APEX
TOOL GROUP

Lender Presentation

January 2022

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The Company’s audited consolidated financial statements for the year ended December 31, 2021 are not yet available. The Company’s independent registered public accounting firm has not completed its audit and review with respect to these preliminary financial estimates, and they should not be viewed as a substitute for full annual financial statements prepared in accordance with GAAP. Such preliminary financial estimates are forward looking statements and are not guarantees of future performance or outcomes and actual results may differ materially from the estimates described below.

This presentation contains financial measures that are not in accordance with generally accepted accounting principles in the US ("GAAP"), including Adjusted EBITDA, Adjusted Gross Margin and Adjusted Operating expense. We believe these measures provide relevant and meaningful information to investors and lenders about the ongoing operating results of the Company. Such measures, when referenced herein, should not be viewed as an alternative to GAAP measures of performance. We have provided a reconciliation of Adjusted EBITDA in the Appendix section of this presentation. In calculating Adjusted EBITDA, we add back certain non-cash, non-recurring and other items that are included in EBITDA and make certain other adjustments including certain adjustments to exclude one-time, non-recurring charges. We are evaluating the amount of adjustments arising due to the COVID-19 pandemic, and will continue to evaluate such adjustments, and appropriate additional adjustments, on a quarter by quarter basis but we make no undertake no duty to update such. Statements contained herein describing documents and agreements are summaries only and such summaries are qualified in their entirety by reference to such documents and agreements.

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Introductions

Participants

Jim Roberts – CEO | Apex Tool Group

Ross Porter – CFO | Apex Tool Group

David Spiller – Operating Partner | Bain Capital

Transaction Overview

Executive Summary

- Apex Tool Group ("Apex" or the "Company") is a leading global manufacturer and supplier of high performance hand and power tools for industrial, commercial and demanding do-it-yourself applications
  - Since the buyout of the Company in 2013, management and Bain Capital ("Bain," or the "Sponsor") have been focused on transforming the footprint and operations of Apex to create a global, low cost, efficient structure that has put Apex in a position to compete and win in the market
- For the financial year ending December 2021, the Company is expected to generate Revenue and Adj. EBITDA of $1,420 million and $181 million, respectively[1]
  - Financial performance during the past twelve months has improved as the effects of the Covid-19 pandemic have abated and favorable demand trends have taken hold
  - Adjustments to EBITDA have continued to decline at a fast pace through 2021
- With the benefit of strong momentum, the Company is seeking to complete a comprehensive refinancing of its capital structure in order to improve its maturity profile and liquidity position (the "Transaction")
  - Apex is seeking to refinance all of its existing debt with new debt and equity, including:
    - $171.7 million 5-Year Revolving Credit Facility (undrawn at closing)
    - $855 million 7-Year 1st Lien Term Loan Facility
    - $350 million 8-Year 2nd Lien Term Loan Facility, which has been privately placed
    - $181 million of Common Equity
      - Bain will contribute $151 million of new cash common equity and convert its existing $30 million Shareholder Revolving Loan to common equity
- Pro forma for the Transaction, the Company will have first lien net leverage and total net leverage of 4.3x and 6.2x, respectively

1. *Figures as of and for the 13-week period and the year ended December 31, 2021 are preliminary estimates of the Company's results as of and for such periods, as applicable, which have not been finalized, reviewed or audited and are subject to change.*

Sources & Uses and Pro Forma Capitalization

Sources and Uses

($ in millions)

Sources of Funds	**$**	**%**
New 1st Lien Term Loan	$855	62%
New 2nd Lien Term Loan	350	25%
New Cash Common Equity	151	11%
Conversion of Shareholder Revolving Loan to Common Equity	30	2%
Total Sources of Funds	**$1,386**	**100%**

Uses of Funds	**$**	**%**
Repay Senior Notes	$325	23%
Repay 1st Lien Term Loan	820	59%
Repay Revolving Credit Facility	148	11%
Convert Shareholder Revolving Loan to Common Equity	30	2%
Cash to Balance Sheet	25	2%
Fees and Expenses	38	3%
Total Uses of Funds	**$1,386**	**100%**

Pro Forma Capitalization

($ in millions)	**LTM 9/30/2021**	**LTM 12/31/2021E**	**Adj.**	**PF LTM 12/31/2021E**
Cash & Equivalents	$35	$50	25	$75
Revolving Credit Facility ($158mm)	148	148	(148)	-
New Revolving Credit Facility ($171.7mm)	-	-	-	-
1st Lien Term Loan	825	820	(820)	-
New 1st Lien Term Loan	-	-	855	855
Total Secured Debt Through 1st Lien	**$973**	**$967**		**$855**
Shareholder Revolving Loan	30	30	(30)	-
New 2nd Lien Term Loan	-	-	350	350
Total Secured Debt	**$1,003**	**$997**		**$1,205**
Senior Notes	325	325	(325)	-
Total Debt	**$1,328**	**$1,322**		**$1,205**
Common Equity	452	452	181	633
Total Capitalization	**$1,780**	**$1,774**		**$1,838**
Selected Operating Statistics				
LTM Adj. EBITDA	$189	$181		$181
Selected Credit Statistics (as a Multiple of LTM Adj. EBITDA)				
1st Lien Leverage	5.2x	5.3x		4.7x
Net 1st Lien Leverage	5.0x	5.1x		4.3x
Total Leverage	7.0x	7.3x		6.7x
Net Total Leverage	6.9x	7.0x		6.2x

Summary Term Sheet – 1st Lien Term Loan

1st Lien Term Loan – Indicative Terms	
Borrower:	Apex Tool Group, LLC
Facility:	$855 million Senior Secured 1st Lien Term Loan
Tenor:	7 years
CSA:	Customary 'Ladder'
Security:	Substantially same as existing Senior Secured TLB due 2024
Guarantors:	Substantially same as existing Senior Secured TLB due 2024
Ranking:	Pari Passu with all existing future senior indebtedness and senior to all existing and future subordinated indebtedness
Optional Prepayments:	101 Soft Call for six months
Amortization:	1.0% per annum
Mandatory Prepayments:	Standard and customary
Negative Covenants:	Standard and customary

Summary Term Sheet – 2nd Lien Term Loan

2nd Lien Term Loan – Indicative Terms	
Borrower:	Apex Tool Group, LLC
Facility:	$350 million Senior Secured 2nd Lien Term Loan
Tenor:	8 years
Margin:	S+CSA+1,000 bps
CSA:	Customary 'Ladder'
Floor:	0.5%
Issue Price:	98.0
Security:	Substantially same as existing Senior Secured TLB due 2024, on a second priority basis
Guarantors:	Substantially same as existing Senior Secured TLB due 2024
Ranking:	Pari Passu with all existing future senior indebtedness and senior to all existing and future subordinated indebtedness
Optional Prepayments:	Non-Call 1 / 103 / 101.5 / Par
Amortization:	None
Mandatory Prepayments:	Standard and customary
Negative Covenants:	Standard and customary

Indicative Transaction Timeline

January 2022						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23 / 30	24 / 31	25	26	27	28	29

February 2022						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

Market Holiday

Date	Key Event
January 26th	Announce transaction
January 27th	Lender call
February 3rd	1st Lien Term Loan commitments due at noon
Shortly thereafter	Close and fund

Recapitalization Rationale

Bain has a track record of supporting Apex and is bullish on the continued positive trajectory of the business

- Since the buyout in 2013, Bain has supported Apex's complex footprint relocation with advice and capital
  - Bain contributed $80mm in cash equity to facilitate the 2019 credit facilities extension and has repeatedly provided junior capital on a revolving basis for incremental liquidity
- Bain believes the prospects for Apex have materially improved in and has conviction in the Company's top line, EBITDA margin and cash flow profile
  - The manufacturing footprint relocation to low cost Asian countries has been completed and the supply chain has been fortified against the impacts of potential escalating tariffs between the US and China
  - The SATA brand in China and Latin America has grown substantially over the past years and generated significant value to the stakeholders
  - Pricing and productivity gains have proven effective in mitigating input cost inflation and continue to provide mitigation in the current environment
  - New product development and the e-commerce channel have become a reliable engine for continued topline growth
  - The quality of EBITDA has significantly improved as restructuring charges and pro forma adjustments have declined to their lowest since LBO
- In light of the sound fundamental position of Apex in the Global Tools market and its improved financial performance, Bain is confident that a comprehensive recapitalization of the business will be substantially value accretive
  - Significant common equity injection re-underwrites Apex for the long term and decreases leverage
  - Repayment and extension of existing Revolving Credit Facility provides substantial liquidity
  - Refinancing of existing Term Loan and Unsecured Notes extends maturity profile and removes refinancing risk

Business Overview

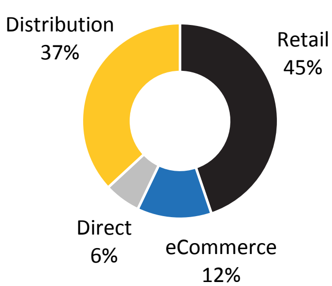
Business Overview

Who We Are: One Business, Two Leading Tools Platforms

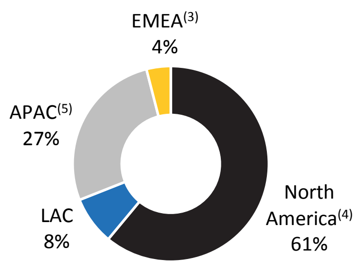
	Hand Tools	Power Tools
2021E Sales Breakdown	**Net Sales: $1,094M** *(77% of Total)*	**Net Sales: $326M** *(23% of Total)*
	Adj. EBITDA: $182M *(17% Margin)*[1]	**Adj. EBITDA: $55M** *(17% Margin)*[1]
Key Brands	SATA, CRESCENT, GEARWRENCH	Cleco, APEX, Weller
Product Snapshots		

2021E Sales Breakdown

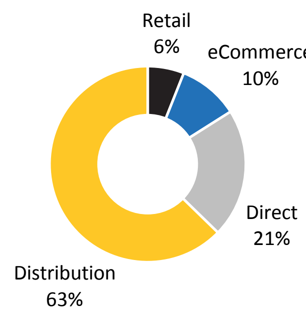
Hand Tools – By Channel



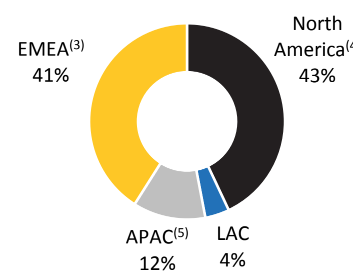
Hand Tools – By Geography[2]



Power Tools – By Channel



Power Tools – By Geography[2]



1. *Division EBITDA excludes allocation of corporate overhead.*
2. *Geographical splits based upon destination sales.*
3. *EMEA denotes Europe, Middle East, and Africa.*
4. *North America includes U.S. and Canada only, Mexico included in Latin America and Caribbean (LAC).*
5. *APAC includes ANZ.*

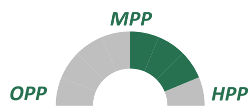
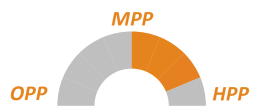
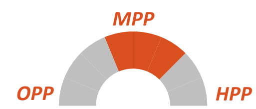
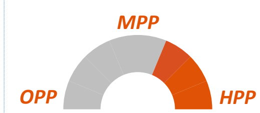
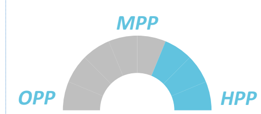
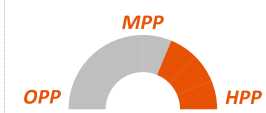
Why We Win

ATG Leads the Market Across Key Categories

Industry Leadership	***Well Regarded Portfolio of Brands***	***User Driven Innovation***
170+ Year Heritage *In Hand and Power Tools*	**6 Professional Brands** *with highly defensible global positions and strong brand equity*	**6 Design Centers** *developing highly differentiated products for end users*
Global Distribution *with strong customer relationships*	**Excellent Customer Satisfaction** *with Net Sentiment scores well above peers*	**Established NPD Process** *designed to drive sales growth and profitability*
Global Omni-Channel Presence with Market Leading eCommerce Platform	***Strong Operational Excellence Culture***	***Deep Management Bench, with Proven Track Records***
100+ Countries *where revenue is generated*	**20 Facilities** *Driving LEAN manufacturing principles to deliver best safety, quality, cost, and service*	**25+ years industry experience** *on average across senior management and key support leaders*
43% annual growth *in eCommerce sales for North America Hand Tools (2015 - 2020)*	**$30M average cost savings** *from procurement and manufacturing per year since 2016*	**~300 bps expansion** *of EBITDA margin (2016 – 2020)*

APEX TOOL GROUP

Strong Portfolio of Highly Regarded Professional Brands

	SATA	GEARWRENCH	CRESCENT	Cleco	Weller	APEX
Founded	1997	1995	1848	1894	1946	1933
Tag Line	YOUR PROMISES. DELIVERED.	FORGE AHEAD	Trusted by the Trades.	SOLUTIONS ARE IN OUR DNA.	The Original.	BECAUSE THERE'S A LOT ON THE LINE.
2021E Net Sales Contribution	*18%*	*8%*	*18%*	*10%*	*8%*	*3%*
Price Positioning[1]						
Core End-User	• Auto Mechanics • Industrial Technicians • Industrial MRO Trades • Heavy Industry Mechanics	• Auto Mechanics • Industrial Technicians • Auto Enthusiasts	• Construction Trades • Industrial MRO Trades • Heavy Industry Mechanics • DIY Enthusiasts	• Assembly Line Workers • General Industry and Custom Assembly Technicians	• Electronics Technicians • R&D Technicians • Educational Lab Technicians • Electronics Enthusiasts	• Assembly Line Workers • General Industry and Custom Assembly Technicians
Select Competitors	STANLEY SHEFFIELD GREATWALL	Snap-on MATCO TOOLS PROTO	DEWALT Milwaukee KLEIN TOOLS	Atlas Copco BOSCH IR Ingersoll Rand	HAKKO METCAL QUICK	Wera Koken wiha
Brand Strength Score[2,3]	#1 NPS	#2 NPS	#3 NPS	#1 NPS	#1 NPS	N/A

1. OPP = Opening Price Point, MPP = Medium Price Point and HPP = High Price Point.
2. BCG Study.
3. Net Promotor Score (NPS): research method used to measure the loyalty of a customer to a brand.

2021 Summary

1 **Significant Brand Growth**

2 **Share / Listing Gains**

3 **Pricing and Productivity Offset Inflation**

4 **Supply Chain Headwinds**

5 **Summary Results:**

- **Sales: $1.4 billion (+18%)**
- **Adj. EBITDA: $181 million**

Financial Summary of Growth Priorities

Segment	Brand	Sales Growth 2020A	Sales Growth 2021E	YoY Growth	Summary Comments
	($ in millions)	**2020A**	**2021E**		
	Total	**1,202**	**1,420**	18%	
NAHT	SATA	201	249	24%	Drive leadership in NPD; Product growth in target verticals; Enter new categories; Expand geography
NAHT	CRESCENT	186	222	19%	Broaden tool and accessory portfolio; Continue to innovate with new products
NAHT	GEARWRENCH	83	114	37%	Accelerate distribution; Build brand preference and demand; Capitalize on eCommerce momentum
NAHT	**All Other, including Select Private Label**	325	363	12%	Maintain strong private label relationships
NAHT	Weller	90	107	19%	Leverage global NPD strength; Expand into Asia/Mexico EMS markets
GPT	Cleco | APEX	174	183	5%	Grow share in cordless final assembly; Recovery across verticals post-COVID
GPT	**All Other**	142	182	28%	Primarily Jacobs, K&F, Metronix, Iseli, and Spline

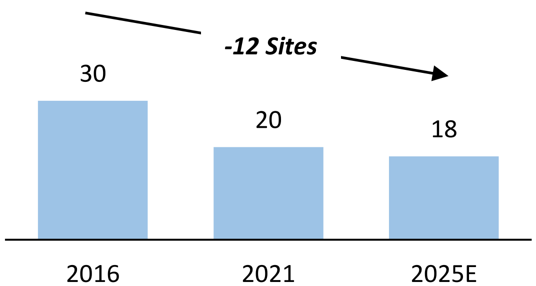
APEX TOOL GROUP

Strong Operational Excellence Culture

ATG has multiple competencies that have built a foundation for continued productivity and margin improvement

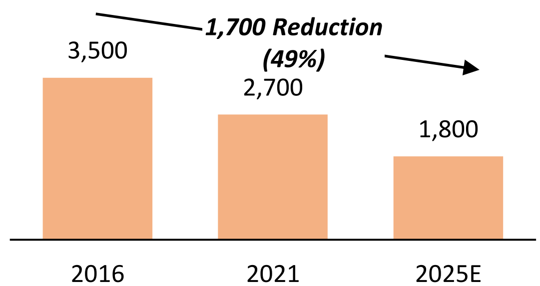
Efficient Manufacturing Operations

Manufacturing Footprint Evolution (# of Sites)



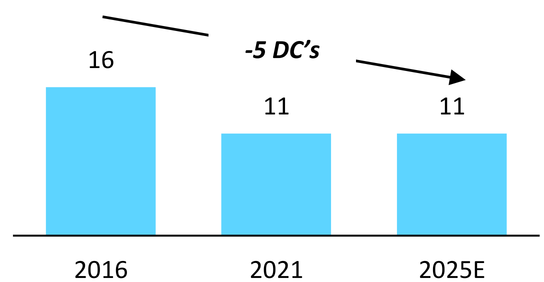
Strong, Global Procurement Organization

Rationalizing the Supply Base (# of Suppliers)



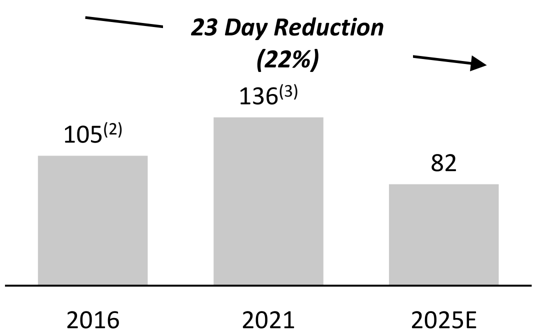
Flexible Distribution Network

Flexible Distribution Network



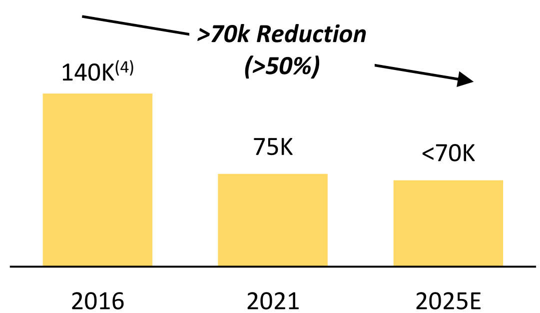
Inventory Reduction and Improved Cash Flow

DIO Improvement (Days)[1]



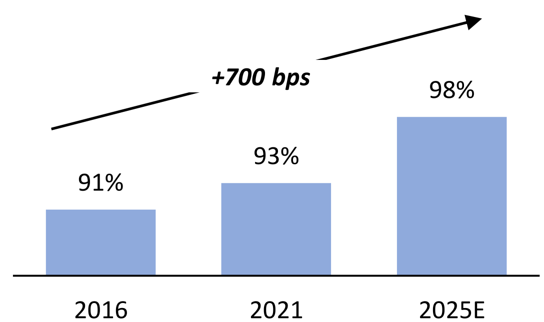
Significant Process Improvements and Business Simplification

SKU Reduction (# of SKUs)



On-Time Delivery

(Basis Point % Improvement)



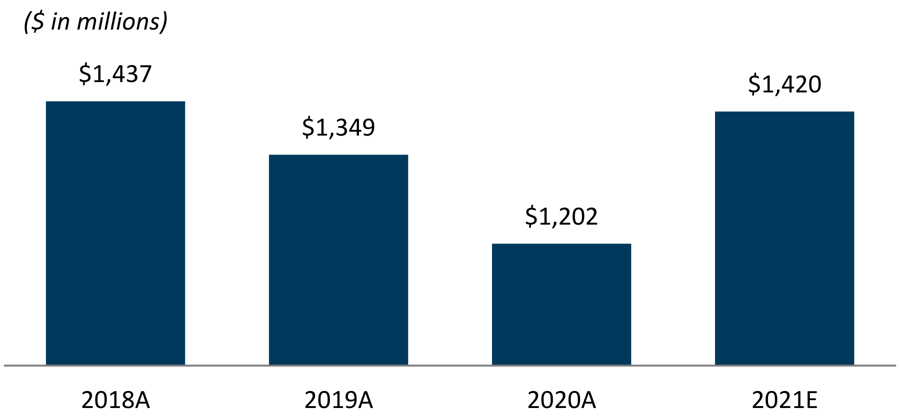
Operational excellence initiatives have delivered $150M+ of annualized cost savings in the last 5 years

1. *Days Inventory Outstanding (DIO) as of December 31 (at reported FX rates).*
2. *Estimated, excluding Sears.*
3. *DIO increased in 2021 due to global supply chain constraints, mainly due to shipping lead-time increases.*
4. *Total number of Finished Goods SKU's sold between 2013-2016..*

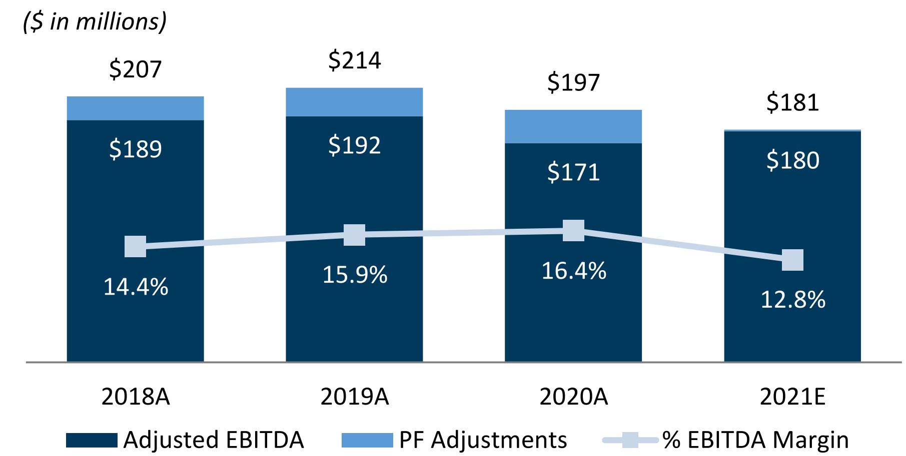
Historical Financial Performance

Historical Financial Overview

Revenue[1]



PF Adj. EBITDA and Margin



Net Sales Drivers

- Recent performance
  - 2019 down 6% due to the loss of Craftsman sales of $60M, $28M of negative FX and Industrial end-market softness; overall, core revenue flat
  - 2020 down 11% driven by another $53M of lost Craftsman sales, $8M negative FX and the impact in 1H 2020 from the effects of CV-19 pandemic
  - 2021 up 18% driven by gains in our branded businesses and at THD
- Summary
  - COVID-19, Industrial Market softness and FX impacted 2019/2020; however, strength in 2021 has offset these declines

Margin Drivers

- Recent performance
  - Higher margins in 2019 and 2020 driven by pricing, productivity, tariff mitigation, mix and SG&A cost savings actions
  - 2021 margin declines driven mainly by increased inflation and one-time supply chain constraint costs, offset partially by pricing and productivity
- Margin drivers
  - Continued pricing execution, mix enhancement through NPD innovations, SATA growth opportunities, continued supply chain improvement and productivity initiatives

1. *Revenue for Sears and the Stanley Black & Decker Craftsman business were $120mm, $60mm, $7mm and $0mm for 2018, 2019, 2020 and 2021E, respectively.*

Meaningfully Improved Quality of EBITDA

EBITDA Adjustments Over Time

($ in millions)	**2018A**	**2019A**	**2020A**	**LTM Q3 2021A**	**2021E**
Reported EBITDA	**$116.5**	**$150.5**	**$76.4**	**$117.0**	**$146.5**
EBITDA Adjustments	72.3	41.3	94.5	67.2	33.6
Adjusted EBITDA	**$188.8**	**$191.8**	**$170.9**	**$184.2**	**$180.1**
Pro Forma Adders	18.3	22.2	25.9	4.5	1.1
Pro Forma Adjusted EBITDA	**$207.1**	**$214.0**	**$196.8**	**$188.7**	**$181.2**
Total Adjustments	*$90.6*	*$63.5*	*$120.4*	*$71.7*	*$34.7*
% of PF Adj. EBITDA					
EBITDA Adjustments	*34.9%*	*19.3%*	*48.0%*	*35.6%*	*18.5%*
PF Adders	*8.8%*	*10.4%*	*13.2%*	*2.4%*	*0.6%*

2021 Preliminary Results*

($ in millions)	ATG FY 2021E	ATG FY 2020A	ATG FY % Chge	Hand Tools FY 2021E	Hand Tools FY 2020A	Hand Tools FY % Chge	Power Tools FY 2021E	Power Tools FY 2020A	Power Tools FY % Chge
Net Revenue	1,420	1,202	18%	1,094	910	20%	326	292	12%
Adj. GM	452	419	8%	327	298	10%	125	120	4%
Gross Margin %	*32%*	*35%*		*30%*	*33%*		*38%*	*41%*	
Adj. SG&A	293	241	22%	166	133	25%	76	63	19%
Reported EBITDA	147	76	92%	164	126	30%	44	20	117%
PF Adj. EBITDA	181	197	(8%)	177	179	(1%)	55	61	(10%)
PF Adj. EBITDA %	*13%*	*16%*		*16%*	*20%*		*17%*	*21%*	

ATG

- Core Revenues (ex. FX) up 16%, including:
  - 17% growth in key brands
  - 28% growth in THD’s Husky branded business
- FX impact +2%
- Gross Margin declines due to $50M Inflation (7%) and approx. $14M of supply chain constraint 1x costs (net of capitalized variances), offset partially by 3% pricing and 3% productivity
- SG&A higher due to 2020 CV-19 actions and 2021 growth
- Reported EBITDA is up >90% due primarily to significantly reduced restructuring and pro forma adjustments
- Adj. EBITDA of $181M or 13%

Hand Tools

- Core Revenues (ex. FX) up 18%, including:
  - SATA China 19%
  - GearWrench 17%
  - Crescent +36%
  - THD +33%
- Gross Margin down due to supply chain constraint costs and inflation, partially off-set by pricing and productivity
- SG&A higher due to 2020 CV-19 actions and 2021 growth

Power Tools

- Core Revenues (ex. FX) up 9%, including:
  - Weller +17%
  - Apex +9%
- Cleco Flat due to component constraints and end-market demand
- Gross Margin down due to supply chain constraint costs, component shortages and inflation, partially off-set by pricing and productivity
- SG&A higher due to 2020 CV-19 actions and 2021 growth

NOTE: Division EBITDA excludes allocation of corporate overhead. In this format, any adjustments that relate to Gross Margin and SG&A have been pushed back into those line items in the table above. In other pages of the presentation, those adjustments have not been pushed back to those line items. Additionally, Adjusted GM excludes intangible amortization.

** Please refer to the disclosures on slide 1 regarding any projections; preliminary results.*

FY 2021E Revenue and PF Adj. EBITDA Bridge

	Revenue ($M)	PF Adj. EBITDA ($M)	
FY 2020	**$1,202**	**$197**	
2020 Adjustments:			
Non-Recurring CV-19 Expense Cuts		(18)	Excessive cost cuts in 2020 (furloughs, T&E, etc.)
Sears and SWK Craftsman	(7)	(2)	Leftover sales from 2020
2020 Adjusted Jump Off Point	**1,195**	**176**	
Normal Business Climate:			
Volume increases, unconstrained	208	69	Supported by customer forecasts / orders
FX Translation	25	4	Stronger RMB and EUR YoY
Pricing (1%)	12	12	Historical norms
Inflation (2%)[1]		(15)	Historical norms
Productivity (3%)[1]		23	Historical realized gross productivity
Mix & Other		(12)	Includes product mix, business unit mix, etc.
SG&A Volume Support / Investments		(23)	Variable SG&A plus incremental investments during unconstrained order intake
Change in PF Adders		(24)	PY PF Adders reading through other line items above
Total	**245**	**33**	
Abnormal Business Climate			
Estimated Supply Chain Constraints on Volume	(39)	(13)	Driven by extended transportation and component lead-times
Pricing (Incremental)	20	20	Aggressive incremental pricing actions to help off-set escalating inflation
Inflation (Incremental)		(36)	5% of the 7% YoY cost inflation
Estimated Cap Variance Deferral (Inflation)		26	Abnormal inflation (incl. Alt Freight)
Productivity (Incremental)		(3)	Actual results less than normal due to focus on supply chain situation
One-Time Supply Chain Constraint Costs		(21)	Inbound / outbound freight costs (alt. ports, other expedited freight, spot buys, DC)
Total	**(19)**	**(27)**	
FY 2021E	**$1,420**	**$181**	

1. *Material Labor and Overhead only.*

Supply Chain Constraints – 2021E P&L Impact

Unconstrained Addback	Description
Revenue	▪ Missed incremental Revenue due to extended lead-times – Missed Shipments and Past Due backlog in excess of “normal” level – $39M
Gross Margin	▪ Missed GM on above Revenue – Based on 2021 GM%, excluding supply chain constraint COS impacts – $13M
Alternative Ports	▪ Incremental domestic freight costs due to alternative port use ▪ Incremental port storage costs due to constraints – $9M
Expedited Freight	▪ Air Freight costs incremental to normal transportation modes – $4M
Alternative Supply	▪ Alternative supply to reduce lead-times; spot rate / premiums in excess of normal supply costs (ex. inflation) – $5M
Inefficient Distribution	▪ Inefficient use of resources due to carrier no shows, late/unscheduled arrivals, extra material handling (wages/OT) – $3M

Note: Amounts shown above EXCLUDE the estimated impact of capitalization/amortization of variances timing (shows incurred cost).

Supply Chain Constraints – 2021E P&L Impact

USD in millions	2021E	Supply Chain Constraint Impacts: Rev/GM Addback	Supply Chain Constraint Impacts: Expense Addback	Unconstrained 2021E
Net Sales	**1,420**	39	-	**1,459**
Growth	18%			21%
Gross Profit	**446**	13	10	**469**
pct of sales	31%			32%
Total SG&A	**308**	-	(4)	**304**
pct of sales				
Operating Profit	**138**	13	14	**165**
pct of sales	10%			11%
Adjusted EBITDA	**180**	13	14	**207**
Pro Forma Adders	1			1
Adj Pro Forma EBITDA	**181**	13	14	**208**
	13%			14%

Note: Addbacks INCLUDE the estimated impact of capitalization/amortization of variances timing.

Free Cash Flow

Robust FCF generation expected on a go-forward basis driven by the completion of footprint rationalization and the roll-off of EBITDA adjustments

Free Cash Flow

($ in millions)	**2019A**	**2020A**	**2021E**	**Normalized FCF[1]**
Reported EBITDA, ex-Restructuring	**$182**	**$99**	**$148**	**$148**
A/R	42	(1)	(23)	(5)
Inventory	12	15	(119)	(4)
A/P	(47)	17	(1)	15
Capex	(20)	(20)	(25)	(25)
Cash Interest	(99)	(95)	(93)	(89)
Cash Taxes	(39)	(29)	(29)	(29)
Cash Restructuring	(20)	(18)	(15)	-
All Other Working Capital	21	40	22	-
FCF	**$32**	**$9**	**$(135)**	**$11**

Commentary

1. 2021 NWC consumption related to global supply chain constraints, mainly due to shipping lead-time increases
   - Order lead times have extended by ~35-40 days due to the global supply chain constraints
   - As a result, the Company is holding >$100 million more inventory than it would in a normal supply chain environment
2. FCF generation would have been >$100 million better if the Company had experienced average NWC consumption in the period

1. *Assumes PF capital structure.*

Appendix

Quarterly Performance By Division

Quarterly Performance										
($ in millions)	**Q1 2020**	**Q2 2020**	**Q3 2020**	**Q4 2020**	**FY 2020**	**Q1 2021**	**Q2 2021**	**Q3 2021**	**Q4 2021E**	**FY 2021E**
Hand Tools	187.0	193.6	270.6	258.3	909.6	253.4	264.9	301.0	274.7	1,093.8
Power Tools	76.5	63.5	70.7	81.4	291.9	77.9	82.7	81.2	84.6	326.4
Revenues	**$263.5**	**$257.1**	**$341.2**	**$339.7**	**$1,201.5**	**$331.2**	**$347.5**	**$382.1**	**$359.3**	**$1,420.2**
Hand Tools	67.3	63.5	84.4	83.2	298.4	79.1	81.2	85.4	81.2	326.9
Power Tools	32.7	25.5	28.8	33.2	120.2	31.3	31.8	29.8	32.5	125.3
Group Admin	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Adj. Gross Margin	**$99.9**	**$89.0**	**$113.2**	**$116.5**	**$418.6**	**$110.4**	**$113.0**	**$115.1**	**$113.7**	**$452.2**
Hand Tools	37.8	26.0	33.1	36.0	132.9	39.7	38.2	44.0	44.1	166.0
Power Tools	17.7	14.3	14.3	17.0	63.3	17.7	19.7	19.6	18.4	75.5
Group Admin	13.3	7.3	10.2	14.2	45.0	13.4	12.7	13.3	12.1	51.6
Adj. SG&A	**$68.8**	**$47.6**	**$57.6**	**$67.2**	**$241.1**	**$70.9**	**$70.7**	**$76.9**	**$74.6**	**$293.1**
Hand Tools	33.5	41.3	55.2	49.1	179.2	43.8	46.5	45.9	40.5	176.6
Power Tools	16.1	12.4	15.3	17.5	61.2	14.8	13.2	11.3	15.5	54.8
Group Admin	(13.0)	(7.0)	(9.9)	(13.8)	(43.7)	(13.1)	(12.4)	(13.5)	(11.2)	(50.2)
PF Adjusted EBITDA	**$36.7**	**$46.7**	**$60.6**	**$52.7**	**$196.8**	**$45.6**	**$47.3**	**$43.6**	**$44.7**	**$181.2**

Adjusted EBITDA Reconciliation

Adjusted EBITDA Reconciliation					
($ in millions)	**Q1 2021**	**Q2 2021**	**Q3 2021**	**Q4 2021E**	**FY 2021E**
Net Earnings (Loss)	**($23.1)**	**($34.2)**	**($28.3)**	**($28.9)**	**($114.5)**
Add:					
Interest Expense, Net	23.5	24.6	25.0	25.0	98.1
Tax Expense (Benefit)	6.9	7.6	6.8	8.5	29.8
Depreciation / Amortization Expenses	33.9	32.9	33.2	33.1	133.2
Unadjusted Reported EBITDA	**$41.2**	**$30.9**	**$36.8**	**$37.6**	**$146.5**
Pro Forma Adjustments:					
Restructuring Charges, Net of Disposals	(0.9)	3.1	(0.8)	1.8	3.3
Sponsor Management Fees	0.8	0.8	0.7	0.8	3.0
Non-Cash Mark to Market Adjustments	0.7	1.0	0.4	0.7	2.8
Transactional FX Gain / (Loss)	(3.6)	8.9	4.0	1.9	11.1
COVID One-time Costs, Net	4.9	-	-	-	4.9
All Other	1.3	2.6	2.5	2.0	8.4
Adjusted EBITDA	**$44.5**	**$47.2**	**$43.6**	**$44.7**	**$180.1**
GPT COGS Actions (NA / EMEA Ops Restructuring)	0.5	-	-	-	0.5
GPT SG&A Actions (NA / EMEA Selling / G&A)	0.4	-	-	-	0.4
APAC COGS Actions (Australia Restructuring)	0.2	0.1	-	-	0.3
Total Pro Forma Savings	**1.1**	**0.1**	**-**	**-**	**1.1**
Adjusted EBITDA (per Senior Secured Debt Reporting)	**$45.6**	**$47.3**	**$43.6**	**$44.7**	**$181.2**

Note: LTM PF Adjusted EBITDA is shown to reflect the adjustment of the Manufacturing Savings, Sourcing Projects, and SG&A Projects retroactively for four quarters per the Senior Secured Debt Ratio Calculation and for comparability.

2018-2021 P&L History

Historical P&L Summary					
($ in millions)	**2018A**	**2019A**	**2020A**	**2021E**	
Net Sales	**$1,437.3**	**$1,348.8**	**$1,201.5**	**$1,420.2**	
% growth		*(6.2%)*	*(10.9%)*	*18.2%*	Strong Growth, with momentum into 2022
Gross Profit	**459.5**	**434.7**	**378.5**	**445.8**	
% margin	*32.0%*	*32.2%*	*31.5%*	*31.4%*	Supply chain headwinds have impacted the short term
Total SG&A	**316.3**	**289.2**	**258.4**	**307.6**	
% of sales	*22.0%*	*21.4%*	*21.5%*	*21.7%*	
Operating Profit	**143.2**	**145.5**	**120.1**	**138.3**	
% of sales	*10.0%*	*10.8%*	*10.0%*	*9.7%*	
Restructuring	33.4	31.2	22.7	4.5	No approved projects in 2021; winding down
Amort of Intangibles	48.3	108.4	106.8	109.4	
Other (Income) Expense	16.5	(11.2)	42.8	11.0	
EBIT	**$45.0**	**$17.0**	**($52.2)**	**$13.3**	
Depreciation	23.2	25.1	21.7	23.7	
Amort of Intangibles	48.3	108.4	106.8	109.4	
EBITDA	**$116.5**	**$150.5**	**$76.4**	**$146.5**	Stronger business performance and lower adjustments
EBITDA Adjustments	72.3	41.3	94.5	33.6	Clear focus to wind down
Adjusted EBITDA	**$188.8**	**$191.8**	**$170.9**	**$180.1**	
% margin	*13.1%*	*14.2%*	*14.2%*	*12.7%*	
Pro Forma Adders	18.3	22.2	25.9	1.1	Winding down
PF Adjusted EBITDA	**$207.1**	**$214.0**	**$196.8**	**$181.2**	
% margin	*14.4%*	*15.9%*	*16.4%*	*12.8%*	

Investment Highlights

1. **Diversified** global provider serving large, **growing**, stable end markets

2. **Strong** portfolio of highly regarded **professional** brands

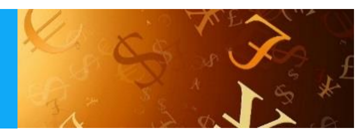
3. **Robust** new product pipeline with **sustainable** expansion capability

4. **Multiple** paths for growth with **upside** from organic opportunities

5. **Well-established** routes to market with **strategic** customer partnerships

6. **Global** sourcing and manufacturing platform

7. **Attractive** financial profile with **high** cash flow generation



8. **Best-in-class**, proven leadership team with **deep** industry experience

North American Hand Tools Snapshot

Overview

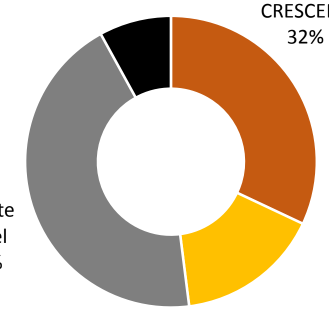
- Large range of hand tools and accessories used across a broad range of end markets and use applications
  - Key products: ratchets, sockets, wrenches, torque wrenches, storage boxes, cutting tools and tape measures
  - Use applications: residential and commercial construction, automotive repair, and other professional trades applications
  - End users: auto technicians, professional service tradesmen, residential and commercial construction, maintenance and repair users and DIY enthusiasts

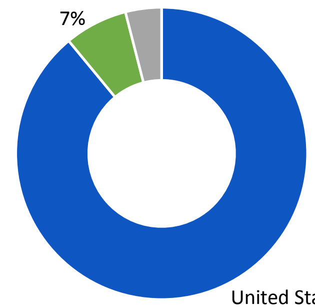
Strategic Priorities

- CRESCENT – New Products and Demand Creation
  - Broaden NA tool and accessory portfolio to build share with construction trade users
- GEARWRENCH – Expand distribution and drive omni channel
  - Expand distribution in NA industrial and auto channels and accelerate eCommerce
- Private Label Brands – Grow with winning retailers
  - Partnering with retailers provides access to a large NA market segment

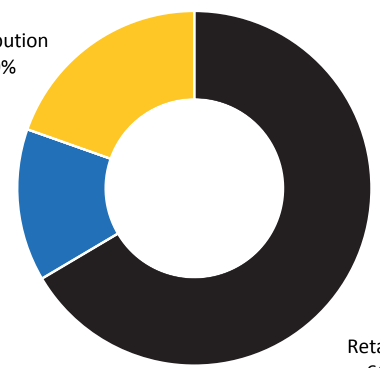
Focus End Markets

Sales Breakdown (2021E)





Channels and Customers



Key Customers

The Home Depot, Bunnings Warehouse, TSC, Acme Tools, Lowe's, MSC, NAPA, Ace Hardware, Canadian Tire, Grainger, Medco, AutoZone, amazon, Fastenal

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Source: BCG study.

1. *Includes automotive manufacturing, aerospace, and general industry verticals for North America Hand Tools, among others.*

Asia Pacific Snapshot

Overview

- Best-in-class distribution and long-term dealer relationships in China
  - SATA has ~100 field marketing vans boosting sales and providing services
- Competes with international brands and local manufacturers in a highly fragmented competitive landscape

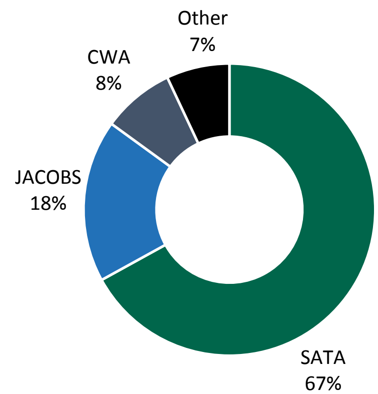
Strategic Priorities

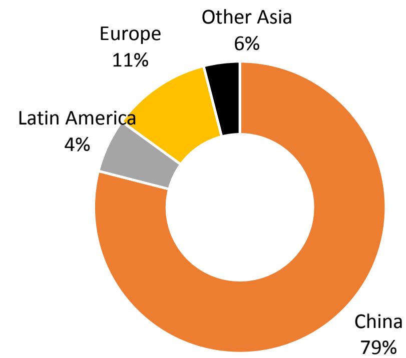
- Expand core products and into existing adjacencies
  - Continue to innovate core mechanic and construction hand tools
- Drive vertical share growth in rail, power, petrochemical, construction
  - Focus on purchasing organizations at large infrastructure contractors and grow share with tools and adjacencies
- Continue the "Own the Bay" Strategy increasing Auto Equipment and Hand Tools Sales and building SATA brand preference
  - Promote "Champion Store" strategy
- Capture growth in China's eCommerce market
  - Leverage relationships with large e-retailers to launch new products

Focus End Markets

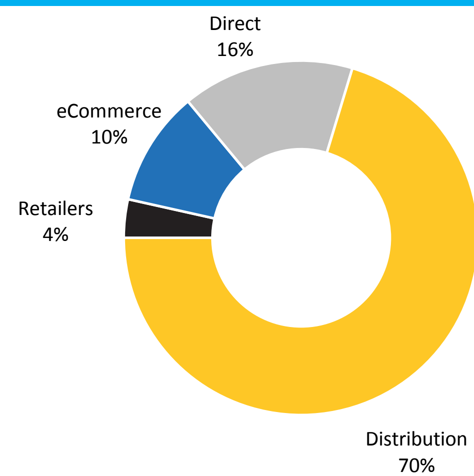
Automotive Manufacturing | **Automotive Repair** | **General Industry** | **Power** | **Rail**

Sales Breakdown (2021E)





Channels and Customers



Key Customers: SATA

Nice 耐思 Industrial Products; BYD 比亚迪汽车; 天猫 TMALL.COM; JD.COM 京东; 长城汽车; Huainan 淮南矿业; 中国中车 CRRC

Key Customers: JACOBS

Makita; TTI; Stanley Black & Decker

Source: BCG study.

Latin America & Caribbean Snapshot

Overview

- Refreshed LAC Strategy – Improved results
- Brazil centric – Now expanding into Latin America
- Pandemic / currency devaluation mitigation in motion
- SATA #1 Priority
  - Except Mexico, will be CRESCENT/GEARWRENCH in line with USA
- Solid relationships with key distributors and retailers across the region
- Active presence with auto manufacturing OEMs in Mexico

Strategic Priorities

- Upgraded marketing to be a strategic advantage
  - Redesigned strategic plan, putting the consumer in the center
  - Rebalanced marketing fundamentals
    - User insights, portfolio mix, distribution, demand creation
- Brazil 1st priority – Execute Belzer to SATA brand transition
- Expand SATA model into rest of Latin America
- Refresh Files, drive demand creation, focus on OpEx

Focus End Markets

Mechanics

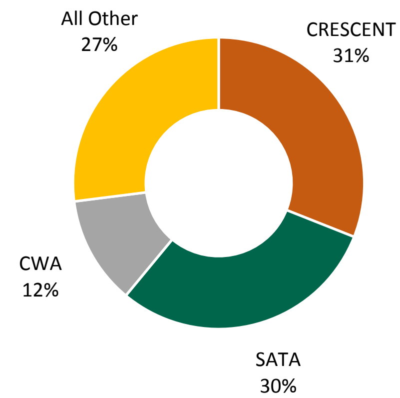
Industrial
Auto Repair
DIY

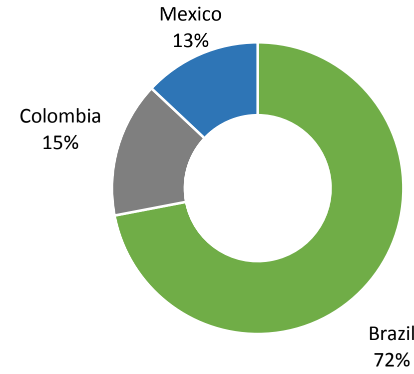
Agriculture
Forestry

Construction

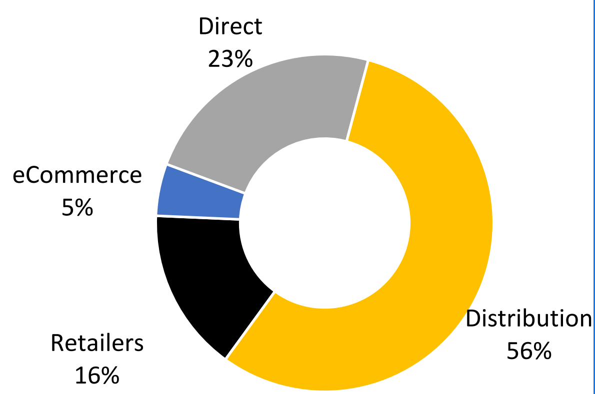
Automotive
Manufacturing

Sales Breakdown (2021E)





Channels and Customers



Key Customers

TAMBASA ATACADISTAS
vonder
NEGRÃO
MARTINS
Sumatec
Dyna
LEROY MERLIN
THE HOME DEPOT
AutoZone

Source: BCG study.

Global Power Tools Snapshot

Overview

- Leading Assembly Power Tool and accessories supplier, #2 in Automotive
  - Productivity focused, multi-industry application-specific portfolio
  - Leader in intelligent tightening tools and connectivity
  - Strong multi-year contracts with key MVI OEM global accounts
  - Well positioned globally with automotive and industrial OEMs
- Global leader in professional and consumer soldering solutions
  - Application-specific technologies, products and accessories
- Multiple Industry 4.0 enabled platforms supporting customer requirements for reliability, traceability and connectivity

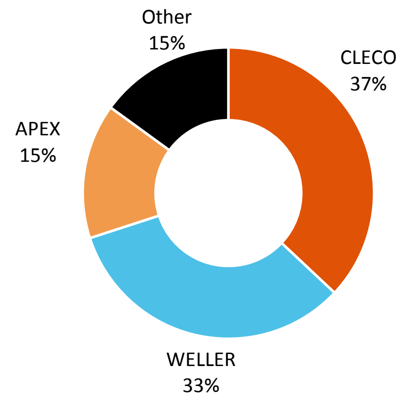
Strategic Priorities

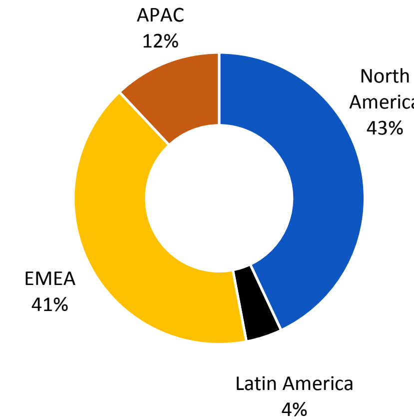
- Grow Production Assembly Solutions Business
  - Rapidly growing share in cordless final assembly with flagship tools
  - Partnering with leading EMEA MVI OEMs for global growth
  - Leverage Value Added Resellers to efficiently serve the NA market
- Increase Global Penetration in Core Electronics Segments
  - Sustained focus on eCommerce to drive awareness and sales
  - Over-index investments in Mexico and Asia with EMS partnerships
- Pivot resources to larger, faster growth categories e.g., cordless and PTA

Focus End Markets

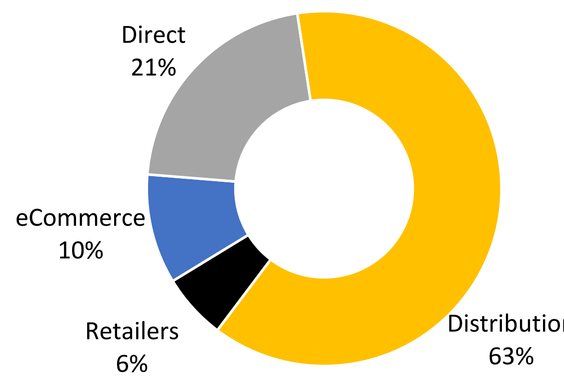
Electronics | **Automotive Manufacturing** | **Automotive Repair** | **General Industry**

Sales Breakdown (2021E)





Channels and Customers



Key Customers

EMEA 4

Chinese OEMs

VARS

WELLER

Source: BCG study.