

Seale & Associates

Introduction

We are pleased to share our HVAC Industry Valuation Multiples Update for Q1 2024.

At Seale & Associates, we are committed to providing process-driven solutions designed to optimize value and achieve our client's strategic objectives in a range of transactions including Mergers, Acquisitions, Divestitures and Carve-Outs, Business Sales, Recapitalizations, and Joint Ventures, among other corporate finance and strategy consulting services.

Over the course of 25+ years, we have successfully served clients all over the world, and we are delighted to continue providing investment banking advisory services to our clients who are looking to grow through acquisitions or optimize their portfolios through strategic divestitures.

Seale has extensive experience advising leading multinational companies, private equity firms, and family-owned businesses across a wide range of industries.



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HVAC Industry Overview, M&A Trends and Market Intelligence

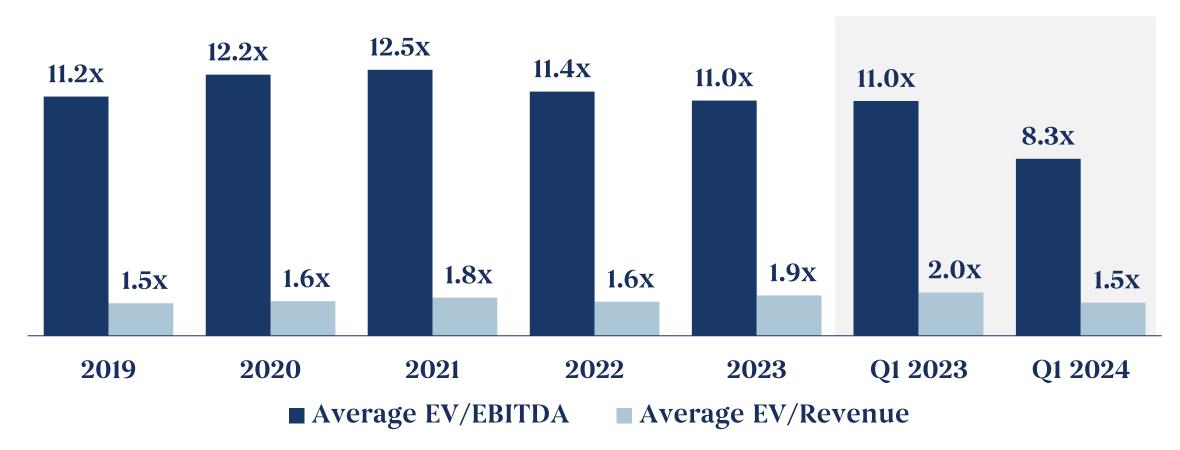
HVAC M&A Trends and Market Intelligence

- As supply chains gradually regain pre-COVID efficiency levels, distributors are moving away from the 'just-in-case' inventory strategy, which led to peak inventory levels in 2022, and are now returning to more 'normalized' working capital levels
- **Economies of scale**, geographic **expansion**, and the **pursuit** of operational synergies have been major driving factors for consolidation activities
- Strong gross margins and a high level of revenue predictability have supported vigorous M&A pricing in the HVAC Equipment sector
- Private strategics have maintained a rate consistent with previous years, with both private and public entities using **steady cash flows** to **pursue acquisitions** at attractive multiples
- PE buyers **pulled back** in 2023 due to a challenging **leverage** environment, with a 45% YOY decrease in transaction numbers
- With anticipated declines in interest rates in 2024, predictable cash flows, minimal capital expenditures, and robust customer retention metrics, many PE investors are revitalizing efforts to acquire and expand independent HVAC manufacturing platforms
- Independent manufacturers, especially those with unique products or serving varied customer groups, should note that the M&A landscape in HVAC manufacturing continues to be strong
- Cash-rich public-market manufacturers are consistently showing interest in inorganic growth strategies for long-term expansion, positioning themselves as acquirers in recent M&A activity
- Service companies that are already supported by PE firms are seeking to **strategically acquire** HVAC firms to **broaden** their markets or add services

HVAC Industry M&A Deal Size and Volume



HVAC Industry M&A Average EV/EBITDA and EV/Revenue



HVAC Equipment Manufacturing Global Comparable Public Companies (1/2)

Company	Country	Market	Enterprise Value	Revenue	EBITDA	Annual Average EV/EBITDA		First Quarter Mar. 31, 2024	
Company	Country	Cap. US\$M	US\$M	US\$M	Margin	2022	2023	EV/ EBITDA	EV/ Revenue
AAON, Inc.	AAON USA	\$7,187	\$7,238	\$1,169	24.2%	30.4x	27.0x	25.6x	6.2x
Carrier Global Corporation	Carrier USA	\$52,323	\$57,428	\$22,098	14.4%	12.6x	14.8x	18.1x	2.6x
Daikin Industries,Ltd.	DAIKIN JPN	\$39,871	\$41,233	\$28,161	13.8%	14.0x	13.2x	10.6x	1.5x
Haier Smart Home Co., Ltd.	dief CHN	\$30,317	\$27,291	\$36,206	8.7%	11.6x	9.5x	8.7x	0.8x
Johnson Controls International plc	chnson IRL Controls	\$44,515	\$55,933	\$26,819	16.7%	10.9x	12.5x	12.5x	2.1x
Lennox International Inc.	ENNOX USA	\$17,393	\$18,852	\$4,982	20.7%	13.6x	14.8x	18.3x	3.8x
Midea Group Co., Ltd.	Midea CHN	\$60,930	\$53,190	\$51,525	11.5%	12.3x	10.1x	9.0x	1.0x
NIBE Industrier AB (publ)	SWE	\$9,910	\$11,523	\$4,363	18.7%	34.3x	27.0x	14.1x	2.6x
Resideo Technologies, Inc.	resideo _{USA}	\$3,258	\$4,215	\$6,242	12.4%	5.5x	4.6x	5.5x	O.7×
SPX Technologies, Inc.	DE USA	\$5,626	\$6,117	\$1,741	17.7%	14.6x	16.2x	19.9x	3.5x

HVAC Equipment Manufacturing Global Comparable Public Companies (2/2)

Campany	Caunt	Market	Enterprise Value	Revenue US\$M	EBITDA Margin	Annual Average EV/EBITDA		First Quarter Mar. 31, 2024	
Company	Countr	y Cap. US\$M	US\$M			2022	2023	EV/ EBITDA	EV/ Revenue
Systemair AB (publ)	system air SWE	\$1,486	\$1,586	\$1,152	12.8%	14.0x	13.4x	10.8x	1.4x
Trane Technologies plc	TRANE° IRL	\$68,167	\$72,396	\$17,678	19.0%	15.5x	16.3x	21.6x	4.1x
Excluded from mean and median					Mean	12.5x	12.5x	12.7x	2.2x
					Median	13.8x	14.1x	13.3x	2.3x

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HVAC Equipment Distribution Global Comparable Public Companies

Company	Company		Market Country		Revenue	EBITDA	Annual Average EV/EBITDA		First Quarter Mar. 31, 2024	
Company		Country	Cap. US\$M	Value US\$M	US\$M	Margin	2022	2023	EV/ EBITDA	EV/ Revenue
Beijer Ref AB (publ)	BEIJER REF	SWE	\$7,537	\$8,323	\$3,007	12.2%	32.2x	26.4x	22.8x	2.8x
Ferguson plc	FERGUSON	GBR	\$44,253	\$48,903	\$29,359	11.8%	9.8x	9.8x	14.1x	1.7×
Reece Limited	reece	AUS	\$11,837	\$12,810	\$5,836	10.3%	16.7x	15.3x	21.2x	2.2x
Watsco, Inc.	watsco	USA	\$15,865	\$16,446	\$7,284	13.1%	12.2x	13.7x	17.2x	2.3x
W.W. Grainger, Inc.	GRAINGER ®	USA	\$50,024	\$52,458	\$16,478	17.8%	14.2x	14.1x	17.9x	3.2x
Excluded from mean and median						Mean	13.2x	13.2x	17.6x	2.4x
						Median	14.2x	14.1x	17.9x	2.3x

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HVAC Service Firms Global Comparable Public Companies

Company	Company		Market Country		Revenue	EBITDA	Annual Average EV/EBITDA		First Quarter Mar. 31, 2024	
Company		Country	Cap. US\$M	Value US\$M	US\$M	Margin	2022	2023	EV/ EBITDA	EV/ Revenue
Comfort Systems USA, Inc.	COMFORT USA	USA	\$11,301	\$11,353	\$5,207	11.1%	12.6x	13.9x	19.6x	2.2x
EMCOR Group, Inc.	EMCOR	USA	\$16,482	\$16,033	\$12,583	10.5%	7.1x	8.6x	12.2x	1.3x
SPIE SA	SPIE	FRA	\$6,254	\$7,731	\$9,509	9.4%	8.4x	8.4x	8.7x	0.8x
Bravida Holding AB (publ)	♦ bravida	SWE	\$1,792	\$2,001	\$2,752	7.9%	11.3x	9.8x	9.2x	0.7x
Tutor Perini Corporation	Tutor Perini	USA	\$752	\$1,318	\$3,880	0.0%	5.1x	10.9x	3206.4x	0.3x
Excluded from mean and median						Mean	8.9x	9.4x	12.4x	1.1x
						Median	8.4x	9.8x	12.2x	0.8x

HVAC Control Modules Global Comparable Public Companies

Company		Country	Market Country		Revenue	EBITDA	Annual Average EV/EBITDA		First Quarter Mar. 31, 2024	
Company			Cap. US\$M	Value US\$M	US\$M	Margin	2022	2023	EV/ EBITDA	EV/ Revenue
Emerson Electric Co.	EMERSON.	USA	\$64,842	\$80,128	\$15,909	27.1%	13.9x	12.7x	18.6x	5.0x
Honeywell International Inc.	Honeywell	USA	\$133,860	\$147,886	\$36,662	24.8%	16.2x	16.2x	16.3x	4.0x
Infineon Technologies AG	infineon	DEU	\$44,171	\$47,472	\$17,327	34.3%	10.2x	8.6x	8.0x	2.7x
Johnson Controls International plc	Johnson Controls	IRL	\$44,515	\$55,933	\$26,819	16.7%	10.9x	12.5x	12.5x	2.1x
Ningbo Deye Technology Group Co., Ltd.	Deye 後業	CHN	\$5,362	\$4,775	\$1,137	31.0%	79.8x	26.9x	13.5x	4.2x
Excluded from mean and median						Mean	12.8x	12.5x	12.6x	3.3x
						Median	13.9x	12.7x	13.5x	4.0x

HVAC - Q1 Global Transactions (1/3)

Date	Target	Country	Description	Buyer	Seller	% Acquired	Size US\$M	EV/ EBITDA	EV/ Revenue
Mar-24	BKF-Klima A/S - din klimaleverandør	DNK	Distributes HVAC equipment	DAIKIN	BEIJER REF	100.0%	-	-	-
Mar-24	Refrigeration and Air Conditioning Business of Climacraft GmbH	AUT	Distributes and installs tailor-made refrigeration and air conditioning systems	Caverion Building Performance	climacraft	100.0%	-	-	-
Mar-24	fbmhudson italiana	ITA	Designs and manufactures heat exchangers and high pressure equipment for oil and gas, chemical, petrochemical, oil refining, power, fertilizers industries	OFFICINE PICCOLI CARPENTERIE OIL & GASSERL	KNM	100.0%	\$17.9	-	-
Mar-24	Stan's Home Services Holdings Inc.	USA	Consists of Stan's Heating, Air, Plumbing & Electrical and Wagner Mechanical, full-service providers of residential HVAC services	Master Trades	-	100.0%	-	-	-
Mar-24	N-S	USA	Provides air distribution and air side solutions for HVAC industries	INTERNATIONAL	-	100.0%	-	-	-
Mar-24	thermowave	DEU	Develops, manufactures, and distributes plate heat exchangers	Nexson PROCESS SYSTEMS	Güntner	100.0%	-	-	-
Mar-24	KlimaPartner	DEU	Distributes ventilation and indoor climate products	© Lindab	-	100.0%	-	-	-
Mar-24	FEATURE ANT CONGINED MINOS	USA	Provides HVAC installation, repair, maintenance, and air quality services	QUALITY HEATING - COOLING PLUMBING - ELECTRIC	-	100.0%	-	-	-
Mar-24	ARIC	USA	Installs, repairs and maintains HVAC equipment	LUNCHPAIL SERVICE PARTNERS	-	100.0%	-	-	-
Mar-24	€	SWE	Installs and assembles ventilation systems and specializes in energy optimization	Sandbâckens	-	100.0%	-	-	-
Mar-24	HEATING & AIR COMFORT you can count on, PEOPLE you can trust.	USA	Provides essential residential HVAC services	GROVE MOUNTAIN PARTNERS	-	100.0%	-	-	-

HVAC - Q1 Global Transactions (2/3)

Date	Target	Country	y Description	Buyer	Seller	% Acquired	Size US\$M	EV/ EBITDA	EV/ Revenue
Mar-24	SESERT TECH	USA	Provides air conditioning and heating installation, repair, and maintenance services	SUNLOGIX ENERGY	-	100.0%	-	-	-
Feb-24	Gene Burch Plumbing Heating & Air	USA	Provides heating, air, and boiler construction, installation and repair services	Marin H ₂ O	-	100.0%	-	-	-
Feb-24	oceanair	GBR	Distributes air conditioning and heating products	MKM	-	100.0%	-	-	-
Feb-24	Mercury	USA	Provides HVAC, sheet metal, and piping contracting services	PremiStar	-	100.0%	-	-	-
Feb-24	KENGO-Lusk	USA	Provides commercial HVAC, refrigeration, food service equipment, and LED conversion services	TWC SERVICES	-	100.0%	-	-	-
Feb-24	Air Conditioning & Plumbing	USA	Provides air conditioning, heating, plumbing, drain cleaning, maintenance, and air quality services	Wrench Group	-	100.0%	-	-	-
Feb-24	AIR EQUIPMENT COMPANY EXPERTS HELPING EXPERTS	USA	Provides specialized air equipment and services for commercial, educational, industrial and medical facilities	<u>MERITON</u>	-	100.0%	-	-	-
Feb-24	KÄLTE ECKERT Gruppe	DEU	Provides tailor-made, highly-engineered, environmentally friendly refrigeration, and air conditioning systems for both corporate and private customers	Triton	-	>50%	-	-	-
Jan-24	WATSON REFRIGERATION COMPANY INC	USA	Provides installation, repair, and maintenance services for commercial refrigeration equipment	smart care	-	100.0%	-	-	-
Jan-24	A Advantage Air Service Sales Repair	USA	Provides installation and repair services for commercial kitchen and HVAC equipment	smart care	-	100.0%	-	-	-
Jan-24	Metroplex REFRIGERATION Service - Installation - Leasing	USA	Provides repair, installation, leasing, and maintenance services for commercial refrigeration and ice machine equipment	smart care	-	100.0%	-	-	-

HVAC - Q1 Global Transactions (3/3)

Date	Target	Country	Description	Buyer	Seller	% Acquired	Size US\$M	EV/ EBITDA	EV/ Revenue
Jan-24	F Robert Heath	GBR	Provides services, maintenance, and installation of domestic and commercial heating	DAIKIN	-	100.0%	-	-	-
Jan-24	ENTEK SOLUTIONS	USA	Provide HVAC installation, maintenance, and repair services	PremiStar	-	100.0%	-	-	-
Jan-24	KABRAN HEARTH & HEARTH &	USA	Provide commercial and residential air conditioning and HVAC installation, maintenance, and repair services	CASCADE SERVICES	-	100.0%	-	-	-

Selected Transactions Commentary



"The acquisition of BKF Klima with its outstanding reputation plays a pivotal role in strengthening our foothold in the region. Given Scandinavia's focus on sustainability, our investment serves a triple purpose for us: strategic growth, superior customer service and contributing to the adoption of low-carbon HVAC technologies in the Danish market."

Toshitaka Tsubouchi, President of Daikin Europe



"Our long-standing strategy for expansion at PremiStar has been to acquire market-leading regional service providers and provide them with the resources needed to grow their internal capabilities and client relationships. Pat and his teams at Entek and Encom have done an amazing job at developing trusted relationships with leading local and national brands and we warmly welcome them to the PremiStar family."

Joe Kirmser, CEO of PremiStar



"Daikin UK's acquisition of Robert Heath Heating reinforces our organization and is intended to assure after-sales support capacity in view of the increasing number of customers who install our residential heat pumps. The acquisition will fuel growth and opportunities for both organizations and ensure excellent levels of customer service and satisfaction."

Hiroyasu Ishikawa, MD of Daikin UK



"TGA KlimaPartner has built long-term relationships with its customers in a region where Lindab wants to strengthen its presence. By offering our product range to TGA KlimaPartner's customers, we see good opportunities for increased sales."

Ola Ringdahl, President and CEO of Lindab

Private Equity Transactions

INDUSTRY CLASIFICATION	PERIOD	AVERAGE ENTERPRISE VALUE (IN USD)	REVENUE (IN USD)	TTM REVENUE GROWTH	ENTERPRISE VALUE / REVENUE	EBITDA MARGIN	ENTERPRISE VALUE /EBITDA	NUMBER OF TRANSACTIONS
	0-0-0-	\$	\$	\$ \$ \equiv \text{\$}		\$	\$ 1	\$
HVAC and Refrigeration Equipment Manufacturin NAICS 3334 - HVAC and Refrigeration Equipment Manufacturing	ng 2019-2023	\$60.0M	\$52.9M	81.8%	1.6x	19.0%	7.3x	5
Warm Air Heating and Air-Conditioning Equipment and Supplies Merchant Wholesalers NAICS 42373 - Warm Air Heat Conditioning Equipment and	2016-2023 Fing and Air-	\$47.3M	\$72.8M	-2.0%	0.6x	9.0%	6.8x	4

Notes:

Wholesalers

- Data obtained via GF Data, a subscription-based information platform, offering detailed information and metrics about the transactions of Private Equity funds in the U.S.
- The data is provided under a blind confidential format. Users of the data are unable to identify the exact company and transaction corresponding to the transaction details. Given this blind approach, the data submitted is less likely to be biased or manipulated.

Source: GF Data

BEIJER REF

TARGET

Heritage Distribution Holdings

TRANSACTION TYPEBuy-side advisory

INDUSTRIESHVAC, Distribution

GEOGRAPHYUSA

SITUATION

Seale & Associates announced that it acted as an exclusive financial advisor to Beijer Ref AB ("Beijer Ref") on its agreement to acquire Heritage Distribution Holdings ("Heritage Distribution") from Gryphon Investors for US\$1.275B.

SEALE & ASSOCIATES' APPROACH

Seale was retained by Beijer Ref to identify potential acquisition targets engaged in the distribution of HVAC/R equipment in North America, confidentially pre-qualify targets, and assist in the execution of the transaction.

OUTCOME

Beijer Ref successfully completed the acquisition of Heritage Distribution Holdings and was immediately margin accretive to the business. The acquisition represents Beijer Ref's entry into the North American market and will establish the company as a leading HVAC/R distributor in the U.S. South/South East region, one of the most attractive regions for HVACR in North America.

"The North American market is currently undergoing a shift towards electrification and energy efficiency"



"The acquisition of Heritage Distribution constitutes an important strategic step for Beijer Ref. The North American market is currently undergoing a shift towards electrification and energy efficiency, accelerated by regulatory changes. Also, the growing recognition of indoor air quality and climate change impacts has increased the demand for environmentally friendly and innovative HVAC technologies, which creates a great opportunity for our combined product offering."

Chris Norbye CEO of Beijer Ref AB

RHERM

TARGET

Heat Transfer Products Group (HTPG)

TRANSACTION TYPEBuy-side advisory

INDUSTRIES

HVAC, Industrial machinery

GEOGRAPHYUSA

SITUATION

Seale was retained by Rheem Manufacturing Company to evaluate and execute strategic acquisitions across business lines. Seale advised Rheem on the successful acquisition of Heat Transfer Products Group (HTPG) in a competitive auction process. HTPG manufactures commercial refrigeration equipment for the food service, food retail and other non-consumables markets.

SEALE & ASSOCIATES' APPROACH

Seale's professionals' knowledge and relationships in the HVAC and refrigeration industry allowed for a successful acquisition. Having previously sold the HTPG business to Monomoy Capital, Seale's unique insights on the target provided invaluable knowledge about the business.

OUTCOME

The process resulted in a successful acquisition of HTPG on buyer-friendly pricing terms. HTPG has resulted in a very successful business for Rheem to combine an extensive knowledge of heat transfer technology to develop innovative new products.

"Seale had in-depth knowledge of the HVAC space as well as extensive relationships with key executives from around the world"



has acquired



"Seale had in-depth knowledge of the HVAC space as well as extensive relationships with key executives from around the world, which they used to help us identify and close on the perfect deal for our company.

The Seale team consists of committed professionals with significant transaction experience, but they also have strong backgrounds in accounting, tax, finance, and law, which allow them to provide value added advice where most other advisors cannot."

J.R. Jones, Chief Executive Officer, Rheem Manufacturing Company, Inc.

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Global M&A Representative Engagements

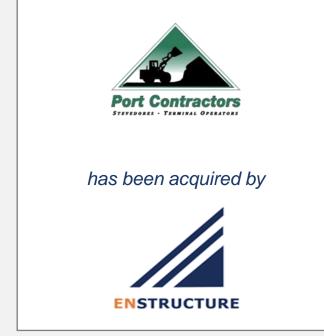


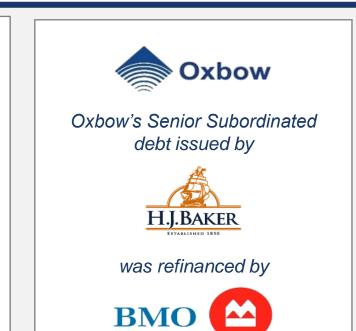
HOLDINGS

















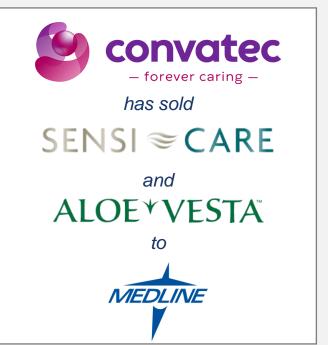




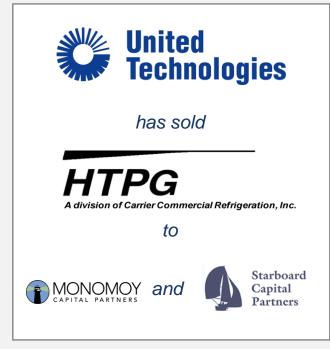




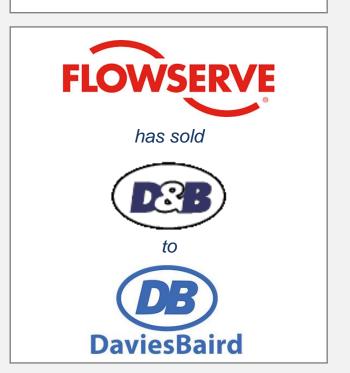






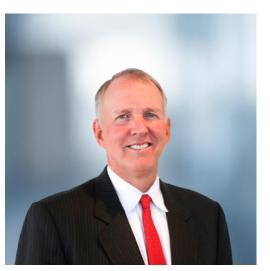












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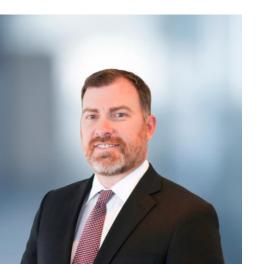


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The George Washington University - MBA International Business and MA - International Affairs

University of Florida - BA in Political Science with High Honors



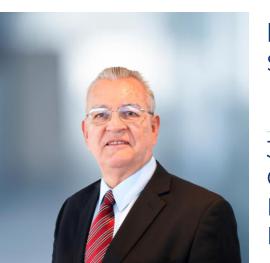
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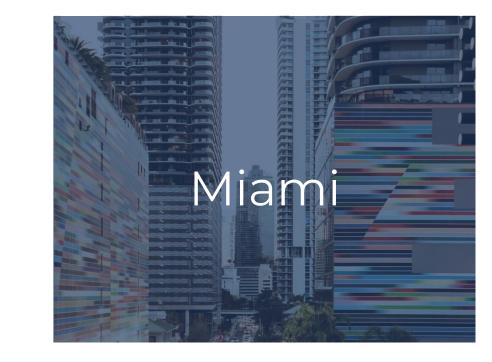
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32+ years with Grupo Industrial Saltillo with experience as Director, Corp. Dev. and extensive global commercial experience Instituto Tecnologico y de Estudios Superiores de Monterrey MBA and BS in Industrial Engineering





Creative Solutions. Trusted Advice.

For over 25 years, Seale & Associates has served leading public and private companies from around the world and operating in a broad range of industries with a high level of quality, integrity and independence while presenting innovative ideas and trusted solutions to address their most complex dealings.

25

YEARS OF EXPERIENCE

\$50B+

TRANSACTIONS GLOBALLY

SERVICES AND SOLUTIONS

Mergers & Acquisitions

Divestitures

held companies.

Joint Ventures / Alliances

Recapitalizations

Due Diligence / Support

Expert Witness Testimony

Corporate Finance Advisory

Strategy Consulting

Trusted Advisor to Leading Companies Worldwide

We have worked repeatedly with many of the most well-known companies in the world...











































...as well as with reputable funds, family-offices and privately





























Seale & Associates

Creative Solutions. Trusted Advice.