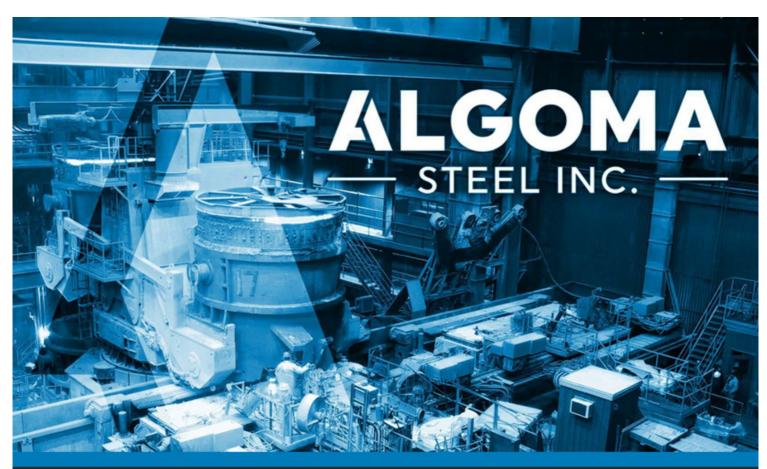
Filed by 1295908 B.C. Ltd.
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and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Legato Merger Corp.
(Commission File No. 001-39906)



# Earnings Call Presentation Fourth Quarter & Full Year Fiscal 2020 Results

June 2021

in Canadian dollars unless otherwise noted

### Disclaimer (1/2)



#### ADDITIONAL INFORMATION AND WHERE TO FIND IT

This presentation is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the transaction and does not constitute an offer to sell, buy or exchange or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, purchase, or exchange of securities or solicitation of any vote or approval in any jurisdiction in contravention of applicable law.

In connection with the proposed merger transaction (the "Transaction") between Algoma Steel Inc. (the "Company") and Legato Merger Corp. ("Legato"), the Company will file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form F-4 which will include the Company's prospectus as well as Legato's proxy statement (the "Proxy Statement/Prospectus"). Legato plans to mail the definitive Proxy Statement/Prospectus to its stockholders in connection with the transaction once available. INVESTORS AND SECURITYHOLDERS OF LEGATO ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, LEGATO, THE TRANSACTION AND RELATED MATTERS. Investors and security holders will be able to obtain free copies of the Proxy Statement/Prospectus (when available) and other documents filed with the SEC by the Company and Legato through the website maintained by the SEC at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the documents filed with the SEC by contacting Legato at Legato Merger Corp., 777 Third Avenue, 37th Floor, New York, New York 10017 or the Company at Algoma Steel Inc., 105 West Street, Sault Ste. Marie, ON, Canada P64 7B4.

#### PARTICIPANTS IN THE SOLICITATION

Legato, the Company and certain of their respective directors, executive officers and employees may be considered to be participants in the solicitation of proxies in connection with the Transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders of Legato in connection with the transaction, including a description of their respective direct or indirect interests, by security holdings or otherwise, will be included in the Proxy Statement/Prospectus described above when it is filed with the SEC. Additional information regarding Legato's directors and executive officers can also be found in Legato's final prospectus dated January 19, 2021 relating to its initial public offering. These documents are available free of charge as described above.

#### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain information in this presentation may constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation. Forward-looking statements and information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans", "continue" or similar expressions suggesting future outcomes or events. Forward-looking statements and information include, but are not limited to, statements regarding the operations, business, financial condition, expected financial results, performance, opportunities, strategies, outlook and guidance of the Company, the Transaction and the proposed transformation to electric arc furnace steelmaking (the "EAF Transformation").

Although we believe that our anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results, performance or achievements expressed or implied by such for other looking statements and information. The material factors or assumptions that were applied by us in drawing conclusions or making forecasts or projections set out in the forward-looking statements and information. The material factors or assumptions that were applied by us in drawing conclusions or making forecasts or projections set out in the forward-looking statements and information. Include, but are not limited to: global and North American product demand, production levels and capacity utilization; the risk that the benefits of the Transaction may not be realized; the risk that the Transaction may not be completed in a timely manner or at all; the failure to satisfy the conditions to the consummation of the Transaction on the consummation of the merger agreement, the institution of the failure of Legato's stockholders to approve and adopt the merger agreement or the failure of Legato to satisfy the realized following redemption on the Company's business relationships, operating results and business generally, risks that the Transaction on the Company's business relationships, operating results and business generally, risks that the Transaction could disrupt current plans and operations of the

### Disclaimer (2/2)



Given these risks, uncertainties and other factors, readers should not place undue reliance on forward-looking statements or information as a prediction of actual results. The forward-looking statements and information reflects management's current expectations and beliefs regarding future events and operating performance and is based on information currently available to management. Although we have attempted to identify important factors that could cause actual results to differ materially from the forward-looking statements and information contained herein, there are other factors that could cause results not to be as anticipated, estimated or intended. The forward-looking statements and information contained herein is current as of the date hereof and, except as required under applicable law, we do not undertake to update or revise it to reflect new events or circumstances.

Certain information in this presentation may be considered as "financial outlook" within the meaning of applicable securities legislation. The purpose of this financial outlook is to provide readers with disclosure regarding the Company's reasonable expectations as to the anticipated results of its proposed business activities for the periods indicated. Readers are cautioned that the financial outlook may not be appropriate for other purposes.

#### PRESENTATION OF FINANCIAL INFORMATION

The Company's fiscal year runs from April 1st to March 31st. The Company and its subsidiaries' functional currency is the United States dollar ("US dollar"). The US dollar is the currency of the primary economic environment in which the Company and subsidiaries operate. The items included in the consolidated financial statements are measured using the US dollar.

For reporting purposes, the consolidated financial statements are presented in millions of Canadian dollars ("CS"). The assets and liabilities are translated into the reporting currency using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at average exchange rates for the reporting period. Exchange differences arising are recognized in other comprehensive (loss) income and accumulated in equity under the heading 'Foreign exchange on translation to presentation currency.'

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and have been audited in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). IFRS differs in certain material respects from U.S. generally accepted accounting principles ("U.S. GAAP") and Canadian GAAS differs in certain material respects from the auditing standards of the Public Company Accounting Oversight Board (United States) ("PCAOB") applicable to public companies in the United States. As such, the Company's financial statements are not comparable to the financial statements of U.S. GAAP and audited in accordance with U.S. GAAP and audited in accordance with PCAOB")

This presentation should be read in conjunction with the Company's consolidated financial statements as at March 31st, 2021.

#### NON-IFRS FINANCIAL MEASURES

In this presentation we use certain measures not recognized by IFRS to evaluate the performance of the Company. These terms do not have any standardized meaning prescribed within IFRS and therefore may not be comparable to similar measures presented by other companies. The term "EBITDA" and "Adjusted EBITDA" are financial measures utilized by the Company that are not defined by IFRS. As there is no generally accepted method of calculating these financial measures, they may not be comparable to similar measures reported by other companies. Readers are encouraged to consider these financial measures in the context of the Company's results under IFRS, as provided in the Company's financial statements. EBITDA, as defined by the Company, refers to earnings before interest, taxes, amortization, foreign exchange, interest income, carbon tax expense and certain exceptional items. Adjusted EBITDA, as defined by the Company, refers to EBITDA before tariff expense and capacity utilization adjustment. EBITDA and Adjusted EBITDA and Adjusted EBITDA are not intended to represent cash flow from operations, or any other measure of performance prescribed by IFRS. EBITDA and Adjusted EBITDA, as defined and used by the Company, may not be comparable to EBITDA and Adjusted EBITDA, as defined and used by the Company, may not be comparable to EBITDA and Adjusted EBITDA and acquisted EBITDA and Adjusted EBITDA and acquisted expenditures, and expand its business. EBITDA and Adjusted EBITDA and acquisted expenditures or considered in isolation from, or as alternatives to, net income, cash flow from operations or other data prepared in accordance with IFRS. Some of these limitations are: they do not reflect cash outlays for capital expenditures or contractual commitments; they do not reflect changes in, or cash requirements for, working cap

### **Earnings Call Agenda**



### **ALGOMA**

Today's Presenters:



Michael McQuade Chief Executive Officer



Rajat Marwah Chief Financial Officer Safety Performance / COVID-19 Update

Key Performance Highlights

Financial Overview

Market Outlook

Guidance

Strategic Update

**EAF Transformation Opportunity** 

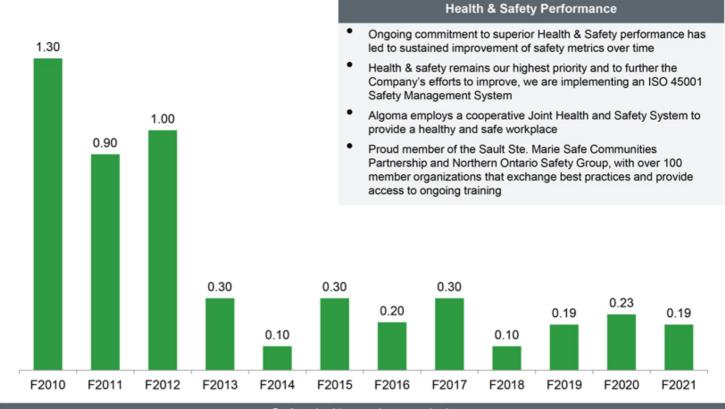
**Proposed Transaction** 

**Questions & Answers** 

### **Safety without compromise**



Continued focus and improvement in Lost Time Injury Frequency Rate (LTIFR)



Safety is Algoma's top priority

### **Key Performance Highlights**

## ALGOMA STEEL INC.

#### Q4 FY 2021

- Shipment volume was 622 kNT in Q4 FY 2021, up 14% from 548 kNT in Q3 FY 2021 and up slightly from 620 kNT in Q4 FY 2020
- Steel Revenue: was \$633 million in Q4 FY 2021, up 50% from \$421 million in Q3 FY 2021 and up 28% from \$493 million in Q4 FY 2020
- EBITDA was \$167 million in Q4 FY 2021, up from \$12 million in Q3 FY 2021 and up from \$12 million in Q4 FY 2020
- Net Income was \$114 million in Q4 FY 2021, up from \$(73.5) million in Q3 FY 2021 and up from \$19 million in Q4 FY 2020
- Cash position was \$21.2 million at the end of Q4 FY 2021 with availability of \$200.8 million under the Revolving Credit Facility

FY 2021

2,102 kNT Shipments \$1,766 million Steel Revenue \$199.2 million EBITDA

EBITDA margin for Q4 F2021 was 26.1%



### **Fourth Quarter Financial Highlights**



	Q4 FY 2020	Q4 FY 2021	Change Q4 YoY	% Q4 YoY	Q3 FY 2021
Shipping volume ('000s tons)	620	622	2	0%	548
Net Sales Realization per ton (\$/ton)	712	942	230	32%	701
Steel Revenue (\$ million)	493	633	140	28%	421
Cost of Steel Products Sold (\$/ton)	667	643	(24)	(4%)	647
EBITDA (\$ million)	12	167	155	1315%	12
Net Income (\$ million)	19	114	95	489%	(73.5)

Algoma Q4 run rate approximately 96% utilization1

Source: Company F2021 Management's Discussion and Analysis (1) Annual Capacity estimated at 2.6M NT

### Fiscal Year 2021 Financial Highlights

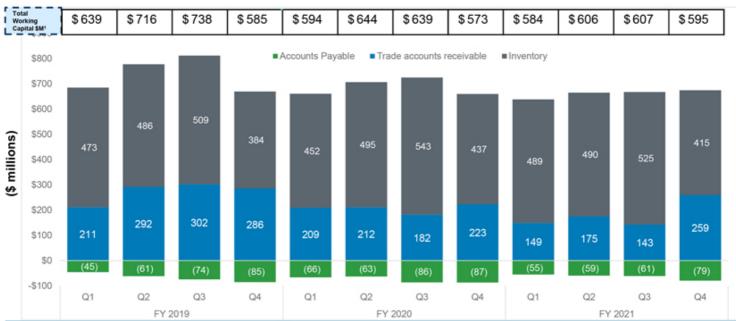


	FY 2020	FY 2021	Change YoY	% YoY
Shipping volume ('000s tons)	2,305	2,102	(203)	(8.8%)
Net Sales Realization per ton (\$/ton)	756	768	12	1.7%
Steel Revenue(\$ million)	1,918	1,766	(152)	(7.9%)
Cost of Steel Products Sold (\$/ton)	732	646	(86)	(12%)
EBITDA (\$ million)	(2.2)	199.2	201	9,155%
EBITDA adj for tariff and outage (\$ million)	58.3	199.2	141	242%
Net Income (\$ million)	(175.9)	(62)	113.9	65%

### **Overview of Net Working Capital Seasonality**







Source Company Notes to the Financial Statements
(1) Please note that the chart shown only includes Inventory, Trade Receivables and Payables

### **Market Update**



North American HRC and Plate prices reaching all-time highs due to increased demand for construction, automotive and other end markets

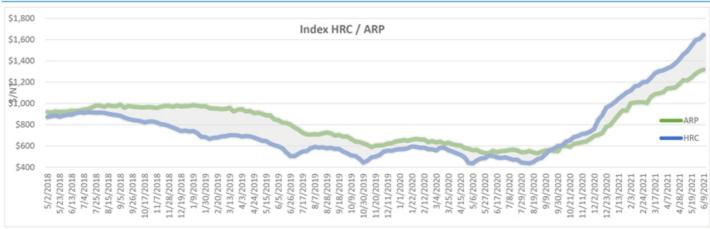
#### North American Macro Drivers

- · Significant GDP growth through 2021
- Increased global steel prices and trade restrictions will likely temper imports into North America
- · Strong Tariff Protection for the North American Market
- Industry Consolidation
- USMCA put in place "melt & pour" requirements on several products, mandating that steel is North American-sourced to qualify for duty-free treatment

#### Attractive Trends in Key End Markets

- Automotive markets are recovering from impact of COVID-19
- Automotive production in North America expected to increase by 24% in 2021 (representing approximately 35% of Algoma's Sales)
- Significant proposed North American infrastructure spending, including:
  - Potential for \$2 trillion infrastructure and jobs package in the U.S.
  - \$70 to \$100 billion of federal infrastructure stimulus expected in Canada
- Use of steel in renewable resource generation (wind) becoming a more important driver of demand

#### Historical Hot Rolled Coil and As Rolled Plate Prices (US\$/ton)



Source: SteelBenchmarker, CME Group, Fastmarket. Note: Market data as of June 11, 2021 Note: Press Releases, IHS, Baker Hughes, EIA, US Census

### **First Quarter Outlook**



First Quarter FY 2022 directional guidance:

Shipments (NT)

615K+/-

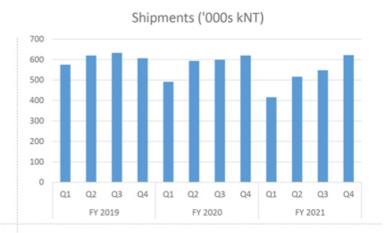
Net Sales Realization per ton

**EBITDA** 

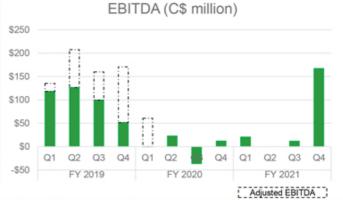
\$250M+/-

Liquidity<sup>1</sup>

\$300M+/-







Liquidity as at June 30th, 2021 expected to be \$300M+/-

<sup>(1)</sup> Liquidity is measured as cash plus availability under the companies revolving credit facility

### **Strategic Update**





**SUSTAINABLE** 

**FUTURE** 

Strategic Direction

#### **STRENGTHEN BUILD THE CORE** People &

### <u>Assets</u>

- Safety
- Relationships
- Reliability

### <u>GROWTH</u> **PLATFORMS**

- Strategic Capex
- · Talent Building
- Performance Management
- Risk Management

FY2021 Achievements

- Ladle Metallurgy Furnace project marked milestone First Arc in February (See
- •Plate Mill Modernization on track to deliver improved product capability and

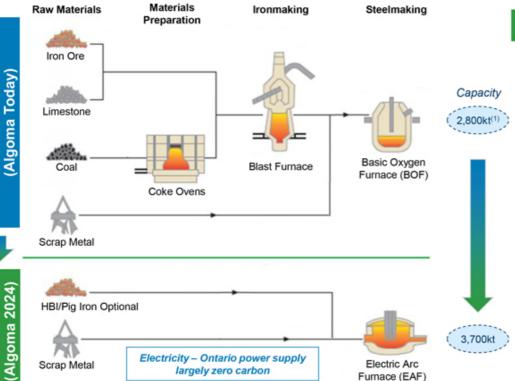
Operational Efficiency

- •200+ projects / \$35M annualized savings
- •\$15M+ additional savings targeted to be realized over calendar 2021
- · Developed a culture of risk management

Capital Markets

- · Explored options in the capital markets
- Engaged in LOI with Legato leading to eventual SPAC transaction

Blast Furnace Mill (Algoma Today)



Expected to improve EBITDA by ~\$USD 150mm per year (majority of

benefit realized by 2024) Significantly simplifies inputs and production process

oe: Company information. Excludes BF#6 which is currently idled.

#### **Expected Benefits**

- √ +900k tons of incremental liquid steel capacity
- √ ~70% fewer total CO2 emissions (3 million tonne annual reduction in CO2)
- Utilizes recycled scrap steel as feedstock, rather than volatile met coal and iron ore
- More flexible operations capable of responding dynamically to market conditions
- Lower fixed costs and incremental volume driving cost absorption
- Significantly improves variable nature of cost structure
- ✓ Meaningful reduction in SG&A
- Reduced sustaining CapEx
- Reduces potential impact of Canadian carbon tax regime
- Reduces reliance on volatile iron ore market

### **Proposed Transaction Overview**



Assumes full earnout is realized based on expectation for US\$901 million of EBITDA

#### Estimated Sources & Uses (US\$mm)

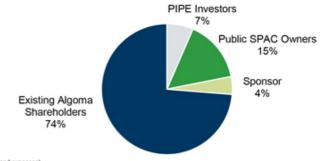
Sources:	
Shares Issued to Algoma Shareholders	\$1,125
Estimated SPAC Cash in Trust(1)	\$236
PIPE(2)	\$100
Total Sources	\$1,461
Uses:	
Upfront Equity Consideration to Algoma Shareholders	\$750
Contingent Shares to Algoma Shareholders <sup>(3)</sup>	\$375
Estimated Fees & Expenses(4)	\$30
Cash to Balance Sheet	\$306
Total Uses	\$1,461

#### Illustrative Pro Forma Valuation (US\$mm, except per share)

Share Price:	\$10.00
Total Shares Outstanding <sup>(3)</sup>	152.8
Equity Value	\$1,528
Less: Pro Forma Cash <sup>(6)</sup>	(\$323)
Plus: Debt <sup>(6)</sup>	\$501
Total Enterprise Value (TEV)	\$1,706
Implied Multiple on CY2021P EBITDA (\$901)	1.9x

#### Illustrative Pro Forma Ownership (mm shares)

Algoma Shareholders (Upfront)	75.0
Algoma Shareholders (Earnout)(3)	37.5
Total Algoma Shareholders	112.5
Sponsor Shareholders <sup>(5)</sup>	6.7
PIPE Shareholders(2)	10.0
Public Shareholders <sup>(1)</sup>	23.6
Total Shares Outstanding	152.8
(1) Cash in Trust and Pro Forma Ownership reflects 23.575m Public Shares issu	ued during Legato's IPO. Assumes no redempt



Cash in Trust and Pro Forma Ownership reflects 23.575m Public Shares issued during Legato's IPO. Assumes no redemptions. Reflects private placement of \$100 million at \$10.00/share (10 million shares) to be funded concurrently with closing. Transaction structure inclusive of full earn-out consideration based on expected CY2021P EBITDA of \$500 mm. Estimated fees and expenses inclusive of all fees and expenses related to the business combination (including M&A and PIPE fees and expenses). Sponsor Ownership inclusive of 5.9m Founder Shares and 0.6m Private Shares and 10.2m Representative Shares. Inclusive of \$17 million Algoma cash as of March 31, 2021, Debt reflects book value of government debt.

Note: All figures in USD. All shares valued at \$10,00/share. Analysis excludes warrants (Legato has 23.6mm public warrants and 0.6mm private warrants outstanding, all exercisable at \$11.50/share). All balance sheet figures as of March 31, 2021 are converted from CAD to USD at a 1.26 FX rate. All projected figures are converted from CAD to USD at a 1.26 FX rate.

