

COLABOR GROUP INC. (TSX: GCL)

February 28, 2025Presented by Louis Frenette, President & CEO And Pierre Blanchette, SVP, CFO

FORWARD LOOKING STATEMENT

DISCLAIMER

This document is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities of Colabor Group Inc. and has not been prepared for delivery to, and review by, prospective investors in order to assist them in making an investment decision or regarding a distribution of securities.



FORWARD LOOKING STATEMENT

This document contains certain forward-looking statements as defined under applicable securities law. Forward-looking information may relate to Colabor's future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee", "ensure" or other similar expressions concerning matters that are not historical facts. Particularly, statements regarding the Company's financial guidelines, future operating results and economic performance, objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities, which Colabor believes are reasonable as of the current date. While Management considers these assumptions to be reasonable based on information currently available to the Company, they may prove to be incorrect. Forward-looking information is also subject to certain factors, including risks and uncertainties that could cause actual results to differ materially from what Colabor currently expects, including those mentioned in the Company's Annual Information Form, which can be found under its profile on SEDAR+ (www.sedarplus.com). These factors are not intended to represent a complete list of the factors that could affect Colabor and future events and results may vary significantly from what Management currently foresees. The reader should not place undue importance on forward-looking information contained in this document, information representing Colabor's expectations as of the date of this document (or as of the date they are otherwise stated to be made) and are subject to change after such date. While Management may elect to do so, the Company is under no obligation (and expressly disclaims any such obligation) and does no

NON-IFRS PERFORMANCE MEASURES

This document also contains information that follows non-IFRS measures of performance. Such information should not be considered in isolation or as a substitute for other IFRS performance measures, but rather as supplementary information. These measures are widely used in the financial community to evaluate the profitability of operations. They reflect the inclusion or exclusion of certain amounts that are not considered representative of the Company's recurring financial performance. Since these concepts are not defined by IFRS, they may not be comparable with those of other companies.

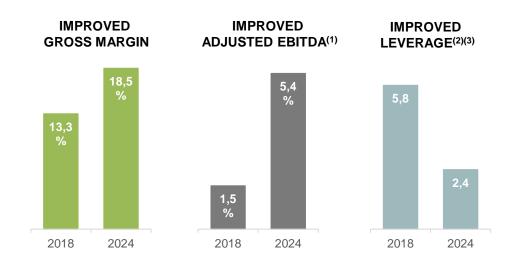


- Executive Summary
- About Colabor
- New Leadership
- Experienced Board
- Improved Client and Product Mix
- Improved Level of Gross Margin

EXECUTIVE SUMMARY • OUR TRANSFORMATION

DELIVERING ON OUR PROMISES

In 2019, a new management team was hired to transform the business. We are now in the last year of our 2020-2025 transformation plan. We delivered on our metrics.



THE OPPORTUNITY AHEAD

Our distribution platform is shifting to accelerate growth with significant opportunities in **Western Quebec**. Since 2024, our new platform allows us to reach **90%** of the addressable **HRI market in the province**:

- 2020-2024: 3 small tuck-ins and investments in sales & marketing to test market in Western Quebec.
- End of 2023: **New strategic facility in Western Quebec (St-Bruno)** completed on time and within budget by to efficiently serve 90% of addressable HRI market in Quebec.
- February 2025: signing of an agreement for a strategic acquisition to accelerate our growth and profitability objectives.
- Our **Diversified** customer base within the HRI market positions us well in any macroenvironment.
- Growing scale is unlocking efficiencies and providing access to major accounts.

Our ambition is to consolidate the fragmented Quebec food distribution market. Our locally-focused offering, specialty offering, and optimal mix of national brands and our private label sets up apart from other international distributors.



⁽¹⁾ Adjusted EBITDA is a non-IFRS measure, see slide 32 in Appendix for reconciliation of Non-IFRS measures. Adjusted EBITDA corresponds to net operating earnings before costs not related to current operations, depreciation and amortization and expenses for stock-based compensation plan.

⁽²⁾ Financial leverage ratio is an indicator of the Company's ability to service its long-term debt. It is defined as net debt / adjusted EBITDA less liability payments and interests for the last twelve months. Net debt corresponds to bank indebtedness, current portion of long-term debt and long-term debt, net of cash. Refer to slide 32 for "Non-IFRS Performance Measures".

⁽³⁾ Prior to 2020, financial results haven't been restated to reflect the impact of the adoption of IFRS 16.

ABOUT COLABOR

Founded in 1962, Colabor is the largest Quebec based distributor and wholesaler of food and related products, serving the hotel, restaurant and institutional markets « HRI » in Québec and New Brunswick.

Our Mission: "To be the local ingredient for the success of all catering artisans.

Distribution Platform



Broadline Distribution:

- 2 distribution centers in "Eastern Qc".
- 1 new facility in "Western Qc" (entering 2024).
- Food and non-food products.
- 450,500⁽¹⁾ sq. ft total.



Specialty Distribution:

- 2 distribution centers in Montreal.
- Seafood and meat distributed to premium clients.
- 128,000 sq. ft total.

Wholesale Activities



160,500⁽¹⁾ sq. ft warehouse for wholesale activities serving distributors.

Expanding into « Western Quebec »



The new distribution center in Western Quebec is built to serve both wholesale and Broadline Distribution customers in a 321,000 sq. ft facility. Square footage herein allocated 50% to Broadline Distribution and 50% to Wholesale.

] employees

HRI Clients **National & private** label brands

suppliers (mainly Canadian)



NEW LEADERSHIP • DEEP INDUSTRY EXPERTISE



LOUIS FRENETTE

President and CEO, Joined in 2019

Former President & CEO Parmalat Canada, Bonduelle

North America and Danone Canada



PIERRE BLANCHETTE SVP and CFO, Joined in 2021 Former SVP at Fiera Capital, Global Treasury and Taxation



BERNARD CARRIER VP, Operations, Joined in 2021
20 years food and logistics experience including Regional VP, GardaWorld Cash Services



MARIE-FRANCE LABERGE
Corporate Controller, Joined in 2019
Former VP and Controller at FLS Transportation



KELLY ELISABETH SHIPWAY VP, Sales, Centralized Negotiations and Marketing,
Joined 2023
Former VP Executive at Nutrinor



ÉLISABETH TREMBLAY VP, HR & Comm., Joined in 2018
Former VP HR at Vachon (Groupe Bimbo and Saputo)



RENEWED GOVERNANCE · BUSINESS LEADERS



WARREN WHITE

Chairman

Previously Senior Vice President, Global Business Engineering at **CGI**. Joined in 2018.

ROBERT B. JOHNSTON

Member of the CG and HR Committees

Executive Vice President & Chief Strategy Officer of The InterTech Group, Inc. Previously served as CEO and Vice Chairman of **The Hudson's Bay** Company. Joined in 2016.



MARC BEAUCHAMP

Member of the Audit and HR Committees

Founder of **Novacap** in 1981, one of the most prominent private equity firms in Canada.

Joined in 2022

DENIS MATHIEU

Chair of the HR Committee and member of the CG Committee

President & CEO of **Novexco** Inc., a Canadian leader in the distribution of office supplies and products.

Previously EVP Corporate Services & CFO of Uni-Select.

Joined in 2018.

DANIÈLE BERGERON

Chair of the Corporate Governance committee, member of the Audit and HR Committees

Previously President and CEO of **Mayrand** Ltd, a food trade specialist part of the AOF-Alimplus-Mayrand Group.

Joined in 2019.

FRANÇOIS R. ROY

Chair of the Audit Committee and member of the CG Committee

Previously Vice Principal
(Administration and Finance) of McGill
University and CFO of Telemedia
Corporation and CFO of Quebecor Inc.
Joined in 2020.

LAURIE GAUTHIER

Member of the Audit Committee

President and co-founder of **Belov Compagnie** Inc., a company focused on infant nutrition.

Joined in 2024.



IMPROVED • PRODUCT & CUSTOMER MIX

Offering



Broadline

10,000 SKUs (food and non-food)

- Optimized SKUs and mix of national brands
- Renewed private label (over 600 products)
- Grew locally-focused offering



Specialty

Seafood & Meat ("center-of-plate")

- Upscaled premium white tablecloth offering
- Invested in transformation activities (meat) to support broadline demand

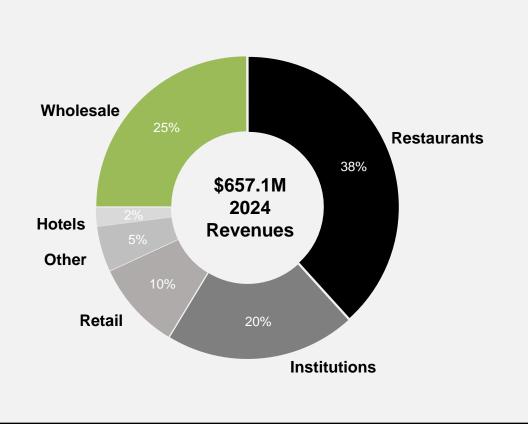
Focus on Local Sourcing

maturin & ⊘ colabor





Channel Diversification





CONSISTENT IMPROVEMENTS

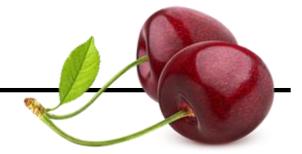
Sustained Growth

Sustained revenue growth & gross margin improvements, with a slight slowdown in 2024





WRAPPING UP THE LAST YEAR OF A SUCCESSFUL TURNAROUND



PHASE I 2020-2023

NEW LEADERSHIP BRINGS CHANGE

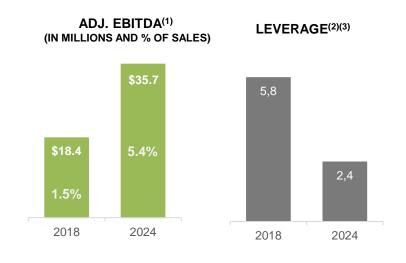
- Exited unprofitable contracts
- Sold unprofitable businesses
- Optimized and integrated operations
- Improved operational synergies
- Started cross-selling
- Raised service levels
- Refinanced balance sheet
- Improved product and customer mix

PHASE II 2023-2025

ACCELERATING GROWTH

- \$18 M Growth Capex towards new distribution center tripling the size of our addressable market.
- Gaining market share in Western Quebec.
- February 2025: signing of an agreement for a major strategic acquisition to accelerate our growth and profitability objectives.

Delivered Results



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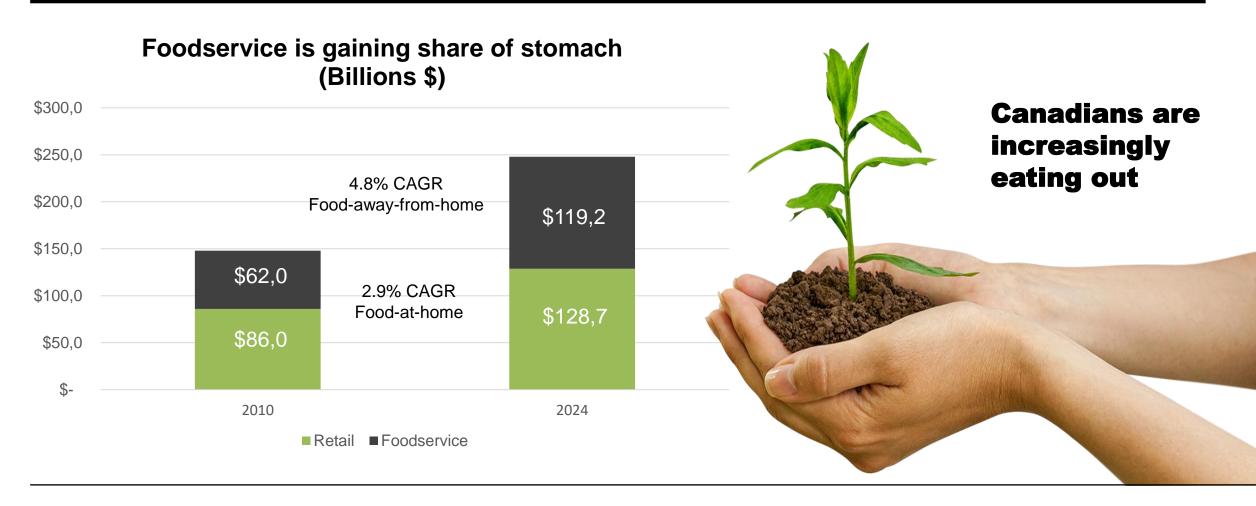
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- Canadian Foodservice, a large market opportunity
- We are #3 in Quebec in a fragmented landscape
- Room to Grow
- Means to Grow



IN A STABLE AND GROWING MARKET · FOODSERVICE



⁽¹⁾ Restaurants Canada 2024 Foodservice Facts Report, Market Review and Forecast, page 14, 2024 numbers are project at the date of the report. Retail (food-at-home) from Statistics Canada NAICS 4451 together with Grocery and convenience retailers and NAICS 4452 – Specialty food stores.



FOODSERVICE • LARGE MARKET OPPORTUNITY



119.2B CANADIAN "HRI" MARKET⁽¹⁾

(2024 expected dollars spent at point-of-sale by consumers)



COMMERCIAL FOODSERVICE

Food is the focus of the business

- Restaurants
- Caterers
- Drinking places



\$21.9 Billion

NON-COMMERCIAL

FOODSERVICE

Food is served but is not the focus of the business

- Institutional
- Accommodations
- Other non-commercial

DISTRIBUTOR MARKET

(Dollars purchased by the HRI market from distributors)



\$16.1B

RESTAURANT LANDSCAPE

- 85,229 Restaurants⁽²⁾
- 31% are independent (vs 69% chains) (3)



\$4.5B

- 17,916 Restaurants(4)
- 58% are independent (vs 42% chains)



\$0.6B

- 5,000 Restaurants
- Focus on independents
- Room to grow



⁽¹⁾ Restaurant Canada, 2024 Foodservice Facts. HRI is also referred to as Commercial and Non-Commercial Foodservice. Total foodservice spend in 2024 is expected to reach \$119.2B (up 4.9%), with commercial spend at \$97.4B (up 4.9% from 2023) and non-commercial foodservice spend of \$21.9B in 2024 (up 5.2%). In nominal dollars.

⁽²⁾ Statistics Canada, Full-service restaurants and limited eating places – NAICS 7225 – 2023. https://ised-isde.canada.ca/app/ixb/cis/summary-sommaire/7225

⁽³⁾ Restaurant Canada, 2024 Foodservice Facts. In 2023, there were 26,773 independent restaurants.

⁽⁴⁾ Quebec market size from the Quebec Restaurant Association (ARQ) https://restauration.org/portrait-de-lindustrie

CURRENTLY(1) #3 IN QUEBEC • IN A FRAGMENTED LANDSCAPE

	Large International Distributors	COLABOR	Other Quebec Broadline Cash & Carry
Market Share ⁽¹⁾	53% • GFS • SYSCO	11%#3 in QuebecImportant distributor in Eastern QuebecEntering the Western QC market	36%Hundreds of regional distributorsCash and carry
Geographic footprint	National	Expanding to 90% of the QC addressable HRI market	Regional Quebec
Customer Focus	HRIChains and independents	HRIIndependent restaurantsSmall chains	HRIIndependent restaurants
Offering	Broadline & specialtyNational brandsPrivate labelsBuying groups	 Broadline & specialty Wholesale (to other smaller distributors) National brands Private label Local offering Local buying group 	 Differentiated offering (ethnic, specialty, etc) Center-of-plate Fresh produce

Current share of market, before the conclusion of the proposed acquisition of Alimplus and Tout-Prêt. Management estimates.



TESTING THE OPPORTUNITY • WESTERN QUEBEC

SMALL BITES: Successful integrations and value creation

GROUPE RESTO-ACHATS INC. Acquired April 4, 2022

Certain Assets of BEN DESHAIES INC.
Acquired April 22, 2022

Certain Assets of GROUPE BEAUDRY INC. Acquired March 15, 2024

- \$4.5M purchase price⁽¹⁾
- \$4.0M revenue run rate⁽³⁾

- \$0.5M acquisition of certain assets⁽¹⁾
- \$13.0M revenue run rate⁽³⁾

- Expanded value offering to independent restaurants to better capture this market
- Added HRI customers in "Western Quebec"

- \$3.0M acquisition of certain assets⁽²⁾
- \$15.0M revenue run rate⁽³⁾
- Added HRI customers in Eastern Quebec
- Provides operational synergies and cross selling opportunities

- (1) See note 4 to Financial Statements for the fiscal year ended December 31, 2022 and December 30, 2023.
- (2) See note 12 to Financial Statements for the fiscal year ended December 28, 2024.
- (3) Revenue run rate at time of acquisition



LAYING THE FOUNDATIONS FOR GROWTH

NEW HYBRID FACILITY



HIGHLY SUCCESFUL ENDEAVOR: MOVE COMPLETED ON TIME AND ON BUDGET BY END OF FY 2023

PROVIDES A HIGHLY EFFICIENT BASE FROM WHICH TO GROW OUR DISTRIBUTION REACH TO 90% OF THE HRI MARKET IN QUEBEC

- Multi-tenant facility (20-year lease agreement).
- Ideally located between Hwy 30 x Route 116.
- 321,000 square feet.



IMPROVING OUR PERFORMANCE

- Highly efficient hybrid facility allowing for both Distribution and Wholesale activities (state of the art energy efficient refrigeration and racking).
- Help attract and retain employees.
 - · Raise HS&E:
 - Stimulating working environment;
 - · Close to public transit.
- Provides organic growth opportunities in Western Quebec, frees up distribution capacity in Eastern Quebec.
- The promoter aims for all buildings to obtain LEED and Net Zero Carbon certifications.

The rendering image of the Ecopark park is from Montoni's website, the builder and promoter of the project. https://www.groupemontoni.com/fr/proprietes/35-ecoparc-saint-bruno.





ABOUT Alimplus

For over 40 years Alimplus has grown to become a specialized foodservice distributor serving HRI clients with a stronger presence in "Western Quebec" and growing customer base in "Eastern Quebec". Operating as Alimplus until 2020, its distribution activities were rebranded as Mayrand Plus to highlight their complete culinary solutions and professional quality products. Mayrand Plus is part of the Mayrand Foodservice Group which also operates 4 Mayrand Food Depot stores in the Greater Montreal area.

Broadline & Specialty Distribution:

- 2 main distribution centers in QC
 - Montreal (Anjou) & Drummondville (115 km east of Montreal)
 - 58 trucks
- Tout-Prêt processing and distribution site in Quebec city
- 6,000 food and non-food products
- Mix of national and private label brands

Distribution Reach:

- Focused on Western Quebec
- Growing into Eastern Quebec



TRANSACTION OVERVIEW

Consolidating our position as the largest Quebec food distributor in the province Brings our share of market to 16% of the HRI distribution market in Quebec

Strategic Rationale

- Accelerates Colabor's growth trajectory and profitability objectives.
- Accretive to Colabor's shareholders (to EPS).
- Maintains a manageable leverage ratio.
- Improves reach in coveted markets, expands offering, provides a value-added customer mix, creates synergies and cross selling opportunities.

Support from existing financial partners

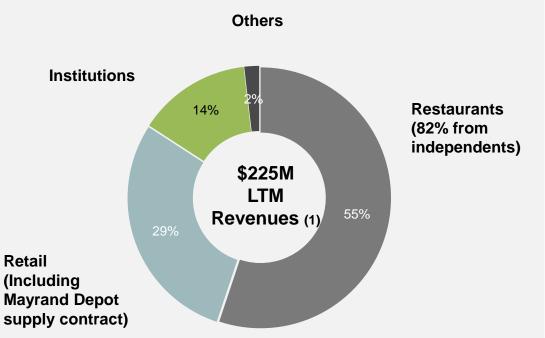
- Increase of \$5M on existing credit facility and extended maturity.
- Extension of maturity on \$15M subordinated debt with Investissement Québec ("IQ").
- New highly subordinated debt of \$15M with IQ.

Transaction Highlights:

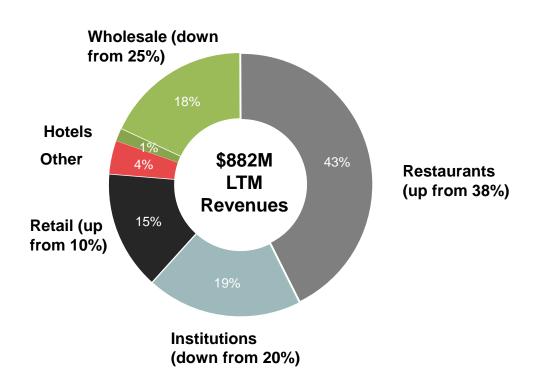
- Agreement to acquire the food distribution assets of Alimplus Inc. (O/A Mayrand Plus) and all issued and outstanding shares of Tout-Prêt Inc., a subsidiary specialized in ready-to-use cut fruit and vegetables.
- 6-year agreement to supply 4 Mayrand Food Depot stores.
- Represents approximately \$225 million in annual sales.
- Total purchase price of \$51.5 million subject to certain adjustments.
- Closing expected during the second quarter.

MAINTAINS A HEALTHY CUSTOMER MIX

Alimplus Acquisition Channel Diversification 3,000 HRI customers



PROFORMA Resulting Combination 11,000 HRI customers



⁽¹⁾ Including the distribution contract to the Mayrand stores

FINANCING THE TRANSACTION

Support from our existing financial partners

Maintains manageable leverage ratio

Amendment to existing credit facility

- Increase of \$5M on existing credit facility, to a total of \$95M (term loan of \$50M and revolver of \$45M).
- Extended maturity from February 2028 to 48 months following the closing of the transaction.

Amendment to existing subordinated debt with IQ

 Extended maturity of existing \$15M subordinated debt from February 2027 to 54 months following the closing of the transaction.

New highly subordinated debt with IQ

\$15 million new highly subordinated debt.

Matures 60 months following the closing of the transaction.

(1) These agreements are concurrent and conditional on the closing of the Acquisition.



ACCELERATES OUR STRATEGIC OBJECTIVES



PROFITABILITY GENERATE PROFITABLE GROWTH

- HRI customer mix with focus on independent restaurants and retail.
- Increased purchasing power.
- Cross-selling opportunities:
 - Private label
 - National brands
 - Specialty
 - Ready-to-use
- Sharing best practices to further optimize operations, processes, category management and procurement.



GROWTH FROM 30% TO 90% OF POPULATION

- Establishing strong presence in "Western" Quebec (+ 40 years in business).
- Combined distribution network efficiently covers 90% of TAM in Quebec.



PEOPLE ATTRACT, RETAIN AND DEVELOP

 Provides additional qualified, experienced and dedicated employees needed for growth.



BRAND RENEW AND REFRESH

- Aligned values, supporting the local food industry, promoting the work of Quebec artisans and professionals.
- Expanded differentiated product offering.





SUMMARY OF TRANSACTION RATIONALE

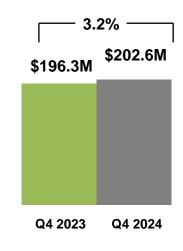
		HEALTHY		EMPLOYEES
Gain attractive mix of customers in our coveted markets, additional purchasing volume and synergies.	Favorable customer mix. eased purchasing power. Cross-selling opportunities.	Maintains manageable leverage ratio. Sustains healthy level of operating cashflow.	Improves positioning and provides operational leverage. Shared Quebecois identity and focus on local quality offering / service.	Gain a group of dedicated people, supporting our growth ambitions.

WE ARE CONSOLIDATING OUR POSITION
AS THE LARGEST QUEBEC FOOD DISTRIBUTION COMPANY IN THE PROVINCE
WITH THE SCALE AND RESOURCES TO GAIN MARKET SHARE



Q4 2024 SALES AND PROFITABILITY

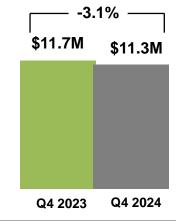
CONSOLIDATED SALES



DISTRIBUTION SALES UP BY 5.6% WHOLESALE SALES DOWN BY 3.8%

- Higher distribution volume;
 - New territories;
 - Impact of inflation estimated at 1.9%;
 - Assets acquired in March 2024;
 - Net of the effect of the macroeconomic environment affecting the restaurant and retail industries
- Lower sales volume from restaurant and retail industries in our wholesale activities in a more difficult macroeconomic environment.

ADJUSTED EBITDA⁽¹⁾



Lower adjusted EBITDA⁽¹⁾ in 2024 by \$0.4M.

Higher operating expenses;

Lower sales volume.



⁽¹⁾ Adjusted EBITDA is a non-IFRS measure. Refer to slide 32 non-IFRS measures. Adjusted EBITDA corresponds to net operating earnings before costs not related to current operations, depreciation and amortization and expenses for stock-based compensation plan.

Q4 2024 NET EARNINGS AND CASH FLOW TREND

NET EARNINGS

Net earnings increased to \$0.6M in Q4 2024 (\$0.01 per share), from \$0.4M in Q4 2023 (\$nil per share)

- Decrease in depreciation and amortization expenses and costs not related to current operations;
- Mitigated by an increase in finance expenses related to the increase in lease obligations, particularly the one for our premises located in Saint-Bruno.
- Decrease in EBITDA⁽¹⁾.



Cash flow generated amounted to \$10.6M, up from \$8.9M

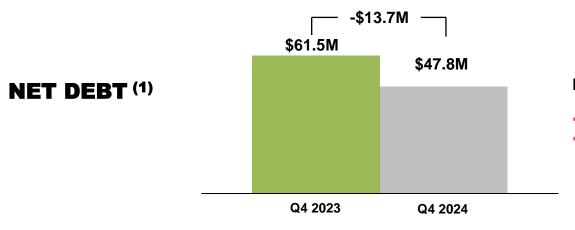
CASH FLOW FROM OPERATIONS

 Q4 2024 lower utilization of working capital requirements explained by an improvement in the inventory turnover rate and the timing in supplier payments.



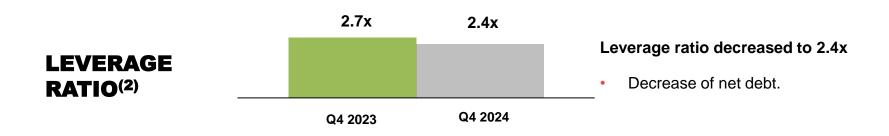
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Q4 2024 NET DEBT AND LEVERAGE RATIO TREND



Net debt decreased to \$47.8M, from \$61.5M at Q4 2023

- Repayments of credit facility of \$7.3M;
- Cash increase of \$6.4M.



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SHARE INFORMATION (TSX: GCL)







STOCK PRICE (as at February 27, 2025)	\$1.04
52-week low-high	\$0.79 - \$1.52
Number of shares issued and outstanding	102,013,442
Average volume (30 days)	153k
Market capitalization	\$105.6M
Institutional and management ownership	≈ 35%
Analyst coverage:	
Cormark Securities Kyle McPhee, CFA	
Desjardins Securities Frédéric Tremblay, M.Sc., CFA	
Raymond James Ltd. Michael Glen, CFA	



ESG PRIORITIES





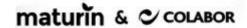
ENVIRONMENT

- Moved into a new to be certified LEED / Net Zero target facility.
- Support local agriculture / supply chain.
 - 2,000 farmer products.
 - 600 products from local agriculture.
- Various sustainable certification for fish and seafood offering.



SOCIAL / GOVERNANCE

- Code of conduct (employees, suppliers, stakeholders).
- Improving health and safety track record.
- Would like to raise the representation of women and designated groups on the board of directors. Currently 20% women directors.
- 20% of executives are women.
- Support charitable organizations.









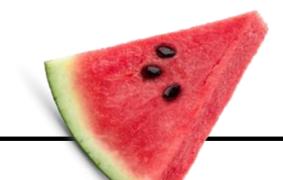






SUPPLEMENTAL FINANCIAL INFORMATION

	16-week peri	od	52-week	period
(in thousands of dollars, except percentages, per share data and financial leverage ratio)	2024	2023	2024	2023
Sales from continuing operations	202,581	196,320	657,093	659,129
Adjusted EBITDA ⁽¹⁾	11,296	11,652	35,380	37,554
Adjusted EBITDA ⁽¹⁾ margin (%)	5.6	5.9	5.4	5.7
Net earnings from continuing operations	548	354	1,615	6,047
Net earnings	560	(101)	1,556	5,592
Per share – basic and diluted	0.01	0.00	0.02	0.05
Cash flow from operating activities	10,551	8,899	37,178	28,943
Financial Position			As at December 28, 2024	As at December 30, 2023
Net debt ⁽²⁾			47,802	61,481
Financial leverage ⁽³⁾			2.4x	2.7x



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NON-IFRS MEASURES

	52-week period	Fourth quar	ter	Fiscal Ye	ar
Reconciliation of Net Earnings (Loss) to Adjusted EBITDA (in thousands of dollars)	2018 ⁽¹⁾ 52 weeks	2024 16-weeks	2023 16-weeks	2024 52-weeks	2023 52-weeks
Net (loss) earnings from continuing operations	(4,387)	548	354	1,615	6,047
Income taxes (recovery)	(1,686)	209	190	739	2,299
Financial expenses	7,790	3,576	2,729	11,772	6,625
Operating earnings	1,717	4,333	3,273	14,126	14,971
Expenses for stock-based compensation plan	68	32	79	112	291
Costs not related to current operations	1,225	519	787	795	937
Impairment loss on goodwill	3,034	-	-	-	-
Depreciation and amortization	12,432	6,412	7,513	20,347	21,355
Adjusted EBITDA	18,476	11,652	11,652	35,380	37,554

Calculation of Net Debt (in thousands of dollars)	As at December 29, 2018	As at As at December 30, 2024 2023
(Cash) Bank indebtedness	(5,786)	(3,698) 2,731
Current portion of long-term debt	1,027	3,000 3,000
Long-term debt	111,658	48,500 55,750
Net debt	106,899	47,802 61,481

⁽¹⁾ Not restated to consider discontinued operations.



