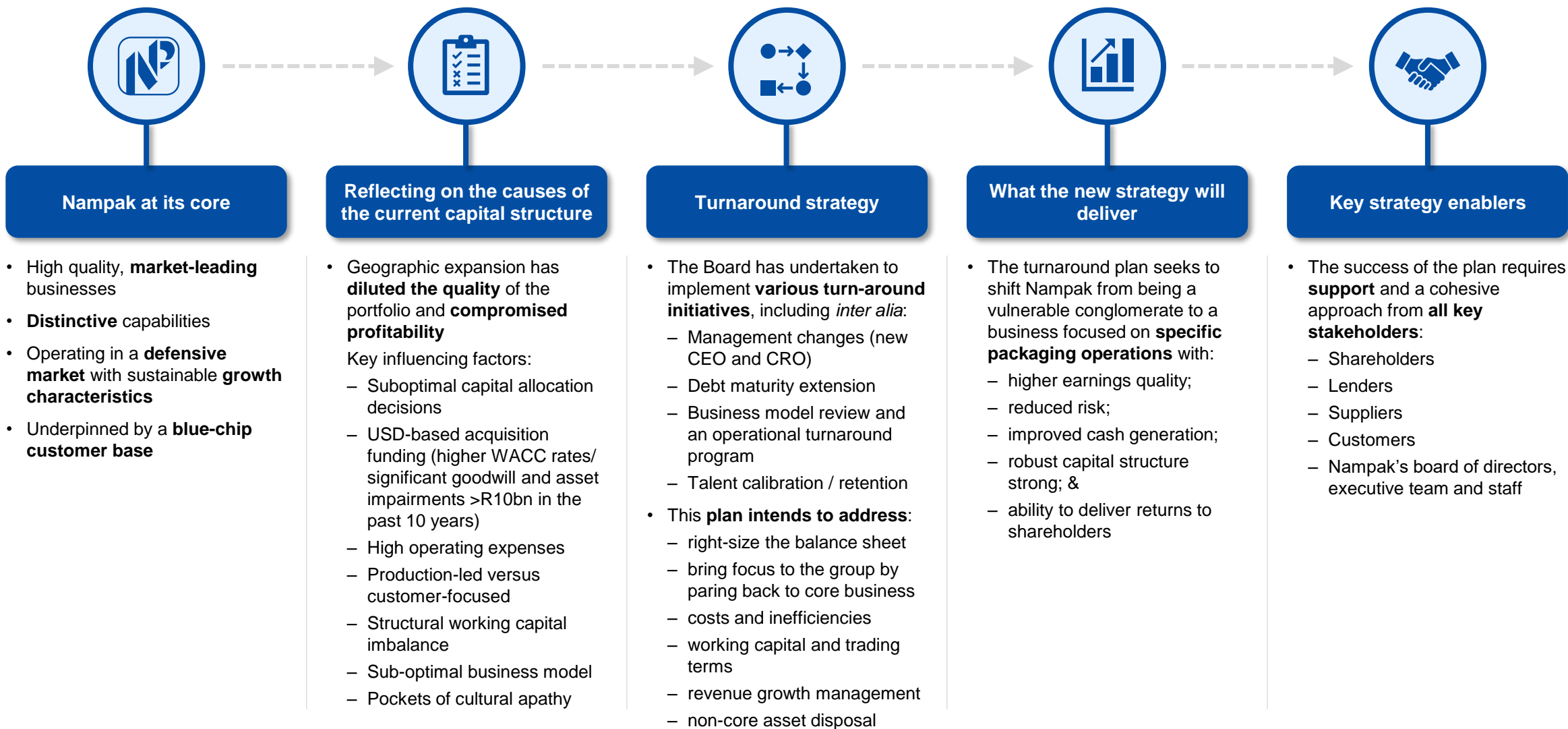




Investor Presentation:
ONE Nampak
August 2023

Executive Summary

Unpacking the Nampak headline narrative



The Renewed Vision

Defining the “North Star”

- Innovation
- Efficiency
- Profitability and return on capital
- Market share superiority

- Customer-centric
- Partner of choice / leading edge
- Category thought leader

To be the **leading** **packaging solutions** **partner** in **select geographies**

- Food and beverage metals
- Home care metals
- Small bolt-on acquisitions / "Horizon three"

- South Africa
- Angola

Turning The Business Around

A clear strategy to direct the Group's focus onto its core Metals business



Asset Disposals

Raising ca. ZAR2.6bn over the next 18 months



Reduction of leverage,

Sustainable Net Debt : EBITDA ratio below 3 times by FY24 and below 2 times FY25



The net result of the turnaround strategy set out above is that Nampak will become a more focused, better capitalised business, with improved profitability metrics and a lower net investment in operating assets generating a return on invested capital in time that exceeds the Group's current weighted average cost of capital of 13.6%.

Introducing ONE Nampak

Focus On Core Business



Driven by key principles:

- ✓ Simplification of corporate structure by disposing of non-core assets
- ✓ Disposals to support right sizing of the capital structure
- ✓ Focus on technical capability, manufacturing excellence and customer service
- ✓ Leverage product quality and world-class R&D
- ✓ Become more customer-centric
- ✓ Adopt partnership model to ensure mutual benefit
- ✓ Improve operating efficiencies - working capital and fixed cost management

Rationale

Bevcans SA - leading market position with c. 70% market share

- ✓ Well-capitalised asset base with scope for further capital expansion
- ✓ Moderate future replacement capital requirements
- ✓ High levels of cash conversion
- ✓ Local and multinational customer base built on trust and service excellence

DivFood - turnaround strategy leading to profitability

- ✓ Well-established, longstanding relationships with its key customers
- ✓ Supplier rationalisation with aim of cost improvement
- ✓ Addressing working capital cycle whilst exiting unprofitable and complex product categories
- ✓ Product reengineering initiatives to lower cost of goods
- ✓ Price agility to deal with foreign exchange volatility
- ✓ Improved sales penetration in non-core sectors

Bevcans Angola – upside potential

- ✓ Underutilised production capacity exists: leverage excess capacity as overall economy improves
- ✓ Long-standing relationships with major clients and suppliers
- ✓ Re-opening of borders (DRC) expected to significantly increase demand for cans
- ✓ Notable multinational companies expanding their operations into the region, fuelling imminent growth
- ✓ High barriers to entry decrease prospects of competition in short-medium term



Results: More Focused, Better Capitalised, and More Profitable Business

Investment Thesis for ONE Nampak

Nampak to be positioned as a high quality, market leading business with distinctive capabilities, operating in a defensive market segment with sustainable growth characteristics, underpinned by a blue-chip customer base

1 What defines a strong Nampak investment case?

- Industry leading returns
- Market share leadership
- Distinctive capabilities
- Margin superiority
- Above-average market growth
- Operating leverage

2 Nampak's right to win

- Focused portfolio
- Technological advantage
- Scale
- Customer spread / global client base
- Long standing and proven relationships with suppliers and customers
- Capital intensity / barriers to entry
- Right sized balance sheet
- Cash generative
- Management depth

3 Growth generators

- Efficiency and cost fanaticism
- Continuous improvement culture
- Business model reinvention
- Lean management structures
- Exemplar partnership

4 Measures of success

- Customer retention and growth
- Engaged workforce
- Superior returns
- Responsible corporate citizenship
- Share price appreciation

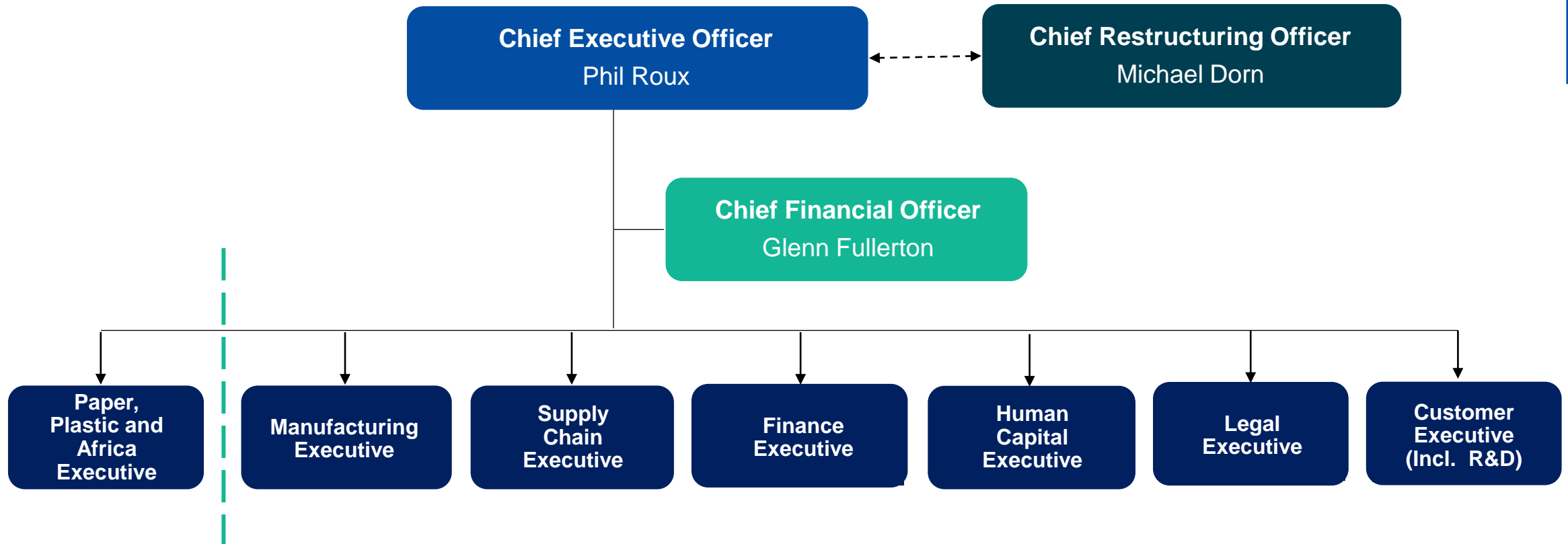
ONE Nampak is being created for cultural cohesion with technical, manufacturing and customer facing competencies

The high-level key financial indicators of Core Nampak

- Revenue: R10 billion based on FY2022 actuals for Bevcan SA, Bevcan Angola and Divfood;
- Targeted end state portfolio EBITDA margin to be within a range of between 10% - 12%
- Target disposal value: Targeted proceeds in terms of the Group's asset disposal plan of circa R2.6bn
- Sustainable capital expenditure (“capex”):
 - FY2024 includes expansion capex in Bevcan South Africa of circa R250million for the line 2 Springs upgrade and Zimbabwean capex to avoid hyperinflation impacts on monetary items.
 - Capex is expected to taper off to R250m by FY2028
- Working capital ratio: between 19% and 21% of turnover
- Short term liquidity ratio (Current ratio): 1.5 times - 1.9 times
- EBITDA interest cover ratio: lender covenants in the process of being finalised
- Net debt / EBITDA ratio and net debt of end state portfolio: ratio of circa. 3.0x tapering off to minimal gearing by FY2028
- Asset turnover ratio: anticipated to be between 1.9 times and 2 times by FY2025
- ROIC: ROIC > WACC by 2027

Business Model (Interim)

Creating **ONE Nampak** for cultural cohesion with technical, manufacturing and customer facing competencies



Strategic Initiatives for Creating ONE Nampak

Reshaping the Portfolio

What do we mean?

- Substrate focused – Metals
- Narrow geographic span – South Africa and Angola
- SKU rationalisation – 15% targeted reduction across operations
- Bolt-on capability – new product innovation and growth

Strategic Customer Management

- Revenue growth management
- World-class sales and operational planning
- Innovation and category thought leadership (collaborating with clients)
- Service excellence
- R&D technological advantage

Reset Cost Base & Drive Efficiencies

- Revised ONE Nampak business model
- Limit all discretionary spending
- Efficiency focus (DivFood manufacturing architecture and world-class manufacturing)
- Efficiency extraction (Manufacturing, Working capital, Logistics, IT)

Build a Performance Culture

- Calibrated for competencies and learning agility
- Sense of urgency in all we do
- Unconditional integrity
- Act like owners
- Socially ethical and responsible

Strengthen Brand Position

- Credible and trusted customer partnerships
- Purveyor of highest quality offerings
- Sustained earnings growth and ROIC
- Employer of choice

Outcomes / Defining Features

- ✓ **Focused portfolio with leading market share**
- ✓ **Optimised working capital & operational efficiencies**
- ✓ **Category thought-leadership / internal growth prospects**
- ✓ **Experienced, focused and motivated leadership team**
- ✓ **ROIC > WACC by 2027**
- ✓ **Debt: EBITDA ≤ 2.0x**

Debt Refinance Package (1/2)

Setting up Nampak for growth

Key Objectives of the Restructure

- ✓ Simplifying the lending structure from multi-currency facilities across 16 lenders to a fit-for-purpose consortium comprising majority SA lenders;
- ✓ Reduced reliance US Dollar Debt thus removing currency volatility;
- ✓ Correctly size the working capital funding of Nampak Products;
- ✓ Flexibility and headroom to fund seasonal working capital imbalances where required;
- ✓ Set appropriate debt covenants;
- ✓ Create a platform for management to execute and deliver on the ONE Nampak investment case.

Salient Features

- ✓ The revised debt structure will comprise core and non-core debt:
 - Nampak Products Limited (“NPL”) - ZAR5.1bn; and
 - Nampak International Limited (“NIL”) – ZAR286m and USD34.6m;
- ✓ The debt overhang associated with legacy expansion activities, primarily in Angola and Nigeria of ZAR1.9bn will be housed in a new Intermediate Holding Company;
- ✓ Simplified lender structure on implementation date, as one lender will no longer form part of the consortium;
- ✓ A borrowing-base facility of ZAR2.6bn at NPL and a revolving credit facility of USD10m at NIL, providing flexible working capital financing;
- ✓ A reduction in US Dollar based financing to minimise FX exposure; and
- ✓ Strong support from the big four South African banks including a commitment to finance Nampak in the long term, underpinned by the turnaround strategy.

Debt Refinance Package (2/2)

Setting up Nampak for growth

BORROWER	TYPE OF FACILITY	AMOUNT	TENOR
CORE DEBT			
NPL	Borrowing Base	ZAR2 577 000 000	36 months revolver
	Term Loan A3	ZAR1 932 000 000	30 months – bullet repayment
	General Banking Facility	ZAR250 000 000	On demand overdraft, renewable annually
NIL	Revolving Credit Facility	USD10 000 000	36 months revolver
NON-CORE DEBT			
NIL	Term Loan A2	ZAR286 000 000	18 months
	New Series D Notes	USD24 635 991	18 months
NPL	Term Loan A1	ZAR339 000 000	18 months
Intermediate Holding Company	Term Loan E	ZAR1 938 000 000	30 months – bullet repayment

- Nampak was able to improve its debt repayment schedule from the first payments being due in September 2023 (ZAR350m) and December 2023 (ZAR250m), respectively, to later payments in March 2024 and September 2024;
- The covenants will be measured mainly at NPL level, being the core debt within the Group - these are expected to be normal market standard covenants and will be limited to:
 - ✓ leverage ratio (debt to South African EBITDA);
 - ✓ interest cover ratio (South African EBITDA to Net Interest Payable);
 - ✓ current ratio measured for South Africa;
 - ✓ group tangible net asset value to debt held by the Intermediate Holding Company; and
 - ✓ a minimum available liquidity threshold;
- The detailed measurement periods and levels are still being discussed with the financing parties.

Salient Rights Offer Details

Issuer	<ul style="list-style-type: none"> Nampak Ltd
Offer Structure	<ul style="list-style-type: none"> Fully committed rights offer¹
Offer Size	<ul style="list-style-type: none"> No less than ZAR1.0bn
Offer Size (% of Market Cap)	<ul style="list-style-type: none"> 172.4% based on Nampak's market cap, as at close on 11 August 2023
Use of Proceeds	<ul style="list-style-type: none"> Recapitalise the balance sheet by reducing US Dollar-denominated debt and unlocking a debt refinance package that predominantly consists of SA lenders
Indicative Pricing	<ul style="list-style-type: none"> To be agreed prior to Finalisation Date
Distribution	<ul style="list-style-type: none"> South African offering, in accordance with the Companies Act
Timing	<ul style="list-style-type: none"> To close prior to 30 September 2023

Note(s): (1) Management is engaging with key shareholders and third-party underwriters such that the rights offer is expected to be fully underwritten at launch

Key Dates	
Declaration Announcement	<ul style="list-style-type: none"> Tuesday, 29 August 2023
Finalisation Announcement	<ul style="list-style-type: none"> Thursday, 31 August 2023
Publication of Rights Offer Circular	<ul style="list-style-type: none"> Monday, 4 September 2023
Rights Offer Opens (09:00)	<ul style="list-style-type: none"> Monday, 11 September 2023
Rights Offer Closes (12:00)	<ul style="list-style-type: none"> Friday, 22 September

Key Investment Highlights



1

High-Quality, Market-Leading Businesses, with Distinct Capabilities

In a defensive industry and underpinned by a blue-chip customer base, with long-standing relationships

2

Change of Management

CEO and CRO Appointed to turn the business around

3

Clear and Focused Business Model

Back to basics (core business), focused on specific packaging operations, with turnaround at DivFood on track

4

Sustainable Debt Structure

Positioning the business for growth and easing pressure on the balance sheet

5

Operational Efficiencies

(i) Controlling costs and eliminating inefficiencies, (ii) Working capital and trading terms optimisation

6

Optimal Capital Allocation

Disciplined approach, with particular focus on shareholder returns



The Rights Offer Forms An Integral Part to Unlocking This Investment Case

The Ask – Shareholder Support

The success of the rights offer is key for lenders to unlock the refinance package, thereby providing shareholders with a more sustainable capital structure

Forms of Shareholder Support Being Sought

- **Refinancing package conditional upon full ZAR1.0bn of rights offer proceeds being raised**
- **Shareholders encouraged to provide irrevocable commitments to follow rights – Support to be disclosed in the Finalisation Announcement (31 August 2023)**
- **Additional commitments of support, oversubscriptions and/or sub-underwriting also encouraged to maximise amount of the rights offer de-risked by institutional investors**
- **Significant shareholder support for the rights offer is likely to be viewed positively by the market and support pricing**



Nampak
packaging excellence



THANK YOU!