

**EBOS GROUP LIMITED
ACQUISITION OF MASTERPET
MEDIA AND ANALYSTS' BRIEFING
DECEMBER 2011**

MARK WALLER
MANAGING DIRECTOR

MAJOR ACQUISITION

- EBOS Group Ltd is acquiring for NZ\$105m the shares, wholly-owned brands and trading interests of the privately owned Masterpet Group of Companies in New Zealand and Australia.
- This is the largest acquisition made by EBOS to date.
- Masterpet represents a growth opportunity in a complementary field of healthcare – the fast growing animal healthcare products sector.
- EBOS will also acquire, as part of the transaction, a 50% interest in the retailer Animates.
- The acquisition will provide EBOS with a ‘natural fit’ in a business sector with strong margins.

MASTERPET FOOTPRINT

- Masterpet is the market leader in distribution of animal healthcare products, pet accessories, and premium foods throughout Australasia.
- Masterpet is well known to consumers with sales to veterinary clinics, pet specialty stores and grocery markets.
- Masterpet employs around 300 staff, with main offices and warehouse distribution in Wellington and Sydney. There are sales offices in 3 NZ and 3 Australian cities.
- EBOS will consolidate Masterpet in the FY12 year.

KEY BRANDS



ANIMATES

- Animates is a leading specialty retailer of animal healthcare products.
- The company operates a retail chain of 20 stores in New Zealand.
- It has strategic alliances in Australia.



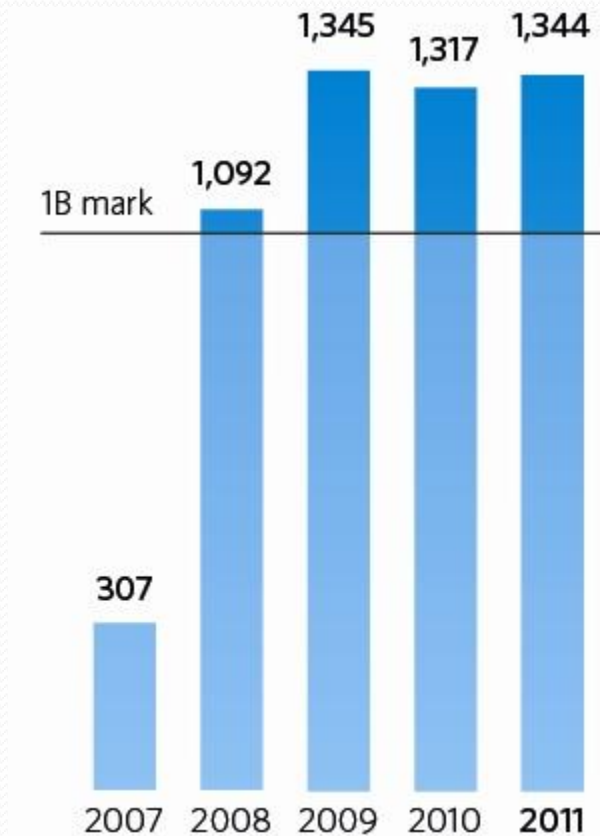
THE SALE

- EBOS is acquiring Masterpet from a consortium of private interests:
 - the Wootton family who established the Masterpet brand in 1961.
 - Other private investors.

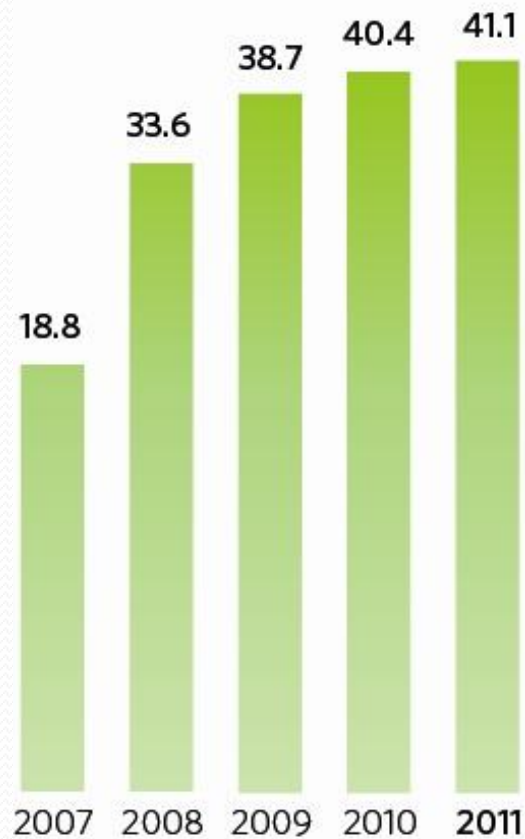
FUNDING

- EBOS will fund the acquisition from term debt. There is thus no change to EBOS issued capital.
- The group is currently debt-free on a net basis.
- Solid balance sheet and cash reserves.
- We have strong cash flows generation ongoing from core business
- Ample headroom to mount a large acquisition of this scale.

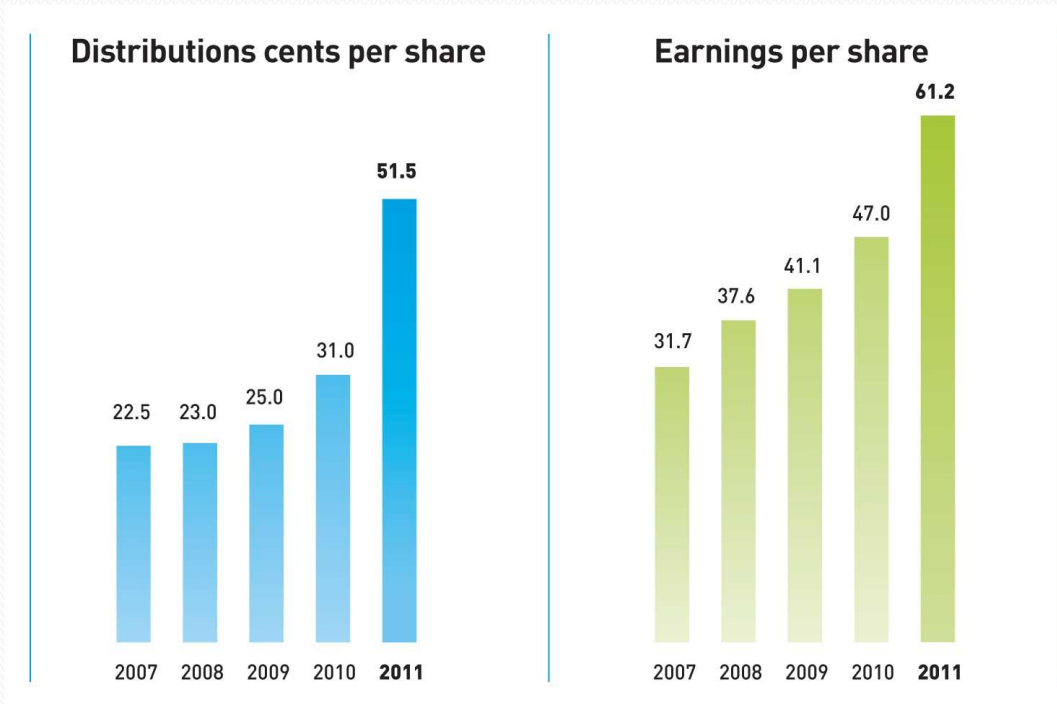
EBOS FINANCIAL TRENDS REVENUE \$M'S



EBOS FINANCIAL TRENDS EBITDA \$M'S



EBOS FINANCIAL TRENDS



* Including gain on the sale of the Scientific business in FY11

WHY MASTERPET?

- Initial discussions with the Wootton family 10 years ago.
- Excellent match of core competencies.
- Growth prospects in NZ, Australia and Asia.
- Both companies have a strong NZ base with growing Australian businesses.
- Reduces reliance on health sector dominated by Government controlled spend.
- Private equity owners keen to exit to a friendly buyer who will invest in and grow the business.

EBOS VALUE ADD

- Access to capital for growth.
- Ability to grow / develop the Vet / Petcare wholesale channel.
- Growth aspirations for Asia / Pacific.
- Willingness to invest in partnerships.
- Assist vertical integration with Animates.
- EBOS supports those responsible for growing businesses
- Fully integrated operations & distribution centres NZ / Australia.
- Lean & open corporate culture with speed & flexibility.
- Outcome / Results orientated.

FINANCIAL BENEFIT

- Masterpet brings a strong market presence and has:
- Its own brand portfolio (Masterpet, Vitapet)
- Modern operating systems
- Stable & experienced management team
- Supplier networks
- Established customer base.

QUESTIONS