



# CAREL INDUSTRIES S.p.A. 2026 – Q1 Results



14<sup>th</sup> May 2026



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# Q1 2026 – Highlights

Q1 revenues exceeded €170 million, with c.20% organic growth, representing the fourth consecutive quarter of double-digit growth and outperforming the upper end of the guidance.

**+19.7%**  
Org. Revenue growth

- Reported revenue reached €170.9 million, up 15.9% vs. Q1 2025 (+19.7% org.).
- As in previous quarters, **growth was broad-based** across all regions and both end markets, confirming **the strong balance of the Group's business portfolio**.
- **HVAC** continued to be the main growth driver, with **>23% organic growth in Q1 2026**, driven by a **strong momentum in Data Centers and Heat Pumps**, early signs of recovery in Industrial and positive contribution from Commercial.
- **Refrigeration** also delivered solid organic growth, reaching approximately **+11% in Q1 2026**, with a particularly strong performance in **North America, where organic growth exceeded 40%**.

**21.5%**  
EBITDA margin

- **EBITDA margin reached 21.5%**, significantly higher than mid-term guidance.
- This **strong margin expansion** was supported by excellent revenue performance and **operating leverage**, together with a **favorable gross profit trend and the accretive contribution from Kiona**.
- The R&D investments-to-revenue ratio confirmed at target level: >5%.

**24<sub>m€</sub>**  
Net cash position

- **Q1 2026 saw strong cash generation**, comfortably covering the seasonal increase in NWC and the period capex.
- Excluding the IFRS 16 impact (~30m€), the company would have reported a net cash position exceeding 50m€

# Q1 2026 – Results

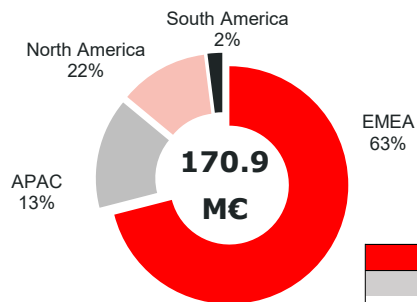
## KPIs

m€	Q1 2025	Q1 2026	Δ%
Revenue	147.4	<b>170.9</b>	15.9%
Revenue (constant FX)	147.4	<b>176.4</b>	19.7%
EBITDA	26.6	<b>36.8</b>	38.3%
<i>EBITDA /Revenue</i>	18.1%	<b>21.5%</b>	
Net Profit	10.1	<b>18.4</b>	81.5%
Capex	4.4	<b>3.7</b>	(16.0%)

- **Revenue +15.9%:** The excellent organic revenue growth achieved in Q1 2026 (+19.7%) was **driven by double-digit organic growth across virtually all market and regions. North America** once again delivered an outstanding performance, posting **organic growth in excess of 50%**. FX had a significant negative impact, amount to over 5m€.
- **EBITDA +38.3%:** The strong revenue performance translated into a **significant uplift in EBITDA, which increased by almost 40%** over the period. This resulted in a margin **expansion of over 300bps** compared to Q1 2025.
- **Net Profit +81.5%:** Net profit nearly doubled versus Q1 2025, with a tax rate of 23.0% for the period.
- **Capex:** Lower capex compared to Q1 2025, in line with expectations.

# Q1 2026 – Revenue breakdowns

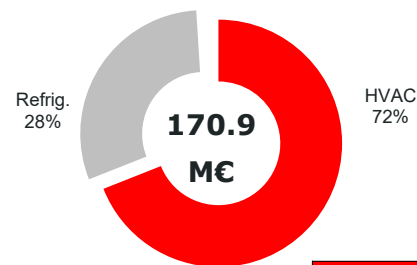
## Breakdown by region



Area	m€		m€	
	Q1 2025	Q1 2026	Δ%	Δ% fx
EMEA	99.5	108.4	9.0%	9.0%
APAC	17.8	21.7	21.9%	29.4%
Americas (North)	26.8	36.8	37.4%	52.4%
Americas (South)	3.3	3.9	20.5%	23.2%
<b>Total Revenue</b>	<b>147.4</b>	<b>170.9</b>	<b>15.9%</b>	<b>19.7%</b>

- **EMEA – Q1 2026 delivered an HSD growth rate, well balanced between HVAC and Refrigeration.** Growth would have been higher without the timing of certain projects in Eastern Europe
- **APAC – Another very solid quarter, despite the season impact of the Chinese New Year. Excluding FX, growth reached nearly 30%,** mainly driven by HVAC, with outstanding Data Centre performance.
- **Americas (North) – Momentum remained extremely strong in North America (>50% org. growth rate),** supported by **continued Data Centre demand** and, once again, an excellent performance in **the Refrigeration sector (>40% org. growth).**
- **Americas (South) – Positive Q1 2026 organic performance, achieved despite the ongoing economic uncertainty in Brazil.**

## Breakdown by sector



Sector	m€		m€	
	Q1 2025	Q1 2026	Δ%	Δ% fx
HVAC	103.8	123.4	18.8%	23.3%
Refrig.	43.4	47.2	8.7%	10.7%
<b>Core Revenue</b>	<b>147.2</b>	<b>170.5</b>	<b>15.9%</b>	<b>19.6%</b>
No core	0.2	0.4	83.0%	84.7%
<b>Total Revenue</b>	<b>147.4</b>	<b>170.9</b>	<b>15.9%</b>	<b>19.7%</b>

- **HVAC: Further acceleration in organic growth (+23.3%), with solid performance across all geographies. APAC and North America stood out in particular, both delivering organic growth above 40%.**
- **Refrigeration: Delivered double-digit organic growth (+10.7%),** reflecting the Group's ability to **capture attractive business opportunities,** primarily driven by the adoption of **solutions based on natural refrigerants and enhanced energy efficiency**

# From EBITDA to Net Profit

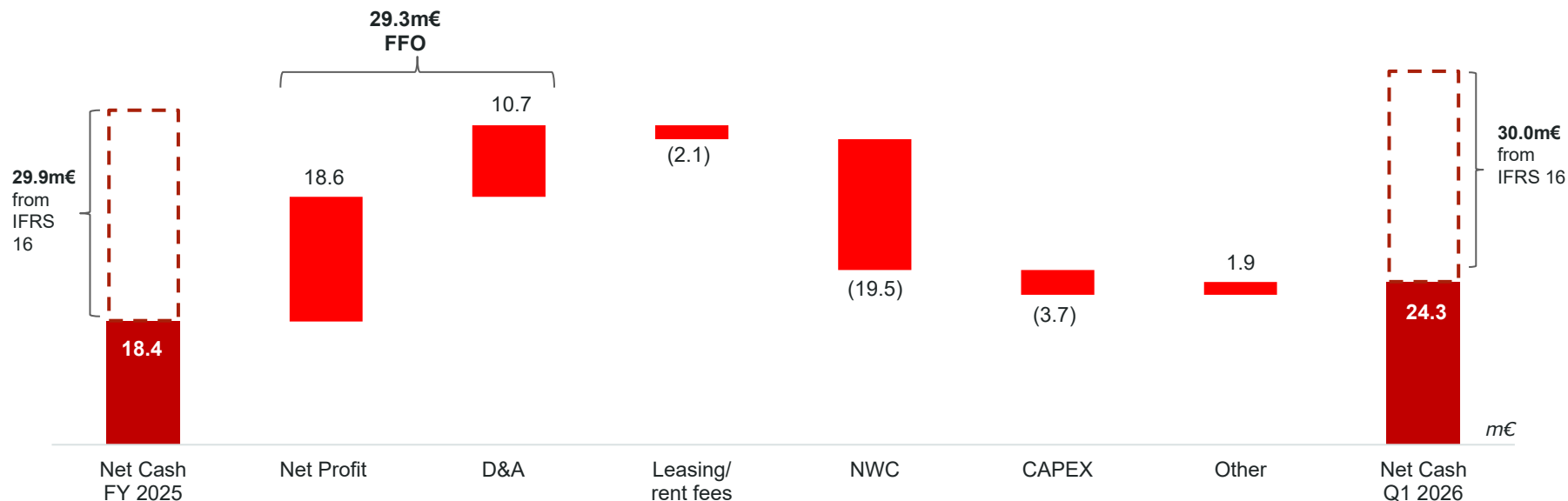
	K€	Q1 '25	Q1 '26	Δ%
EBITDA		26,622	<b>36,817</b>	38.3%
	D&A	-11,161	<b>-10,663</b>	
EBIT		15,461	<b>26,154</b>	69.2%
	Financial (charges)/income	-1,731	<b>-1,122</b>	
	FX gains/losses	-891	<b>-2,434</b>	
	Gain/Losses from FV on liabilities for options on minorities	-	<b>450</b>	
	Companies cons.with equity method	-	<b>1,070</b>	
EBT		12,839	<b>24,119</b>	87.9%
	Taxes	-2,733	<b>-5,552</b>	
	Minorities	-22	<b>178</b>	
Group net profit		10,129	<b>18,389</b>	81.5%

- **D&A substantially in line with Q1 2025**

- Negative exchange rate trend mainly due to FX on Put&Call option
- Positive results in companies consolidated with equity methods linked to Free Polska.

- **23.0% tax-rate**, not far from what reported at the end of 2025 (22.6%)

# Q1 2026 – (NFP)/Net Cash Bridge



- **Funds from operations equal to 29.3m€ (~40% up on Q1 2025)**, easily covering NWC increase and Capex, bringing Net Cash level to 24m€. **Excluding the IFRS16 effect, the Net Cash would be 54.3m€**
- NWC increase linked mainly to higher revenues and seasonality.

# Embedding Cloud to Edge intelligence in HVAC/R system control



CAREL is building a fully integrated AI ecosystem, where intelligence is not an add-on but a core capability, designed to connect data, algorithms, and domain expertise across platforms, products, and real-world applications, turning AI into a tangible driver of efficiency, performance, and sustainability.

## CAREL's A.I. strategy: an end-to-end approach

Our objective is to span the **entire value chain, from cloud-based intelligence to A.I. capabilities embedded directly in field devices**, ensuring coherence and scalability across solutions.

By integrating A.I. across digital platforms, control systems, and products, **CAREL maintains direct ownership of models and value creation.**

This approach strengthens our **ability to innovate over time** and consistently **enhance system performance.**



### Cloud Layer – Digital Intelligence Platforms.

At the cloud level, CAREL leverages advanced digital platforms such as Kiona and RED Optimise to transform data into actionable intelligence.



### Middleware Layer – Supervisory Intelligence.

At the middleware layer, CAREL BOSS acts as the intelligent supervisory backbone connecting cloud services and field devices.



### Edge Layer – Smart Controls Powered by STone.

At the edge, CAREL's programmable controls are increasingly developed and orchestrated through the STone platform, enabling future-ready intelligence directly on devices

# Closing Remarks

## Q1 2026 Results

- **Strong start to 2026:** Q1 delivered an excellent performance, with revenues exceeding expectations and marking the fourth consecutive quarter of double-digit organic growth, supported by broad-based momentum across regions and end markets.
- **Quality growth reflected into margin expansion:** The strong top-line performance translated into a significant uplift in EBITDA margin, exceeding the mid-term guidance.
- **Further strengthening of the Balance Sheet:** Robust cash generation in the quarter comfortably covered seasonal working capital absorption and period capex, further supporting the Group's financial flexibility.

## Scenario

- **Positive momentum into early 2026:** The solid demand trends observed in the second half of 2025 carried into the first quarter of 2026, supported by sustained strength across key verticals and geographies. Though the visibility remains low, the order intake stays strong.
- **Macroeconomic uncertainty remains:** Although the direct impacts on the company of the Middle East conflict remains limited, the macroeconomic and geopolitical backdrop continue to be volatile, constraining forward visibility and increasing forecast complexity.

## Guidance

**Taking this into account, the Group expects Q2 2026 consolidated revenues to be in the range of €180–190 million, corresponding to a growth between 13% and 20% on Q2 2025.**

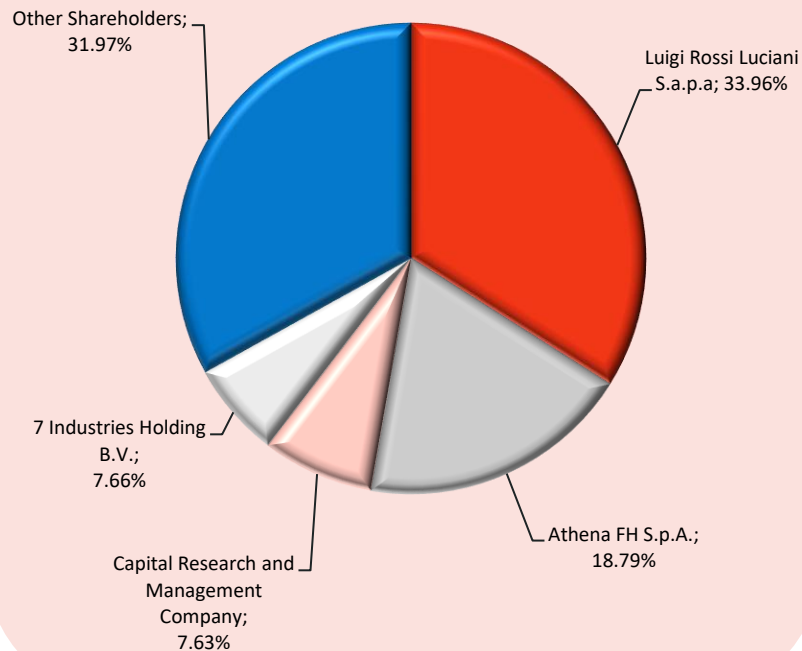
*These estimates are based on currently available information and assume no material worsening of the geopolitical and macroeconomic environment. Further adverse developments could impact demand and overall performance.*



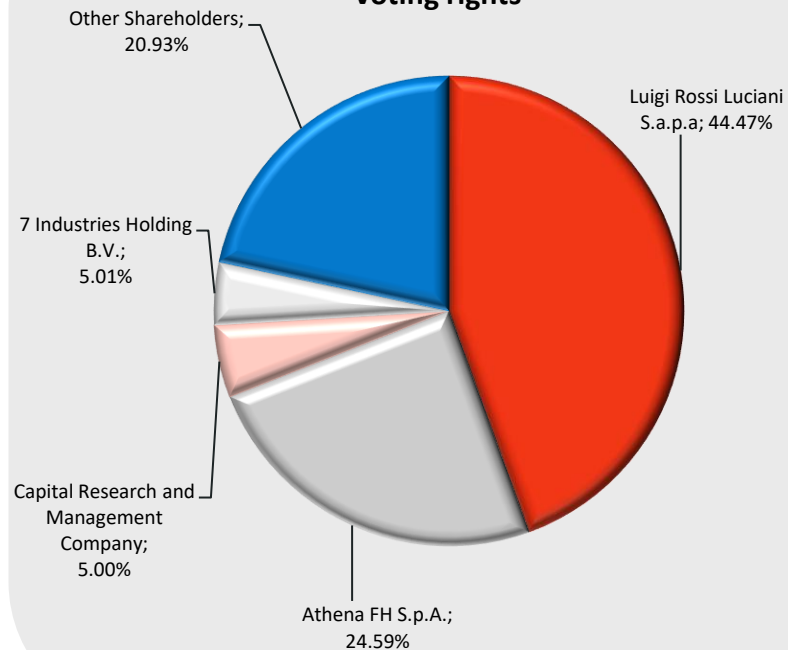
# Annexes

# 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 2026	Q1 2025	Delta %
Revenues		170,901	147,400	15.9%
Other revenues		1,705	1,149	48.4%
Operating costs		(135,789)	(121,927)	11.4%
<b>EBITDA</b>		<b>36,817</b>	<b>26,622</b>	<b>38.3%</b>
Depreciation and impairments		(10,663)	(11,161)	(4.5%)
<b>EBIT</b>		<b>26,154</b>	<b>15,461</b>	<b>69.2%</b>
<b>EBT</b>		<b>24,119</b>	<b>12,839</b>	<b>87.9%</b>
Taxes		(5,552)	(2,733)	103.2%
<b>Net result of the period</b>		<b>18,567</b>	<b>10,106</b>	<b>83.7%</b>
Non controlling interest		178	(22)	n.r.
<b>Group net result</b>		<b>18,389</b>	<b>10,129</b>	<b>81.5%</b>

## Balance sheet

	K€	Q1 2026	FY 2025	Delta %
Fixed Capital		487,778	488,810	(0.2%)
Working Capital		68,722	48,882	40.6%
Employees defined benefit plan		(7,245)	(7,166)	1.1%
<b>Net invested capital</b>		<b>549,254</b>	<b>530,526</b>	<b>3.5%</b>
Equity		504,987	482,945	4.6%
Non current liabilities				
on put and call options		68,565	66,012	3.9%
Net financial position (asset)		(24,298)	(18,432)	31.8%
<b>Total</b>		<b>549,254</b>	<b>530,526</b>	<b>3.5%</b>



# 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%<sup>1</sup> of Revenues** invested in R&D

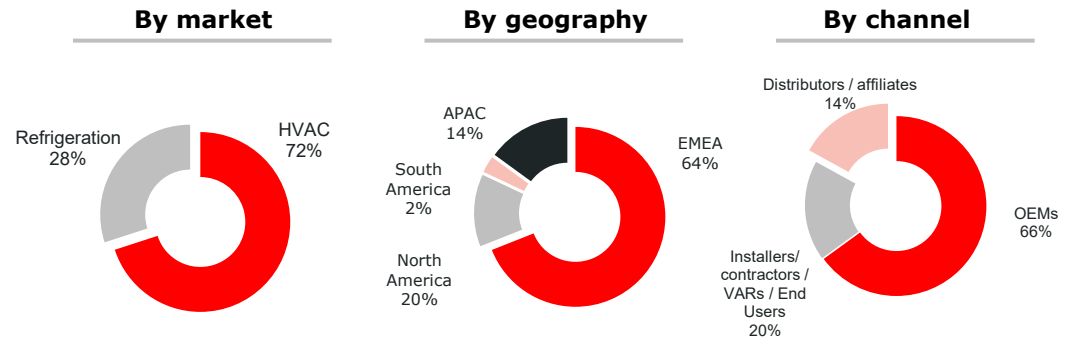
## Global footprint

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

## Key financials – 2025A

Revenue	EBITDA	Net income
€629m	€124m	€73m
+12% CAGR 2015A-25A	+13% CAGR 2015-25A	+13% CAGR 2015A-25A

## Revenue breakdown - 2025A



Source: Company information  
Note: 1) avg. 2015A-25A

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

### Residential

### Commercial

### Food Retail

### Food Service

#### Data Centers



#### Residential



#### Shopping Centers



#### Convenience Stores



#### Restaurant Chains



#### Industry and Process



#### Office Space



#### Hypermarkets



#### Refrigerated Merchandisers



#### Pharma and Food



#### Recreational





# ...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<sup>1</sup>



BLDC compressors

## Remote management, monitoring systems, IoT



Solution for local / remote management monitoring and optimization

## Services and Software



Full portfolio of digital and non-digital services

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

Source: Company information  
Note: 1) developed with partners



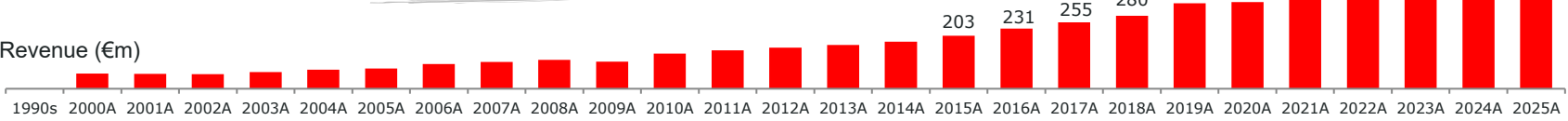


# Long track record of revenue growth

**SOLID LONG-TERM GROWTH**

Revenue (€m)

1990s 2000A 2001A 2002A 2003A 2004A 2005A 2006A 2007A 2008A 2009A 2010A 2011A 2012A 2013A 2014A 2015A 2016A 2017A 2018A 2019A 2020A 2021A 2022A 2023A 2024A 2025A



**HIGH PROFITABILITY**

Adj. EBITDA (€m)

1990s 2000A 2001A 2002A 2003A 2004A 2005A 2006A 2007A 2008A 2009A 2010A 2011A 2012A 2013A 2014A 2015A 2016A 2017A 2018A 2019A 2020A 2021A 2022A 2023A 2024A 2025A



Plants & R&D

Branches

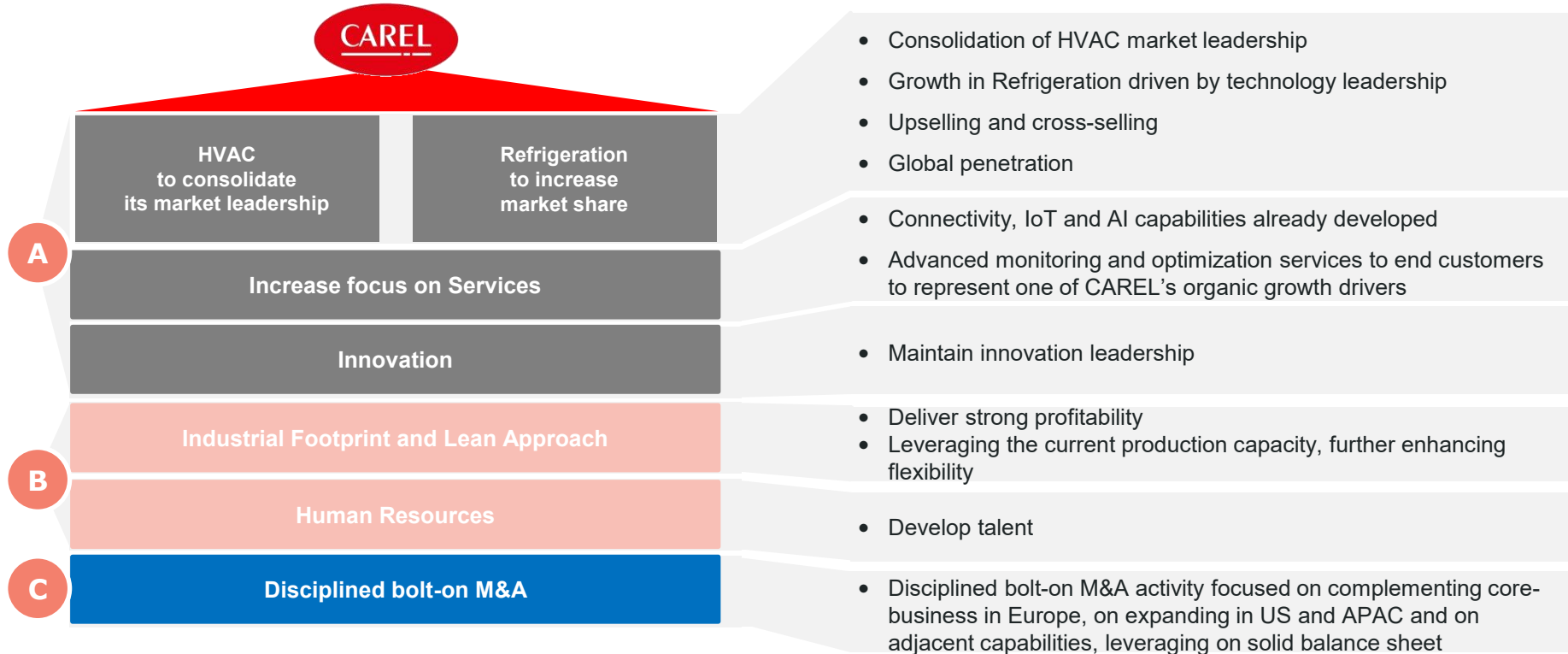
**IPO**

- 2018 – RECUPERATOR (ITA)
- 2018 – HYGROMATIK (GER)
- 2021 – ENGINIA (ITA)
- 2021 – CFM (TUR)
- 2022 – ARION (ITA)
- 2022 – SAUBER (ITA)
- 2022 – KLINENBURG (GER/POL)
- 2022 – SENVA (US)
- 2023 – KIONA (NOR)

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 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% kWh<sup>2</sup>**  
*HEEZ energy consumption*

Requirement for tailored and customizable solutions

**42%**  
market share  
in *CRAC for Data Centers<sup>(1)</sup>*



In Europe

**Higher efficiency<sup>3</sup>**  
*Rotary DC technology*

**GROWING PRESENCE**  
Globally

Solutions accounting for a low percentage of the final equipment value

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

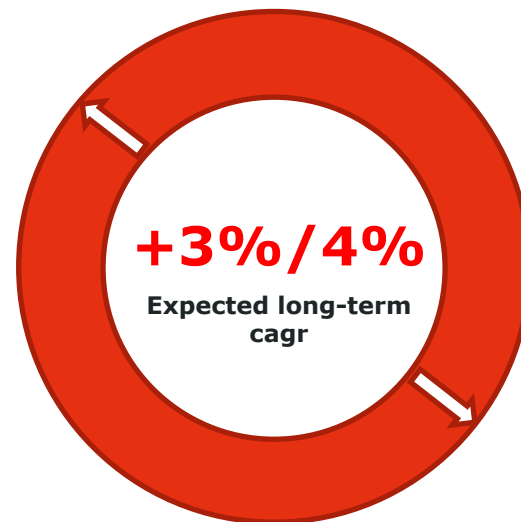
- **ECONOMIC ACTIVITY** driving demand for HVAC/R



#### INTERNET OF THINGS

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

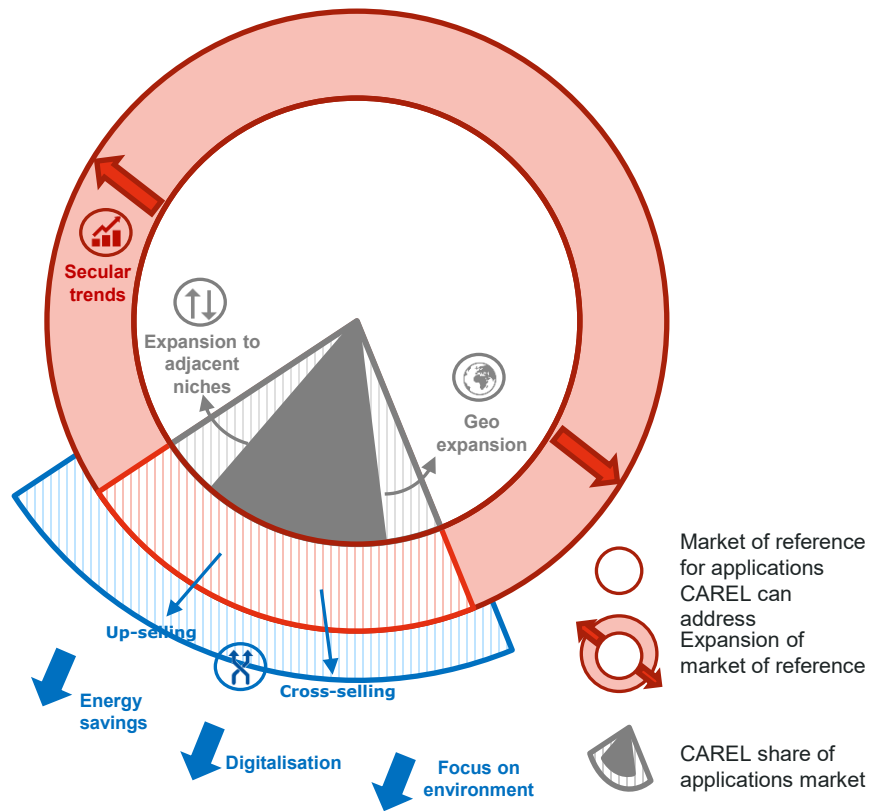
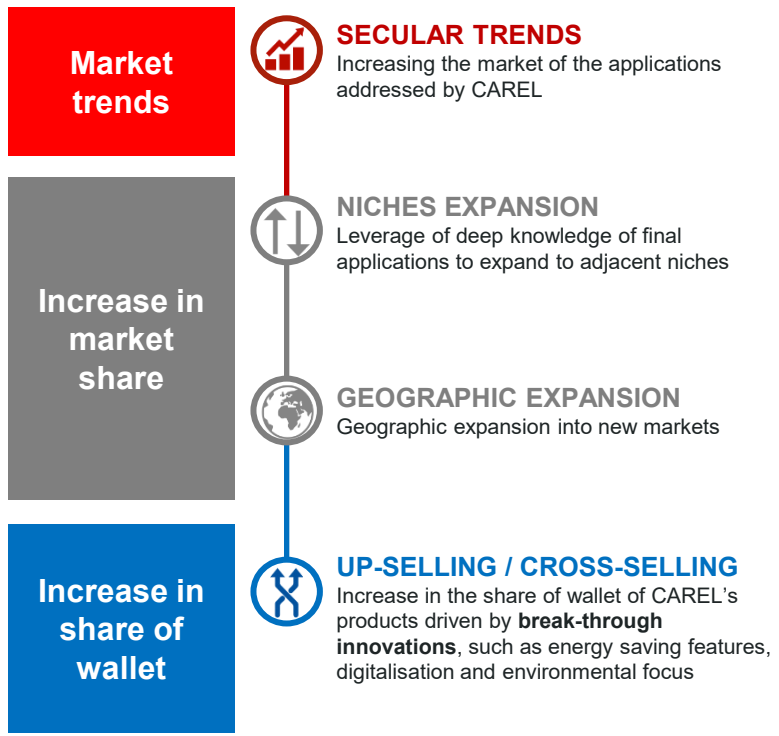
Source: Company information



2

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

## Growth drivers



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 REVENUE<sup>1</sup>

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**

## COMBINING 5 DOMAINS

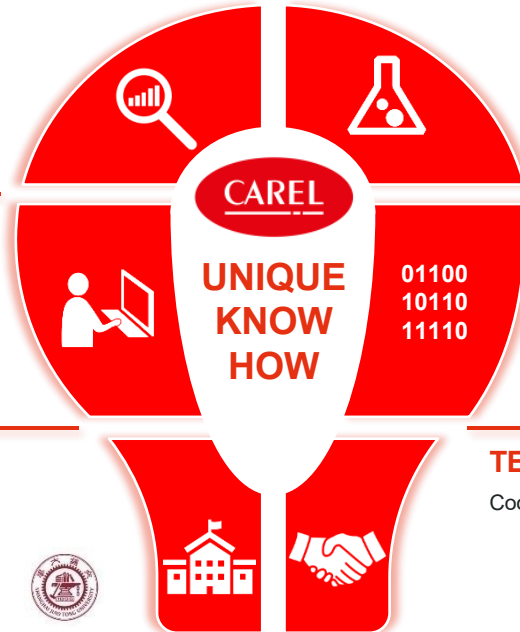
- Hardware & Firmware
- Software
- Mechanics
- Thermodynamics
- IoT

## RESEARCH COLLABORATION

With Tier-1 Universities and Research Institutions

## TECHNOLOGICAL PARTNERS

Cooperation with technology leaders



**AWARD WINNING BUSINESS**

Source: Company information at 31/12/2025  
Note: 1) avg. 2015A-25A.

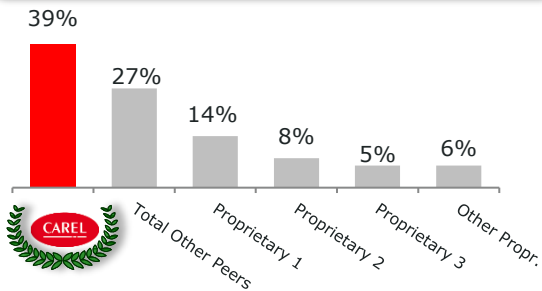


# 3 Leadership position in HVAC OEM premium niches...

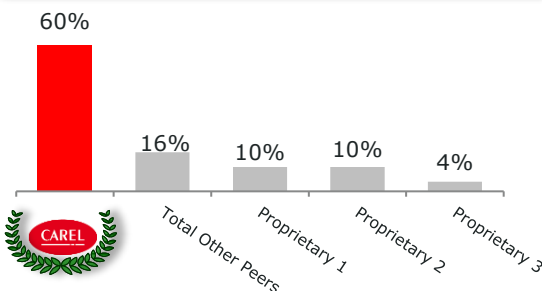
Leadership positioning in premium niches...

...with no perfect comparable

## Chiller European Market Share



## Rooftop European Market Share



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

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
<p><b>HEOS SISTEMA</b> Waterloop system with DC tech for refrigeration</p>	2014			
<p><b>HECU SISTEMA</b> High efficiency condensing unit control for multi-split refrigeration system</p>	2015	Vertical niche approach	✓✓	✓✓✓
<p><b>HEEZ</b> Control solution for refrigerated merchandiser with rotary DC tech</p>	2017	Innovation pace & knowledge of final applications	✓✓	✓
<p><b>EMJ</b> Winner at China Refrigeration award 2018</p>	2018	Integrated solutions	✓✓	✓
<p><b>IJ</b> Highly customizable controller with advanced connectivity</p>	2020	Global operations	✓✓✓	✓
		Flexibility for tailored solutions	✓✓	✓✓✓
		Economies of scale	✓✓	✓

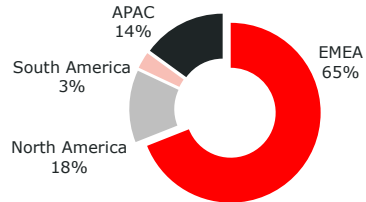
Source: Company information and elaborations

# 4 Highly efficient global operations serving locally...

**GLOBAL PRODUCTION FOOTPRINT**

**DIRECT AND HIGHLY SKILLED SALES NETWORK**

**BEST POSITIONED TO CAPTURE GLOBAL GROWTH OPPORTUNITIES**



Revenue 2025A breakdown by geography

## NORTH AMERICA



**2**  
Plants

**307**  
Employees

**104**  
Sales force

**2**  
R&D Centre

## WESTERN EUROPE



**9**  
Plants

**1431**  
Employees

**495**  
Sales force

**3**  
R&D Centre

## NORTH APAC



**1**  
Plant

**327**  
Employees

**93**  
Sales force

**1**  
R&D Centre

## SOUTH AMERICA

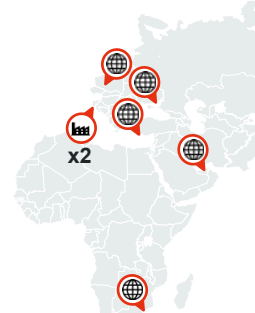


**1**  
Plant

**64**  
Employees

**23**  
Sales force

## REMEA



**2**  
Plants

**497**  
Employees

**133**  
Sales force

## SOUTH APAC



**83**  
employees

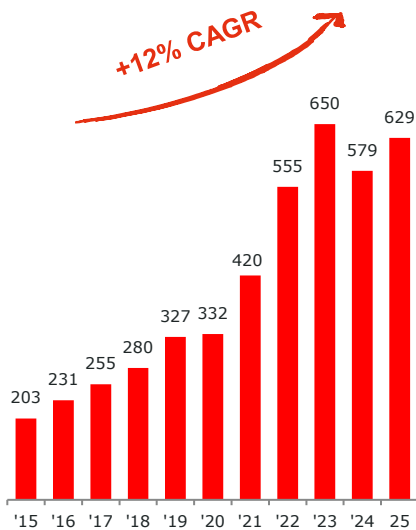
**83**  
Sales force

Legend: R&D centres Plants Commercial subsidiaries

# 5 Track record of profitable growth

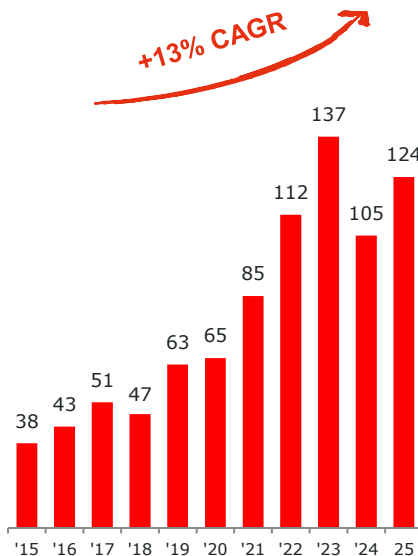
## Double-digit growth

Revenue<sup>1</sup> (€m)



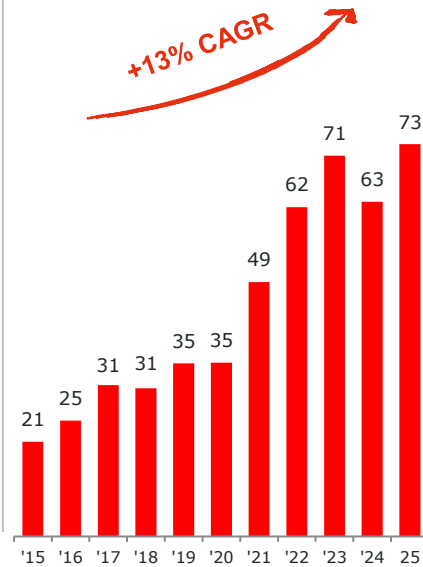
## Strong profitability

EBITDA<sup>1</sup> (€m)



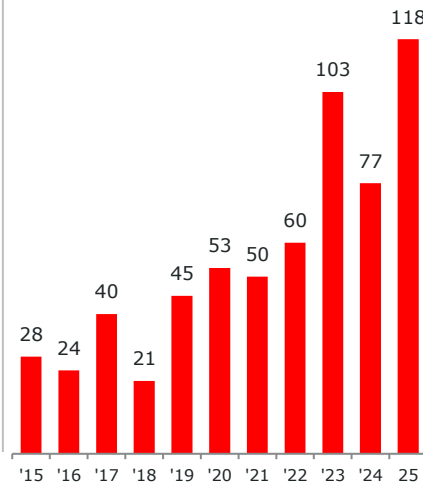
## High conversion to net income

Net Income<sup>1</sup> (€m)



## Cash generative business

Operating cash<sup>2</sup> (€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

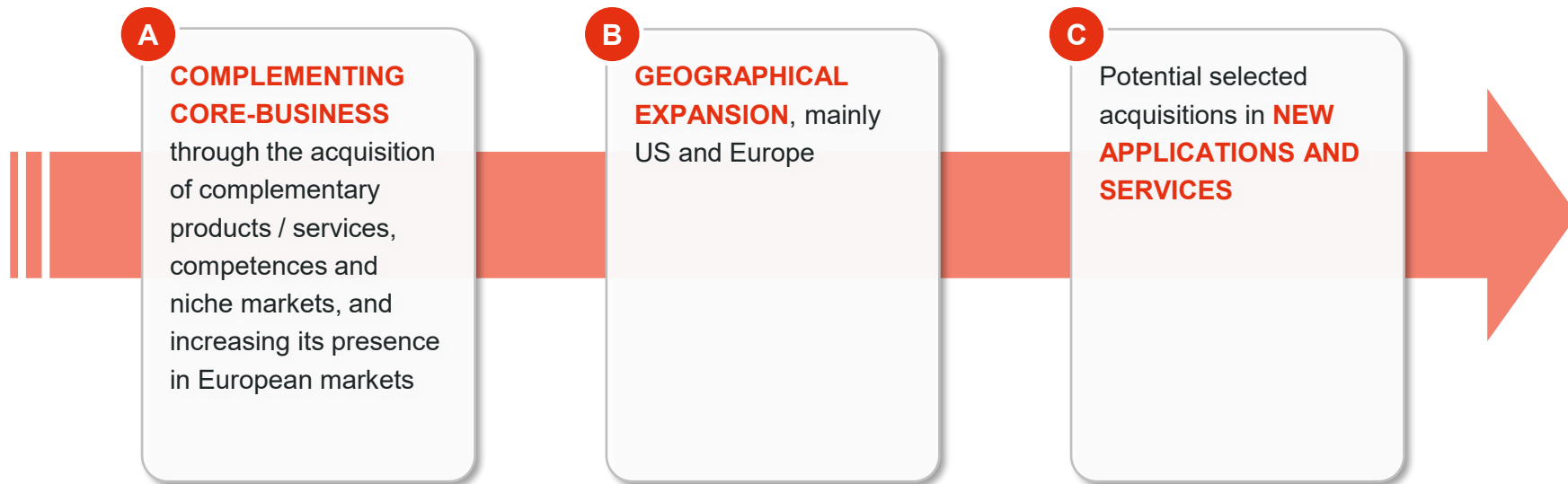
A



# 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

# 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 31<sup>st</sup> 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,

