

TSX:SPB
Toronto, April 22, 2021

For Immediate Release

Superior Plus Announces US \$170 million acquisition of Freeman Gas, further expanding Superior's footprint in the Southeast U.S.

Superior Plus Corp. ("Superior") is pleased to announce that one of its wholly-owned subsidiaries has entered into an agreement to acquire the assets of a retail propane distribution company based in South Carolina, operating under the tradename, Freeman Gas and Electric Co., Inc. ("Freeman") for an aggregate purchase price of approximately US \$170 million (CDN \$213 million) before adjustments for working capital (the "Acquisition"). Superior anticipates using available cash to fund the amount of the purchase price due on closing.

The Acquisition, which is subject to customary regulatory and commercial closing conditions, is anticipated to close by June 30, 2021.

Acquisition Highlights

- Aligned with Superior's core strategy of investing in established businesses that are in desirable geographies and generate stable free cash flow.
- Builds on Superior's U.S. propane distribution footprint and scale in North Carolina, South Carolina, Georgia and Tennessee.
- Leverages Superior's existing expertise, integrated platform and operational effectiveness into a new customer base.
- High-quality, stable cash flow and earnings profile from a business with loyal customers and consistent gross margin profile.
- Expected synergies opportunity of at least 25% of the Adjusted EBITDA of the assets acquired.
- Expected to modestly increase Superior's 2021 Adjusted EBITDA.
- Pro forma the Acquisition, Superior still expects to be within the long-term Total Debt to Adjusted EBITDA target range of 3.0x to 3.5x.

Founded in 1936 by J.R. Freeman Sr. and H.S. McKeown, Freeman is an established independent family owned and operated retail propane distributor servicing approximately 67,000 residential and commercial customers primarily in North Carolina, South Carolina and Georgia. Freeman has 23 retail branch offices and 38 bulk plants, approximately 7 million gallons of storage capacity, a fleet of 224 vehicles and approximately 275 employees.

On a normalized basis, including the achievement of expected synergies and weather consistent with the five-year average, we expect Freeman to generate approximately US \$22 million (CDN \$28 million) in Adjusted EBITDA on a run-rate basis 24 months following the close of the Acquisition.

"We are very pleased to enter into this transaction which expands our U.S. propane distribution business in the Southeast U.S.," said Luc Desjardins, Superior's President and CEO. "Freeman is a solid business and we look forward to welcoming the team to Superior and continuing to provide outstanding customer service to their customers. The acquisition of Freeman is our fourth acquisition in 2021 and our first acquisition following the sale of Specialty Chemicals. The acquisition of Freeman is representative of the acquisition opportunities we are seeing in the market today, which should enable us to double our U.S. Propane Distribution EBITDA in the next five years."

About the Corporation

Superior is a leading North American distributor and marketer of propane and distillates and related products and services, servicing over 780,000 customer locations in the U.S. and Canada.

For further information about Superior, please visit our website at: www.superiorplus.com or contact: Beth Summers, Executive Vice President and Chief Financial Officer, Tel: (416) 340-6015, or Rob Dorran, Vice President, Investor Relations and Treasurer, Tel: (416) 340-6003, E-mail: investor-relations@superiorplus.com, Toll Free: 1-866-490-PLUS (7587).

Forward Looking Information

This news release contains certain forward-looking information and statements that are based on Superior's current expectations, estimates, projections and assumptions in light of its experience and its perception of historical trends. In this news release, such forward-looking information and statements can be identified by terminology such as "approximately", "anticipated", "will", and similar expressions. In particular, this news release contains forward-looking statements with respect to, among other things, the successful completion of the Acquisition and the timing thereof; expected benefits of the acquisition, the expected impact of the Acquisition on 2021 Adjusted EBITDA, estimated run-rate Adjusted EBITDA of the Acquisition twenty-four months after closing, anticipated synergies, the expected Total Debt to Adjusted EBITDA leverage ratio following completion of the Acquisition and the expected increase in Superior's expected EBITDA over the next five years.

Forward-looking information is not a guarantee of future performance. By its very nature, forward-looking information involves inherent assumptions, risks and uncertainties, both general and specific, and risks that predictions, forecasts, projections and other forward-looking information will not be achieved, including risks relating to satisfaction of the conditions to, and completion of, the Acquisition, risks relating to the operating and financial performance of the Energy Distribution business which are described in Superior's Annual management discussion and analysis for the year ended December 31, 2020 and in Superior's current annual information form for the fiscal year ended December 31, 2020 and risks relating to the availability of and ability to execute sufficient energy distribution acquisitions on attractive terms over the next five years. Key assumptions or risk factors to the anticipated increase in EBITDA over the next five years include, but are not limited to, financial market conditions, Superior's future debt levels, Superior's ability to generate sufficient cash flows from operations to meet its current and future obligations, access to, and terms of, future sources of funding for Superior's capital expenditures and acquisitions, the integration of businesses into Superior's operations, competitive action by other companies, availability and timing of acquisition targets, actions by governmental authorities including increases in taxes and changes in environmental and other regulations, general economic, market and business conditions, the regulatory framework that governs the operations of Superior's business and industry capacity. Should one or more of these risks and uncertainties materialize, or should assumptions described above prove incorrect, Superior's actual performance and results in future periods may differ materially from any projections of future performance or results expressed or implied by such forward-looking information. We caution readers not to place undue reliance on this information as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations and anticipations, estimates and intentions expressed in such forward-looking information.

Forward-looking information contained in this news release is provided for the purpose of providing information about management's goals, plans and range of expectations for the future and may not be appropriate for other purposes. Any forward-looking information is made as of the date hereof and, except as required by law, Superior does not undertake any obligation to publicly update or revise such information to reflect new information, subsequent or otherwise.

Non-GAAP Financial Measures

In this press release, Superior has used the following terms that are not defined by International Financial Reporting Standards ("Non-GAAP Financial Measures"), but are used by management to evaluate the performance of Superior and its business: Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") and Total Debt to Adjusted EBITDA leverage ratio. These measures may also be used by investors, financial institutions and credit rating agencies to assess Superior's performance and ability to service debt. Non-GAAP financial measures do not have standardized meanings prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other companies. Securities regulations require that Non-GAAP financial measures are clearly defined, qualified and reconciled to their most comparable GAAP financial measures. Except as otherwise indicated, these Non-GAAP financial

measures are calculated and disclosed on a consistent basis from period to period. Specific items may only be relevant in certain periods. See “Non-GAAP Financial Measures” in Superior’s most recent Management Discussion and Analysis (“MD&A”) for a discussion of Non-GAAP financial measures and certain reconciliations to GAAP financial measures.

The intent of Non-GAAP financial measures is to provide additional useful information to investors and analysts, and the measures do not have any standardized meaning under IFRS. The measures should not, therefore, be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Non-GAAP financial measures differently. Investors should be cautioned that Adjusted EBITDA should not be construed as an alternative to net earnings, cash flow from operating activities or other measures of financial results determined in accordance with GAAP as an indicator of Superior’s performance. Non-GAAP financial measures are identified and defined as follows:

Adjusted EBITDA

Adjusted EBITDA represents earnings before interest, taxes, depreciation, amortization, losses (gains) on disposal of assets, finance expense, restructuring costs, transaction and other costs, and unrealized gains (losses) on derivative financial instruments. Adjusted EBITDA is used by Superior and investors to assess its consolidated results and ability to service debt. Adjusted EBITDA is reconciled to net earnings before income taxes.

Total Debt to Adjusted EBITDA Leverage Ratio and Pro Forma Adjusted EBITDA

Adjusted EBITDA for the Total Debt to Adjusted EBITDA Leverage Ratio is defined as Adjusted EBITDA calculated on a 12-month trailing basis giving pro forma effect to acquisitions and dispositions adjusted to the first day of the calculation period (“Pro Forma Adjusted EBITDA”). Pro Forma Adjusted EBITDA is used by Superior to calculate its Total Debt to Adjusted EBITDA Leverage Ratio.

To calculate the Total Debt to Adjusted EBITDA Leverage Ratio divide the sum of borrowings before deferred financing fees and lease liabilities by Pro Forma Adjusted EBITDA. Total Debt to Adjusted EBITDA Leverage Ratio is used by Superior and investors to assess its ability to service debt.