

Powerful Solutions. Proven Results.

NASDAQ: DSGR

KeyBanc Capital Markets Industrials

& Basic Materials Conference

May 30, 2024





Disclaimers

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Non-GAAP Financial Measures, SEC Regulation G GAAP Reconciliations

Some of the financial information and data contained in this presentation, such as Adjusted Revenue, Pre-Acquisition Revenue and Adjusted EBITDA, have not been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company believes that these non-GAAP financial measures provide useful information to management and investors regarding certain financial and business trends relating to DSG's financial condition and results of operations. DSG does not consider non-GAAP measures an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is they may exclude significant expense and income items that are required by GAAP to be recognized in our consolidated financial statements. In addition, they reflect the exercise of management's judgment about which expense and income items are excluded or included in determining these non-GAAP financial measures. Non-GAAP financial measures should not be relied upon, in whole or part, in evaluating the financial condition, results of operations or future prospects of DSG. A reconciliation of the non-GAAP financial measures to the nearest comparable GAAP financial measures is contained in the appendix.



Presenters





EVP & CFO for DSG and Lawson



Brett Scarbrough

Portfolio Manager for LKCM Headwater



Leading Specialty Industrial Distribution Platform









MRO Focus

Leading vendor managed inventory provider of C-parts to the MRO market

~31% of Sales1

OEM Focus

Leading global supply chain services and C-parts provider to OEM and aftermarket applications

~23% of Sales1

Industrial Technologies Focus

Leading supplier of electronic and specialty production supplies and T&M equipment across OEM and MRO markets

~46% of Sales1

TTM Financial Highlights

\$1.73Bn¹

Adjusted Revenue

~9%1

\$170M+

Adjusted EBITDA % Adj. Free Cash Flow²

Fly-by Operating Stats

40+

Countries Served

180k

Customers

500k+

Unique SKU's



-) TTM as of March 2024. Adjusted Revenue and Adjusted EBITDA results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Information inclusive of Other Acquisition results prior to the acquisition date. See appendix for reconciliations of all GAAP to Non-GAAP measures.
 - Defined as Reg G EBITDA less Reg G cash items, less capex, plus/minus change in inventory, accounts receivable & accounts payable divided by Reg G EBITDA.

Cross-Company Collaboration

The Power of Three













- VMI Management
- Manufacturing & Assembly
- Labeling & Printing
- Slitting & Die Cutting
- Packaging & Kitting
- Value Engineering
- Chemical Management
 Calibration & Repair



Hydraulics





Hardware



















TestEquity





Tools



Benches &





Maintenance Shop

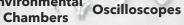






Abrasives

Shop Supplies





DSG Delivers a Unique & Attractive Specialty Distribution Platform



Strong, Sticky Role in the Value Chain



Significant Customer,
Supplier & End Market
Diversity



Attractive, Accretive Returns on Incremental Capital



Dual Pronged Growth Strategy

Customer-Embedded

Via value-added, best-in-class services

>92% Revenue Retention¹

Providing long-term stability

Serve 10+ Industries

Catering to 180,000+ customers up and down the value chain

7,000+ Suppliers

None >6% of Purchases

200+ bps Adjusted EBITDA % 个

8.0%² pre-merger (2021) to ~10.0% TTM as of March 31, 2024

~37% Current RONWC³

Targeting 50+% with margin expansion and increased NWC efficiency

~4.7% Two-Year Organic Sales Growth⁴

In end markets with strong tailwinds

5 Strategic Acquisitions⁵

Completed in 2022; Post-acquisition multiple reduction from 7.7x to 6.3x

1) Revenue decrease from lost customers over the trailing twelve-month period over revenue at the beginning of the same period.

2) Inclusive of Lawson Products results Pre-April 1, 2022 Merger Date.

- RONWC calculated as Adjusted EBITDA divided by current trade Net Working Capital (Accounts Receivable plus Inventory less Accounts Payable).
- Adjusted Revenue results are presented on an Adjusted (Non-GAAP) and continuing operations basis. Information inclusive of Other Acquisition results prior to the acquisition date.
- Includes 2 acquisitions completed in Q1 2022 post merger announcement but pre-close. Includes acquisitions with at least 1 year of ownership within DSG (excludes Hisco & Emergent Safety Supply).



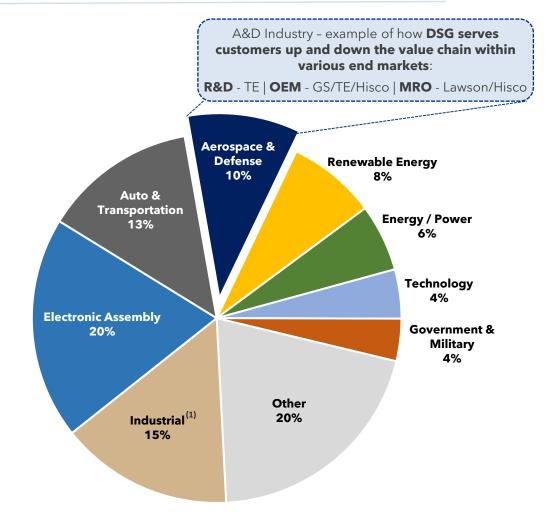
DSG Serves a Broad & Diverse Set of End Markets

Spotlight: Revenue and End Market Diversification

>180,000 customers in a robust set of end markets

- ✓ Sticky customer relationships
- ✓ Diverse demand drivers
- ✓ World class global supply chain capabilities across the platform
- ✓ Servicing the full life cycle of customers within various end markets







Comprised of Industrial, Manufacturing, Construction, Equipment Rental and Consumer Products.

Value Creation Themes

Spotlight: Embedded Growth Opportunities

Leverage Platform Across Customer Base

Unique total customer value proposition

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Monetize distinct capabilities across the platform

•

Collaborative selling across customer base

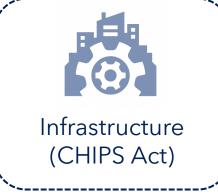
Expand digital capabilities across the platform

Strong Secular Tailwinds



Onshoring / Nearshoring







...and increasing supply chain complexity across many sectors



MRO Focus: Overview

Business Unit Snapshot

MRO Focus

31% of Total Revenue

OEM Focus

Industrial Technologies Focus



MRO - Lawson Products

- **History:** 72+ years in business (Founded 1952)
- Office HQ: Chicago, IL
- TTM 3/31 Revenue: \$526M
- Focus: Vendor managed inventory approach providing high-touch, MRO

Products

Fasteners



- Chemicals
- Cutting tools

- Other broad offerings and C-Parts
- Safety

Services



- Managed inventory
- Industrial vending
- Self-service inventory management
- Product recommendations
- Application advice

Value to Customer



- "One-stop shop"
- Deep product knowledge
- Reducing supply chain costs
- Purchasing leverage / private label offering with consistent delivery

End Markets



- Manufacturing
- Automotive
- Government / Military
- Construction
- Equipment rental
- Other industrial-related sectors

Geography



- United States
- Canada



OEM Focus: Overview

Business Unit Snapshot



OEM Focus

23% of Total Revenue

Industrial Technologies Focus



OEM - Gexpro Services

• **History:** 28+ years in business (carved out of Rexel in '20)

• Office HQ: Irving, Texas

• TTM 3/31 Revenue: \$403M

• Focus: Global supply chain solutions and manufacturing services

Comprehensive Supply Chain Solutions









Vendor Managed Inventory (VMI)

Kitting & Assembly

Aftermarket / Installation

Technology

Diverse End Markets



Renewables

Industrial Power





Technology





Aerospace & Defense

Consumer & Industrial

Transportation

Serving Customers in 40 Countries and 6 Continents

USA Canada Mexico

Denmark Hungary Germany Turkey China **Brazil**

...and Many Others



Industrial Technologies Focus: Overview

Business Unit Snapshot

MRO Focus

OEM Focus

Industrial Technologies Focus 46% of Total Revenue

TestEquity

- History: 53+ years in business (Founded 1971)
- Office HQ: North Richland Hills, Texas
- **TTM 3/31 Adj. Revenue:** \$799M
- Focus: T&M equipment and electronic production supplies serving OEM customers

Hisco (Acquisition)

- History: 54+ years in business (Founded 1970)
- Office HQ: Houston, Texas
- Focus: Specialty (adhesives, chemicals, electronic) industrial supplies distribution & manufacturing





Products



- Electronic Production **Supplies**
- Test & Measurement Instrumentation
- Environmental Test Chambers
- Chemicals & Adhesives
- Labels and Printing

Services



- VMI
- Calibration
- Chemical Management
- Asset Management
- Rentals

Value to Customer



- Highly technical knowledge
- "Total Lifecycle Support" T&M offering
- Omni-channel availability for customer
- Private label & branded offerings
- VMI & value-add mfg

End Markets



- Aerospace & Defense
- Automotive
- EDU

- Technology
- OEM
- Medical

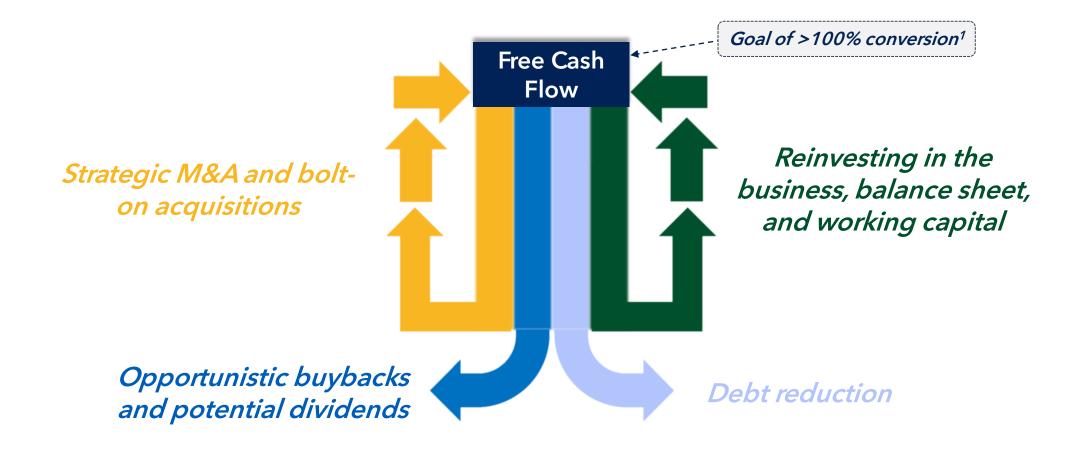
Geography



- United States
- Canada
- Mexico & Central America
- UK
- Western Europe



Compounding Effect of Cash Flow Reinvestment



Disciplined Capital Allocation Framework with a Healthy Competition for Capital



M&A Strategy



Acquisition Criteria

Unique customer value proposition

Strong organic growth and potential for scale in attractive end markets

Synergistic across the platform while driving higher structural margins

A clear integration thesis to unlock targeted value-enhancement levers

Prioritizing
North American
footprint







- Product offering expansion in safety, cutting tools, automotive, and fluid power categories
- Leverage current VMI offering across acquired company's customer base
- Augment current go-to-market model with technical product/service specialists
- Expand manufacturing customer presence especially in the US and Canada
- Other focus areas include private label and eCommerce





OEM Focus

- Expansion of fasteners, fabrication, electricals, mechanicals, & gasket/seals/o-ring products
- Strengthen value proposition with strategic sourcing, VMI offering, specification engineering resources, and manufacturing capabilities
- Complementary technology solutions including eCommerce, WMS, AI, etc.
- End market focus: Aerospace & Defense, Industrial Power, Renewables, Technology in North America, Europe, and SE Asia



Industrial Technologies Focus

- Distribution: EPS & T&M, with emphasis on acquiring companies with strong technical sales force
- Calibration: Adding this capability to RFID asset management service offering provides very sticky customer relationships and "final brick in moat"
- Used/Rental: Capital intensive, high margins, sticky customer relationships
- Geographic expansion focus in US, Western Europe and Canada

M&A Focus Areas

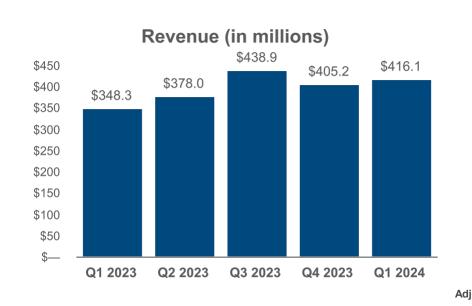
		LAWSON	Gexpro ° Services	TestEquity GROUP		
	Product Offering	Safety, Cutting Tools, Automotive, Fluid Power, Fasteners, Welding	Fasteners, Fabrication, Electricals, Mechanicals, Gaskets/Seals/O- Rings, Hose Assemblies	Electronic Production Supplies Test & Measurement Calibration		
Expand	Geographic Coverage	United States Canada Mexico	North America Europe SE Asia	United States Western Europe Canada		
	End Market	Manufacturing Infrastructure Transportation Forestry	Aerospace & Defense Industrial Power Renewables Technology	Aerospace & Defense OEM Medical / Life Sciences Education		
Enhance	Value-Added Services / Capabilities	VMI Technical Sales Resources Product Specialists Training	VMI Field Installation Specification Engineering	Calibration Fabrication Printing		
Enł	Technology & E-Commerce Sales Channels Inside Sales		E-Commerce Integrated Technology (e.g., AI, WMS, EDI, data analytics)	New/Used Rentals Digital		

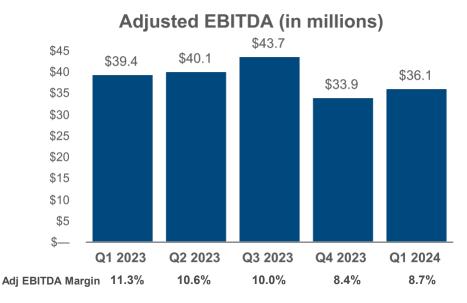


Q1 2024 Consolidated Financial Highlights

Reported Revenue and Adjusted EBITDA

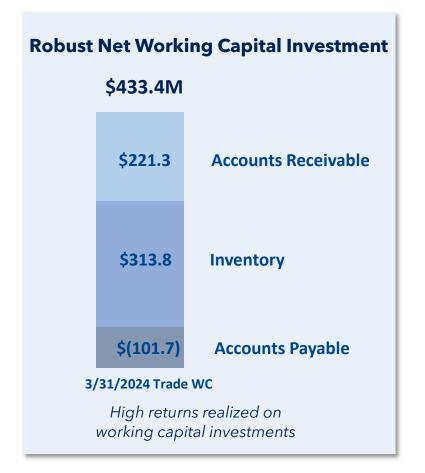
- ✓ Q1 revenue of \$416.1M; up \$67.8M or 19.5% due to 2023 and 2024 acquisitions. Q1 two-year stacked organic growth up 4.7% while Q1 organic down 8.6% on comparable days primarily from continued softness in technology end-market, renewables maintenance and capital spending.
- \checkmark Q1 adjusted EBITDA of \$36.1M or 8.7% of sales; up \$2.2 million or 30bps from 8.4% of sales in the fourth quarter of 2023.



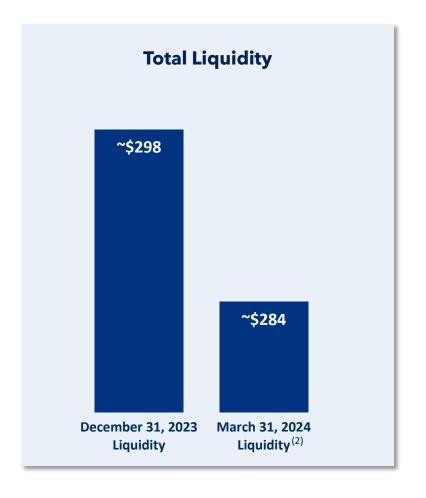




Other Financial Highlights









Questions?

Visit our websites for more information

www.lawsonproducts.com

www.testequity.com

www.gexproservices.com

www.lkcmheadwater.com

www.distributionsolutionsgroup.com





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Appendix

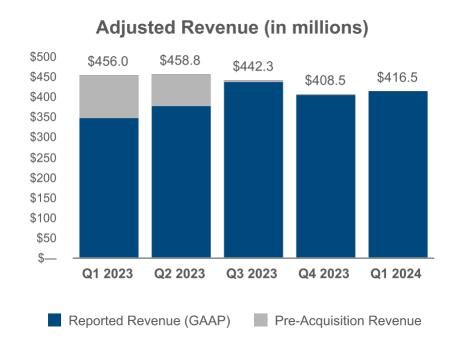


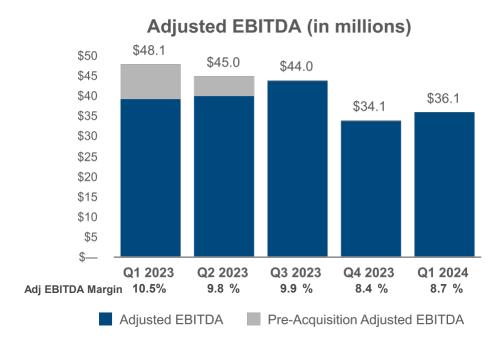


Q1 2024 Consolidated Financial Highlights

Results Inclusive of Pre-Acquisition Results

✓ Adjusted Revenue and adjusted EBITDA below include the reported GAAP results and the pre-acquisition results of other businesses that were acquired at any time during the Q1 2023-Q1 2024 period.







GAAP to Non-GAAP Reconciliations

Q1 Revenue and Adjusted EBITDA Reconciliation (\$000s)

(Unaudited)

	Lawson	Products	Gexpro Services		TestE	TestEquity		All Other		Eliminations		Consolidated DSG		
Quarter Ended	Q1 2024	Q1 2023	Q1 2024	Q1 2023	Q1 2024	Q1 2023	Q1 2024	Q1 2023	Q1 2024	Q1 2023	Q1 2024	Q1 2023		
Revenue from external customers	\$ 118,162	\$ 125,280	\$ 98,364	\$101,016	\$ 187,065	\$ 107,359	\$ 12,495	\$ 14,615	\$ —	\$ —	\$ 416,086	\$ 348,270		
Intersegment revenue	24	_	287	_	84	_	_	_	(395)	_	_	_		
Revenue	\$ 118,186	\$ 125,280	\$ 98,651	\$101,016	\$ 187,149	\$ 107,359	\$ 12,495	\$ 14,615	\$ (395)	\$ —	\$ 416,086	\$ 348,270		
Operating income (loss)	\$ 4,107	\$ 8,245	\$ 5,462	2 \$ 7,374	\$ (6,094)	\$ 26	\$ (692) \$ 1,076			\$ 2,783	\$ 16,721		
Depreciation and amortization	5,208	6,558	3,840	3,865	7,496	4,805	508	494			17,052	15,722		
Adjustments:														
Acquisition related costs(1)	1,287	1,009	73	375	381	2,715	213	_			1,954	4,099		
Stock-based compensation(2)	2,012	2,204	_	- –	_	_	186	_			2,198	2,204		
Severance and acquisition related retention expenses(3)	812	238	72	2 _	9,828	113	4	_			10,716	351		
Other non-recurring(4)	_	196	1,364	60	_	_	_	_			1,364	256		
Non-GAAP adjusted EBITDA	\$ 13,426	\$ 18,450	\$ 10,811	\$ 11,674	\$ 11,611	\$ 7,659	\$ 219	\$ 1,570			\$ 36,067	39,353		
			-		-				=					
Operating income (loss) as a percent of revenue	3.5%	6.6%	5.5%	7.3%	(3.3)%	— %	(5.5)%	7.4%			0.7%	4.8%		
Adjusted EBITDA as a percent of revenue	11.4%	14.7%	11.0%	11.6%	6.2%	7.1%	1.8%	10.7%			8.7%	11.3%		

^{1.} Transaction and integration costs related to acquisitions



^{2.} Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price

^{3.} Includes severance expense for actions taken in 2024 and 2023 not related to a formal restructuring plan and acquisition related retention expenses for the Hisco acquisition

^{4.} Other non-recurring costs consist of certain non-recurring strategic projects and other non-recurring items

GAAP to Non-GAAP Reconciliations

Cancalidated DSC

Adjusted Revenue and Adjusted EBITDA Reconciliation (\$000s)

Results Inclusive of Other Acquisitions – Pre-Acquisition Date (Unaudited)

		Consolidated DSG								
	Quarter Ended	Q1 2023		Q2 2023	Q3 20	023	Q4 2023		Q1 2024	
Revenue	\$	348,270	\$	377,984	\$ 4	38,909	\$ 405,239	\$	416,086	
Pre-acquisition revenue(1)	_	107,774		80,772		3,355	3,251		440	
Adjusted revenue	9	456,044	\$	458,756	\$ 4	42,264	\$ 408,490	\$	416,526	
	_	_								
Operating income (loss)	\$	16,721	\$	13,776	\$	12,783	\$ (289	9) \$	2,783	
Pre-acquisition operating Income (loss) (1)	_	3,634		6,287		231	238	}	10	
Adjusted Operating Income (loss)		20,355		20,063		13,014	(51)	2,793	
Depreciation and amortization		15,722		14,584		17,010	16,272) -	17,052	
Adjustments:										
Acquisition related costs(2)		4,099		5,058		(94)	2,498	}	1,954	
Stock-based compensation(3)		2,204		2,188		1,049	2,499)	2,198	
Severance and acquisition related retention expenses(4)		351		2,437		10,478	11,400)	10,716	
Inventory step-up(5)		_		716		2,150	716)	_	
Other non-recurring(6)		256		1,341		327	784		1,364	
Pre-Acquisition add-backs(7)		5,077		(1,353)		22	22	<u> </u>	<u> </u>	
Adjusted EBITDA	\$	48,064	\$	45,034	\$	43,956	\$ 34,140	\$	36,077	
	_	_								
Operating income (loss) as a percent of revenue		4.8%		3.6%	2.9	%	(0.1)%		0.7%	
Adjusted EBITDA as a percent of revenue		13.8%		11.9%	10.0	1%	8.4%		8.7%	
Adjusted EBITDA as a percent of pro forma revenue		10.5%		9.8%	9.9	%	8.4%		8.7%	



GAAP to Non-GAAP Reconciliations

Adjusted Revenue and EBITDA Reconciliation – Table Footnotes

- 1. Represents additional revenue and operating income of acquisitions prior to their acquisition dates not in reported GAAP results
- 2. Transaction and integration costs related to acquisitions
- 3. Expense (benefit) primarily for stock-based compensation, of which a portion varies with the Company's stock price
- 4. Includes severance expense for actions taken in 2024 and 2023, not related to a formal restructuring plan and acquisition related retention expenses for the Hisco acquisition
- 5. Inventory fair value step-up adjustments resulting from the acquisition accounting
- 6. Other non-recurring costs consist of certain non-recurring strategic projects and other non-recurring items
- 7. Represents additional EBITDA adjustments of other acquisitions prior to the respective acquisition dates



	COMPANY	FOCUS	STRATEGIC RATIONALE	CLOSING DATE	REVENUE (1)	PURCHASE PRICE
	JENSEN.	Industrial Technologies	 Expanded geographic coverage and expanded customer base with an additional ~22,000 customer locations Complementary value-added products / services (kitting, VMI) 	January 2017	\$45.1	\$25.0
2017	TECHNI-TOOL* SPECIALIZED PRODUCTS - SIMPLIFIED SOLUTIONS	Industrial Technologies	 Adds scale to highly complementary Lab & Production supplies offering Bolsters stocked inventory and value-add capabilities (VMI, vending, etc.) 	July 2017	\$77.8	\$35.0
	THE BOLT SUPPLY HOUSE LTD.	MRO	 Complementary products in fasteners, power tools and MRO supplies Provides sales/regional fulfillment expansion opportunity in W Canada 	October 2017	\$34.4	\$32.0
2020	PARTSMASTER 75 ALWAYS RUNNING	MRO	 Sizeable "DNA match" acquisition for MRO segment Highly accretive with significant cost synergies 	August 2020	\$64.2	\$35.3
	(INTERPRETATION OF THE PROPERTY OF THE PROPERT	OEM	 Complementary value-added fabrication capabilities Highly accretive with significant synergies 	June 2021	\$5.3	\$6.5
2021	mcstest	Industrial Technologies	 European beachhead for Industrial Technologies segment Supplier expansion and further penetration into Telecom/5G market 	July 2021	\$9.7	\$14.4
20	NATIONAL ENGINEERED FASTENERS INC.	OEM	 Strategic expansion into Canada & Mexico for OEM segment Loyal customer base with high service levels in new and existing markets 	November 2021	\$28.3	\$18.9
	State Inflational Solutions 555	OEM	 Highly accretive "DNA match" with diversified end markets Natural tuck-in with value-add product offering and strong management 	December 2021	\$9.6	\$11.8
	Resolux?	OEM	 Leading global renewables supplier within the OEM segment Opened new strategic markets in Europe, the Middle East, and Asia 	January 2022	\$31.9	\$38.0
	TECHNOLOGIES	OEM	 Enhances B & C-class product and service offering to Renewables market Significant commercial synergies and delivers manufacturing capabilities 	March 2022	\$21.9	\$30.0
2022	TEquipment	Industrial Technologies	 Adds complementary product lines (handhelds), brands and customers Digital go-to-market supplements Industrial Technology's sales model 	April 2022	\$113.0	\$55.0
	MATIONAL TEST FOUR SET	Industrial Technologies	 Adds complementary product lines with reconditioned equipment Strong focus on rental and leasing purchase options 	June 2022	\$9.0	\$7.8
	INSTRUMEX	Industrial Technologies	 Adds complementary product lines with reconditioned equipment Natural tuck-in with expanded markets in Europe 	December 2022	\$7.0	\$3.9
2023	<u> Hisco</u>	Industrial Technologies	 Adds complementary product lines, including adhesives, chemicals and tapes as well as specialty materials such as electrostatic discharge, thermal management materials and static shielding bags. 	June 2023	\$422.6	\$269.1
2024	=MERGENT	MRO	 Adds complementary product lines in the safety category, which accelerates Lawson's safety product category by over four times. 	January 2024	\$13.0	\$10.0
7	Ss	MRO	Extends Lawson's automotive product category and expands market reach with automotive dealers	May 2024	\$40.0	\$80.0
	HIGHLIGHTED TOTAL		es in millions. List includes highlighted acquisitions executed under LKCM Headwater stewardship. ts trailing twelve-month measurement period at close.		>\$932	>\$672 24
		-	DSG Investor Presentation			24

LKCM Headwater Introduction



- · Private, employee-owned SEC-registered investment advisor
- Founded in 1979 with over 67 investment and other professionals
- \$27.8 billion of assets under management (3/31/2024)
- C-corp with 45 years of retained earnings
- Primarily long-term, long-equity strategies for individuals and families
- LKCM, investment team & affiliates are collectively the firm's largest client



- Private investment arm of LKCM
- Over 100 years of collective experience & more than 100 businesses in the distribution space
- LKCM, investment team and affiliates are collectively the largest investor (~1/3 of capital)
- Engaged group of over 100 retired and active operating executives that are investors in the partnerships and willingness to lean into engagements to improve value within the portfolio
- More than \$2.1 billion of committed private capital



SIGNIFICANT PRIVATE COMPANY DISTRIBUTION EXPERIENCE



- LG Leading distributor of fabricated hose, gaskets and belting for specialized and mission-critical applications
- ESP Value-added provider of mission-critical sealing solutions to diverse end markets
- CNC Leading provider of flow control solutions to the energy industry



 Value-added distributor specializing in designing and implementing supply chain solutions / VMI for OEM customers



 Leading provider of building automation, controls and gas detection solutions for the commercial buildings market



 Value-added instrumentation, controls, automation and rotating equipment distributor with engineering and service capabilities



 Largest North American specialty distributor of electronic production supplies and T&M equipment



 North America's leading value-added distributor and service provider of mission-critical communication solutions



• High growth value-added distributor, packager and re-packager of generic pharmaceuticals



• Provider of supply chain solutions and distributor of indirect materials primarily to manufacturers



 Leading value-added instrumentation and valve distributor based in the Gulf Coast

Who We Are





DSG is a best-in-class specialty distribution company providing high-touch, value-added distribution solutions to the MRO, OEM, and Industrial Technologies verticals in a diversified set of end markets.

We take a solutions-based approach to serving our customers the way they want to be served.

DSG operates under three distinct verticals with many benefits of a scaled, integrated platform.



Highly Aligned Leadership / Governance



LAWSON PRODUCTS

GEXPRO SERVICES

TESTEQUITY GROUP



Cesar Lanuza CEO



Bob Connors *CEO*



Russ Frazee CEO

M&A playbook led by a first-class, in-house corporate development team

Independent & diverse Board of Directors providing strategic direction

