CARLE

CAREL INDUSTRIES S.p.A. 2025 – H1 Results

1st August 2025

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H1 2025 – Highlights

Q2 2025 organic revenue growth stood at 11.3%, placing it at the high-end of the guidance given in May. The excellent top-line results positively affected profitability (Q2 2025 EBITDA margin ~20%)

+5.7%
Org. Revenue growth

- Reported revenue reached 306.2m€, up 5.0% compared to H1 2024 (5.7% excluding FX).
- **Strong acceleration in Q2 2025** driven by a sharp **organic recovery in APAC (+16%) and EMEA (+7%)**. On top of this, the **positive momentum in the US continues,** with **organic growth exceeding 26% in Q2 2025**, following double-digit growth already achieved in Q1.
- **HVAC was the primary growth driver, delivering +15% organic growth in Q2 2025** supported by a recovery in the commercial and residential segments, coupled with sustained demand in data centre cooling.

19.3%
Adj. EBITDA margin

- **Adj. EBITDA margin equal to 19.3% (19.0% reported).**
- Q2 2025 EBITDA margin was approximately 20% benefitting both from the operating leverage and the positive dynamics in raw materials procurement prices.
- Q2 2025 even more accretive contribution coming from Kiona (H1 2025 EBITDA margin >25%)
- R&D investments-to-revenue ratio confirmed at target level: >5%.

41 m€
Net debt

- **Further reduction in Net Debt, moving from 50.2m€ to 41.1m€ driven by a strong cash generation (H1 2025 operating CF doubled compared to H1 2024).**
- **ND/LTM EBITDA 0.4x.** Net of 30.0m€ related to the IFRS16 accounting principle, Net Debt would stand a touch above 11m€, a negligible level compared to LTM EBITDA.

H1 2025 – Results

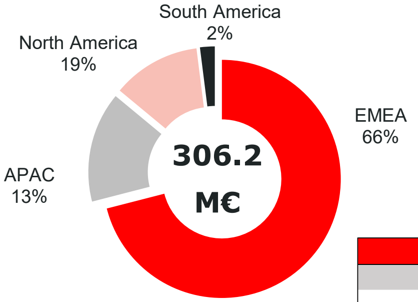
KPIs

m€	H1 2024	**H1 2025**	*Δ%*
Revenue	291.5	**306.2**	*5.0%*
Revenue (constant FX)	291.5	**308.1**	*5.7%*
EBITDA	53.2	**58.3**	*9.5%*
EBITDA Adj.	53.8	**59.1**	*9.9%*
EBITDA adj. /Revenue	*18.4%*	***19.3%***	
Net Profit	27.8	**26.5**	*(4.8%)*
Capex	13.0	**8.9**	*(32.0%)*

- **Revenue +5.0%:** A strong acceleration in Q2 across all regions, except South America, drove the mid-single digit growth in the H1 2025. **Kiona's performance improved, as well, in Q2 (>20%) bringing its H1 2025 growth to high-teens in local currency.** 2m€ negative FX impact due mainly to the weakness of the USD.
- **EBITDA Adj. +9.9%:** Net of a number of non-recurring reorganization costs, the EBITDA margin stood at **19.3%, marking a solid improvement on both H2 2024 (18.4%) and on Q1 2025 (18.6%).** Margin expansion is supported by a favorable raw material trend and operating leverage. Kiona's profitability remained accretive (>25%). >5%R&D expenses on revenues ratio confirmed.
- **Net Profit -4.8%**: The slight decline is mainly attributable to the absence of extraordinary items that benefitted H1 2024 as well as negative FX effect. Tax rate stood at 23.2%, substantially in line with H1 2024 (22.9%).
- **Capex:** FY 2025 capex-to-revenue target of ~5% confirmed. H1 2025 capex level was influenced by the typical seasonality.

H1 2025 – Revenue breakdowns

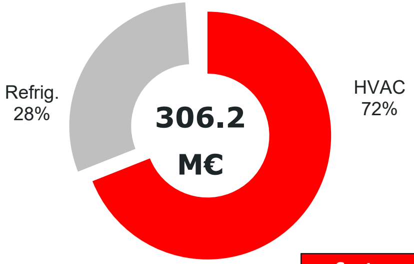
Breakdown by region



Area	H1 2024 (m€)	H1 2025 (m€)	Δ%	Δ% fx
EMEA	193.5	201.1	3.9%	3.9%
APAC	40.2	39.5	(1.7%)	0.0%
Americas (North)	50.1	59.0	17.7%	19.0%
Americas (South)	7.7	6.5	(15.2%)	(5.3%)
Total Revenue	**291.5**	**306.2**	**5.0%**	**5.7%**

- **EMEA** – Q2 2025 marked a **further improvement in performance, with a ~7% YoY growth, primarily driven by a strong acceleration in the HVAC sector.**
- **APAC** – **Sharp and anticipated recovery in Q2 2025 (+17%)** reversing the Q1 trend. The growth was fueled by **excellent results in China** and the ability of the company in securing some important projects. Performance outside China remained mixed.
- **Americas (North)** – North America delivered **another strong quarter**, in spite of high comps, supported by **sustained momentum in the data centre segment** and a **positive performance in the commercial sector.**
- **Americas (South)** – The Q2 2025 deceleration was largely due to economic uncertainty in Brazil.

Breakdown by sector



Sector	H1 2024 (m€)	H1 2025 (m€)	Δ%	Δ% fx
HVAC	206.5	219.7	6.4%	6.9%
Refrig.	84.6	86.1	1.7%	2.7%
Core Revenue	**291.1**	**305.8**	**5.0%**	**5.7%**
No core	0.4	0.4	(0.2%)	(0.1%)
Total Revenue	**291.5**	**306.2**	**5.0%**	**5.7%**

- **HVAC:** Excellent Q2 2025 performance (HSD org. growth) across the board, driven mainly by **an acceleration in the Commercial segment and tangible signals of recovery in the HPs market in Europe**. Additional uplift came from the **sustained growth in the Data Centre sector.**
- **Refrigeration:** Q2 2025 results reflected a mix of **heterogenous trends and temporary factors**: While North America and APAC posted a solid growth, EMEA saw a slight decline due to tough **comps in Eastern Europe** and the **postponement of key projects in Western Europe**. **A recovery is anticipated in the coming quarters.**

From EBITDA to Net Profit

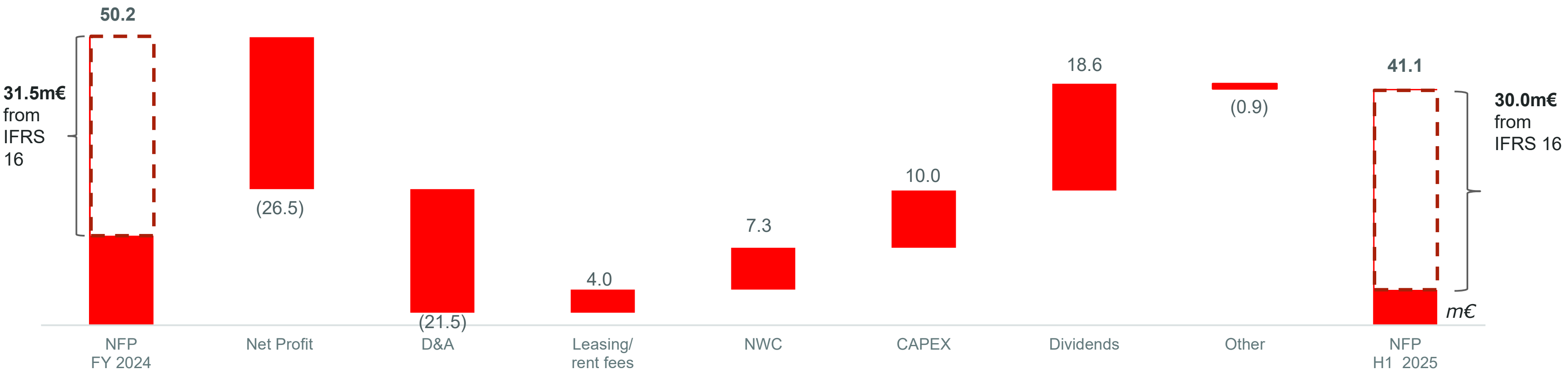
K€	H1 '24	**H1 '25**	Δ%
EBITDA	53,230	**58,283**	9.5%
D&A	*-18,914*	***-21,513***	
EBIT	34,316	**36,770**	7.2%
Financial (charges)/income	*-3,500*	***-2,754***	
FX gains/losses	*839*	***-492***	
Gain/Losses from FV on liabilities for options on minorities	*3,373*	***-***	
Companies cons.with equity method	*1,732*	***1,041***	
EBT	36,760	**34,565**	-6.0%
Taxes	*-8,421*	***-8,018***	
Minorities	*-524*	***-56***	
Group net profit	27,814	**26,490**	-4.8%

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

- **Absence of extraordinary item** related to CFM minority, which positively impacted on H1 2024.
- Negative FX trend.

- **23.2% tax-rate.** Substantially in line with H1 2024 level (22.9%).

H1 2025 – NFP Bridge



- **Strong cash generation**. thanks to excellent operating results and an optimized management of the NWC. This resulted in a **further reduction in the Net Debt**, despite the payment of the 2024 dividends
- Excluding the purely accounting effect coming from IFRS 16 Net Debt would be approximately 11m€.

Closing Remarks

Q2/H1 2025 Results

- **Exceptional Q2 Performance**: Q2 2025 delivered strong double-digit growth, coming in at the high end of guidance. Solid execution across all key geographies, combined with the Group's ability to capture strategic opportunities during a phase of macroeconomic transition, drove this result.
- **Enhanced Profitability:** EBITDA margin improved significantly in Q2, supported by operating leverage, favorable raw material trends, and the structural tailwinds of Kiona positive contribution.
- **Strong Cash Generation:** Robust financial performance translated into solid cash generation, easily funding capex, a moderate expansion in working capital, and the distribution of annual dividends.

Tariffs

- Although a recent US-EU draft agreement on tariffs has been reached, **the broader global outlook remains uncertain.**
- Nevertheless, **CAREL's broad international footprint and mirrored production strategy** ensure strong resilience and position the company to adapt effectively to ongoing changes.

Scenario

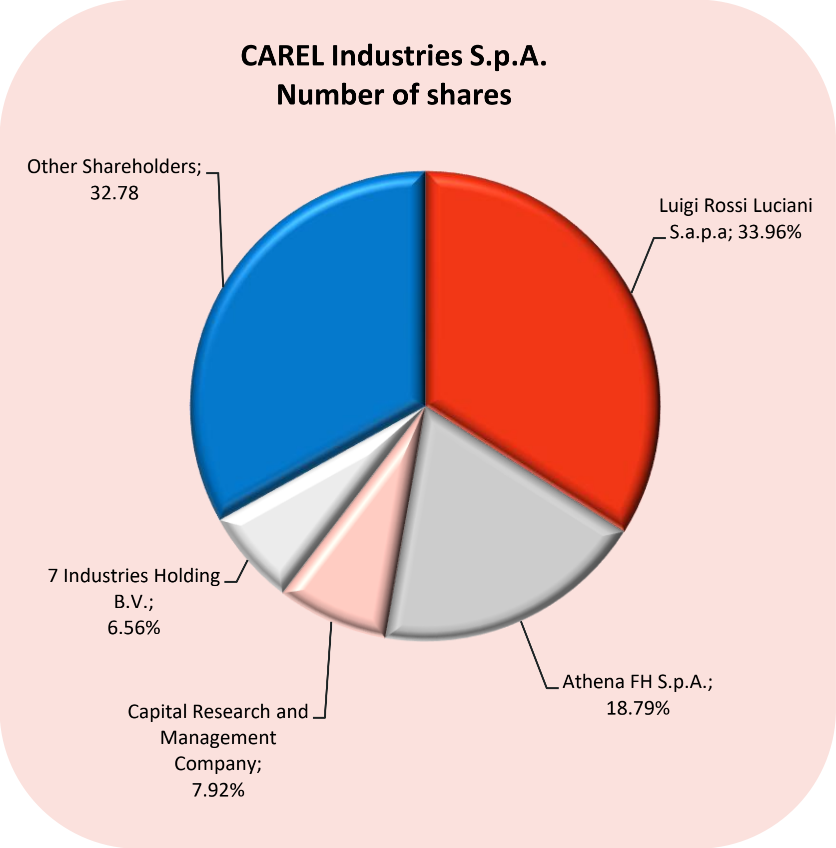
- CAREL's strong Q2 2025 results underscore **the Group's ability to navigate a challenging market environment, supported by its international diversification, broad product portfolio, and presence across multiple verticals.** However, the macroeconomic context remains complex, with persistent geopolitical tensions, heightened market volatility, and **reduced visibility continuing to shape the outlook.**

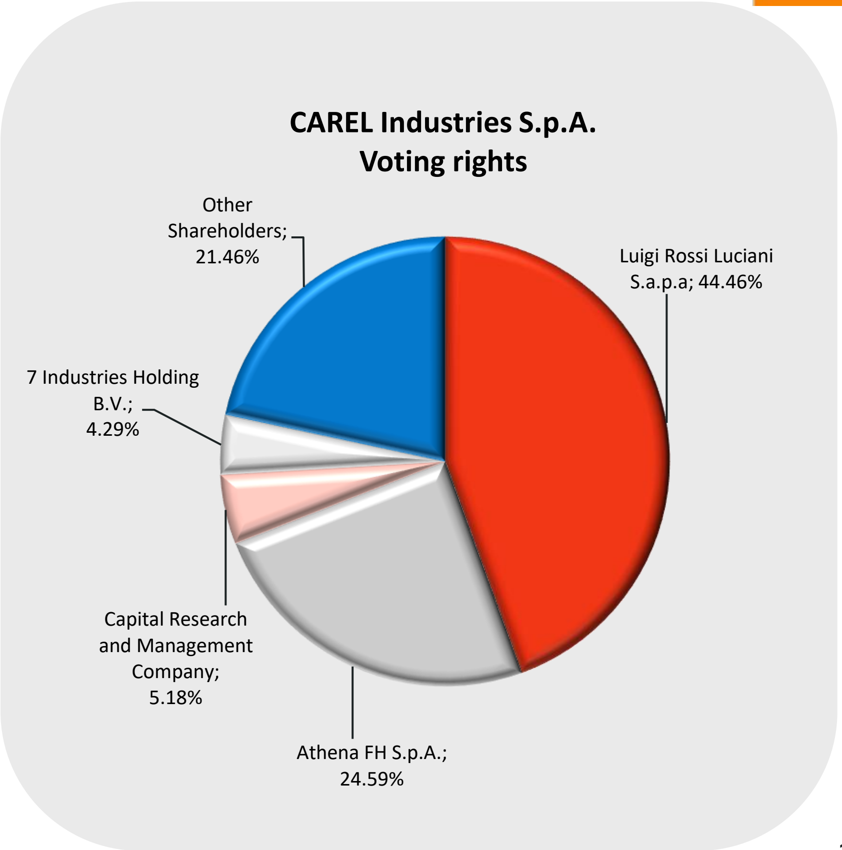
Guidance

Taking this into account, the Group expects to close the Q3 2025 with organic revenue growth (at constant FX) in the high single-digit to low double-digit percentage range compared to Q3 2024.

Annexes

Shareholding structure (>3% voting rights)





Income statement and Balance Sheet

Income statement

K€	H1 2025	H1 2024	Delta %
Revenues	306,177	291,526	5.0%
Other revenues	2,382	2,516	(5.3%)
Operating costs	(250,277)	(240,812)	3.9%
EBITDA	**58,283**	**53,230**	**9.5%**
Depreciation and impairments	(21,513)	(18,914)	13.7%
EBIT	**36,770**	**34,316**	**7.2%**
EBT	**34,565**	**36,760**	**(6.0%)**
Taxes	(8,018)	(8,421)	(4.8%)
Net result of the period	**26,547**	**28,338**	**(6.3%)**
Non controlling interest	56	524	(89.2%)
Group net result	**26,490**	**27,814**	**(4.8%)**

Balance sheet

K€	H1 2025	FY 2024	Delta %
Fixed Capital	492,877	508,920	(3.2%)
Working Capital	76,306	76,909	(0.8%)
Employees defined benefit plai	(7,096)	(7,390)	(4.0%)
Net invested capital	**562,088**	**578,438**	**(2.8%)**
Equity	435,643	441,535	(1.3%)
Non currrent liabilities on put and call options	85,314	86,714	(1.6%)
Net financial position (asset)	41,131	50,190	(18.1%)
Total	**562,088**	**578,438**	**(2.8%)**

Company Profile

Leading provider of advanced control solutions for HVAC/R

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

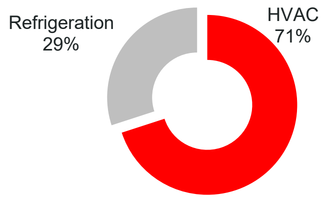
- **15 production plants** (6x Italy, 2xCroatia, Poland, 2x Germany, China, 2xUS and Brazil)

Key financials – 2024A

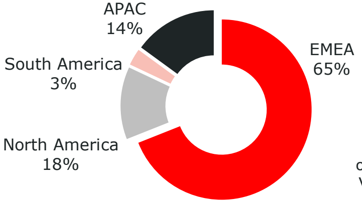
Revenue	EBITDA	Net income
€579m	**€105m**	**€63m**
+12% CAGR 2015A-24A	**+12%** CAGR 2015-24A	**+13%** CAGR 2015A-24A

Revenue breakdown - 2024A

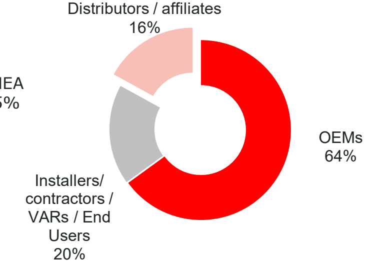
By market



By geography



By channel



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

Refrigeration

Industrial

Data Centers

Industry and Process

Pharma and Food

Residential

Residential

Commercial

Shopping Centers

Office Space

Recreational

Food Retail

Convenience Stores

Hypermarkets

Food Service

Restaurant Chains

Refrigerated Merchandisers

Source: Company information

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

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

Compressors[1]

BLDC compressors

Remote management, monitoring systems, IoT

Solution for local / remote management monitoring and optimization

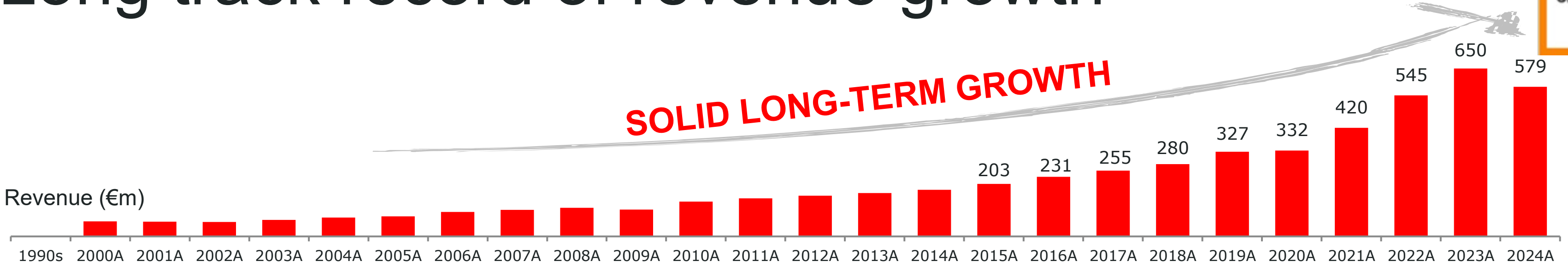
Services

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

Well-articulated strategies to continue the growth track record

CAREL

A

Strategy	Focus
HVAC to consolidate its market leadership / **Refrigeration to increase market share**	• Consolidation of HVAC market leadership • Growth in Refrigeration driven by technology leadership • Upselling and cross-selling • Global penetration
Increase focus on Services	• Connectivity, IoT and AI capabilities already developed • Advanced monitoring and optimization services to end customers to represent one of CAREL's organic growth drivers
Innovation	• Maintain innovation leadership

B

Strategy	Focus
Industrial Footprint and Lean Approach	• Deliver strong profitability • Leveraging the current production capacity, further enhancing flexibility
Human Resources	• Develop talent

C

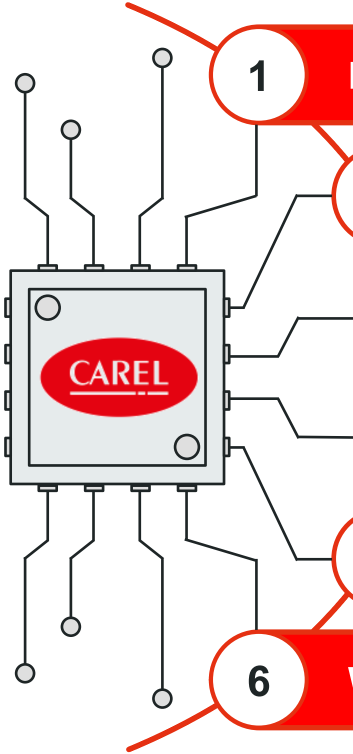
Strategy	Focus
Disciplined bolt-on M&A	• Disciplined bolt-on M&A activity focused on complementing core-business in Europe, on expanding in US and APAC and on adjacent capabilities, leveraging on solid balance sheet

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

Source: Company information

CAREL

Leading provider of advanced energy efficient control solution



1. **High-tech leader in attractive niches of the HVAC/R industry**
2. **Attractive growth supported by secular trends**
3. **Positioning and technological innovation capability hard to replicate**
4. **Highly efficient global operations serving locally diversified blue-chip customers**
5. **Track record of organic growth with strong profitability and cash generation**
6. **Well-articulated strategies to continue the growth track record**

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

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* — #1 In Europe	**SIGNIFICANT ROOM** *FOR FURTHER EXPANSION*
Energy efficiency and high performance are critical	**60%** European market share *in Roof-tops* — #1 In Europe	**BREAK-THROUGH** *INNOVATIONS* **-50% kWh²** *HEEZ energy consumption* **Higher efficiency³** *Rotary DC technology*
Requirement for tailored and customizable solutions		
Solutions accounting for a low percentage of the final equipment value	**42%** market share *In CRAC for Data Centers(1)* — #1 In Europe	**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

CAREL

2 Attractive market growth supported by secular trends

Secular trends…

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

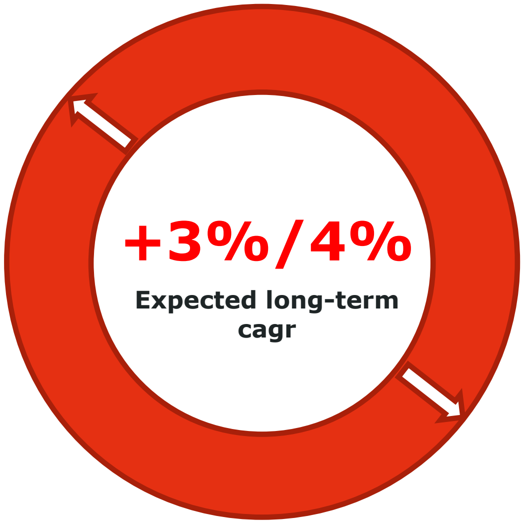
- **ECONOMIC ACTIVITY** driving demand for HVAC/R

INTERNET OF THINGS

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

…supporting attractive market growth

Reference HVAC and refrigeration Market

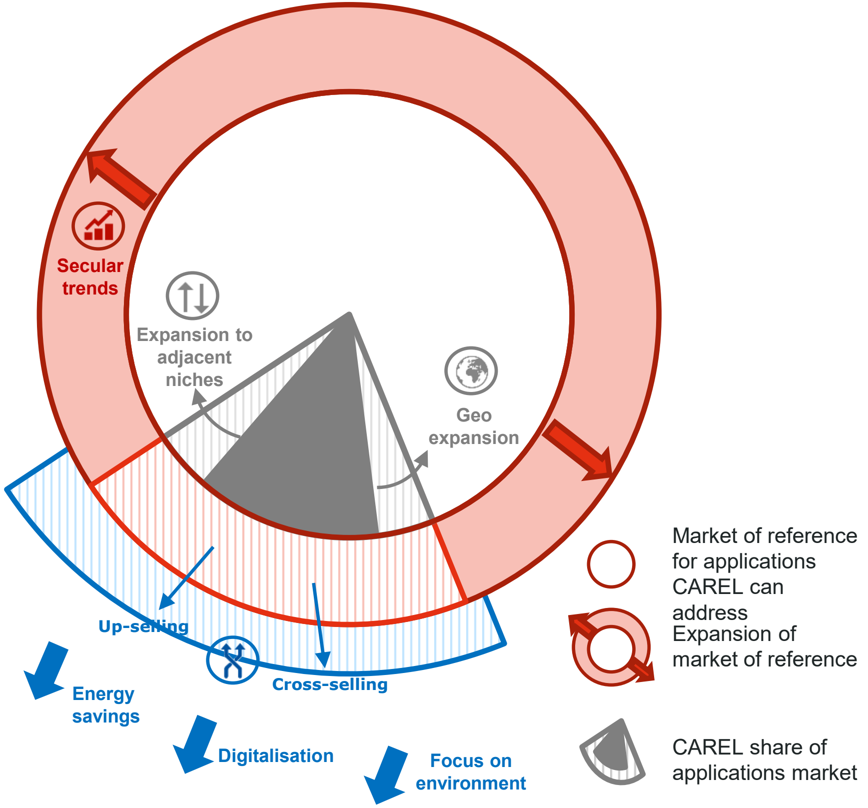


Source: Company information

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
Increase in market share	**NICHES EXPANSION** Leverage of deep knowledge of final applications to expand to adjacent niches **GEOGRAPHIC EXPANSION** Geographic expansion into new markets
Increase in share of wallet	**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



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

FROM PRODUCT PLATFORMS TO INTEGRATED ELECTRONIC SOLUTIONS…

PRODUCT PLATFORMS | SYSTEMS

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

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

…IN THE HVAC AND REFRIGERATION MARKETS

HVAC

Example of a CHILLER UNIT

Refrigeration

Example of a BEVERAGE COOLER

3 Positioning and innovation capability hard to replicate

>5% OF REVENUE[1]

Invested annually in R&D

~12% OF TOTAL WORKFORCE

dedicated to **R&D**

6 R&D CENTRES

PROPRIETARY SOFTWARE

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

CAREL

UNIQUE KNOW HOW

01100
10110
11110

COMBINING 5 DOMAINS

- Hardware & Firmware
- Software
- Mechanics
- Thermodynamycs
- IoT

RESEARCH COLLABORATION

With Tier-1 Universities and Research Institutions

Fraunhofer · National Research Council of Italy · Università degli Studi di Padova · Shanghai Jiao Tong University

TECHNOLOGICAL PARTNERS

Cooperation with technology leaders

TOSHIBA · MITSUBISHI ELECTRIC

AWARD WINNING BUSINESS

Nov-13
Electrolux Supplier Award

Jan-16
AHR Expo Innovation Award

Apr-17
China Refrigeration Innovation Award

Sep-17
World Beverage Innovation Award

Oct-17
RAC Cooling Industry Award

Apr-18
China Refrigeration Award

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

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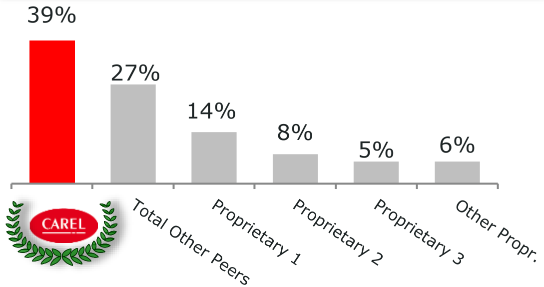
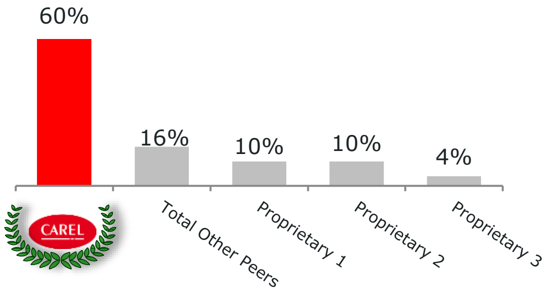
3 Leadership position in HVAC OEM premium niches…

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…

2014

HEOS SISTEMA
Waterloop system with DC tech for refrigeration

2015

HECU SISTEMA
High efficiency condensing unit control for multi-split refrigeration system

2017

HEEZ
Control solution for refrigerated merchandiser with rotary DC tech

2018

EMJ
Winner at China Refrigeration award 2018

2020

IJ
Highly customizable controller with advanced connectivity

…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

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

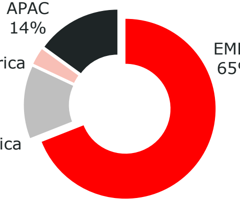
NORTH APAC

1 Plant

313 Employees

87 Sales force

1 R&D Centre



Revenue 2024A breakdown by geography

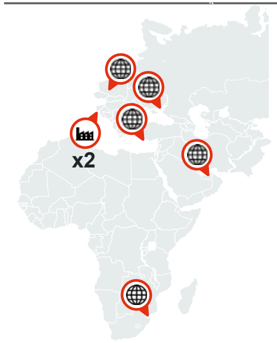
SOUTH AMERICA

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

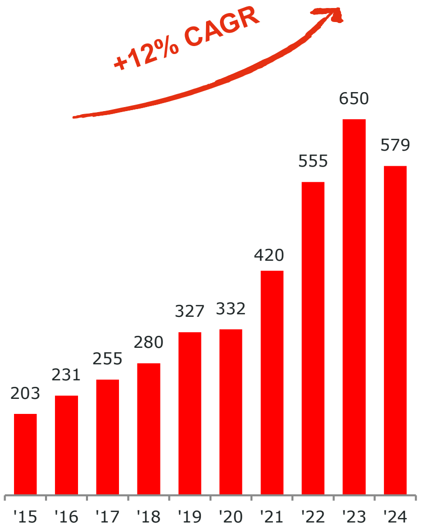
Source: Company information at 31/12/2024

CAREL

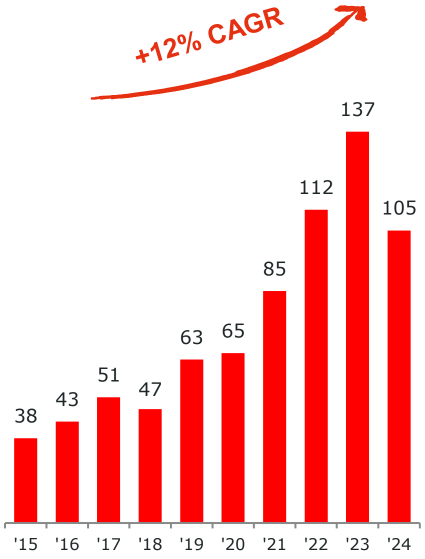
5 Track record of profitable growth

Double-digit growth	Strong profitability	High conversion to net income	Cash generative business

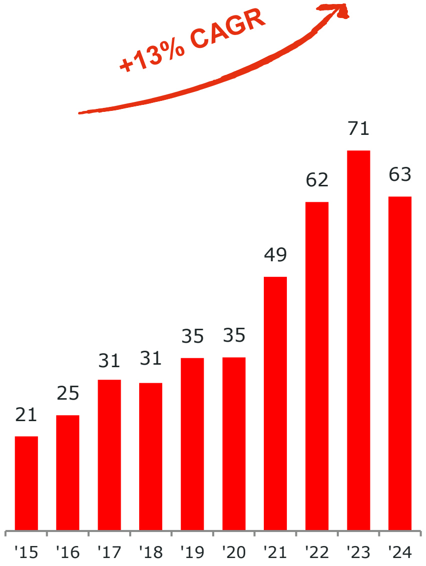
Revenue[1] (€m)



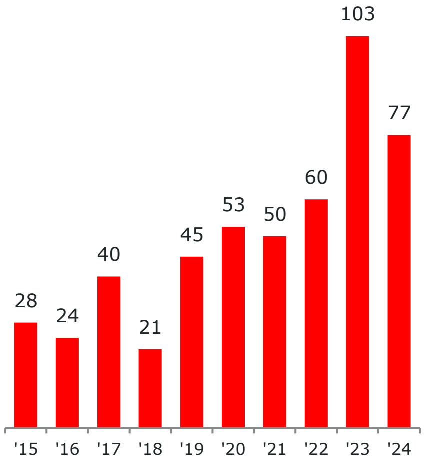
EBITDA[1] (€m)



Net Income[1] (€m)



Operating cash[2] (€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;

CAREL

6 A Global expansion, innovation and services

Pursuing additional opportunities improving services offer with IoT and advanced monitoring solutions

Consolidation of leadership positions in HVAC

Growth in Refrigeration

Cross-selling and up-selling exploiting high-efficiency trends

Geographical expansion through the introduction of innovative solutions in new geographies

6 B 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:**

A – **COMPLEMENTING CORE-BUSINESS** through the acquisition of complementary products / services, competences and niche markets, and increasing its presence in European markets

B – **GEOGRAPHICAL EXPANSION**, mainly US and Europe

C – Potential selected acquisitions in **NEW APPLICATIONS AND SERVICES**

CAREL

M&A

M&A – 2023 – Kiona

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

SAUBER®
AUTOMATION AND ELECTRICAL

- **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.

CAREL

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.

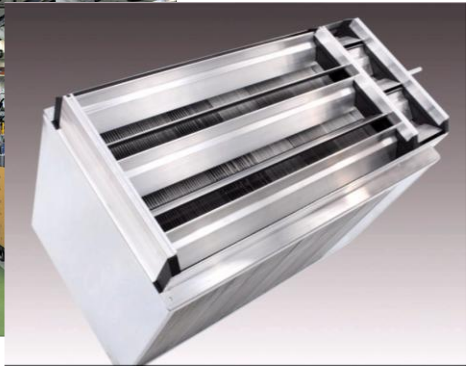
M&A – 2021 – Enginia

- **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

RECUPERATOR
THE HEAT EXCHANGER



- **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,

CAREL