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# BWX

## Partnership with **GO-TO** and equity raising

27 August 2021



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This Presentation has been prepared and is issued by BWX Limited ACN 163 488 631 (**BWX or the Company**) and is dated Friday, 27 August 2021 in relation to a Capital Raising comprising:

- an offer of new fully paid ordinary shares in BWX (**New Shares**) to existing shareholders under a share purchase plan (**SPP**) under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* to raise approximately \$85 million; and
- a fully underwritten placement of New Shares to institutional and sophisticated investors (**Placement**) within the Company's 15% capacity under ASX Listing Rule 7.1 to raise approximately \$15 million together (**Offer or Capital Raising**).

The Offer is being made without disclosure to investors under and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and section 708A of the *Corporations Act 2001* (Cth) (**Corporations Act**) respectively.

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## Partnership with Go-To Skincare and equity raising presentation



**Zoë Foster Blake**  
Founder  
& Chief Creative Officer



**Dave Fenlon**  
Group CEO  
& Managing Director



**Efee Peell**  
Group CFO



**Rory Gration**  
Group COO



# BWX<sup>leaf</sup>

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Executive summary





# Executive summary (cont.)

<p><b>Overview of the Partnership</b></p>	<ul style="list-style-type: none"> <li>• BWX has entered into a Share Purchase Agreement to acquire a 50.1% controlling interest in Go-To Skincare (“Go-To”) for approximately \$89m (\$177m on a 100% EV basis) (“Purchase Price”) on a cash-free and debt-free basis (“Partnership” or “Transaction”)</li> <li>• The transaction represents a FY2021 EV / EBITDA acquisition multiple of 14.9x pre-synergies and 11.9x post-synergies<sup>1</sup></li> </ul>
<p><b>Go-To Skincare</b></p>	<ul style="list-style-type: none"> <li>• Founded by Zoë Foster Blake, one of the country’s most respected beauty experts, in 2014, Go-To is an Australian skin care range that provides simple, trusted and effective skin care to the masstige market</li> <li>• The portfolio also comprises Bro-To for boys and men and award-winning plant-based skin care for babies and kids, Gro-To</li> <li>• Underpinning the success of Go-To to date in addition to its best-in-class value proposition and loyal customer following, with over 1 million followers<sup>2</sup> of the brand via social media and &gt;62,000 members in its newly launched loyalty program</li> <li>• Go-To has a demonstrated track record of exceptional growth, delivering FY21 revenue of \$36.8m and EBITDA of \$11.6m<sup>3</sup>, representing a three year CAGR of 50% and 39%, respectively</li> </ul>
<p><b>Financial impact and synergies</b></p>	<ul style="list-style-type: none"> <li>• Expected to be mid-single digit Earnings per Share (“EPS”)<sup>4</sup> accretive on a FY21 pro-forma basis (pre-synergies) and double digit EPS accretive on a FY21 pro-forma basis post \$3m of potential synergies in the first full financial year of the Partnership</li> <li>• Identified \$3m of synergy potential<sup>5</sup> in the first full financial year of the Partnership driven by an improvement to COGS, including raw material, packaging and various procurement benefits</li> <li>• Further opportunity to accelerate international growth and unlock scale benefits leveraging BWX’s e-commerce capability to accelerate e-commerce in new markets outside of Australia, specifically the US, UK and Canada</li> </ul>

Notes: 1. FY21 EBITDA of \$11.9m is unaudited and presented post-AASB 16. 2. Across both Go-To and Zoë Foster Blake’s social media accounts. 3. EBITDA is presented on a pre-AASB 16 basis and is normalised for a small number of one-off and non-recurring items. 4. Presented post-AASB 16, on an underlying basis for BWX. Before amortisation of acquired intangibles, one-off implementation costs of synergies and one-off transaction costs. The impact of purchase price accounting has not been completed and which will impact future amortisation charges. The FY21 EPS calculation excludes certain items recorded in BWX reported NPAT which are considered non recurring, such as the acquisition related benefit of \$6.9m, other non-recurring gains and expenses and the impact of the SPP. The impact of tax on these items has not been included in the EPS calculations. 5. \$3m of potential synergies represents amount of pre-tax earnings attributable to BWX shareholders.

# Executive summary

<b>Strategic rationale for BWX</b>	<ul style="list-style-type: none"><li>• Represents a highly strategic, complementary partnership</li><li>• Go-To's primary domestic channel to market is direct-to-consumer (DTC) supported by its best-in-class e-commerce platform, which generated 59% of FY21 sales</li><li>• Expected acceleration of BWX's (house of natural, efficacious brands) strategy, providing high quality diversification via enhanced DTC channel presence, a complementary product portfolio, access to new customers and expansion into the masstige sub-category of the premium market in both Australia and the United States</li><li>• Genuine partnership, with the Go-To business expected to operate independently, led by Zoë Foster Blake, leveraging BWX's international distribution capabilities and economies of scale</li></ul>
<b>Equity raising</b>	<ul style="list-style-type: none"><li>• BWX today announces a capital raising to raise approximately \$85m, comprising:<ul style="list-style-type: none"><li>– A fully underwritten institutional placement to raise approximately \$85 million, with new shares issued at an offer price of A\$4.85 per share (8.7% discount to last close as at 26 August 2021) ("<b>Placement</b>"); and</li><li>– A non-underwritten Share Purchase Plan to raise up to \$15 million ("<b>SPP</b>") (together, "<b>Equity Raising</b>" or the "<b>Offer</b>")</li></ul></li><li>• Proceeds of the Offer will be principally used to fund BWX's investment in a 50.1% partnership stake in Go-To</li><li>• As the new shares issued under the Placement will be issued prior to BWX's dividend record date, they will be entitled to BWX's final distribution for the twelve months ending 30 June 2021 of 3.1 cents per share</li></ul>
<b>Governance arrangements</b>	<ul style="list-style-type: none"><li>• Following the investment, Go-To Founder Zoë Foster Blake and the remaining Go-To Co-Founders will retain a strategic shareholding in Go-To</li><li>• The Partnership involves Put/Call options for Go-To Co-Founders and BWX for periods commencing in year three and on every subsequent anniversary</li><li>• The Partnership will be consolidated in BWX's financial accounts</li></ul>
<b>Timing and conditions</b>	<ul style="list-style-type: none"><li>• Completion of the Partnership under the Share Purchase Agreement is subject to customary closing conditions, which are expected to be satisfied at or around Q1FY22</li></ul>

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## Overview of Go-To



# GO-TO

## Leading Australian skin care brand

- Australian skin care business, Go-To, was founded in 2014 by Zoë Foster Blake to disrupt a complicated and confusing industry with best-in-class formulation, communication, connection and education
- Go-To offers an easy, simple, efficacious and curated skin care essentials range that focuses on face and body products in the masstige sub-category of the premium skin care market
- In addition to the Go-To core range, the portfolio includes Gro-To (award-winning plant-based skin for babies and kids) and Bro-To (the 'brother' brand of the Go-To range) and a recently launched Go-To Gang loyalty program

### Omni-channel

FY21 sales by channel<sup>1</sup>



### Authentic

Clean, cruelty-free, trusted brand

~50%

FY18 – FY21  
revenue CAGR

### Best-seller

Face Hero is a constant  
best-seller in Mecca

~29%

FY18 – FY20  
Domestic DTC sales CAGR

>1m

Instagram followers<sup>2</sup>

“As a beauty editor with an extensive understanding of product, brand and consumer, I saw an enormous gap. I wanted to disrupt an industry I felt had become complicated and confusing.”

- Zoë Foster Blake, Founder and Chief Creative Officer

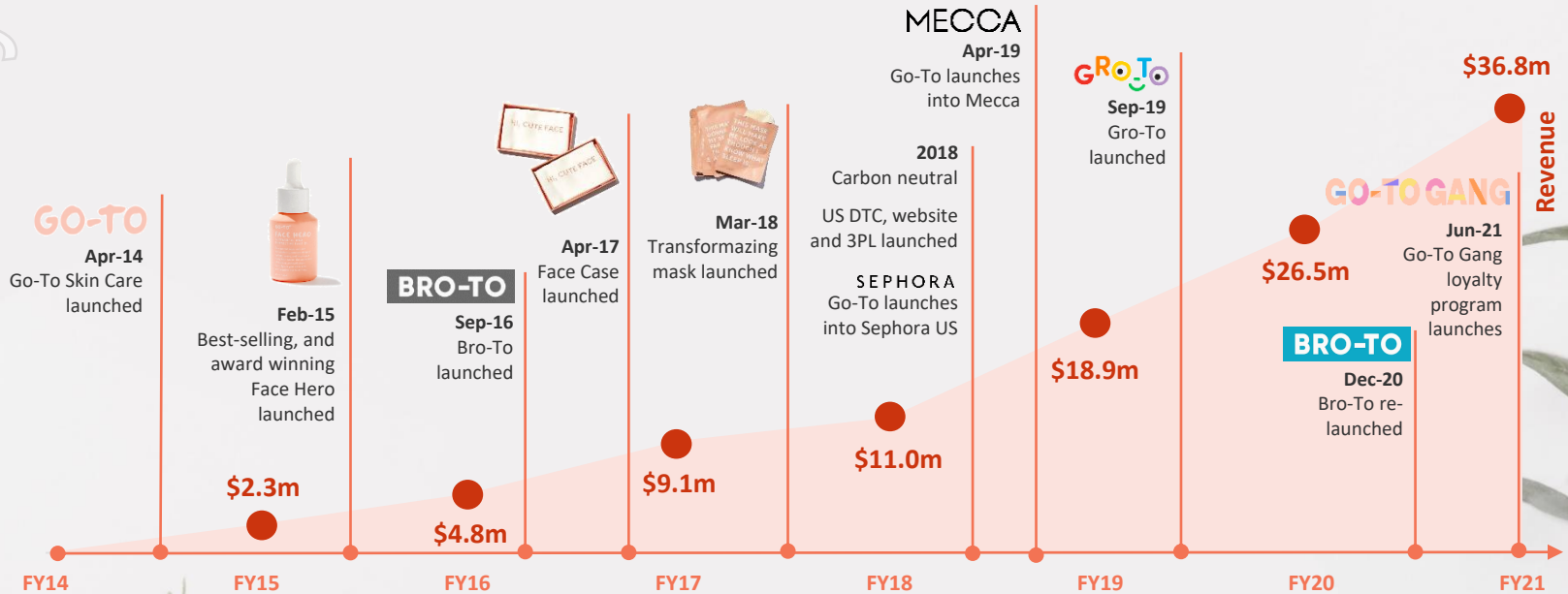


Zoë Foster Blake

One of Australia's most respected beauty experts, entrepreneurs and authors. Formerly beauty director of Harper's BAZAAR and Cosmopolitan magazine, and author of 12 books. Ambassador for Tourism Australia and Look Good Feel Better.

# GO-TO

## History of Go-To



# GO-TO

## Values and purpose

Go-To lives by its values and embodies these pillars in every aspects of the customer journey

### Nurture

- Go-To's mission is to disrupt the skincare industry by simplifying skin care
- Provide 360° guidance to help customers feel empowered and satisfied

*End-to-end customer support*

### Educate

- Beauty-editor-led brand is a key point-of-difference, with a focus on education and communication
- Provides users confidence of understanding what they are using and why it works

*Customer-first, education led*

### Delight

- Making the daily routine of skincare playful and fun from the marketing to packaging
- Ensuring the customer journey is fun from the ordering to a treat in the parcel

*Making skincare fun and exciting*

### Simplify

- The simple, useful and tight product range eliminates the confusion, expense and frustration the skin care industry is riddled with complexity
- Fail safe, foolproof skin care, suitable for novices and experts

*Carefully curated, simple product range*

<b>NO</b> silicones	<b>NO</b> parabens	<b>NO</b> PEGS <sup>1</sup>	<b>NO</b> sulfates
<b>NO</b> mineral oils	<b>NO</b> petro- chemicals	<b>NO</b> synthetic colours or fragrances	<b>NO</b> GMOs
<b>Cruelty-free</b> NO animal testing			
<b>100%</b> Carbon neutral			

# GO-TO

## Digital natives, with data-enriched customer engagement underpinning a best-in-class DTC platform

Loyal and sticky customers built through brand credibility, customer education and a seamless shopping experience

### Best-in-class retail DTC platform

- Simple, user friendly web-based platform
- Best-in-class DTC platform underpinned by targeted, data-enriched customer engagement
- Global delivery capabilities with same-day dispatch

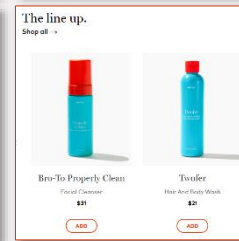
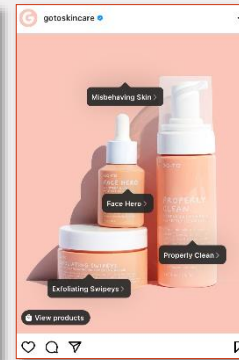
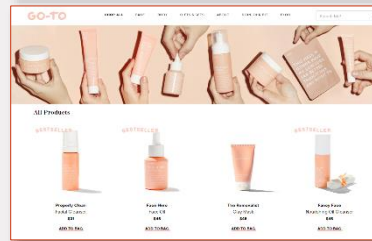
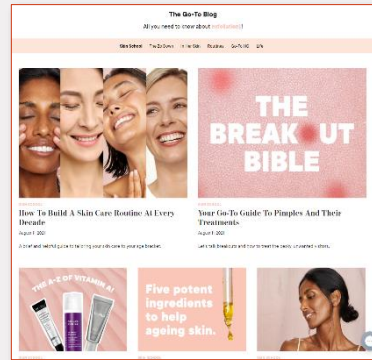
### Digital natives with a customer-first, education led approach through integrated content and marketing

- Founder-led blog
- Routine guides
- Lifestyle tips
- Go-To TV
- 'How-To' tutorials

### Loyalty program

- Birthday gifts
- First access
- Exclusives

### Instagram Q&A, livestreams and collaborations



>1 million Social media followers<sup>1</sup>

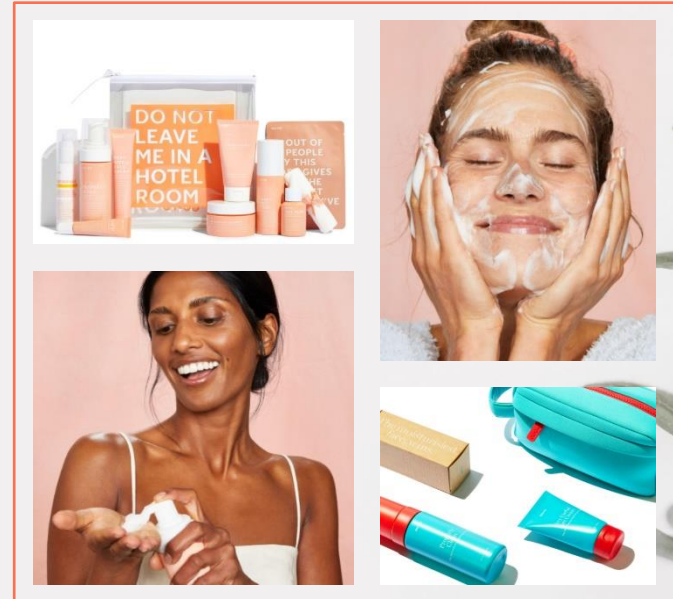
>260 thousand Go-To Instagram followers

~215 thousand Email subscribers in Go-To's database

# GO-TO

## Impact of COVID-19

- While the duration of the current lockdowns is unknown, BWX expects there to be ongoing volatility in the trading environment in the near term until government mandated restrictions are reduced – which has impacted Mecca's physical stores in a number of states
- Mecca is an important partner for Go-To, with Mecca's high touch, high service network of 100+ boutiques across Australia and New Zealand and important driver of Go-To's brand extension, NPD rollout and new customer acquisition
- While the duration of the current lockdowns are unknown, BWX's expects there to be ongoing volatility in the trading environment in the near term, until government mandated restrictions are reduced
- Despite this, the long term outlook for Go-To remains strong:
  - no impact to Go-To's supply chain;
  - 59% of sales from the domestic DTC channel and 63% from the global DTC channel;
  - strong e-commerce penetration and attractive customer retention;
  - robust NPD pipeline with expected product roll out from September;
  - significant brand equity; and
  - partnership with BWX which will accelerate international expansion plans
- Go-To's 1HFY22 financial performance will be impacted by the COVID-19 related disruptions with financial performance during the COVID-19 disruptive period below historical levels





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Investment highlights



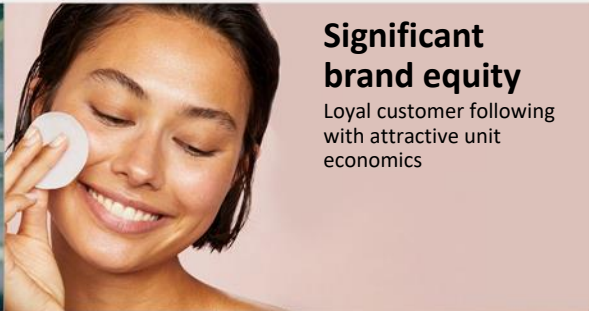
# BWX GO-TO

## Highly strategic, complementary partnership




### Simple, trusted and efficacious skin care brand

Leading, best-in-class skin care essentials in the masstige market




### Significant brand equity

Loyal customer following with attractive unit economics




### Genuine partnership structure

Independent, founder-led management team, leveraging BWX's complementary capabilities



### Attractive financial returns

Mid-single digit EPS<sup>1</sup> accretive on a FY21 pro-forma basis (pre-synergies) and double digit EPS accretive on a FY21 pro-forma basis (post-potential synergies)



### Strong synergy potential

Improvement to COGS, international distribution and scale benefits

### Significant expected acceleration of BWX's strategy

**BWX**  
*The Natural Beauty and Wellness Company*

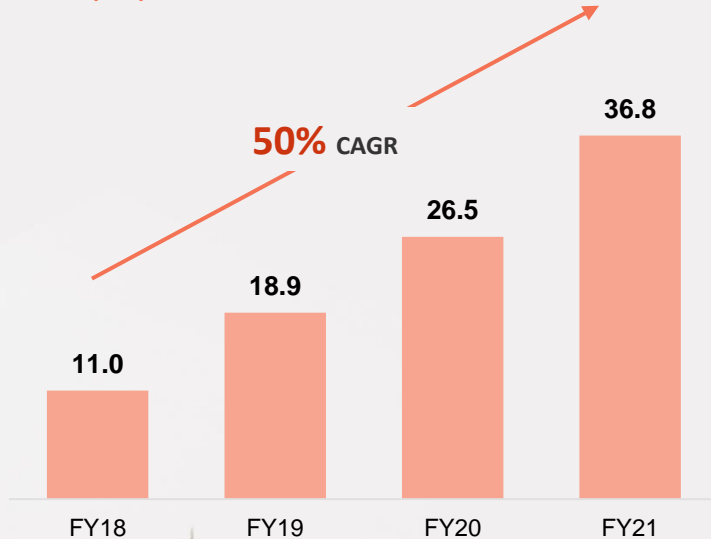
Enhanced DTC channels, complementary product portfolio and expansion into masstige market

Notes: 1. Presented post-AASB 16, on an underlying basis for BWX. Before amortisation of acquired intangibles, one-off implementation costs of synergies and one-off transaction costs. The impact of purchase price accounting has not been completed and which will impact future amortisation charges. The FY21 EPS calculation excludes certain items recorded in BWX reported NPAT which are considered non recurring, such as the acquisition related benefit of \$6.9m, other non-recurring gains and expenses and the impact of the SPP. The impact of tax on these items has not been included in the EPS calculations.

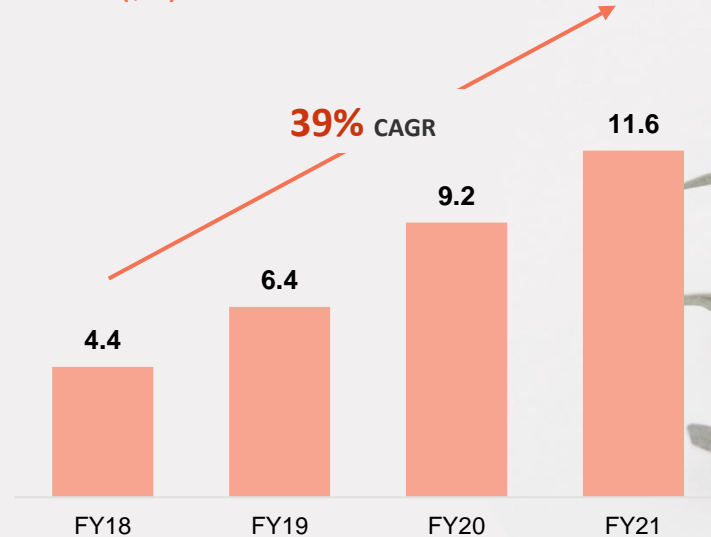
# GO-TO

## Exceptional growth track record

Revenue (\$m)



EBITDA (\$m)<sup>1</sup>



# GO-TO

## Attractive and highly complementary product portfolio

# GRO-TO



# GO-TO

### Snapshot of products



**Face Hero**  
Face Oil



**Very Useful Face Cream**  
Daily Moisturiser



**Very Nourishing Body Bar**  
Facial Cleanser



**The Removalist**  
Clay Mask



**Properly Clean**  
Facial Cleanser



**Skin Party**  
Body Lotion



**Exceptionoil**  
Body Oil



**Zincredible SPF 15 Tinted**  
Tinted Moisturiser



**Exfoliating Swipeys**  
Face Exfoliator

19 SKUs



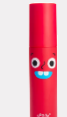
**Sud Bud**  
Gentle Bubble Bath



**Skin Wizard**  
Nourishing Baby Oil



**Super Softy**  
Nourishing Body Lotion



**Bad Dream Buster**  
Calming Room Spray

5 SKUs

# BRO-TO



**Properly Clean**  
Facial Cleanser



**Twofer**  
Hair and body wash



**Very Useful Face Cream**  
Daily Moisturiser



**Face Hero**  
Face & Beard Oil

4 SKUs

# GO-TO

## Founder-led management team

Genuine partnership

Go-To will operate **independently**, led by **Zoë Foster Blake** and supported by a **capable management team**, leveraging **BWX's complementary capability, international distribution** and support in additional areas where required



**Zoë Foster Blake**  
Founder and Chief Creative Officer

- Founded Go-To in 2013
- 18 years' experience including:
  - Beauty Director of Harper's BAZAAR and Cosmopolitan
  - Launched beauty website Primped in 2008, (acquired by News Corp in 2015)
  - Author of 12 books, including children's books and the best-selling beauty bible, *Amazing Face*
  - Ambassador for Tourism Australia and Look Good Feel Better



**Brad Dransfield**  
Chief Executive Officer

- Joined Go-To in July 2018
- Has built the Go-To team from 10 employees to a strong, high performing team of 41 and growing
- 16 years' retail and management experience, including:
  - General Manager at Hallensteins (Glassons)
  - Brand Director at Speciality Fashion Group (Autograph and Crossroads)
  - Various roles at BRRC Group (Bras n Things, Sanity and Gosh Coffee) including Head of Retail, Head of Product and Operations Manager



**Leonie Faddy**  
Chief Marketing Officer

- Joined Go-To in May 2018
- Focused on customer growth and retention through enhanced digital platforms, driving social and community commerce, leading brand and product expansion and building retail sales channels
- 25 years' experience including:
  - Global Marketing and Sales Director of The Beauty Chef, Marketing Director of Balsam and Balm, and Senior Account Manager at Estée Lauder
  - Accreditations include BComm, MComm, AMI Professional Member, MAICD

# GO-TO

## Attractive and exciting growth opportunities

### Go-To to continue to capture market share

- With Go-To capturing approximately 1.6% market share of the Australian skin care market in CY20<sup>1</sup>, and strong industry tailwinds supporting future growth, Go-To has vast opportunity to command greater market share in the coming years



### Innovative, customer-led NPD pipeline

- Highly anticipated products set to be launched in FY22, which will help to capture new customers and expand Go-To into new categories



### Global expansion

- Expansion in the US and other target international markets
- Initial analysis has been undertaken proving Go-To's simple, fun and sleek skincare range resonates with consumers globally



### Develop Gro-To's presence and NPD

- Launching in David Jones stores in 1H22 with further opportunities to expand the range into new retailers
- Co-marketing opportunities with children's brands including books, toys and clothing



### Unlock the emerging men's skincare market

- An emerging disruptor in the beauty industry as men's knowledge of skin care booms
- Potential to expand into adjacent product categories including male focused personal and lifestyle products



BWX<sup>leaf</sup>

04

Strategic rationale and  
key Partnership terms



# BWX GO-TO

## Strategic rationale

### Simple, trusted and efficacious, omnichannel skin care brand

- Offers a 'fun', simple, trusted and effective skin care offering that enhances BWX's omnichannel capability
- Significant brand equity and loyal consumer following (>1m social media followers)

### Genuine partnership and strong cultural alignment

- Go-To to operate **independently**, led by Zoë Foster Blake and supported by a **capable management team, leveraging BWX's complementary capabilities, international distribution and support** in additional areas where required
- **Strong cultural alignment** with BWX (The Natural Beauty and Wellness Company) as an 'authentic' brand, high level of trust and credibility with customers
- No silicones, parabens, PEGs, sulfates, GMOs, mineral oils, petrolatum or synthetic colours, cruelty-free (no animal testing) and 100% carbon neutral

### Significant acceleration of BWX's strategy and high quality diversification

- Enhances **DTC channel presence**, underpinned by Go-To's omnichannel capability
- Expansion into the attractive **masstige** sub-category of the premium skincare market
- Attractive and **complementary product portfolio with limited cannibalisation** of customers and channels, with a strong NPD pipeline
- Enables acceleration of **international growth strategy**

### Attractive financial returns for BWX shareholders underpinned by exceptional growth

- Demonstrated track record of profitable growth with an impressive approximately **50% Revenue** and approximately **39% EBITDA<sup>1</sup> FY18A-FY21A CAGR**
- Expected to be **mid-single digit EPS<sup>2</sup> accretive** on a FY21 pro-forma basis (**pre-synergies**) and **double digit EPS accretive** on a FY21 pro-forma basis **post \$3m of potential synergies** in the first full financial year of the Partnership

### Strong synergy potential

- Identified **\$3m of potential synergies** in first full financial year of the Partnership driven by an improvement to COGS, including raw material, packaging and various procurement benefits
- Further opportunity to **accelerate international growth and unlock scale benefits** leveraging BWX's e-commerce capability to accelerate e-commerce in new markets outside of Australia, specifically the US, UK and Canada





# BWX GO-TO

## Synergy and international growth potential, leveraging BWX's capabilities

### Procurement and scale benefits

- Potential improvement of direct costs, including **raw material, packaging and various procurement benefits**
- Ability to leverage the scale of the BWX group to further **improve indirect costs**, including travel arrangements, postage and other operating expenses

### International growth

- Opportunity to accelerate international growth, leveraging:
  - **BWX's e-commerce capability**; and
  - **BWX's existing retailer partnerships** to enhance distribution in global markets to enhance e-commerce and drive growth in new markets outside of Australia, and specifically the **US, UK and Canada**

### Revenue benefits

- Potential revenue uplift from utilising existing BWX sales teams and retailer relationships to drive revenue growth
- Improve product-to-market speed via access to BWX's state-of-the-art R&D facilities and innovation capability
- Limited cannibalisation and revenue dis-synergies given minimal customer and channel overlap

*Identified \$3m of potential synergies<sup>1</sup>*

# Additional information

## Go-To operations

- Zoë Foster Blake will remain Chief Creative Officer of Go-To and a Director of the Go-To board
- Led by CEO Brad Dransfield, Chief Marketing Officer Leonie Faddy and Head of Product Nathan Healy, Go-To's existing management team will remain with the Go-To business
- It is intended Go-To will continue to operate independently from its Sydney based headquarters, leveraging support from BWX in areas such as raw materials and packaging procurement and international distribution
- Operating model to allow Go-To to remain nimble, agile, responsive and close to its customers

## Governance arrangements

- The Partnership includes customary governance arrangements, including:
  - Board seats commensurate with BWX's shareholding;
  - certain information and decision rights;
  - protections for minority shareholders; and
  - put/call options on specified terms.



## Put/Call arrangements

- The Partnership involves Put/Call options for Go-To Co-Founders (including Founder, Zoë Foster Blake) and BWX for periods commencing in year three and on every subsequent anniversary



## Accounting treatment

- The Partnership will be consolidated in BWX's financial accounts



BWX<sup>leaf</sup>

05

Partnership impacts  
and funding

STRICTLY CONFIDENTIAL



Internal use only

# Partnership funding

## Overview

- BWX seeks to raise equity to enable it to:
  - Fund investment into the Go-To Partnership and associated transaction costs
- The Go-To Partnership investment will be funded via a combination of existing cash on hand and funds raised via the Equity Raising<sup>1</sup>
- Pro forma net debt as at 30 June 2021 of \$2.2m<sup>1,2</sup> representing net debt / FY21 EBITDA of <0.1x
  - Prior to the equity raising, BWX had a net cash position of \$7.2m as at 30 June 2021 prior to Transaction completion<sup>2</sup>

## Sources & uses of capital raising proceeds

Sources	A\$m
Placement proceeds	85.0
Cash on hand	8.7
<b>Total sources<sup>1</sup></b>	<b>93.7</b>

Uses	A\$m
Go-To Partnership consideration and transaction costs	93.7
<b>Total uses</b>	<b>93.7</b>

# FY21 pro forma historical profit & loss

A\$m	BWX <sup>2</sup>	Go-To	Pro forma
Net revenue	194.1	36.8	230.8
Underlying EBITDA <sup>1</sup>	34.5	11.9	46.4
Reported NPAT	23.7	7.9	31.6
Outside equity interest	-	(4.0)	(4.0)
Reported NPAT attributable to BWX shareholders	23.7	4.0	27.7



# Pro forma historical balance sheet as at 30 June 2021

A\$m	BWX <sup>1</sup>	Go-To acquisition	Adjustments <sup>5</sup>	Pro forma
<b>Assets</b>				
Cash <sup>2</sup>	70.5	-	(8.7)	61.8
Trade and other receivables	43.9	2.4	-	46.3
Inventories	44.0	6.1	-	50.1
Prepayments	3.0	0.2	-	3.2
Right of use asset	9.0	0.7	-	9.7
Plant and equipment	19.9	0.3	-	20.2
Intangible assets and goodwill <sup>3</sup>	300.1	2.8	78.9	381.8
Other assets	6.1	0.5	-	6.6
<b>Total assets</b>	<b>496.5</b>	<b>12.9</b>	<b>70.2</b>	<b>579.6</b>
<b>Liabilities</b>				
Trade and other payables	43.9	0.8	-	44.7
Financial liabilities	52.5	-	-	52.5
Lease liabilities	10.8	0.7	-	11.5
Current tax liabilities	6.2	0.3	-	6.5
Employee benefits	2.3	0.6	-	2.9
Deferred tax liabilities	22.0	-	-	22.0
Other liabilities	-	0.6	-	0.6
<b>Total liabilities</b>	<b>137.7</b>	<b>3.1</b>	<b>-</b>	<b>140.8</b>
<b>Net assets</b>	<b>358.8</b>	<b>9.8</b>	<b>70.2</b>	<b>438.9</b>
<b>Net debt / (net cash)<sup>4</sup></b>	<b>(7.2)</b>			<b>2.2</b>
<b>Net debt / LTM EBITDA<sup>4</sup></b>	<b>Net cash</b>			<b>&lt;0.1x</b>

Notes: 1. The pro forma balance sheet does not consider the accounting treatment of the call / put option in relation to the Transaction or the Chemist Warehouse strategic partnership, which is still being considered. The pro forma balance sheet at 30 June 2021 does not reflect the impact of the Flora and Fauna acquisition. The Go-To net assets acquired are reflected at 100% (i.e. fully consolidated). 2. The negative cash impact associated with the Go-To acquisition and equity raise represents the portion of the purchase price expected to be paid from BWX's cash on hand at 30 June 2021. This does not consider any proceeds from the non-underwritten SPP. 3. Intangible assets and goodwill of \$78.9m represents the difference between the purchase price (of \$88.7m) and the (unaudited) net assets acquired as part of the transaction. A purchase price allocation will be undertaken post completion, which may impact the goodwill recognised. 4. Net debt / (net cash) includes lease liabilities recognised under AASB 16. 5. Adjustments relate to the Transaction and Equity Raising, with the Placement funds assumed to be used directly for the Partnership consideration.

BWX<sup>leaf</sup>

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Equity raising



# Details of the Equity Raising

Equity Raising structure	<ul style="list-style-type: none"><li>Fully underwritten institutional placement (“Placement”) to raise A\$85 million</li><li>17.5m shares to be issued under the Placement, representing 12.4% of existing shares on issue</li><li>Non-underwritten share purchase plan (“SPP”) to raise approximately A\$15 million</li></ul>
Placement pricing	<ul style="list-style-type: none"><li>Placement price of A\$4.85 New Share (“Placement Price”), represents a:<ul style="list-style-type: none"><li>8.7% discount to last closing price of A\$5.31 per BWX share as at Thursday, 26 August 2021; and</li></ul></li></ul>
SPP details	<ul style="list-style-type: none"><li>Eligible Shareholders on the register at 7pm (AEST) on Thursday 26 August 2021 in Australia and New Zealand will be invited to subscribe for up to A\$30,000 of new shares at the Placement Price, free of any brokerage or transaction costs</li><li>It is intended that the SPP be capped at \$15 million<sup>1</sup></li></ul>
Use of proceeds	<ul style="list-style-type: none"><li>To principally fund the 50.1% acquisition of Go-To</li></ul>
Other	<ul style="list-style-type: none"><li>New shares issued under the Placement and SPP will rank equally with existing shares on issue, including entitlement to any final dividend<sup>2</sup> declared for the twelve month period ended 30 June 2021</li></ul>



# Placement and SPP timetable

Event	Date
Record date for SPP	Thursday, 26 August 2021
Trading halt and announcement of the Placement and SPP	Friday, 27 August 2021
Placement bookbuild	Friday, 27 August 2021
Announcement of the outcome of the Placement	Monday, 30 August 2021
Trading halt lifted – trading resumes on the ASX	Monday, 30 August 2021
Settlement of New Shares issued under the Placement	Wednesday, 1 September 2021
Allotment and normal trading of New Shares issued under the Placement	Thursday, 2 September 2021
SPP offer opens and SPP offer booklet is dispatched	Friday, 3 September 2021
SPP offer closes	Thursday, 23 September 2021
Announcement of results of SPP	Monday, 27 September 2021
SPP allotment date	Wednesday, 29 September 2021
Normal trading of SPP Shares	Thursday, 30 September 2021
BWX final dividend record date	Wednesday, 6 October 2021

BWX<sup>leaf</sup>

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Conclusion



# BWX

## Leading portfolio of trusted natural wellness brands and e-commerce platform

# BWX

FY21 revenue<sup>1</sup>



- Natural, 100% vegan skincare brand made in Australia
- #1 natural skincare in Australian pharmacy



38%



### ANDALOU NATURALS

- Certified organic and cruelty-free skincare
- #1 natural facial skincare brand in the US natural channel



19%



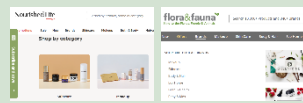
### E-commerce platforms

NourishedLife **flora&fauna**  
Kind to the Planet, People & Animals

- Australian online platforms exclusively focused on natural and ethical products



17%



### GO-TO

- Simple, effective skincare created by Australia's most trusted beauty authority



15%



- Cruelty-free mineral make-up and skincare brand
- #1 cosmetics brand in the US natural channel



11%



# BWX<sup>l</sup>

## FY22 outlook

- The Group continues to closely monitor external conditions with key BWX markets and regions remaining at varying stages of the COVID-19 pandemic recovery
- In Australia, the Group has experienced some variability to sales as a result of state based COVID 19 restrictions
- In North America, 2H21 performance showed encouraging signs of recovery vs 1H21, however the 1H22 performance remains subject to the COVID-19 situation in this region which remains uncertain
- Notwithstanding the near-term uncertainty, the Group expects FY22 to benefit from:
  - Full year contribution from Woolworths, which commenced in 2H21;
  - Full year contribution from Flora & Fauna;
  - Continued strong performance of the Group's direct-to-consumer operations;
  - Full year benefits from the Chemist Warehouse Strategic Partnership; and
  - Recent distribution gains achieved in key retail channels
- As the natural category continues to gain momentum and attract more consumers, BWX is ideally placed to benefit from and accelerate this trend with important investments made in our brands and manufacturing capability

BWX<sup>leaf</sup>

A

APPENDIX

# Key risks



# Key risks

This section includes details of the key risks attaching to an investment in shares in BWX including keys risks relevant to the proposed acquisition of a majority stake in the 'Go To' business by BWX (**Partnership**). These risks may affect the future operating and financial performance of BWX, the value of BWX's investment in the Partnership and the value of BWX shares. Before deciding whether to invest in BWX shares, you should consider whether such an investment is suitable for you having regard to publicly available information (including this Presentation), your personal circumstances and following consultation with a financial or other professional adviser. Additional risks and uncertainties that BWX is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect BWX's operating and financial performance.

You should note that the occurrence or consequences of many of the risks described in this Section are partially or completely outside the control of BWX, its directors and senior management. Further, you should note that this section focuses on the potential key risks and does not purport to list every risk that BWX may have now or in the future. It is also important to note that there can be no guarantee that BWX will achieve its stated objectives or that any forward looking statements or forecasts contained in this Presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

The risks described in this Section are categorised as follows:

(1) specific risks of an investment in BWX and risks associated with the proposed Partnership; and

(2) general risks and risks associated with the Offer.

## 1. SPECIFIC RISKS OF AN INVESTMENT IN BWX AND RISKS ASSOCIATED WITH THE PARTNERSHIP

### **COVID-19 risk**

Due to the COVID-19 global pandemic, there are a number of additional risks faced by BWX and its businesses. These include the risk of:

- a) retail partners of BWX being unable to operate due to lockdown or mandatory quarantine, impacting sales;
- b) key distributors or retailers of BWX or Partnership products being impacted by store closures;
- c) BWX or its manufacturing partners being unable to operate their factories due to lockdown or mandatory quarantine, impacting supply of products;
- d) BWX and its supply chains being interrupted due to lockdown or mandatory quarantine, impacting supply of products;
- e) BWX not being able to effectively manage its workforce during any periods of lockdown or mandatory quarantine, impacting on its ability to execute on its business strategy;
- f) customers of BWX ceasing to operate and BWX not being able to collect outstanding receivables or customer materially adjusting trading terms, impacting BWX's net revenue;
- g) the demand for the higher-end products of BWX ceasing due to lockdown or mandatory quarantine, impacting on the profit margins of the BWX business; and
- h) a general downturn in the global economy due to the COVID-19 pandemic causing consumers to reduce discretionary purchases, impacting on the overall sales of BWX.

### **Business Strategy Execution**

BWX's success will depend on its ability to successfully execute its business strategy. BWX's future growth, profitability and cash flows depend on the ability of BWX's management to successfully execute its business strategy, which is dependent on a number of factors, including its ability to:

- develop its brands portfolio through new product development and market execution;
- ensure the brands of BWX deliver their promise of natural beauty without reliance on synthetic products while delivering efficacious results at a reasonable price;
- identify and support new and existing brands with the potential to develop into global brands;
- innovate and develop new products that are appealing to consumers;
- continue to expand its distribution channels within existing geographies to increase market presence, brand recognition and sales;
- continue to expand its distribution into direct to consumer channels;
- successfully expand into priority international markets;
- continue to expand its market presence from pharmacy in Australia to grocery and mass market, from the natural channel to the mass market in the USA and to successfully expand the Sukin brand in the mass market in the USA;

# Key risks

- expand margins through sales growth, the development of higher margin products and supply chain integration and efficiency initiatives;
- successfully execute on joint business plans with key customers to grow sales with select business partners;
- extend its brands into the other segments of the beauty and personal care market in which BWX competes; and
- effectively manage capital investments and working capital to improve the generation of cash flow.

There can be no assurance that BWX can successfully achieve any or all of the above initiatives or anticipated time frames. The failure by BWX to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.

## Competition risk

The beauty and personal care market is highly competitive, and if BWX's customers and partners are unable to compete effectively, the Company's results may suffer. BWX faces competition from companies throughout the world, including large multinational consumer product companies. Some of these competitors have greater resources than BWX and may be able to respond more effectively to changing business and economic conditions. BWX's products compete with other widely advertised brands. Competition in the beauty and personal care market is based on pricing of products, quality of products and packaging, perceived value and quality of brands, innovation, in-store presence and visibility, promotional activities, advertising, editorials, e-commerce and other activities. BWX cannot predict the timing and scale of its competitors' actions in these areas or whether new competitors will emerge in the beauty and personal care market, including competitors who offer comparable products at more attractive prices. In addition, further technological breakthroughs, new product offerings by competitors, and the strength and success of competitors' marketing programs may impede BWX's growth and the implementation of its business strategy. BWX's ability to compete also depends on the following factors:

- the continued strength of its products and brands;
- ongoing growth and innovation in the skin care and hair care segments;
- the success of BWX's branding, execution and integration strategies;
- the successful management of new products;
- successfully entering new markets and increasing penetration in existing geographies;
- the success of business acquisitions; and
- its ability to protect the Company's intellectual property.

## Partnership risk

The proposed Partnership poses a number of additional risks to BWX and its businesses, including a risk that BWX and Go To management may not be able to maintain and grow the Partnership in an efficient, effective and timely manner without disruption to their respective businesses. There is also a risk that the Partnership structure is unsuccessfully implemented and the ongoing governance of the Partnership by BWX management and Go To management is disrupted or does not operate in the manner envisaged by BWX which adversely affects the Partnership's financial performance which in turn affects the value and performance of BWX's investment in this business.

There are risks associated with:

- the shareholders agreement to be entered into between BWX and Go To, that governs the Partnership and operations of the Go To business; and
- the licence deed between the Go To business and its founder and brand ambassador for certain intellectual property integral to the Go To business.

The operation of certain provisions, termination or breach of any of the above agreements for any reason could have an adverse affect on the Partnership and BWX's investment in the Go To business.

## Synergies Risk

On completion of the acquisition of a majority stake in the Go To business, there is a risk that the expected synergies for both BWX and Go To products may not be realised to their full extent or at all. Furthermore, the expected synergies may be realised over a longer period or involve greater costs to achieve than anticipated.

The ability to realise the expected synergies will be dependent on, among other things, the success of management in maintaining and growing the Partnership in an efficient, effective and timely manner without disruption to the respective businesses.

There is a risk that any issues arising from the Partnership not being implemented in the desired or effective manner will result in key personnel, distributors and/or customers departing the business and increased expenses.

# Key risks

## Go To business risk

The negotiations between BWX and Go To were conducted on the basis of the information that was publicly available to BWX and on certain disclosures by Go To. While BWX considers the due diligence investigations to have been adequate and consistent with market practice for a transaction of this type, the investigations were undertaken within a limited timeframe and BWX has not been able to verify the accuracy, reliability or completeness of all of the information provided by Go To against independent data.

As a result, following the implementation of the Partnership, unknown or unquantified risks and liabilities of Go To may arise, or expected types of risks and liabilities may be greater than anticipated, and this may impact negatively on profitability, results of operations, financial position or market value of Go To, which in turn will affect the value and performance of BWX's investment in this business.

## Reliance on Key Distributor

A substantial portion of the Partnership's revenue is derived from a major distributor of its products in Australia through a distribution agreement. The loss or impairment of that relationship for any reason, including the closure of that distributor's store due to new or ongoing COVID-19 restrictions, a material reduction in prices or deterioration in trading terms would have an adverse effect on the Partnership's financial performance which in turn will affect the value and performance of BWX's investment in this business.

More generally, there is a risk that the Partnership may fail to retain customers through its key distributor for a number of reasons, including pricing, competition or a failure to meet consumer expectations of its products.

## Partnership Key Woman Risk

The operation of the Partnership's business is reliant on the founder and brand ambassador of Go To. The loss of the founder and brand ambassador due to reduction in brand integrity or disputes with BWX regarding the management of Go To's operations or the creative control or direction of the Partnership, would have a materially adverse impact on Go To and its activities and financial performance, which in turn will affect the value and performance of BWX's investment in this business.

Given the personal brand of founder and brand ambassador and its impact on the promotion and marketing of the Go To business, the termination of the licence deed between the founder and brand ambassador and Go To would have an adverse effect on the financial performance, which in turn would impact on the value and performance of BWX's investment in this business.

## Failure to acquire

If for any reason the acquisition of the Go To business does not proceed, including because of a failure to satisfy conditions precedent or other breach of the share purchase agreement between BWX and the sellers of a majority stake in the Go To business, BWX will need to redirect the use of the majority of the funds raised under the Placement and SPP from the purchase of the majority stake in Go To, to working capital, another acquisition, a potential return of capital to Shareholders or other uses to be determined by the board of BWX.

## Product Safety and Liability

Product safety or quality failures, actual or perceived, or allegations of product contamination, even when false or unfounded, could tarnish the image of BWX's brands and could cause consumers to choose other products. Allegations of contamination or other adverse commentary on product safety or suitability for use by a particular consumer, even if untrue, may require BWX to recall a product from all of the markets in which the affected product was distributed. Such issues or recalls could negatively affect the Company's profitability and reputation.

If BWX's products are perceived to be defective or unsafe, or if they otherwise fail to meet consumers' expectations, the Company's relationships with consumers could suffer, the appeal of one or more of its brands could be diminished, and the Company could lose sales or become subject to liability claims. In addition, safety or other defects in BWX's competitors' products could reduce consumer demand for the Company's products if consumers view them to be similar. Any of these outcomes could result in a material adverse effect on BWX's business, financial condition and results of operations.

## Counterparty Risk

As a manufacturing and distribution company, BWX is heavily reliant on its main customers, suppliers and strategic partners, including its distribution partners.

In Australia BWX is reliant on its retail partners who are responsible for a majority of the sales and distribution of BWX's products to Australian pharmacies, grocery, mass market and health stores and other retailers. In the US, BWX is reliant on its distribution partners who are responsible for a majority of sales and distribution of BWX's products to health stores and other retailers. These distribution partners each purchase and carry in their store networks a broad variety of BWX's product range. Each of them are large commercial entities with significant bargaining leverage in contractual negotiation. As is customary in the beauty and personal care market, BWX and/or its distributors are a party to each of their pharmacy customers' or grocery customers' standard trading terms which do not contain minimum purchase volumes. The US business of BWX has a substantial amount of direct to consumer sales which mitigates the risk of reliance on its health store customers. The Australian business of BWX has some capacity to undertake direct to consumer sales but not as much capacity as the US business. The ability to move to direct to consumer sales in the Australian business of BWX may also be hindered by the inability of Australia Post to cope with dramatic increases in demand for delivery of goods across Australia due to the COVID-19 pandemic.

Accordingly if underlying consumer demand for BWX's products diminishes then the distributors and direct customers will reduce the volume of their orders for BWX's products.



# Key risks

BWX's distributors may cause damage to BWX's brand reputation by breaching exclusive distribution agreements. BWX sells its products internationally through agency partners located in export markets. A failure by any of BWX's distributors or agency partners to comply with their commitments could lead to a loss of opportunities for BWX and adversely impact BWX's operating results and financial position.

Inputs for BWX's products consist of raw materials and packaging components and are purchased from various third party suppliers. The loss of multiple suppliers or a significant disruption or interruption in the supply chain could have a material adverse effect on the manufacturing and packaging of BWX's products. Increases in the costs of raw materials or other commodities may adversely affect the Company's profit margins if higher costs cannot be passed on in the form of price increases or unless the Company can achieve further cost efficiencies in its manufacturing and distribution processes.

In addition, failure by BWX's third party suppliers to comply with ethical, social, product, labour and environmental laws, regulations or standards, or their engagement in politically or socially controversial conduct, such as animal testing, could negatively impact their reputations. Any of these failures or behaviours could lead to various adverse consequences, including damage to BWX's reputation, decreased sales and consumer boycotts.

## Customer risk

BWX and its brands rely heavily on its key retailer relationships and a loss of any one or more of these relationships may have a material adverse impact on the financial performance of BWX.

## Reliance on Key Customer

A substantial portion of BWX's revenue is derived from a small number of customers based in Australia and the US. The loss or impairment of any of these relationships for any reason, a material reduction in prices or deterioration in trading terms would have an adverse affect on BWX's financial performance.

More generally, there is a risk that BWX may fail to retain customers for a number of reasons, including pricing, competition or a failure to meet consumer expectations of its products.

## Reputational Risk

BWX's failure to protect its reputation, or the failure of the Company's partners to protect their reputations, could have a material adverse effect on the image of BWX's brands.

BWX's ability to maintain its reputation is critical to the image and consumer perception of its various brands. BWX's reputation could be jeopardised if it fails to maintain high standards for merchandise quality and integrity or if the Company, or the third parties with whom it does business, do not comply with regulations or accepted practices. Any consequential negative publicity may reduce demand for BWX's products.

Failure to comply with ethical, social, product, labour and environmental standards, or related political considerations, such as animal testing, could also jeopardise BWX's reputation and potentially lead to various adverse consumer actions, including boycotts. Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial information could also damage BWX's reputation.

BWX depends on the reputations of its third party clients, which can be affected by matters outside of the Company's control. Damage to BWX's reputation or the reputations of its third party clients could have a material adverse effect on BWX's results of operations, financial condition and cash flows, as well as require additional resources to rebuild the Company's reputation.

## Business Disruption

BWX is engaged in manufacturing and distributing beauty and personal care products. As a result, BWX is subject to the risks inherent in such activities, including industrial accidents, environmental events, strikes and other labour disputes, disruptions in supply chain or information systems, loss or impairment of BWX's manufacturing facility, product quality control, safety, licensing requirements and other regulatory issues, as well as natural disasters, pandemics, border disputes, acts of terrorism, and other external factors over which BWX has no control. The loss of, or damage to, the BWX manufacturing facility could have a material adverse effect on BWX's business, results of operations and financial condition.

## New Facility Construction Risk

The successful construction of a new manufacturing facility and headquarters in Australia to drive manufacturing efficiencies and margin improvements; meeting the anticipated business growth; and transferring products from US co-manufacturers to the new facility is key to achieving and outperforming the BWX Three Year Strategic Plan. The risks associated with building the new manufacturing facility and headquarters include the following:

# Key risks

- a) the anticipated cost of the facility being greater than expected due to unexpected delays, cost blowouts, interruptions, industrial action, inclement weather, lockouts, government mandated lockdowns, unavailability of raw materials or human capital due to the effects of the COVID-19 pandemic;
- b) delays due to not being able to find a suitable site, construction partner or any delays in planning permits or approvals for the site;
- c) any unexpected site contamination or the need for remediation;
- d) the expected manufacturing efficiencies do not materialise and the anticipated margin improvements are not achieved;
- e) not being able to transfer manufacturing from the current site to the new facility successfully;
- f) the unavailability or delay in the commissioning of any of the equipment required for manufacturing or the lack of skills available to commission the equipment;
- g) the inability to successfully transfer sufficient skilled employees from the existing site to the new site or the unexpected impact of higher than budgeted redundancies;
- h) the inability to successfully transfer the targeted US products to the new facility; and
- c) the anticipated demand for products which precipitated the plan for the new facility does not materialise, impacting on the financial business case for the facility.

## New product risk

BWX's new products may not be as successful as anticipated, which could have a material adverse effect on BWX's business, financial condition or results of operations. A failure to successfully develop and commercialise these products could lead to loss of opportunities and adversely impact BWX's operating results and financial position. Each new product launch carries risks, as well as the possibility of unexpected consequences, including:

- the advertising, promotional and marketing strategies for new products may be less effective than planned and may fail to effectively reach the targeted consumers;
- product purchases by consumers may not be as high as anticipated;
- the Company may experience product shortages and/or product returns exceeding expectations as a result of new product launches. In addition, retailer space reconfigurations may be impacted by retailer inventory management or changes in retailer pricing or promotional strategies;
- costs may exceed expectations as a result of the continued development and launch of new products, including, for example, advertising, promotional and marketing expenses, sales return expenses or other costs related to launching new products; and
- product pricing strategies for new products may not be accepted by retail customers or their consumers, which may result in sales being less than anticipated.

## Growth risk

Should the Company's growth accelerate at a higher rate than anticipated, the Company may, through lack of availability of materials or packaging, inability to scale production in a timely manner, lack of manufacturing capacity, lack of suitable labour or other unforeseen circumstances, be unable to supply its products in a timely manner to meet the demand of its customers. Should this occur the Company may risk the loss of either third party manufacturing clients or suffer a reduction in the customer base for its own products. Such events could have an adverse affect on both the reputation of the Company as well as its financial results.

## Customer credit risk

A sudden disruption in business conditions or a general economic downturn may adversely affect the financial strength of BWX's retailer customers. A general decline in economic conditions in Australia, the US or any other jurisdiction where BWX distributes its products either currently or in the future, may negatively impact the financial position of BWX's retailer customers. The financial difficulties of a retailer customer could cause BWX to reduce or cease business with that customer. BWX may also decide to assume more credit risk relating to the receivables from that retailer customer. BWX's inability to collect receivables from one or a group of retailer customers could have a material adverse effect on the Company's business, results of operations and financial condition. If a retailer customer were to go into liquidation, BWX could incur additional costs if the Company chooses to purchase the retailer customer's inventory of BWX's products to protect its brand equity.

## Reliance on key management

BWX, and each of its businesses, depend substantially on its key management, the loss of whose services might significantly delay or prevent the achievement of its business strategy.

The ability of BWX to retain and attract qualified individuals is also critical to its success. BWX may not be able to attract and retain suitable individuals currently or in the future on acceptable terms, or at all, and the failure to do so may adversely affect BWX's business.

# Key risks

## Access to equity and debt funding

Volatility in the financial markets could have a material adverse effect on BWX's ability to equity or debt fund its business.

BWX's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally.

In addition, a deterioration in global financial markets could impact risk appetite among lending institutions which may impact BWX's ability to renew existing loan facilities or enter into new loan facilities. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

## Impairment of intangibles

BWX has a substantial amount of intangible assets on its balance sheet relating to goodwill and identifiable intangible assets. Under the relevant accounting standards BWX is required to annually test for impairment all indefinite life intangible assets. If this annual testing revealed that some or all of BWX's intangible assets are impaired to a level below their carrying value, BWX would be required to write down the value of those intangible assets. Such write downs could have a material adverse effect on BWX's financial position.

## Market and consumer trends

Rapid changes in market trends and consumer preferences could adversely affect the Company's financial results.

BWX's continued success depends on its ability to anticipate, gauge and react in a timely and cost effective manner to industry trends and changes in consumer preferences and attitudes toward skin care products. BWX must continually work to develop, produce and market new products and maintain and enhance the recognition of its existing brands, in order to achieve a favourable mix of products. However, BWX cannot predict consumer trends which may change rapidly. Additionally, due to the increasing use of social and digital media by consumers and the speed by which information and opinions are shared, trends may vary more rapidly than in the past. If BWX is unable to anticipate and respond to trends in the market for beauty and personal care products and changing consumer demands, its financial results may suffer.

## Regulatory and legislative risk

BWX's business is subject to numerous laws and regulations in Australia and overseas. Changes in these laws and regulations, including their interpretation or enforcement, that affect, or will affect, the Company's business or products, including changes in accounting standards, tax laws and regulations, environmental or climate change laws, restrictions or requirements related to product content, labelling and packaging, regulations or accords, trade rules and customs regulations, could adversely affect BWX's financial results.

Regulation is specific to each geographic region. There are many important differences in regards to the suitability of key ingredients for specific markets and this can pose a risk to product registration across different jurisdictions. Animal testing for example is banned for any product being sold in the European Union, but may be or become necessary for products being sold in China.

Failure to remain up to date with these various regulatory requirements and any regulatory action or enforcement may adversely affect BWX's financial position.

## Intellectual property infringement

BWX's commercial success depends at least in part on its ability to operate without infringing, misappropriating or otherwise violating the trade marks, patents, copyrights and other proprietary rights of others. BWX cannot be certain that the conduct of its business does not and will not infringe, misappropriate or otherwise violate such rights. As BWX gains greater visibility and market exposure as a public company, third parties may allege that BWX's products, services or activities infringe, misappropriate or otherwise violate their trade mark, patent, copyright or other proprietary rights in an attempt to gain a competitive advantage. Defending against allegations and litigation could be expensive, take significant time and divert management's attention. BWX may also be required to pay substantial damages or be subject to court orders prohibiting the Company and its customers from selling certain products or engaging in certain activities.

If BWX operates its business in a way which infringes, misappropriates or otherwise violates the trade marks, patents, copyrights and proprietary rights of others, this could have a material adverse impact on the Company's business, financial condition and results of operations.

## Counterfeit products

Third parties may distribute and sell counterfeit versions of BWX's products, which may be inferior in quality and/or pose safety risks for consumers. Consumers could confuse BWX's products with these counterfeit products, which could cause them to refrain from purchasing the Company's brands in the future and in turn could adversely affect sales revenue. The presence of counterfeit versions of BWX's products in the market could also dilute the value of the Company's brands or otherwise have a negative impact on its reputation and business.

BWX believes its trademarks, copyrights, and other intellectual property rights are important to its success and its competitive position. BWX devotes resources to the registration and protection of its intellectual property and, subject to circumstances at the time, intends to pursue any parties involved in the sale of counterfeit products. However, despite these efforts BWX may be unable to prevent all counterfeiting of its products or the infringement of its intellectual property rights. For the reasons outlined above, the counterfeiting of BWX's products may have an adverse impact on BWX's business reputation and financial performance.

# Key risks

## Insurance coverage

BWX currently has in place what it believes are adequate levels of insurance for property, general and product liability, directors and officer's liability, and worker's compensation to protect BWX from potential losses and liabilities. There is a possibility that events may arise which are not adequately covered by existing insurance policies. In this case the Company may suffer adverse effects to its financial results as well as to the value of its brands. The Company cannot guarantee that its existing insurance will be available or offered in the future. An inability of the Company to secure such cover in the future could restrict the ability of the Company to conduct its business, and this could have a negative impact on the financial results of the Company.

## Risk of litigation, claims and disputes

BWX is and may in the future be subject to litigation, claims and disputes in the course of its business, including competitor disputes, consumer disputes, supplier disputes, employment disputes, contractual disputes, disputes with governmental agencies or authorities or regulators, indemnity claims, and occupational and personal claims. Any such matters could involve prosecution, defence, and settlement costs, and consume management time in the dealing with any such litigation, claims and disputes. In particular, and as previously announced, BWX is subject to a court proceeding initiated by Waterloo Capital Partners LLC in 2018 in the US regarding success fees relating to BWX's acquisitions of the Mineral Fusions and Andalous Naturals businesses. This proceeding is still on going but not considered to be material by BWX. Any material litigation, claims or disputes could have a material and adverse impact on BWX's financial position and performance.

## Climate change

There has been an increased frequency of natural disasters globally in recent years and it is expected that this trend will continue in the medium to long term.

BWX is exposed to a number of potential climate change related risks which include:

- increases in operating costs of assets due to carbon-pricing policies or other market mechanisms;
  - disruption to BWX's access or increase in price of raw materials used in BWX's products as result of climate changes and extreme weather events;
  - interruption to operations or supply chains from climate changes and extreme weather events; and
  - general economic downturn caused by or impacted by climate change causing consumers to reduce discretionary spending, including consumption of BWX's products.
- The occurrence of any of these risks could result in asset impairment, lost revenue, downturn in overall sales and have an adverse impact on the financial position of BWX.

## Price and availability of raw materials

BWX products are composed of certain key raw materials. If the price of these raw materials were to increase materially or raw materials were to become less available due to changes in the natural environment (including climate change) or supply chain issues, it could result in a significant increase to BWX's production costs and adversely affect the business of BWX.

## Unforeseen expenditure risk

BWX's future growth is dependent on having adequate capital available to fund its business strategy. BWX expects that the proceeds from this Capital Raising will provide sufficient capital resources to enable BWX to achieve its stated business strategy.

Should BWX require additional funding, there can be no assurance that additional funds will be available on acceptable terms or at all.

## Information Technology and Protection and Security of Personal Information and Data

BWX is increasingly dependent on information technology, and if the Company is unable to protect against service interruptions, data corruption, cyber based attacks or network security breaches, BWX's operations could be disrupted.

BWX relies on information technology networks and systems, including the internet, to process, transmit and store electronic and financial information, to manage a variety of business processes and activities such as production management, inventory control, financial management and reporting database management and to comply with regulatory, legal and tax requirements. BWX also depends on information technology infrastructure for digital marketing activities and for electronic communications among personnel, customers and suppliers around the world. These information technology systems, some of which are managed by third parties, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors or other unforeseen events. If BWX's information technology systems suffer severe damage, disruption or shutdown and do not effectively resolve the issues in a timely manner, the Company's product sales, financial condition and results of operations may be materially and adversely affected and the Company may experience delays in reporting financial results.

# Key risks

If BWX is unable to prevent security breaches, it may suffer financial and reputational damage or penalties because of the unauthorised disclosure of confidential information belonging to the Company or to its partners, customers or suppliers. In addition, the disclosure of non public sensitive information could lead to the loss of intellectual property or damage to BWX's reputation.

Allegations of, or actual, unauthorised access or loss of sensitive data or confidential information could occur, resulting in a breach of BWX's obligations under applicable laws or regulations. Consequently, legal or regulatory actions could be initiated against BWX in connection with any such breaches. In addition, the breach could impact customer, partner or supplier trust and satisfaction. Any such allegations or breaches of laws or regulations could have a material and adverse impact on BWX's reputation, financial position or performance.

## **Compliance with overseas data privacy laws or regulations**

There is a risk that BWX may breach various local or overseas customer data or privacy laws or regulations, in particular, in relation to the retention of customer data.

The misuse or mishandling of customer data or infringement of applicable local or international data or privacy laws by BWX could lead to administrative action, fines or claims for damages by individuals which could have an adverse impact on BWX's reputation and financial position.

## **Foreign exchange rate fluctuations**

Fluctuations in currency exchange rates may negatively impact BWX's financial position and operating results.

Exchange rate fluctuations may affect the costs that BWX incurs in its operations. The main currency to which BWX is exposed is US dollars. In addition BWX is exposed to the Euro, the British pound and the Canadian dollar. The exchange rates between these currencies and the Australian dollar in recent years have fluctuated significantly and may continue to do so in the future.

A lower Australian dollar may increase the costs of input materials to BWX and a higher Australian dollar may decrease export demand for BWX's products.

## **1. GENERAL RISKS AND OFFER RISKS**

### **Market and an investment in shares**

The market price of BWX's shares will fluctuate due to various factors, many of which are non-specific to BWX, including the number of potential buyers or sellers of BWX shares on the ASX at any given time, recommendations by brokers and analysts, Australian and international general economic conditions (including as a result of the impacts of COVID-19), inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, changes in law, fire, flooding, extreme weather events, natural disasters, global geo-political events and hostilities, acts of terrorism, state of emergency declarations, outbreaks of pandemics, outbreaks of war, and investor perceptions. These factors may cause BWX shares to trade at a lower price than the issue price under the Offer.

### **General economic conditions**

The trading price of BWX shares may be adversely impacted by various factors, including new or changed governmental measures, new variants of COVID-19, business closures, lockdowns, quarantines, travel and other restrictions and resultant impacts on economies and financial markets. The historic share price performance of BWX provides no guidance as to its future share price performance.

Any deterioration in the domestic and global economy may have a material adverse effect on the performance of BWX's business and BWX's share price. It is possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks, may manifest themselves in ways that are not currently foreseeable. The equity markets have in the past and may in the future be subject to significant volatility.

### **Underwriting risk**

BWX has entered into underwriting agreement with Macquarie Capital (Australia) Limited and Bell Potter Securities Limited (Underwriters) under which the Underwriters have agreed to fully underwrite and manage the Placement, subject to the terms and conditions of the underwriting agreement (Underwriting Agreement).

Prior to the completion of the Placement, there are certain events which if they were to occur (e.g. a 10% fall in the S&P/ASX 300 Index at any time prior to Settlement of the Placement, defects in the offer documents (including this Presentation), the share purchase agreement under which the majority stake in Go-To is to be acquired is materially varied, terminated, rescinded, altered or amended, breached or failed to be complied with, departure of the founder and brand ambassador from the Go To business, material adverse changes experienced by BWX, regulatory interventions, breaches of the Underwriting Agreement by BWX, etc.), may lead to the Underwriter(s) terminating the Underwriting Agreement.

The Underwriters' obligations to underwrite are also subject to customary terms and conditions.

# Key risks

The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events (such as an outbreak of hostilities or market disruptions in certain jurisdictions relevant to the Offer) will depend on whether the event has or is likely to have a material adverse effect on the financial position or prospects of the BWX Group, the outcome or success of the Placement (or any part of it) or the market price of, or ability to settle the Placement of, any of the Placement Shares, or leads (or is, in the terminating Joint Lead Manager's reasonable opinion, likely to lead) to a contravention by that Joint Lead Manager (or one of its affiliates) of (or the involvement of that Joint Lead Manager in a contravention of) or liability of the Joint Lead Manager (or one of its Affiliates) under the Corporations Act or any other applicable law.

If the Underwriting Agreement is terminated for any reason, BWX may not receive the full amount of the proceeds expected under the Placement, its financial position might change and it might need to take other steps to raise capital, including by raising additional debt. In the event the Underwriting Agreement is terminated, there is no guarantee that the Equity Raising will continue in its current form or continue at all. Further, receipt of the proceeds from the Equity Raising is a condition precedent under the Share Purchase Agreement, and accordingly termination of the Underwriting Agreement may result in the termination of the Share Purchase Agreement, and BWX being unable to acquire the Go-To business.

## SPP

The SPP proportion of the Offer is not being underwritten, which may result in a shortfall in the proceeds expected under the SPP. Should such a shortfall occur, BWX may need to limit the use of the funds raised under the Offer accordingly. See above 'Underwriting risk' for further explanation of the risks associated with the underwriting of the Placement.

## Dividends

Any decisions regarding the payment of dividends in respect of BWX's shares is determined at the discretion of BWX's board of directors, having regard to relevant factors, which include BWX's available profits, cashflow, financial condition, operating results, future capital requirements, covenants in relation to financing agreements, as well as economic conditions more broadly. There is no guarantee that a dividend will be paid by BWX in future periods or, if paid, paid at historical levels.

## Liquidity risk

BWX is a listed entity. Therefore the ability to sell BWX shares will be a function of the turnover of the BWX shares at the time of sale. Turnover itself is a function of the size of BWX and also the cumulative investment intentions of all current and possible investors in BWX at any one point in time.

## Risks of dilution

Current shareholders in BWX who do not participate in the Offer as per their entitlement will have their percentage shareholding in BWX diluted. Investors may also have their investment diluted by future capital raisings or issues of new equity securities by BWX.

BWX may issue new equity securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of a shareholder's interest in BWX.

BWX<sup>leaf</sup>

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APPENDIX

# International offer restrictions



Internal use only

# International offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## 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.

## Netherlands

This document has not been, and will not be, registered with or approved by any securities regulator in the Netherlands or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the Netherlands except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the Netherlands is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

## 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 or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than 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.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).



# International offer restrictions

## 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 "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, 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.

## Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

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.

## 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.

BWX

houseonly

12 OUT OF 10 PEOPLE SAY THIS MASK GIVES THEM THE GLOWIEST SKIN THEY'VE EVER HAD.

THIS MASK WILL MAKE ME LOOK AS THOUGH I KNOW WHAT SLEEP IS.

# Q&A