Underwriter any fees which are not payable or accrued prior to the date of termination.

For details of the fees payable to the Underwriter, see the Appendix 3B released to ASX on 1 February 2022.

MaxiPARTS also gives certain representations, warranties and undertakings to the Underwriter. MaxiPARTS also gives an indemnity to the Underwriter and their respective indemnified parties subject to certain carve-outs.



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