

September 15th, 2022

Ariston to welcome CENTROTEC Climate Systems into the Group in largest deal to date, increasing the focus on premium sustainable solutions

- **A significant step along Ariston Group's sustainable heating and ESG strategy**
- **Reinforcing the focus on new generation heat pumps with natural refrigerants and unleashing the potential to expand into ventilation**
- **Bringing together the complementary strengths of renowned brands Wolf, Brink, Pro-Klima and Ned Air, and Ariston Group's premium brands Elco and ATAG to unleash growth opportunities and synergies leveraging on the entire Group's scale, technologies, market access and global footprint**
- **CENTROTEC Climate Systems reported net revenue of €599M in 2021, recording double-digit top-line growth over the period 2018-21 and in H1 2022**
- **2021 Adjusted EBITDA of €84.8M**
- **Positive pre-synergies contribution to EPS already from the first year, significant value creation and synergy potential in the medium term**
- **Ariston Holding NV will purchase 100% of CENTROTEC Climate Systems from its parent company, CENTROTEC SE, for €703M in cash and approximately 41.42M Ariston's shares**
- **Expected closing by December 31st, 2022**

Ariston Holding N.V. (MTA/EXM; Bloomberg ticker: ARIS IM), a global leader in sustainable solutions for thermal comfort, with ordinary shares listed on Euronext Milan, a market organised and managed by Borsa Italiana S.p.A. (respectively, "Ariston" or "Company" and the "Ordinary Shares"), announces that, today, after a successfully bidding process, a binding agreement has been signed with CENTROTEC SE ("CENTROTEC") for the acquisition of 100% of the share capital of CENTROTEC Climate Systems GmbH (respectively, the "Transaction" and "CENTROTEC Climate Systems").

Via its renowned brands Wolf, Brink, Pro-Klima and Ned Air, CENTROTEC Climate Systems is a leading player in the supply of heating, ventilation, air-handling and combined heat & power solutions, with ca. 2,500 people employed and a well-established presence in Germany, in the Netherlands and a solid exposure to many other European markets. The manufacturing base is mainly located in Germany, the Netherlands and Croatia. Revenues were €599M in 2021 with an adjusted EBITDA of €84.8M and a robust growth in revenues and profitability in the last years: top line grew at a +11.2% CAGR between 2018 and 2021, and by 16% YoY in H1 2022.

The Transaction will enrich Ariston's offer of sustainable heating systems and represents a major step towards the Group's ESG objectives. Wolf is a pioneer in the development of the new generation of heat pumps in Germany (which it launched as early as 2019) – with natural refrigerant (R290), high efficiency and low noise performances – and enjoys a robust and growing position in Germany, as well as solid presence in other European markets. Brink is a leading European player in heat-recovering domestic ventilation, the enabling technology for a healthy living environment and especially for nearly Zero-Emission Building (nZEB), a pillar of the European strategy towards energy

efficiency and decarbonisation. Wolf (along with brands Pro-Klima and Ned Air) also operates a successful air-handling-unit business, offering high-efficiency airflow control systems supplying fresh conditioned air for spaces in commercial buildings.

Wolf, Brink, Pro-Klima and Ned Air will continue to pursue their innovative product and technology development roadmap, benefitting from Ariston's scale, technology, market access and global footprint, as well as commercial synergies. Along with Ariston's brands Elco and ATAG, Wolf will reinforce the mid- to high-end heating offer of the Company, leveraging on the unique identity of each brand, the product portfolio complementarity, the new generation heat-pumps, the know-how on application solutions and the after-sales service excellence. Brink will provide Ariston with the technology, product portfolio and manufacturing base needed to capture the potential of residential ventilation. The air-handling units will complement Ariston's offer of climate solutions to commercial clients.

The Transaction – pre-synergies – will be accretive to EPS from the first year; the Group estimated synergies worth €20-25M at steady state, which would bring the post-synergy multiple (acquisition EV/pro-forma 2021 EBITDA+synergies) below 10x. Additionally, a high single-digit growth is expected for the acquired perimeter in the medium term, on account of the geographical exposure and product portfolio.

The deal further strengthens Ariston's position in Europe, in particular in Germany and the Netherlands. Germany, Europe's largest economy and expected to be one of the fastest-growing markets for heat pumps in the years to come, becomes the first country for Ariston.

Paolo Merloni, Executive Chairman of Ariston, commented: *“I am very excited to be announcing this deal, the largest in Ariston's history. As we welcome Wolf, Brink, Pro-Klima and Ned Air to our group, we make a major step consistent with our vision of Sustainable Comfort for Everyone, our ESG commitments, and the goals we set for ourselves at the time of the IPO. By bringing together the complementary strengths of the two companies, Ariston will reinforce its leadership position, strengthen its talents and resources and increase its scale to address the challenge of shaping the new era of energy transition in Europe. I am delighted to welcome all CENTROTEC Climate Systems people, led by CEO Thomas Kneip, to our Group. I am looking forward to working together towards achieving our common goals. I am also very proud that CENTROTEC decided to become a significant shareholder of Ariston, and will be represented in our Board of Directors by the Chair of its supervisory Board, Guido Krass, after the closing.”*

Guido Alexander Krass, Chair of CENTROTEC supervisory Board, said: *“Ariston is internationally renowned as a trusted partner in delivering energy efficient and renewable solutions for heating and hot water, and represents the best partner to continue and strengthen CENTROTEC Climate Systems growth journey. The combined organization has the potential to capture many opportunities for growth amidst the technology transition that is happening in Europe, to the benefit of customers and employees. We are very keen – as CENTROTEC – to become a relevant shareholder of Ariston.”*

Laurent Jacquemin, CEO of Ariston, commented: *“We welcome all the people of CENTROTEC Climate Systems to Ariston. In the months leading to this agreement, we were positively impressed by the many common values and cultural traits. We share a strong entrepreneurial spirit focusing on understanding and anticipating customers' needs to provide them with the best solutions. To me, this is the best recipe for a successful journey together. This combination will allow to create substantial value for all stakeholders.”*

Transaction details

The Transaction will entail the in-kind contribution to Ariston of the entire shareholding in CENTROTEC Climate Systems in consideration of the subscription by CENTROTEC of 41,416,667 Ariston's ordinary shares ("Newly Issued Shares") and a cash-out by Ariston of €703M (on a cash- and debt-free basis) ("Cash Component"). The Newly Issued Shares will be subject to lock-up (see below) and immediately admitted to listing with respect to no. 19,321,473 thereof, whilst the remainder are expected to be admitted to listing 12 months after closing. The Newly Issued Shares will be issued through a dedicated capital increase and the related details will be announced in due course.

The Cash Component and the Newly Issued Shares will respectively be paid and issued in favour of CENTROTEC at closing; the Newly Issued Shares will be subject to a customary lock-up period covering 100% of the Newly Issued Shares for the first 12 months, and only 50% for the subsequent 12 months.

The Newly Issued Shares will represent approximately 11.1% of the Ariston's issued shares (which also consists of non-listed multiple voting shares) and 2.6% of the total voting rights. CENTROTEC will have the right to appoint, after the closing, a member of the Company's Board of Directors.

The closing of the Transaction is subject to the fulfilment to the following conditions: (i) the approval of the Transaction by the Company's shareholders meeting; and (ii) certain authorizations by the competent authorities. The main shareholder of the Company, Merloni Holding S.p.A., has already committed itself to vote in favour of the Transaction, which is envisaged to be consummated by December 31st, 2022.

In connection with this Transaction, Ariston was advised by CC&Soci and Goldman Sachs Bank Europe SE as financial advisors; Pedersoli acted as lead counsel, Clifford Chance and Houthoff respectively as legal advisors for German and Dutch law; KPMG for due diligence and Equita SIM as provider of the fairness opinion to Ariston's Board of Directors.

Conference call

A conference call dedicated to financial analysts and investment professionals will be held in the afternoon at 15:00 CET of September 16th, 2022.

CONTACTS

www.aristongroup.com

Corporate Communication

Albert William Pozzi, Federica Bruschetta
corporate.communication@ariston.com
+39 02 8567 2267

Investor Relations

Luca Mirabelli
investor.relations@ariston.com
+39 02 8567 2317

Media Relations

Brunswick - Alessandro Iozzia, Andrea Mormandi
ariston@brunswickgroup.com
+39 02 9288 6200

About Ariston Group

Ariston Group is a global leader in sustainable solutions for hot water and space heating, components and burners.

In 2021 the Group reported almost 2 billion euro revenues. Ariston Group has about 8,000 employees, representative offices in 43 countries, 25 production sites and 26 research and development centers in 5 continents. Ariston Group is listed on Euronext Milan since November 2021.

Ariston Group demonstrates its commitment to sustainability through the development of renewable and high efficiency solutions, such as heat pumps, water heating heat pump, hybrid solutions and solar thermal systems. The Group also stands out for its continuous investment in technological innovation, digitalization and advanced connectivity systems.

The Group offers a full range of products, solutions and services mainly under the global brands Ariston and ELCO, and operates under iconic local brands such as Calorex, NTI, HTP, Chaffoteaux, ATAG, Chromagen, Racold as well as Thermowatt and Ecoflam in the component and burner business.

Forward-looking statements

This announcement may contain certain forward-looking statements, estimates and forecasts reflecting management's current views with respect to certain future events. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Group's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Group operates or intends to operate. Forward-looking information is based on information available to the Group as of today and is based on certain key assumptions; as such, forward-looking statements speak only as of the date of this announcement. No assurance can be given that such future results will be achieved; actual events may materially differ as a result of risks and uncertainties faced by the Group, which could cause actual result to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. Except as required by applicable laws and regulations, the Group expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based; the Group expressly disclaims and does not assume any liability in connection with any inaccuracies in any of the forward-looking statements in this document, and in any related oral presentation, including responses to questions following the presentation, or in connection with any use by any third party. Further information on the Group and its activities, including those factors that may materially influence its financial results, are contained in the reports and documents of the Group deposited with the AFM and CONSOB.