Alder & Finch

Project Keystone

Commercial HVAC and refrigeration service contractor

Confidential Information Memorandum
September 2026

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Contact. Prospective purchasers must not contact the Company, its employees, customers, suppliers or landlord. All questions, requests for information and site visits should be directed exclusively to Alder & Finch.

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Executive summary

A 28-year-old commercial HVAC and refrigeration contractor with $5.4M of TTM revenue and $815K of adjusted EBITDA

Business overview

Keystone (the “Company”) services, maintains and replaces commercial heating, ventilation, air conditioning and refrigeration systems across Central Ohio. Founded in 1998, the Company serves approximately 1,150 active commercial accounts from a single location in the Columbus metropolitan area.

31% of revenue comes from more than 620 accounts on planned maintenance agreements, which renew annually and generate a steady flow of repair and replacement work. Customers operate where equipment downtime is not an option: restaurants, grocery and convenience stores, light industrial sites, property managers, and healthcare and education facilities.

The founder and sole owner intends to retire after 28 years. A service manager with 14 years at the Company runs dispatch and the field team of 26 technicians and installers, which supports a smooth transition to a new owner.

At a glance

$5.4M
TTM revenue

$965K
TTM SDE

$815K
TTM adjusted EBITDA

10.4%
Revenue growth a year, FY23 to FY25

620+
Accounts on maintenance agreements

28
Years in operation

Summary financials

$ in thousands

	FY23A	FY24A	FY25A	TTM Jun-26
Revenue	4,215	4,690	5,140	5,365
Reported EBITDA	232	306	465	536
Adjusted EBITDA	**468**	**607**	**744**	**815**
% margin	*11.1%*	*12.9%*	*14.5%*	*15.2%*
SDE[1]	**618**	**757**	**894**	**965**

(1) SDE adds back a market salary of $150K for one full-time owner-operator.

Source: Company federal tax returns (FY2023 to FY2025) and internal financial statements (TTM). Fiscal year ends December 31. TTM is the twelve months ended June 30, 2026.

Proposed transaction

Structure	Asset sale
Asking price	$3.25M, 3.4x TTM SDE
Seller financing	Seller note of up to 10%
Transition	Owner available for six months

Recurring agreements, loyal customers and a tenured team support $815K of adjusted EBITDA

31%

of revenue from planned maintenance agreements

620+ accounts are on agreements, which renew each year at a 91% rate.

4.8%

of revenue from the largest of about 1,150 accounts

The top 10 bring 23% of revenue and have been customers for 12.8 years on average.

86%

of service calls dispatched the same day

Kitchens, grocery stores and clinics cannot wait when equipment fails.

15.2%

adjusted EBITDA margin (TTM), up from 11.1% in FY2023

Revenue grew 10.4% a year from FY2023 to FY2025 while the margin widened every year.

14 years

of tenure for the service manager who runs the field team

The owner is not involved in dispatch or daily scheduling.

530

repair-only accounts that could move to agreements

Repricing and controls work add upside on the same base, as could a second branch.

Source: Company information and interviews with the owner.

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Company overview

Founded in 1998, Keystone has kept Central Ohio’s commercial kitchens, stores and buildings running for 28 years

Company snapshot

Founded	1998
Headquarters	Columbus, Ohio metropolitan area
Service area	Central Ohio, approx. 60-mile radius
Employees	34 full-time, incl. 26 field staff
Active commercial accounts	Approx. 1,150
Maintenance agreements	620+ accounts, 91% annual renewal rate
Facility	12,000 sq. ft. office and warehouse, leased
Fleet	24 service vehicles, average age 4.1 years
Ownership	Founder-owned (100%), S corporation

Milestones

1998	Founded as a two-technician refrigeration repair shop
2004	Added commercial HVAC service and replacement
2011	Moved into the current 12,000 sq. ft. facility
2016	Launched the planned maintenance agreement program
2021	Rolled out field service software across the fleet
2025	Passed 620 accounts on agreements and $5.0M of revenue

Source: Company information and interviews with the owner.

Maintenance agreements bring in 31% of revenue and lead to repair and replacement jobs

Service lines

Share of FY2025A revenue

Service and repair — 44%

Diagnostics and repair of rooftop units, split systems, walk-in coolers and freezers, typically dispatched the same day.

Planned maintenance agreements — 31%

Annual contracts with two to four scheduled visits per site, priced per unit and billed quarterly.

Replacement and installation — 25%

Replacement of end-of-life equipment, sourced mainly from the maintenance and repair base. No new-construction bidding.

Agreements and service levels

620+ Accounts on maintenance agreements	**91%** Annual renewal rate
2 to 4 Scheduled visits per site a year	**78%** Replacement jobs from existing customers
$640 Average service ticket	**86%** Same-day dispatch rate

How agreements generate follow-on work

Maintenance agreements
620+ accounts visited two to four times a year

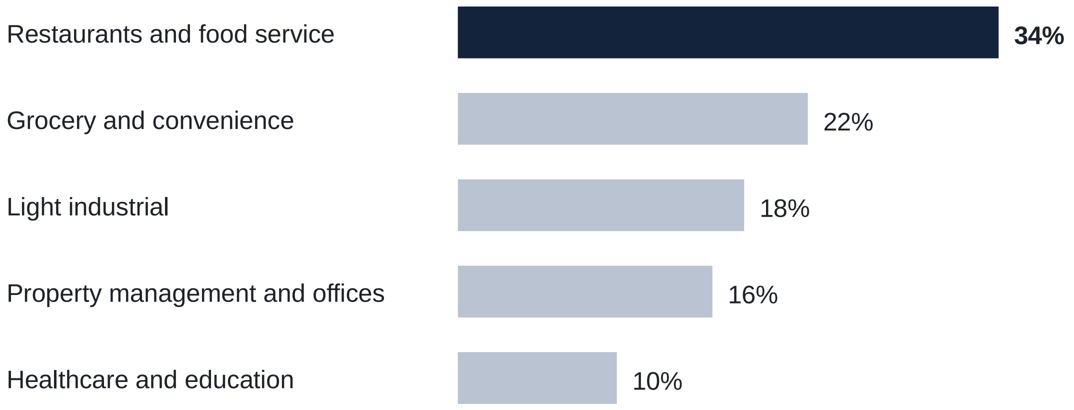
→ **Service and repair**
Issues found on visits; 86% dispatched the same day

→ **Replacement and installation**
78% of replacement jobs come from existing customers

Source: Company information and interviews with the owner.

About 1,150 commercial accounts in markets that cannot put off repairs, with no customer above 4.8% of revenue

Revenue by end market, FY2025A



Concentration

1,150
Active commercial accounts, approx.

4.8%
Largest customer, share of revenue

23.0%
Top 10 customers, share of revenue

12.8 years
Top 10, average relationship

Top 10 customers, FY2025A

#	Customer	Customer since	% of revenue
1	Regional restaurant group (38 sites)	2009	4.8%
2	Grocery chain (12 stores)	2012	3.6%
3	Property management firm	2014	2.7%
4	Food distribution center	2010	2.2%
5	Convenience store operator	2016	2.0%
6	Private school network	2015	1.8%
7	Light manufacturing plant	2008	1.7%
8	Medical office portfolio	2018	1.5%
9	Quick-service franchisee	2013	1.4%
10	Cold storage facility	2017	1.3%
	Top 10 total		**23.0%**

Source: Company information and interviews with the owner.

A tenured team runs the business day to day, so the owner’s exit does not disrupt service

Employees by function

Function	Headcount	Avg. tenure (yrs)
Service technicians	21	7.2
Installation crew	5	6.1
Dispatch and customer service	3	8.5
Sales and estimating	2	9.0
Finance and administration	3	11.3
Total	**34**	**7.6**

Management and key employees

Role	Tenure (yrs)	After closing
Founder and President	28	Retiring; available for a six-month transition
Service Manager	14	Expected to remain; runs dispatch and field teams
Operations and Office Manager	11	Expected to remain; billing, payroll, purchasing
Senior Estimator	9	Expected to remain; replacement proposals

Facility

12,000 sq. ft. office and warehouse leased from an entity owned by the seller. A new five-year lease at market rent is available to a buyer.

Fleet and equipment

24 fully equipped service vehicles with an average age of 4.1 years and a replacement cycle of seven to eight years.

Systems and licensing

Field service software for dispatch, work orders and agreements. The state contractor license is held by the service manager, not the owner.

Source: Company information and interviews with the owner.

Customers cannot defer repairs, and a new owner has four identified ways to grow

Market drivers

Demand that cannot be put off

Commercial kitchens, grocery refrigeration and occupied buildings cannot operate without working equipment, which keeps service demand steady through economic cycles.

Refrigerant transition

The federal phase-down of high-GWP refrigerants under the AIM Act is changing which equipment can be installed and raises the cost of servicing older systems.

Aging installed base

A large share of units under the Company's maintenance agreements is past its typical service life, which feeds replacement work from existing customers.

Technician scarcity

Qualified technicians are hard to hire, which favors established contractors with trained teams and low turnover.

Ways a new owner can grow

Lever	Rationale	Investment	Timing
Convert repair-only customers to agreements	About 530 of 1,150 accounts buy repairs without an agreement	Low	0 to 12 months
Reprice legacy agreements	One third of agreements were last repriced before 2023	None	0 to 6 months
Add building controls and energy services	Controls work requested by customers is subcontracted today	Medium	12 to 24 months
Open a second branch in Dayton or Cincinnati	Two top-10 customers operate sites in both markets	Medium to high	18 to 36 months

Source: Company information and interviews with the owner. Growth options reflect the owner's views and are not forecasts.

03 Financial overview

Revenue grew 10.4% a year from FY2023 to FY2025 while the adjusted EBITDA margin widened from 11.1% to 15.2% (TTM)

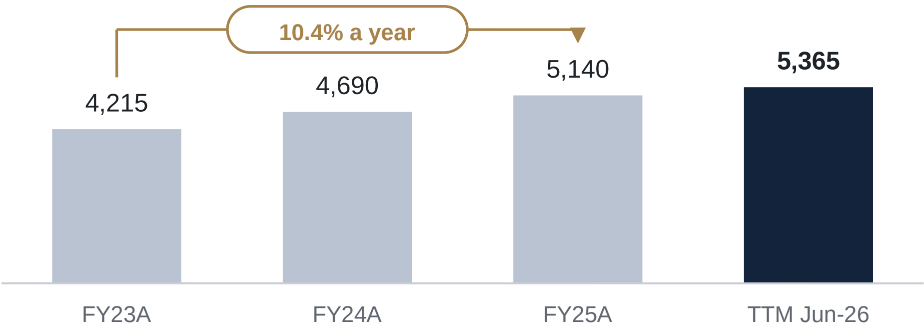
Summary financials

$ in thousands

	FY23A	FY24A	FY25A	TTM Jun-26
Revenue	4,215	4,690	5,140	5,365
% growth		*11.3%*	*9.6%*	
Gross profit	1,762	1,989	2,215	2,323
% margin	*41.8%*	*42.4%*	*43.1%*	*43.3%*
Reported EBITDA	232	306	465	536
% margin	*5.5%*	*6.5%*	*9.0%*	*10.0%*
Add-backs	236	301	279	279
Adjusted EBITDA	**468**	**607**	**744**	**815**
% margin	*11.1%*	*12.9%*	*14.5%*	*15.2%*
Owner salary at market	150	150	150	150
SDE(1)	**618**	**757**	**894**	**965**
Capital expenditure(2)	(142)	(168)	(176)	(181)

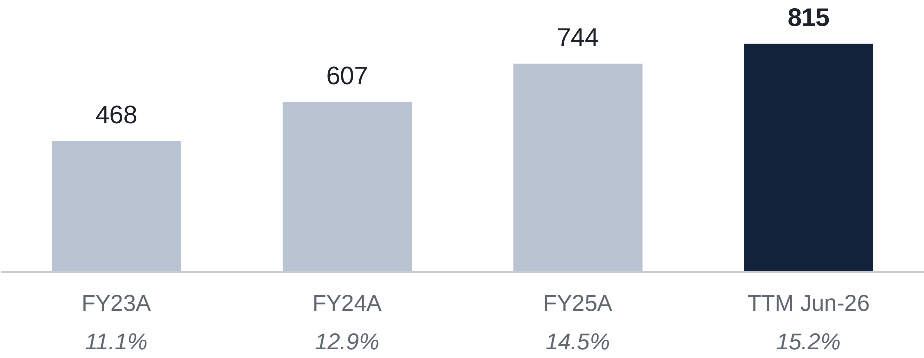
Revenue

$ in thousands



Adjusted EBITDA and margin

$ in thousands



(1) SDE adds back a market salary of $150K for one full-time owner-operator.

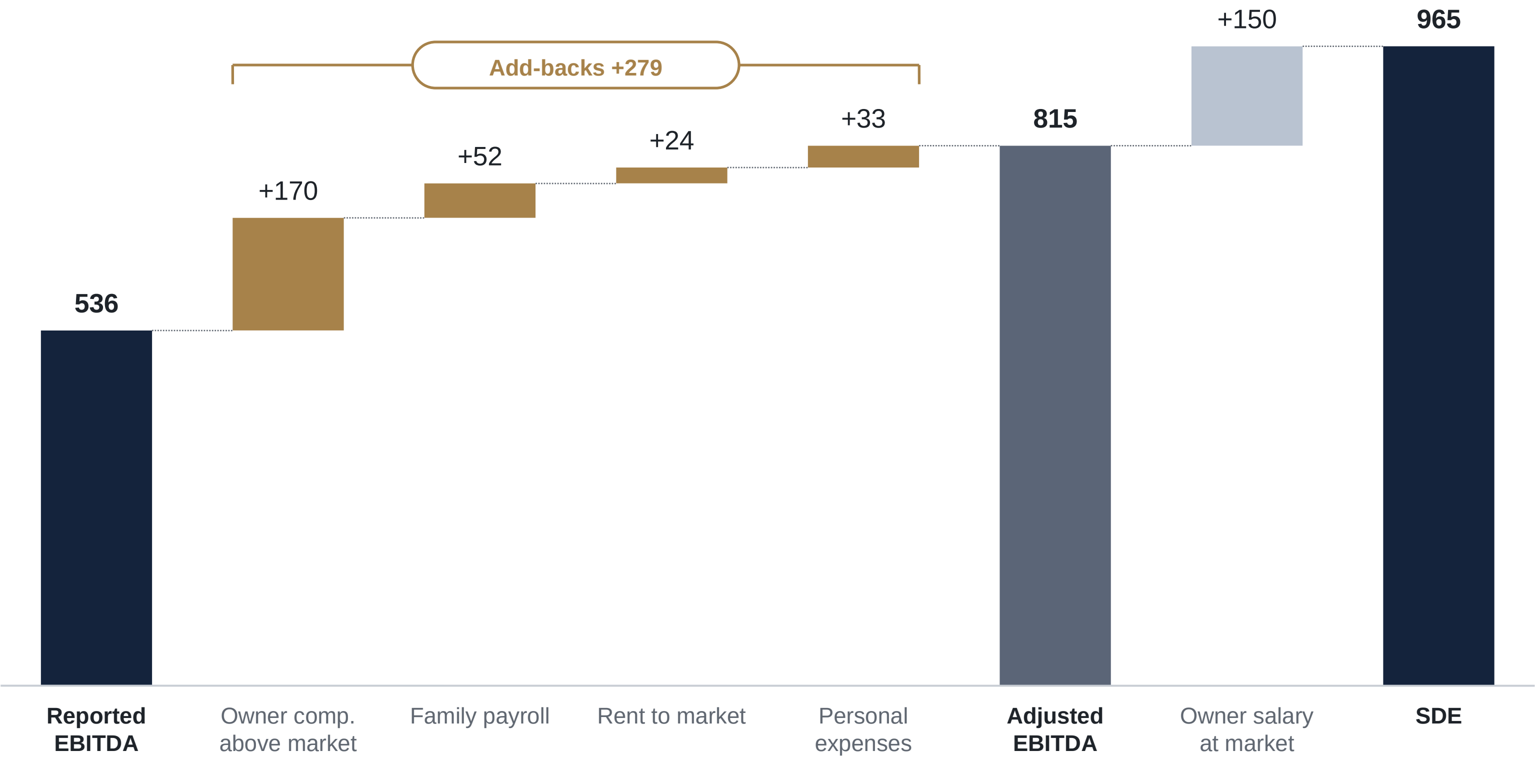
(2) Mainly service vehicle replacements (about three a year) plus tools and equipment.

Source: Company federal tax returns (FY2023 to FY2025) and internal financial statements (TTM). Fiscal year ends December 31. TTM is the twelve months ended June 30, 2026.

Add-backs of $279K lift TTM EBITDA from $536K to $815K, and adding back one owner's $150K salary gives SDE of $965K

TTM Jun-26: reported EBITDA to SDE

$ in thousands



Basis for each add-back

Owner compensation above market — Estimated

Payroll records; replacement general manager at $150K per year, fully loaded (salary, payroll taxes, benefits)

Family member payroll, non-operating role — Documented

Payroll records; role not required after closing

Rent above market, related-party lease — Estimated

Lease agreement; market rent per local broker opinion

Personal expenses paid by the business — Documented

General ledger detail: vehicle, travel, insurance

Source: Company federal tax returns (FY2023 to FY2025) and internal financial statements (TTM). Fiscal year ends December 31. TTM is the twelve months ended June 30, 2026.

91% of TTM add-backs relate to the owner, and each one is itemized by year with its supporting document

Add-back schedule

$ in thousands

	Category	FY23A	FY24A	FY25A	TTM Jun-26	Support	Status
Reported EBITDA		**232**	**306**	**465**	**536**		
Owner compensation above market	Owner	135	150	170	170	Payroll records; replacement general manager at $150K per year, fully loaded (salary, payroll taxes, benefits)	Estimated
Family member payroll, non-operating role	Owner	48	50	52	52	Payroll records; role not required after closing	Documented
Rent above market, related-party lease	Normalization	24	24	24	24	Lease agreement; market rent per local broker opinion	Estimated
Personal expenses paid by the business	Owner	29	31	33	33	General ledger detail: vehicle, travel, insurance	Documented
One-time legal settlement	Non-recurring	–	46	–	–	Settlement agreement; no similar claims since	Documented
Total add-backs		**236**	**301**	**279**	**279**		
Adjusted EBITDA		**468**	**607**	**744**	**815**		
% margin		*11.1%*	*12.9%*	*14.5%*	*15.2%*		
Owner salary at market		150	150	150	150	One full-time owner-operator	
Seller's discretionary earnings (SDE)[1]		**618**	**757**	**894**	**965**		

(1) SDE adds back a market salary of $150K for one full-time owner-operator.

Source: Company federal tax returns (FY2023 to FY2025) and internal financial statements (TTM). Fiscal year ends December 31. TTM is the twelve months ended June 30, 2026.

Gross margin rose from 41.8% to 43.3% and operating expenses fell from 36.3% to 33.3% of revenue since FY2023

Income statement as reported

$ in thousands

	FY23A	FY24A	FY25A	TTM Jun-26
Revenue	4,215	4,690	5,140	5,365
Cost of revenue	(2,453)	(2,701)	(2,925)	(3,042)
Gross profit	**1,762**	**1,989**	**2,215**	**2,323**
% margin	*41.8%*	*42.4%*	*43.1%*	*43.3%*
Owner compensation	(285)	(300)	(320)	(320)
Salaries and wages, office and management	(590)	(640)	(690)	(712)
Rent	(168)	(168)	(174)	(174)
Vehicles and fuel	(205)	(221)	(236)	(243)
Insurance	(94)	(101)	(109)	(112)
Marketing	(36)	(40)	(44)	(45)
Professional fees	(40)	(92)	(49)	(50)
Other general and administrative	(112)	(121)	(128)	(131)
Total operating expenses	**(1,530)**	**(1,683)**	**(1,750)**	**(1,787)**
Reported EBITDA	**232**	**306**	**465**	**536**
% margin	*5.5%*	*6.5%*	*9.0%*	*10.0%*
Depreciation and amortization	(88)	(94)	(101)	(104)
Interest expense	(31)	(27)	(22)	(20)
Pre-tax income	**113**	**185**	**342**	**412**

Notes

Owner compensation includes salary, bonus and payroll taxes for the owner.

Cost of revenue includes materials, field labor and subcontractors.

FY2024 professional fees include $46K of legal costs for the one-time settlement, added back in the add-back schedule.

As an S corporation, the Company pays no entity-level federal income tax.

Source: Company federal tax returns (FY2023 to FY2025) and internal financial statements (TTM). Fiscal year ends December 31. TTM is the twelve months ended June 30, 2026.

04

Transaction overview

The owner seeks $3.25M in an asset sale, 3.4x TTM SDE, with seller financing available

Proposed terms

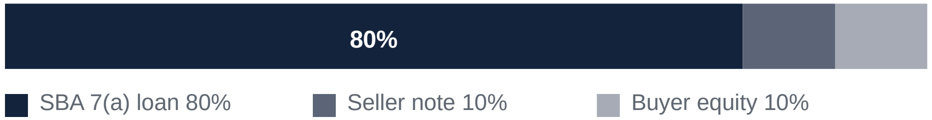
Structure	Asset sale
Asking price	$3.25M
Implied multiples	3.4x TTM SDE; 4.0x TTM adjusted EBITDA
Included	• All furniture, fixtures and equipment, incl. 24 service vehicles • Inventory at normal operating levels • Maintenance agreements, customer relationships and records • Trade name, phone numbers, website and software licenses
Excluded	Cash and accounts receivable
Working capital	Buyer funds receivables after closing, about 45 days of revenue
Real estate	Not included; the seller’s entity will lease the facility at market rent
Seller financing	Seller will consider a note of up to 10% of the price
SBA financing	Pre-qualified with an SBA 7(a) lender for up to 80% of the price
Non-compete	Seller will sign a five-year non-compete within 100 miles
Transition	Owner available for six months after closing
Reason for sale	Retirement after 28 years of ownership

Illustrative sources and uses

$ in thousands

Sources	Amount	% of total
SBA 7(a) loan	2,600	80%
Seller note	325	10%
Buyer equity	325	10%
Total sources	**3,250**	**100%**

Uses	Amount	% of total
Purchase price	**3,250**	**100%**



Excludes working capital, closing costs and fees.

Source: Owner and broker. Illustrative financing is not a commitment; terms depend on lender approval.

Five steps take a buyer from the first call to closing in about 90 days, all through Alder & Finch

Process from here

1	2	3	4	5
Call with the broker	**Meet the owner and visit the site**	**Submit a letter of intent**	**Due diligence and SBA financing**	**Closing and transition**
Week 1	Weeks 2 to 3	Week 4	Weeks 5 to 12	About 90 days

Contact

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Guidelines for interested parties

Direct all questions, information requests and site visits to Alder & Finch.

Do not contact the Company, its employees, customers, suppliers or landlord.

Letters of intent should state price, structure, financing and key conditions.