

CAREL

CAREL INDUSTRIES S.p.A. 2025 – Q1 Results

13th May 2025

Disclaimer

This document has been prepared by CAREL Industries S.p.A for use during meetings with investors and financial analysts and is solely for information purposes. The information set out here in has not been verified by an independent audit company.

Neither the Company nor any of its subsidiaries, affiliates, branches, representative offices (the "Group"), as well as any of their directors, officers, employees, advisers or agents (the "Group Representatives") accepts any responsibility for/or makes any representation or warranty, express or implied, as to the accuracy, timeliness or completeness of the information set out herein or any other related information regarding the Group, whether written, oral or in visual or electronic form, transmitted or made available.

This document may contain forward-looking statements about the Company and/or the Group based on current expectations and opinions developed by the Company, as well as based on current plans, estimates, projections and projects of the Group. These forward-looking statements are subject to significant risks and uncertainties (many of which are outside the control of the Company and/or the Group) which could cause a material difference between forward-looking information and actual future results.

The information set out in this document is provided as of the date indicated herein. Except as required by applicable laws and regulations, the Company assumes no obligation to provide updates of any of the aforesaid forward-looking statements.

Under no circumstances shall the Group and/or any of the Group Representatives be held liable (for negligence or otherwise) for any loss or damage howsoever arising from any use of this document or its contents or otherwise in connection with the document or the aforesaid forward looking statements. This document does not constitute an offer to sell or a solicitation to buy or subscribe to Company shares and neither this entire document or a portion of it may constitute a recommendation to effect any transaction or to conclude any legal act of any kind whatsoever.

This document may not be reproduced or distributed, in whole or in part, by any person other than the Company. By viewing and/or accepting a copy of this document, you agree to be bound by the foregoing limitations

Q1 2025 – Highlights

Q1 2025 revenue reflects a continuation of the sequential positive percentage performance trend established since Q3 2024, representing a return to growth, following four consecutive quarters of percentage decline.

+0.7%

Revenue growth

- Reported revenue reached 147.4m€, up 0.7% compared to Q1 2024.
- Key underlying trends included **sustained positive momentum in Data Centers**, particularly in the US and a **strong recovery in the European Refrigeration sector**.
- **Performance growth could have been stronger** were it not for a **temporary constraint** in the Group's production capacity (**now resolved**), which had been calibrated to meet the reduced volumes of 2024 (a year marked by particularly weak demand).

18.6%

Adj. EBITDA margin

- **Adj. EBITDA margin equal to 18.6% (18.1% reported).**
- The increase in the EBITDA margin compared to the FY 2024 figure reflects **effective procurement strategies**, which allowed the Group to **capitalize on lower electronic raw material prices**. This was further supported by the positive contribution from the **expansion of digital services**.
- R&D investments-to-revenue ratio confirmed at target level: >5%.

44m€

Net debt

- **Further reduction in Net Debt, moving from 50.2m€ to 43.9m€.**
- **ND/LTM EBITDA 0.4x.** Net of 30.8m€ related to the IFRS16 accounting principle, Net Debt would stand a touch above 11m€, a negligible level compared to LTM EBITDA.

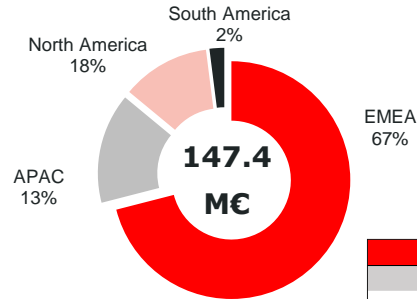
Q1 2025 – Results

KPIs				
	m€	Q1 2024	Q1 2025	Δ%
Revenue		146.4	147.4	0.7%
Revenue (constant FX)		146.4	146.6	0.1%
EBITDA		26.7	26.6	(0.2%)
EBITDA Adj.		26.8	27.4	2.1%
EBITDA adj. /Revenue		18.3%	18.6%	
Net Profit		16.5	10.1	(38.7%)
Capex		5.4	4.4	(18.7%)

- **Revenue +0.7%:** All the region delivered positive results at constant FX, except APAC, penalized by contingent, temporary factors. **Positive performance from Kiona (~15% increase in revenue in local currency).**
- **EBITDA Adj. +2.1%:** Net of a number of non-recurring reorganization costs, the EBITDA margin stood at 18.6%. The expansion is supported primarily by a better trend in raw material purchasing trend. Accretive profitability from Kiona (~25%). >5% R&D expenses on revenues ratio confirmed.
- **Net Profit -38.7%:** The significant decline is mainly attributable to the absence of extraordinary items that benefitted Q1 2024 as well as negative FX effect. Tax rate stood at 21.3%, slightly better than Q1 2024 (22.3%).
- **Capex:** FY 2025 capex-to-revenue target of ~5% confirmed. Q1 2025 capex level was influenced by the typical seasonality.

Q1 2025 – Revenue breakdowns

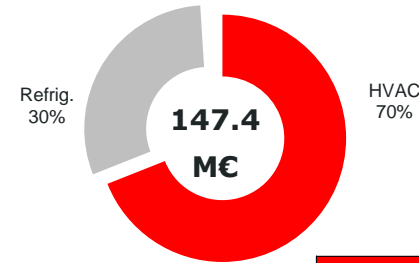
Breakdown by region



	m€		m€	
Area	Q1 2024	Q1 2025	Δ%	Δ% fx
EMEA	98.5	99.5	1.1%	0.8%
APAC	20.8	17.8	(14.6%)	(15.5%)
Americas (North)	23.6	26.8	13.7%	10.4%
Americas (South)	3.6	3.3	(7.9%)	2.9%
Total Revenue	146.4	147.4	0.7	0.1%

- **EMEA** – Q1 2025 marked a trend reversal, with a ~1% YoY growth, primarily driven by a strong recovery in the Refrigeration segment.
- **APAC** – The region's weak performance was affected by a range of contingent factors related to the timing of several projects. A significant recovery is expected in the coming quarters, though the outlook remains mixed in China.
- **Americas (North)** – North America delivered another strong quarter, in spite of high comps, supported by continued positive momentum in the data centre segment.
- **Americas (South)** – Solid results in Brazil were partially offset by a more mixed performance in other countries across the region.

Breakdown by sector



	m€		m€	
Sector	Q1 2024	Q1 2025	Δ%	Δ% fx
HVAC	104.2	103.8	(0.4%)	(1.1%)
Refrig.	42.0	43.4	3.4%	3.3%
Core Revenue	146.2	147.2	0.7%	0.1%
No core	0.2	0.2	(19.7%)	(20.1%)
Total Revenue	146.4	147.4	0.7%	0.1%

- **HVAC:** Q1 2025 performance was broadly in line with both Q1 and Q4 2024. **The more favorable macroeconomic environment in Europe, characterized by lower interest rates and inflation, combined with an anticipated stronger performance in APAC, is expected to support growth in the coming quarters.**
- **Refrigeration:** Following over four quarters of subdued investment in food retail across Europe, **Q1 2025 saw a strong rebound in order intake, partially reflected in revenues.** Further performance improvement is anticipated in Q2, also supported by the restoration of CAREL's production capacity..

From EBITDA to Net Profit

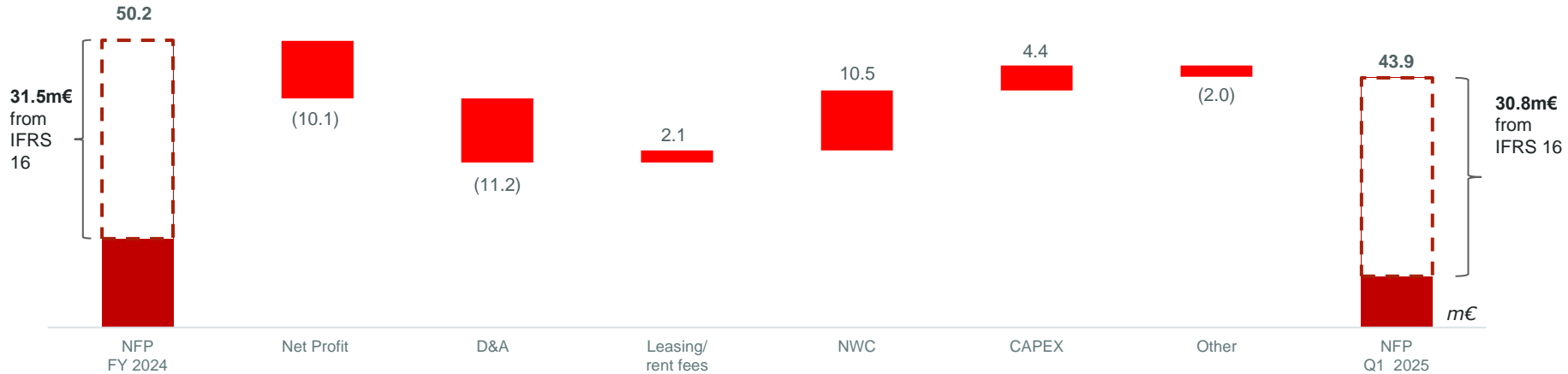
	K€	Q1 '24	Q1 '25	Δ%
EBITDA		26,666	26,622	-0.2%
	D&A	-9,508	-11,161	
EBIT		17,158	15,461	-9.9%
	Financial (charges)/income	-1,523	-1,731	
	FX gains/losses	2,672	-891	
	Gain/Losses from FV on liabilities for options on minorities	3,454	-	
	Companies cons.with equity method	-	-	
EBT		21,762	12,839	-41.0%
	Taxes	-4,848	-2,733	
	Minorities	-389	22	
Group net profit		16,525	10,129	-38.7%

- **Higher D&A** due primarily to 2024 record capex level.

- **Absence of extraordinary item** related to CFM minority, which positively impacted on Q1 2024.
- Negative FX trend.

- **21.3% tax-rate.** A slight improvement on Q1 2024 level (22.3%).

Q1 2025 – NFP Bridge



- **Further reduction in Net Debt driven by a robust cash generation, easily covering seasonal NWC expansion and capex.**
- Excluding the purely accounting effect coming from IFRS 16 NFP would be approximately 11m€, 1/10th of the LTM EBITDA.

Closing Remarks

Q1 2025 Results

- **2025 begins on a positive note:** Following a challenging year, early 2025 shows encouraging recovery signals, particularly in Europe. Strong order intake was partly offset by the gradual restoration of CAREL's production capacity, now fully completed.
- **Sustained Profitability:** The solid profitability achieved in 2024 has continued into Q1 2025. Improved gross margin, driven by the growth of digital services and a decline in raw material costs, has effectively offset increased investments in R&D.
- **Robust Financial Position:** Net debt continued to decline, supported by strong cash generation, further strengthening the Group's balance sheet.

Tariffs

- While the tariff landscape remains uncertain, **CAREL's global footprint and production mirroring strategy** provide a solid foundation of **resilience** and position the company well to navigate the evolving landscape.

Scenario

- The broader macroeconomic environment continues to pose challenges, shaped by ongoing geopolitical instability, increased market volatility, and reduced forecasting clarity.
- **HVAC/Ref.:** The EMEA region shows promising signs of recovery, particularly in the refrigeration segment. Positive momentum in the Data Centre business continues, especially in the US, while the APAC region presents a more mixed outlook.

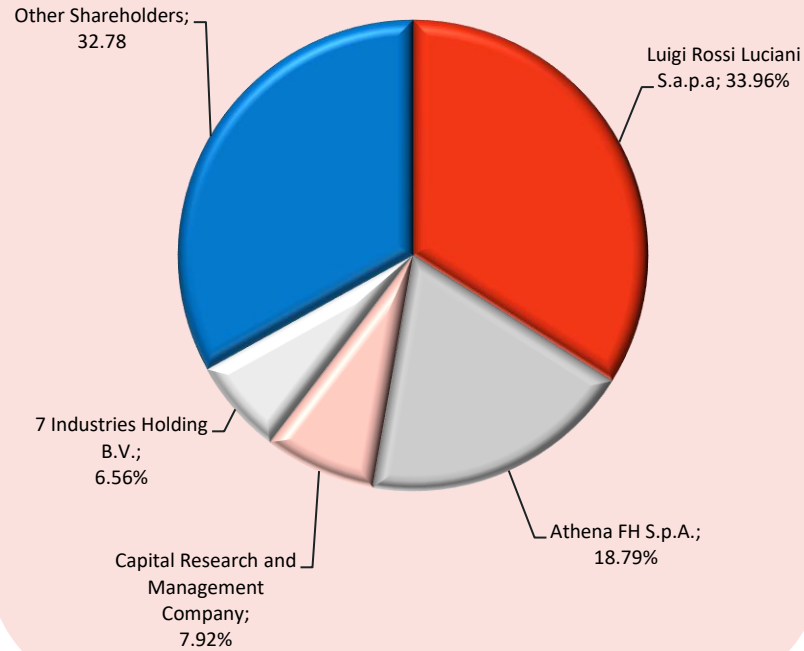
Guidance

Taking this into account, visibility therefore remains very limited. However, based on the results achieved in the first quarter, a strong order book, and positive market trends, the Group expects to close Q2 2025 on Q2 2024 with revenue growth in the high single-digit to low double-digit percentage range.

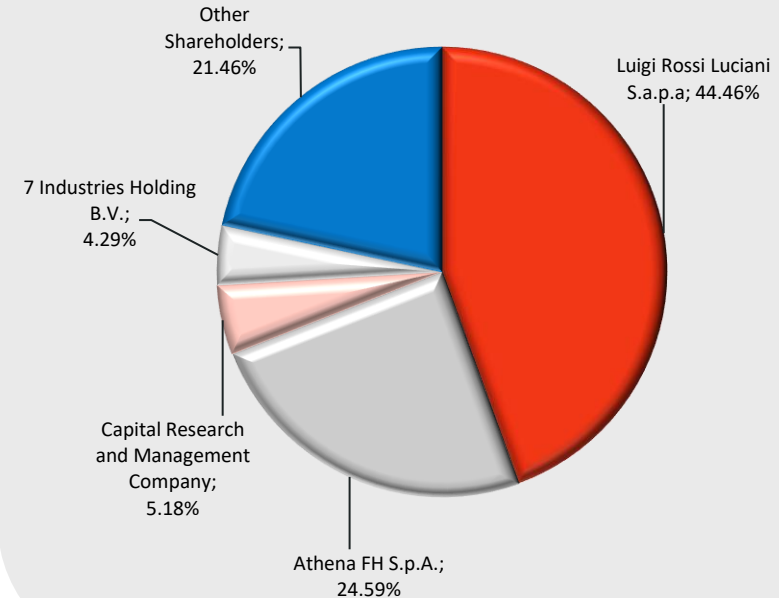
Annexes

Shareholding structure (>3% voting rights)

**CAREL Industries S.p.A.
Number of shares**



**CAREL Industries S.p.A.
Voting rights**



Income statement and Balance Sheet

Income statement

	K€	Q1 2025	Q1 2024	Delta %
Revenues		147,400	146,415	0.7%
Other revenues		1,149	1,124	2.3%
Operating costs		(121,927)	(120,872)	0.9%
EBITDA		26,622	26,666	(0.2%)
Depreciation and impairments		(11,161)	(9,508)	17.4%
EBIT		15,461	17,158	(9.9%)
EBT		12,839	21,762	(41.0%)
Taxes		(2,733)	(4,848)	(43.6%)
Net result of the period		10,106	16,915	(40.3%)
Non controlling interest		(22)	389	(105.8%)
Group net result		10,129	16,525	(38.7%)

Balance sheet

	K€	Q1 2025	FY 2024	Delta %
Fixed Capital		501,588	508,920	(1.4%)
Working Capital		84,828	76,909	10.3%
Employees defined benefit plan		(7,231)	(7,390)	(2.2%)
Net invested capital		579,185	578,438	0.1%
Equity		446,648	441,535	1.2%
Non current liabilities				
on put and call options		88,608	86,714	2.2%
Net financial position (asset)		43,929	50,190	(12.5%)
Total		579,185	578,438	0.1%

Company Profile

Leading provider of advanced control solutions for HVAC/R

Teleborsa: distribution and commercial use strictly prohibited



Growing key markets

- **HVAC:** Industrial, Residential, Commercial
- **Refrigeration:** Food Retail and Food Service

Leadership in premium niches

- **Control solutions**
- **High Efficiency** applications

Innovation focus

- **6 main R&D centers** (Europe x3, China and US 2x)
- **>5%¹ of Revenues** invested in R&D

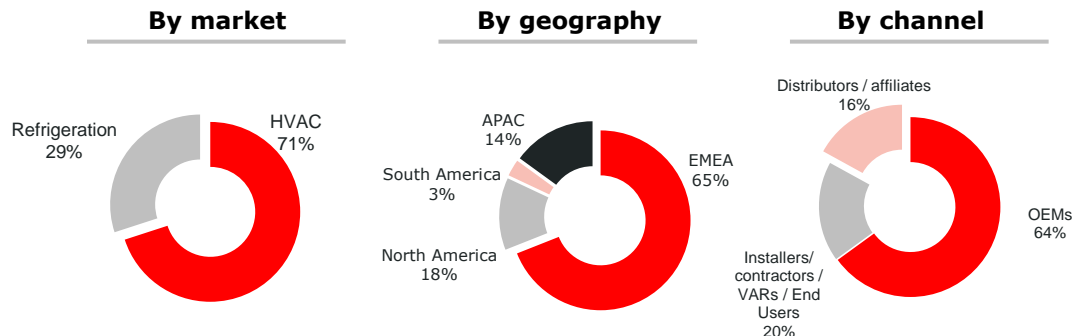
Global footprint

- **15 production plants** (6x Italy, 2xCroatia, Poland, 2x Germany, China, 2xUS and Brazil)

Key financials – 2024A

Revenue	EBITDA	Net income
€579m	€105m	€63m
+12% CAGR 2015A-24A	+12% CAGR 2015A-24A	+13% CAGR 2015A-24A

Revenue breakdown - 2024A



Source: Company information

Note: 1) avg. 2015A-24A

Note: financial data refer to consolidated accounts of CAREL Industries S.p.a. 2015-2022 IFRS. Comparability might be affected by change in consolidation perimeter

We operate in attractive niches across a wide range of end-markets...

HVAC

Industrial

Data Centers



Industry and Process



Pharma and Food



Residential

Residential



Commercial

Shopping Centers



Office Space



Recreational



Refrigeration

Food Retail

Convenience Stores



Food Service

Restaurant Chains



Hypermarkets



Refrigerated Merchandisers



...through a one-stop-shop portfolio of components and platforms

Telephone distribution and commercial use strictly prohibited



Programmable controls



Electronic controls easily programmable and customizable

HMI and unit terminals



User interfaces for units and systems

Parametric controls



Entry level electronic controllers

Adiabatic humidifiers and evaporative coolers



Pressure water atomizers

Isothermal humidifiers



Steam production systems

Heat recovery units



Heat exchangers for AHU

Dampers



Dampers and other AHU components

Power solutions



Electrical panels

Sensors and protection devices



Temperature/humidity and air quality sensors

Electronic expansion valves & drivers



Electronic valves for the modulation of refrigerant flow

Speed controllers & inverters



Speed control devices for BLDC compressors

Compressors¹



BLDC compressors

Remote management, monitoring systems, IoT



Solution for local / remote management monitoring and optimization

Services

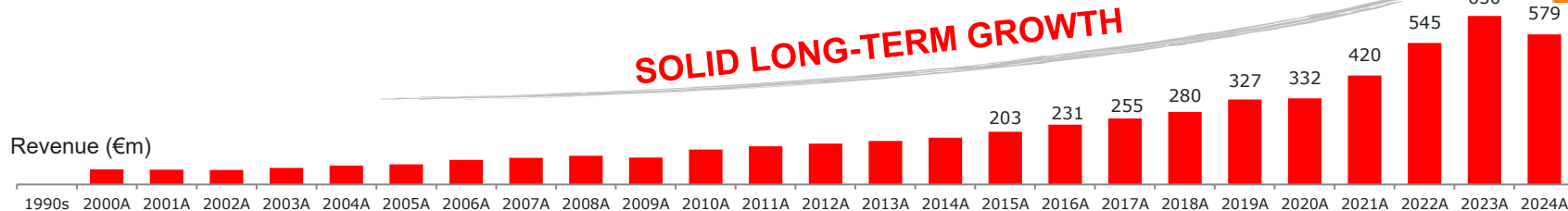


Innovative services based on the IoT capabilities

Distinctive ability to meet customers' demand for tailored integrated solutions using standard platforms

Source: Company information
Note: 1) developed with partners

Long track record of revenue growth

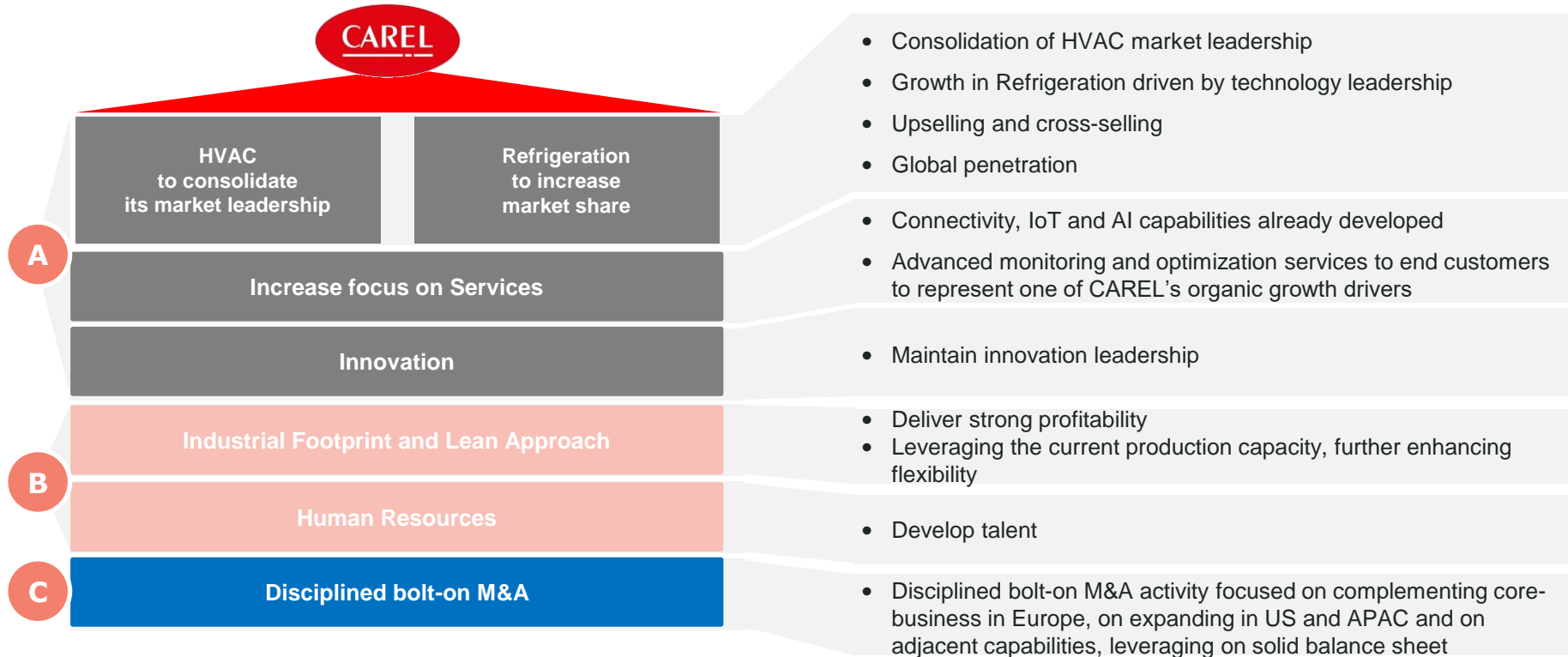


Source: Company information Note: financial data refer to consolidated accounts of CAREL Industries S.p.a. for the period 2011A-2024A (IFRS 2015A- 2020A); ITA GAAP 2011A-2014A) and CAREL S.p.a. for the period 2000A-2010A (ITA GAAP). Comparability might be affected by change in reporting standard and in consolidation perimeter.

Legend: R&D centre Plants Acquisitions of local distributors

CAREL

Well-articulated strategies to continue the growth track record



CAREL general strategy for 2023-2026 will be oriented to the research for new innovative technological solutions with a major focus on energy saving, transition to natural refrigerants, widening high-efficiency solutions offer and geographical expansion

Leading provider of advanced energy efficient control solution



1 High-tech leader in attractive niches of the HVAC/R industry

Focus on attractive niches...

...resulting in leadership positioning

High value applications

...CONSOLIDATED
IN **HVAC** PREMIUM NICHES

...INNOVATION-ORIENTED
IN **REFRIGERATION**

Deep knowledge of final applications is key

39%
European market share
in *Chillers*



In Europe

SIGNIFICANT ROOM FOR
FURTHER EXPANSION

Energy efficiency and high performance are critical

60%
European market share
in *Roof-tops*



In Europe

BREAK-THROUGH
INNOVATIONS

-50% kWh²
HEEZ energy consumption

Requirement for tailored and customizable solutions

42%
market share
In *CRAC for Data Centers⁽¹⁾*



In Europe

Higher efficiency³
Rotary DC technology

GROWING PRESENCE
Globally

Source: Company elaborations as of 31 December 2022 based on Building Services Research and Information Association data as of 31 December 2021

Note: 1) the rest of the market is mainly driven by proprietary solutions 2) tested by third-party laboratory compared to Top-ten EU benchmarks; 3) compared to average semi-hermetic

2 Attractive market growth supported by secular trends

Secular trends...

...supporting attractive market growth

Reference HVAC and refrigeration Market



GROWING POPULATION

- Improvement in **LIVING STANDARDS** increasing demand for HVAC/R



CHANGE IN CONSUMER HABITS

- Focus on **WASTE REDUCTION** in food sector
- Increase in number of convenience stores/**FRESH FOOD**



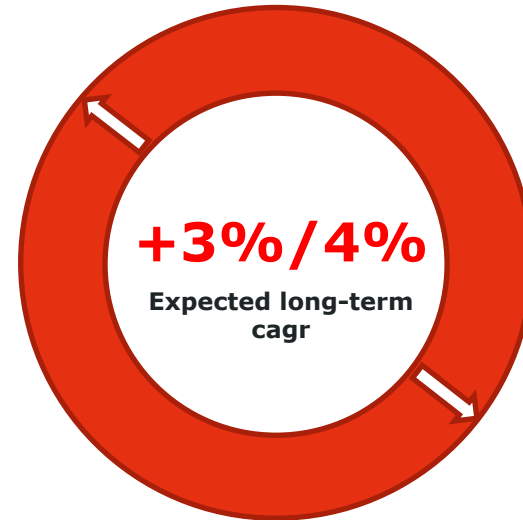
GLOBAL GROWTH

- **ECONOMIC ACTIVITY** driving demand for HVAC/R



INTERNET OF THINGS

- Increasing adoption of **AUTOMATION TECHNOLOGIES** and **CONNECTED SOLUTIONS**



Source: Company information

2

Growth is driven by market trends and focused strategic actions...

Growth drivers

Market trends



SECULAR TRENDS

Increasing the market of the applications addressed by CAREL



NICHES EXPANSION

Leverage of deep knowledge of final applications to expand to adjacent niches



GEOGRAPHIC EXPANSION

Geographic expansion into new markets

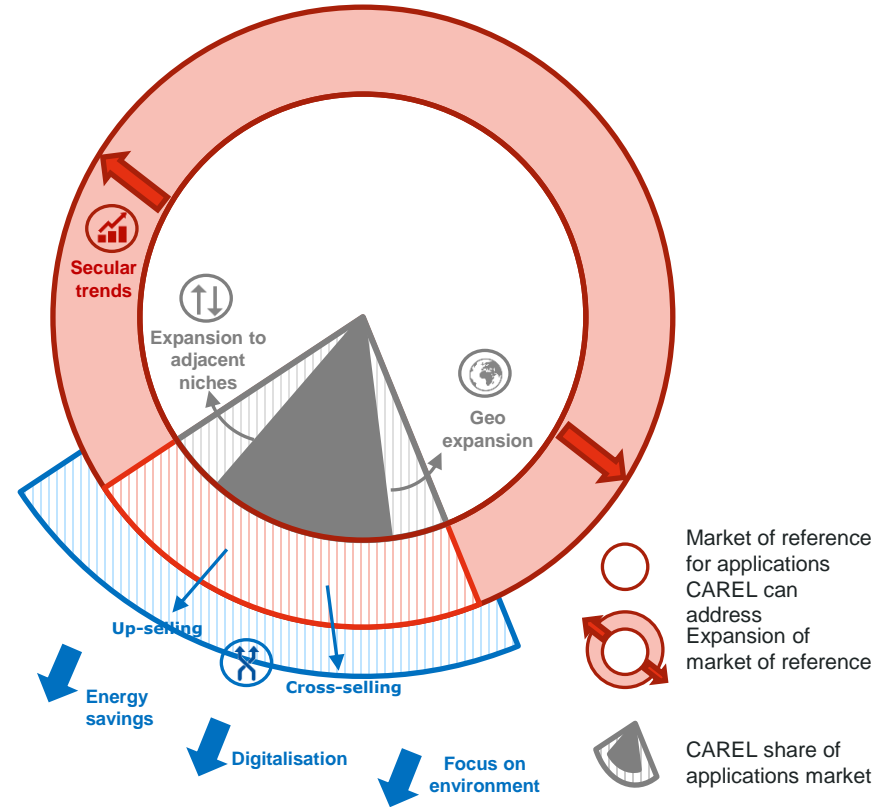


UP-SELLING / CROSS-SELLING

Increase in the share of wallet of CAREL's products driven by **break-through innovations**, such as energy saving features, digitalisation and environmental focus

Increase in market share

Increase in share of wallet



2 ...and favoured by up-selling and cross-selling

FROM PRODUCT PLATFORMS TO INTEGRATED ELECTRONIC SOLUTIONS...

PRODUCT PLATFORMS



From a **COMBINATION OF PRODUCTS FROM DIFFERENT PLATFORMS**



To an **ECOSYSTEM TO QUICKLY ADOPT NEW TECHNOLOGIES**

SYSTEMS



...IN THE HVAC AND REFRIGERATION MARKETS

HVAC

Example of a CHILLER UNIT

Before



Refrigeration

Example of a BEVERAGE COOLER

Before



3 Positioning and innovation capability hard to replicate

>5% OF REVENUE¹

Invested annually in R&D

PROPRIETARY SOFTWARE

Vast library of proprietary software modules developed over the past 20 years: **maximizing customizations and reducing time-to-market**

RESEARCH COLLABORATION

With Tier-1 Universities and Research Institutions



~12% OF TOTAL WORKFORCE

dedicated to R&D

6 R&D CENTRES

COMBINING 5 DOMAINS

- Hardware & Firmware
- Software
- Mechanics
- Thermodynamics
- IoT

TECHNOLOGICAL PARTNERS

Cooperation with technology leaders

TOSHIBA



**AWARD
WINNING
BUSINESS**



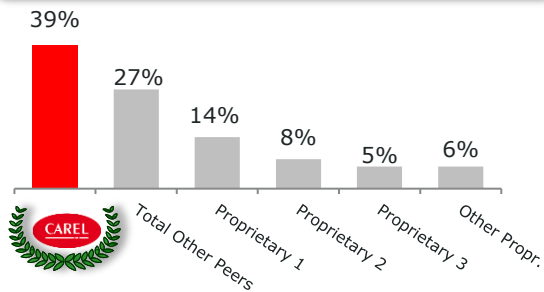
Source: Company information at 31/12/2024
Note: 1) avg. 2015A-24A.

3 Leadership position in HVAC OEM premium niches...

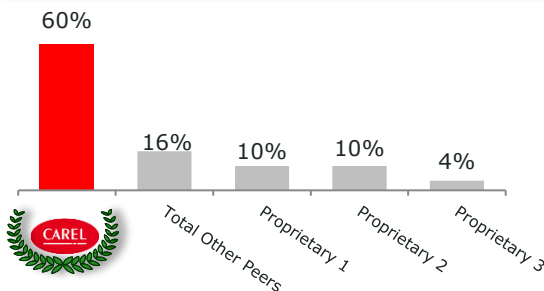
Leadership positioning in premium niches...

...with no perfect comparable

Chiller European Market Share



Rooftop European Market Share



	CAREL	OEM proprietary solutions	Large diversified competitors	EM / Low cost competitors
Vertical niche approach	✓✓✓	✓✓	✓	✓✓✓
Innovation pace & knowledge of final applications	✓✓✓	✓	✓✓	✓✓
Integrated solutions	✓✓✓	✓	✓✓	✓
Global operations	✓✓✓	✓✓	✓✓✓	✓
Flexibility for tailored solutions	✓✓✓	✓✓	✓	✓✓✓
Economies of scale	✓✓✓	✓	✓✓	✓

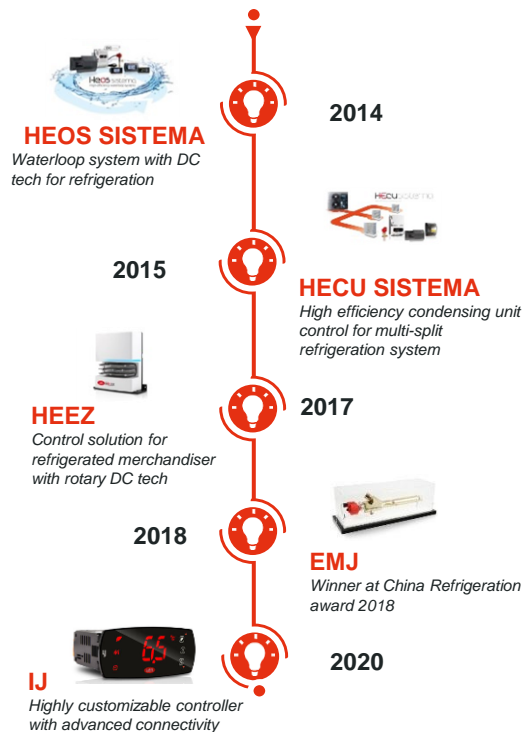
Source: Company elaborations as of 31 December 2022 based on Building Services Research and Information Association data as of 31 December 2021

3

...and leading in innovation in the refrigeration market

Leveraging on HVAC experience...

...CAREL is a leader in innovation



	CAREL	Large diversified competitors	EM / Low cost competitors
Vertical niche approach	✓✓✓	✓✓	✓✓✓
Innovation pace & knowledge of final applications	✓✓✓	✓✓	✓
Integrated solutions	✓✓✓	✓✓	✓
Global operations	✓✓✓	✓✓✓	✓
Flexibility for tailored solutions	✓✓✓	✓✓	✓✓✓
Economies of scale	✓✓✓	✓✓	✓

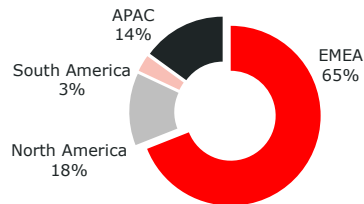
Source: Company information and elaborations

4 Highly efficient global operations serving locally...

GLOBAL PRODUCTION FOOTPRINT

DIRECT AND HIGHLY SKILLED SALES NETWORK

BEST POSITIONED TO CAPTURE GLOBAL GROWTH OPPORTUNITIES



Revenue 2024A breakdown by geography

NORTH AMERICA



2
Plants

285
Employees

98
Sales force

2
R&D Centre

WESTERN EUROPE



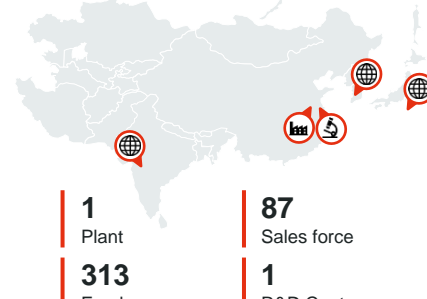
9
Plants

1421
Employees

388
Sales force

3
R&D Centre

NORTH APAC



1
Plant

87
Sales force

313
Employees

1
R&D Centre

SOUTH AMERICA

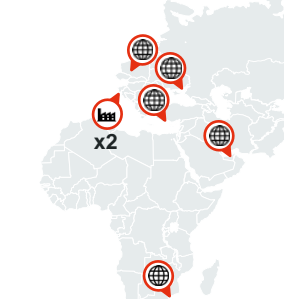


1
Plant

63
Employees

24
Sales force

RoEMEA



2
Plants

425
Employees

123
Sales force

SOUTH APAC



85
employees

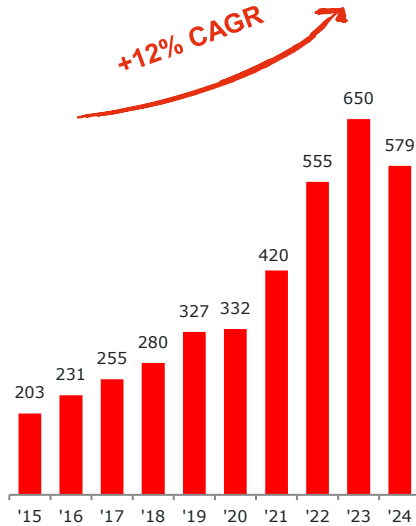
85
Sales force

Legend:  R&D centres  Plants  Commercial subsidiaries

5 Track record of profitable growth

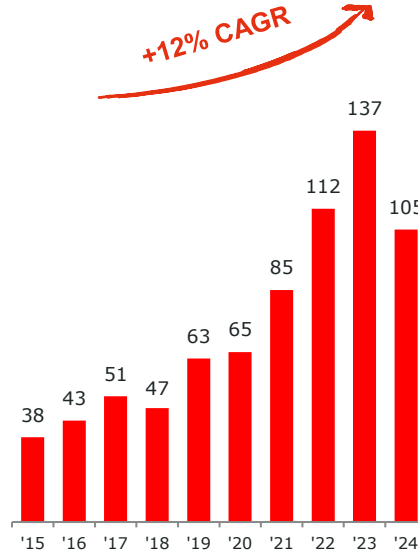
Double-digit growth

Revenue¹ (€m)



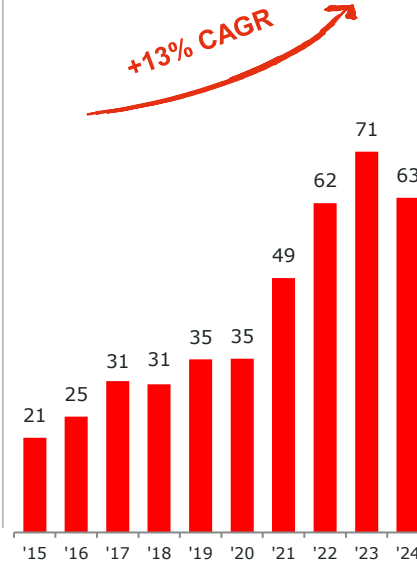
Strong profitability

EBITDA¹ (€m)



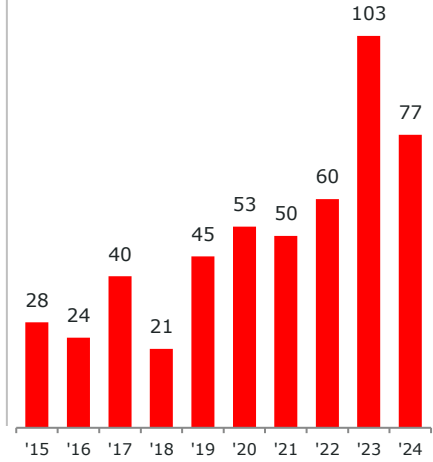
High conversion to net income

Net Income¹ (€m)



Cash generative business

Operating cash² (€m)



Resulting in a solid balance sheet and strong value creation to shareholders

Source: Company information Note: 2015-2020 IFRS

Note: 1) Including the contribution from M&A and the impact of the non recurring IPO Costs (~8m€ in 2018); 2) Operating cash calculated as cash flow from operations – Net Capex;

6 Global expansion, innovation and services

A



6 Pursuing external growth through disciplined bolt-on M&A



CAREL has performed **detailed analyses and scouting of potential targets**, thus promoting an **opportunistic approach** with a focus on **3 MAIN EXPANSION AREAS**:



M&A

M&A – 2023 – Kiona



We futurize the property ecosystem.

- **Company profile:** Kiona is a **leading Norway-based Software as a Service (“SaaS”) provider of property technologies solutions for energy consumption optimization and building digitalization** in retail & industrial refrigeration, public, commercial and multi-residential facilities.
- **Rationale:** The transaction serves as a strategic move to further strengthen CAREL's positioning as a global leader in the HVAC-R industry, addressing the increasing digitalization and shift towards servitization of the sector, as Kiona is expected to materially enhance and accelerate the development of CAREL's software and digital services offering.
- **Transaction structure:** Carel Industries S.p.A acquired 82.4% of Kiona on the 31st of August 2023. The acquisition consideration implies a 100% Enterprise Value of NOK 2.35 billion (c. €210m). Each of the founder & CEO and other minor shareholders retained a significant portion of their stake, which on an aggregate basis accounts for a c. 17.6% minority stake subject to a 3-years lock up period followed by a put and call option scheme.

• Industrial fitting:

- ✓ Increasing R&D fire-power in digital solutions by joining CAREL and Kiona teams.
- ✓ Strengthening CAREL capabilities to develop and sell digital services.
- ✓ Opening new commercial opportunities for Kiona
- ✓ Developing technological synergies between the Kiona system at the installation level and the CAREL controls on the HVAC/R units

M&A – 2022 – Senva



- **Company profile:** SENVA is a US company located in Oregon **specialising in the design and manufacture of a wide range of sensors**, mainly in the air-conditioning and ventilation sectors, and with a **significant presence in indoor air quality**.
- **Rationale:** the acquisition of SENVA is a further step towards the process of external growth through complementary products in reference applications that began in 2018. As in the case of Arion's acquisition (April 2022), the **focus in the sensors segment is key to making products more efficient and more connected to their ecosystem, while also facilitating the activation of digital services**. Furthermore, Numerous synergies can be achieved through the integration of CAREL and SENVA
- **Transaction structure:** Carel Industries S.p.A acquires all SENVA Inc.'s business through a SPV held by Carel USA Inc., Carel Industries S.p.A.'s US subsidiary. **That acquisition is valued at USD 34 million**. CAREL will also make an additional payment of up to USD 4 million tied to certain EBITDA results, for a total potential acquisition value of USD 38 million.

M&A – 2022 – Klingenburg



- **Company profile:** Klingenburg GmbH and Klingenburg International Sp. Z.o.o. are leading producers of a wide range of **products used mainly for heat recovery in ventilation and humidification systems, adiabatic cooling and air purification.**
- **Rationale:** The transaction rationale is mainly attributable to the **high degree of complementarity between Recuperator and Klingenburg** in relation to the respective technologies of specialisation (**plate exchangers for Recuperator and rotary for Klingenburg**) and to the application areas. Furthermore it will **strengthen CAREL's profile as a supplier of complete control solutions** with high added value in the conditioning and refrigeration industry, with **energy efficiency** as one of their main characteristics.
- **Transaction structure:** The transaction, through which CAREL Industries S.p.A. takes over control of Klingenburg GmbH and Klingenburg International Sp. Z.o.o. via the **acquisition of 100% of the share capital of the German and Polish companies**, took place in response to an Enterprise Value of Euro **12.0 million** (adjusted for approximately 2 million deferred capex).

M&A – 2022 – Sauber



- **Company profile:** Sauber is based in Porto Mantovano (Mantua) and is active mainly in the sector of on-field installation and maintenance services for HVAC/humidification systems in commercial and residential buildings, with a **strong focus on energy saving and optimization.**
- **Rationale:** the transaction can be traced back to the implementation of one of the main pillars of CAREL's strategy of strengthening its services area (digital, on-field and consulting) both by internal activities and through acquisitions.
- **Transaction structure:** Carel takes over control of Sauber through the acquisition of 70% of its share capital. The acquisition of the remaining 30%, the valuation of which is tied to Sauber future results, is governed by a cross-option mechanism between the parties, exercisable in 2025.

M&A – 2022 – Arion



- **Company profile:** Arion is the joint venture based in Bolgare (Bergamo Province - Italy), established in 2015 between CAREL and Bridgeport S.p.A. with the aim of developing sensor technology expressly dedicated to the air conditioning and refrigeration sectors.
- **Rationale:** The transaction is consistent with the Group's long-term strategy since the use of increasingly advanced sensors will make the equipment more efficient, more reliable and more connected with the eco-system in which they are inserted, also facilitating the activation of digital services.
- **Transaction structure:** Carel acquired a further 30% of the share capital of Arion reaching a 70% stake.

M&A – 2021 – CFM



- **Company profile:** a long-standing **distributor and partner in Turkey** as well as a **provider of digital and on-field services** and complete high added value solutions dedicated to OEMs, contractors and end users in the Turkish HVAC (Heating, Ventilation and Air conditioning) and Refrigeration market.
- **Transaction structure:** Carel took control of CFM through the acquisition of 51% of the share capital of the company. The acquisition of the remaining 49% of CFM, the valuation of which is tied to CFM future results, is governed by a cross-option mechanism between the parties, exercisable between 2024 and 2027.

M&A – 2021 – Enginia



- **Company profile:** Enginia has been operating in the AHU sector since 1997 and has grown year after year to become a recognized leader, particularly as regards the manufacture production of dampers for air handling units.
- **Rationale:** expansion of the product portfolio in the HVAC market, consolidating CAREL's role as a supplier of complete solutions to manufacturers of air handling units through advanced solutions in terms of performance and energy efficiency.
- **Transaction structure:** Carel, through its subsidiary Recuperator, acquired 100% of the share capital of Enginia.

**The transaction included the real estate complex that houses the company's headquarters, which was valued separately.*

M&A – 2018 – Recuperator



- **Company profile:** Recuperator is an Italy-based company active in the design, production and sale of "air-to-air" heat exchangers.
- **Rationale:** Integration with Recuperator expands CAREL's product portfolio in the HVAC market, consolidating its role as a supplier of complete solutions to manufacturers of air handling units, providing them with ever better solutions in terms of performance and energy efficiency.
- **Transaction structure:** The purchase price for the entire share capital of Recuperator is EUR 25.7 million, financed through the use of CAREL's own funds and bank loans

M&A – 2018 – HygroMatik



- **Company profile:** HygroMatik is based in Henstedt-Ulzburg, near Hamburg. It designs, produces and markets humidifiers and related accessories, in the industrial, commercial and wellness field.
- **Rationale:** integration with HygroMatik will consolidate Carel's positioning in German-speaking countries and in northern Europe thanks to the strong penetration of the acquired company in these markets and will allow for a better positioning in the context of different applications, leveraging the strength of the brand, the industrial excellence and specialised expertise in the field of humidification of one of the main players in the sector
- **Transaction structure:** The purchase price and the related cash-out for the entire share capital of HygroMatik GmbH amounted to EUR 56.1 million, financed through the use of own funds and bank loans,

