

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2023**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 001-38265**



**nVent Electric plc**

*(Exact name of Registrant as specified in its charter)*

**Ireland**

*(State or other jurisdiction of incorporation or organization)*

**98-1391970**

*(I.R.S. Employer Identification number)*

**The Mille, 1000 Great West Road, 8th Floor (East), London, TW8 9DW, United Kingdom**

*(Address of principal executive offices)*

**Registrant's telephone number, including area code: 44-20-3966-0279**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading symbol</b>	<b>Name of each exchange on which registered</b>
Ordinary Shares, nominal value \$0.01 per share	NVT	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of \$51.67 per share as reported on the New York Stock Exchange on June 30, 2023 (the last business day of Registrant's most recently completed second quarter): \$8,452,601,074.

The number of shares outstanding of Registrant's only class of common stock on December 31, 2023 was 165,069,204.

**DOCUMENTS INCORPORATED BY REFERENCE**

Parts of the Registrant's definitive proxy statement for its annual general meeting to be held on May 17, 2024, are incorporated by reference in this Form 10-K in response to Part III, ITEM 10, 11, 12, 13 and 14.

**nVent Electric plc**  
**Annual Report on Form 10-K**  
**For the Year Ended December 31, 2023**

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## **PART I**

### **ITEM 1. BUSINESS**

#### **COMPANY OVERVIEW**

nVent Electric plc is a leading global provider of electrical connection and protection solutions. We believe safer systems ensure a more secure world. We connect and protect with inventive electrical solutions. We design, manufacture, market, install and service high performance products and solutions that are helping to build a more sustainable and electrified world. We have a comprehensive portfolio of enclosures, electrical fastening solutions and thermal management solutions, and we are recognized globally for quality, reliability and innovation.

Our broad range of products and solutions support industrial, commercial and residential, infrastructure, and energy applications around the world. Our solutions help our customers improve energy efficiency, ensure resiliency and protection, increase customer productivity, design for extended lifespan and serviceability, enhance safety and contribute to more sustainable operations.

Our portfolio of premier, industry-leading brands, some of which have a history spanning over 100 years, includes nVent CADDY, ERICO, GARDNER BENDER, HOFFMAN, ILSCO, RAYCHEM, SCHROFF and TRACER.

Unless the context otherwise indicates, references herein to "nVent," the "Company," and such words as "we," "us," and "our" include nVent Electric plc and its consolidated subsidiaries. Our principal office is in London, United Kingdom and our management office in the United States ("U.S.") is in Minneapolis, Minnesota. The Company was incorporated in Ireland on May 30, 2017. Although our jurisdiction of organization is Ireland, we manage our affairs so that we are centrally managed and controlled in the United Kingdom (the "U.K.") and have our tax residency in the U.K.

#### **HISTORY AND DEVELOPMENT**

On April 30, 2018, Pentair plc ("Pentair") completed the separation of its Water business and its Electrical business into two independent, publicly-traded companies (the "separation"). To effect the separation, Pentair distributed to its shareholders one ordinary share of nVent for every ordinary share of Pentair held as of the record date of April 17, 2018. As a result of the distribution, nVent became an independent publicly-traded company and began trading under the symbol "NVT" on the New York Stock Exchange on May 1, 2018.

Our roots within Pentair trace back to the acquisition of Federal-Hoffman Corporation in 1988, which included the nVent HOFFMAN enclosures brand. From that starting point, we have grown both organically and via acquisition. Our Enclosures business first applied lean principles within the organization in the 1990s, leveraging its culture of customer service and operational excellence. In 2012, Pentair merged with Tyco International Ltd.'s Flow Control division, which included our Thermal Management business and the nVent RAYCHEM brand, a global leader in heat tracing solutions. In 2015, Pentair acquired ERICO Global Company, a leading global manufacturer of superior engineered electrical and fastening products, which operates as our Electrical & Fastening Solutions business, broadening our product offering and enabling us to provide additional global solutions to our combined customers.

Since the separation, our business strategy has included acquisitions and making investments that complement our existing business. In 2023, as part of our Electrical & Fastening Solutions reporting segment, we completed the acquisition of ECM Investors, LLC, the parent of ECM Industries, LLC ("ECM Industries"), for approximately \$1.1 billion in cash, subject to customary adjustments. ECM Industries is a leading provider of high-value electrical connectors, tools and test instruments and cable management.

We are "One nVent", with a unified focus on commercial excellence, digital transformation, scaled and integrated technology, and global presence and capabilities. As we continue scaling our capabilities under our umbrella brand of nVent, we expect to expand our products and solutions and to continue to differentiate our company by creating solutions that solve problems for our customers.

Our Spark management system defines how we operate. The five elements of Spark are People, Growth, Lean, Digital and Velocity. Together, they provide the mindset and operating system to propel the success of our company. Spark supports the high performance culture we are building at nVent.

- **People** are at the core of Spark, positively impacting our business and growing their careers.
- **Growth** is the foundation of Spark, driving shareholder, customer and employee value.
- **Lean** is the relentless pursuit of eliminating waste and increasing velocity.
- **Digital** transforms our products and how we do business, improving both customer and employee experiences.
- **Velocity** is increasing speed in all we do for each other and our customers.

## **BUSINESS AND PRODUCTS**

At nVent, we operate across three segments: Enclosures, Electrical & Fastening Solutions and Thermal Management. Our products and solutions are used in a wide range of verticals, including, Industrial, Commercial & Residential, Infrastructure and Energy. The following is a brief description of each of the Company's reportable segments and business activities.

### ***Enclosures***

Our Enclosures business provides innovative solutions to help protect electronics and data in mission critical applications, including data solutions, that improve reliability and energy efficiency.

We are an enclosures leader in the U.S. and globally. We believe that trends like industrial automation, sustainability and digitalization, including increased use of artificial intelligence, are helping to drive the need for our products. Our standard and custom protective enclosures, cooling solutions and power distribution solutions help manage power and protect operating environments for mission critical applications.

Our solutions help make systems more resilient, helping avoid downtime. We sell globally but serve locally with local manufacturing and regional supply chains. We offer digital and automation solutions, easy system integrations and global service. Our solutions are deployed by panel builders, original equipment manufacturers and directly by other end users across key verticals, including large cloud service providers.

Our Enclosures brands include nVent HOFFMAN and SCHROFF.

### ***Electrical & Fastening Solutions***

Our Electrical & Fastening Solutions business provides innovative solutions that connect and protect in power and data infrastructure. Our offerings enhance end-user safety, reduce installation time and provide resiliency for critical systems.

We are a leading global electrical and fastening solutions provider known for industry expertise and innovation. Our power connections, fastening solutions, cable management solutions, grounding and bonding systems, tools and test instruments help provide efficiencies to contractors and provide resiliency for critical systems.

We have deep application expertise across our products and verticals we serve. Our products and solutions are primarily used by contractors, electrical utilities, electricians, lightning protection installers and panel builders.

Our Electrical & Fastening Solutions brands include nVent CADDY, ERICO, GARDNER BENDER and ILSCO.

### ***Thermal Management***

Our Thermal Management business provides mission critical heat management solutions that protect people and assets and enhance process efficiency and performance. Our offerings help ensure critical safety, maximize uptime and deliver lower total cost of ownership.

We are a global leader in thermal management solutions with a large installed base. For industrial and energy, our products and solutions include heat tracing for freeze protection and process temperature maintenance and temperature control. For commercial, residential and infrastructure, we provide products such as pipe freeze protection, surface deicing, hot water temperature maintenance, floor heating, fire rated wiring and leak detection.

We offer services and advanced engineering tools to complement our solutions, and our design and after-sales services help to extend the lifespan of our products. These services include auditing heat trace systems, connected controls, remote monitoring and annual service programs. Our products and solutions are primarily deployed by building owners, facility managers, operators and other end users across key verticals.

Our Thermal Management brands include nVent RAYCHEM and TRACER.

### **Competition**

The markets for our products and services are geographically diverse and highly competitive. We compete against large and well-established national and global companies, as well as regional and local companies and lower-cost manufacturers. Some of our competitors, in particular smaller companies, attempt to compete based primarily on price, localized expertise and local relationships. The number and size of competitors vary considerably depending on the product line.

Our success depends on a variety of factors, including technical expertise, reputation for quality and reliability, timeliness of delivery, new product innovation, previous installation history, contractual terms and price. As many of our products sell through electrical distributors, contractors and original equipment manufacturers, our success also depends on building and partnering with a strong channel and distribution network.

### **Seasonality**

We generally experience increased demand for Electrical & Fastening Solutions products during the spring and summer months in the Northern Hemisphere and increased demand for Thermal Management products and services during the fall and winter months in the Northern Hemisphere.

### **Backlog of Orders by Segment**

<i>In millions</i>	<b>December 31</b>			
	<b>2023</b>	<b>2022</b>	<b>\$ change</b>	<b>% change</b>
Enclosures	\$ 373.1	\$ 361.9	\$ 11.2	3.1 %
Electrical & Fastening Solutions	89.7	78.7	11.0	14.0
Thermal Management	176.3	166.7	9.6	5.8
Total	\$ 639.1	\$ 607.3	\$ 31.8	5.2 %

A substantial portion of our revenues result from orders received and products delivered in the same month. Our backlog typically has a short manufacturing cycle and products generally ship within 90 days of the date on which a customer places an order. However, a portion of our backlog, particularly from orders for major capital projects, can take more than one year depending on the size and type of order. We record as part of our backlog all orders from external customers, which represent firm commitments, and are supported by a purchase order or other legitimate contract. We expect the majority of our backlog at December 31, 2023 will be shipped in 2024.

### **Raw materials**

The principal materials we use in manufacturing our products are mild steel, stainless steel, electronic components, plastics (resins, fiberglass, epoxies), copper and paint (powder and liquid). In addition to the purchase of raw materials, we purchase some finished goods for distribution through our sales channels.

We purchase the materials we use in various manufacturing processes on the open market and the majority is available through multiple sources which are in adequate supply. We have certain long-term commitments, principally price commitments, for the purchase of various component parts and raw materials and believe that it is unlikely that any of these agreements would be terminated prematurely. Alternate sources of supply at competitive prices are available for most materials for which long-term commitments exist and we believe that the termination of any of these commitments would not have a material adverse effect on our financial position, results of operations or cash flows.

See Item 1A, Risk Factors, in this Form 10-K for additional information on risks related to supply chain and inflation.

### **Intellectual property**

Patents, non-compete agreements, proprietary technologies, customer relationships, trademarks, trade names and brand names are important to our business. However, we do not regard our business as being materially dependent upon any single patent, non-compete agreement, proprietary technology, customer relationship, trademark, trade name or brand name.

Patents, patent applications and license agreements will expire or terminate over time by operation of law, in accordance with their terms or otherwise. We do not expect the termination of patents, patent applications or license agreements to have a material adverse effect on our financial position, results of operations or cash flows.

### **Captive insurance subsidiary**

We insure certain general and product liability, property, workers' compensation and automobile liability risks through our regulated wholly-owned captive insurance subsidiary, Tonka Bay Insurance Company ("Tonka Bay"). Reserves for policy claims are established based on actuarial projections of ultimate losses. Accruals are established with respect to liabilities

insured by third parties, such as liabilities arising from acquired businesses, pre-Tonka Bay liabilities and those of certain non-U.S. operations.

Matters pertaining to Tonka Bay are discussed in ITEM 3, included in this Form 10-K.

**HUMAN CAPITAL MATTERS**

As of December 31, 2023, we employed approximately 11,300 people worldwide, of which approximately 35% are located in the U.S. Outside the U.S., we have employees in certain countries that are represented by an employee representative organization, such as a union, works council or employee association.

***Inclusion and Diversity***

We are an equitable, inclusive and diverse company. We believe that the unique contributions of individuals with varying backgrounds and experiences will benefit our businesses. Guided by our Win Right values, we are committed to creating a workplace culture where everyone is included and respected. Our Code of Conduct outlines our commitment to equal opportunity and fair treatment for all.

Our leaders actively support and encourage employee development and engagement, including through our CEO Inclusion Council and our Inclusion & Diversity Advisory Council. These councils promote inclusion across all dimensions of diversity.

We currently have nine Employee Resource Groups (“ERGs”) designed to create opportunities for development while assisting in meeting business objectives. All ERGs are employee-led and employee-driven and open to all nVent employees. They provide a support system to foster awareness, inclusion and respect. In 2023, our ERG membership grew to over 1,600 members.

All executive officers manage diversity action plans for their respective business segments and functions. These action plans are aligned with our public-facing goals and highlight focused efforts on improving human capital metrics, engagement, and awareness of inclusion and diversity initiatives.

The following sets forth information regarding the diversity of our workforce as of December 31, 2023, excluding businesses we acquired in 2023 and direct field labor employees, representing workers with contractual agreements for short-term labor:

	<b>Percent of executive leadership <sup>(1)</sup></b>	<b>Percent of management</b>	<b>Percent of all other employees</b>
Racially diverse <sup>(2)</sup>	14%	21%	44%
Women <sup>(3)</sup>	38%	27%	26%

<sup>(1)</sup> Our executive leadership is defined as the Chief Executive Officer and the direct reports of the Chief Executive Officer that are officers of nVent.

<sup>(2)</sup> Data for U.S. employee population only.

<sup>(3)</sup> Global data.

Our Supplier Diversity Program promotes engagement, growth and innovation through diverse business relationships. We have trained our supply teams on the importance of supplier diversity and providing them the tools to seek and include diverse suppliers in our competitive sourcing.

***Compensation and Benefits***

We strive to offer our employees across the world comprehensive benefit programs that reflect the market practices in their country of employment. We participate in and review remuneration surveys from leading, independent consultants for all of our countries so that we have the information to set competitive wages and salaries.

We are dedicated to providing equitable compensation as a commitment to our people. By focusing on equitable pay, we enhance our ability to grow, retain and motivate diverse employees on our team. We believe diverse teams drive innovation, connection and growth for our employees.

As part of this commitment to our people, we conduct pay parity reviews of our compensation. The goal of these reviews is to ensure internal pay alignment and equitable treatment for employees, as well as providing competitive and performance-based pay.



### ***Environmental, Social and Governance ("ESG") Scorecard***

A portion of our annual incentive compensation plan for management employees consists of an ESG Scorecard that is intended to align with our ESG goals reported in our 2022 ESG Report. The scorecard focuses on five quantitative metrics to help drive year-over-year improvement in the following categories:

- Inclusion Index score from our employee engagement survey and two employee pulse surveys
- Diverse candidate slates
- Global gender representation for our professional and management populations
- U.S. racial representation for our professional and management populations
- Reduction in Scope 1 and Scope 2 CO<sub>2</sub> emissions

Additional details on our ESG Scorecard will be provided in our annual Proxy Statement for our 2024 annual general meeting of shareholders.

### ***Employee Engagement and Development***

We believe it is important to hear from our employees to learn about what we are doing well and where we can become stronger. In 2023, we invited all employees (including employees from our two acquisitions in 2023, ECM Industries and TEXA Industries) to participate in our fourth full Employee Engagement Survey. Our participation rate was 81%, exceeding the benchmark by six points, and we received comments from 39% of respondents. We have achieved a six point increase in our employee engagement score since our first survey in 2018.

All of our people leaders were required to share survey results with their teams and develop action plans to address specific areas of improvement. In addition, throughout 2023, we conducted two pulse surveys with questions focused on our Inclusion Index and employee satisfaction. Results from each of the pulse surveys were shared with people leaders, who were encouraged to discuss results and potential improvement areas with their teams. As part of our annual goal planning process, all of our people leaders were assigned a people leader goal focused on engaging and developing their employees. Action items in the people leader goal included: completing all performance processes including goal setting, mid-year, and annual reviews; creating an action plan from the 2023 employee engagement survey results; focusing on our safety-first approach; ensuring new employees complete nVent culture training; driving diverse slates within the interviewing process; and helping to ensure the completion all ethics and compliance trainings.

We are also focused on the well-being of our employees. Well-being was identified as an area of focus following our 2022 Employee Engagement Survey. Since then, we have introduced a number of programs to support and enhance employee well-being including:

- Employee Assistance Programs ("EAPs") in all of our global locations. Our EAPs provides free, confidential resources worldwide to employees or their household family members who may be experiencing personal difficulties and need help navigating through them.
- Employee Relief Fund, providing opportunities for employees to support each other during difficult times. The fund provides financial assistance to eligible employees worldwide who experience an unforeseen disaster or hardship and allows all nVent employees to support their coworkers through donations to the fund. The fund operates through donations from nVent and individual employees. Employee donations are eligible for matching through our nVent in Action program.
- Caregiving Program in the U.S., providing back-up care for children, elders and pets along with a paid caregiver leave for immediate family member care.
- Musculoskeletal Support Program, in the U.S. offering personalized physical therapy from prevention to pre- and post-surgery support.

We continued our efforts to develop our people throughout 2023. We offered senior level employees the opportunity to participate in McKinsey's Connected Leadership Academies; our mid-career managers the ability to participate in the Management Accelerator programs; and our early career, individual contributors the opportunity to participate in Leadership Essentials. We focus on developing our employees through Continuous Conversation development discussions between employees and people leaders. We provide development opportunities for employees to learn through interactions with other leaders in our enterprise-wide and senior level mentorship programs. We also offer a rotational program for early career hires to grow in their careers. We continue to grow our employees in their capabilities to lead through change and transition. Lastly, we are continuing to digitalize and standardize our performance process for our global hourly production employees so that our leaders continue to regularly engage with their employees to discuss performance, development and career aspirations.

### ***Code of Conduct Training***

We launched a web version of our Code of Conduct in December 2023 for employees on our intranet site. This interactive version includes videos and animations to make it easier for employees to access resources and navigate the Code of Conduct. In 2023, our Code of Conduct training was offered in 12 different languages to employees in 35 countries. Topics included Sexual Harassment, Bribery, Cybersecurity, Modern Slavery and a module on Ethical Leadership tailored for people leaders. In 2023, 100% of professional employees completed the training. Additionally, we launched role-based training in the areas of Bribery, Kickbacks, Gifts & Hospitality, Conflicts of Interest, Data Privacy and Cybersecurity. In 2023, we trained 90% of our offline, factory team members globally on our Code of Conduct.

We provide multiple ways for employees to ask for help and report misconduct and illegal or unethical behavior, including doing so anonymously. A Helpline is available on our website ([www.nventethics.com](http://www.nventethics.com)) and is available 24/7 and accessible in over 200 languages. We are committed to investigating and responding to reported concerns. nVent prohibits retaliation against anyone who raises concerns or makes good-faith reports regarding possible breaches of law, policy or ethical violations.

### ***Workplace Health and Safety***

The safety and well-being of our employees is our top priority. We are committed to maintaining a healthy and safe work environment and preventing workplace injuries. We utilize a safety model based on three pillars: management commitment, controlled hazards and employee engagement.

We monitor and track health and safety data, including employee injuries, environmental releases and regulatory inspections. Additionally, we assess the Environmental, Health and Safety ("EHS") maturity of our locations by measuring progress against nVent's EHS Lean Assessment and Standards and region-specific regulatory compliance evaluations, as well as nVent's employee driven risk notification program. Results are reviewed monthly to reduce recordable injury rates and to drive improvement within our EHS programs. Globally, we have adopted guidelines from the Occupational Safety and Health Administration ("OSHA") in the United States to determine recordable injuries.

We have achieved a strong safety track record through employee engagement, behavior based safety and proactive risk management.

### **AVAILABLE INFORMATION**

We make available free of charge (other than an investor's own Internet access charges) through our Internet website (<http://www.nvent.com>) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Reports of beneficial ownership filed by our directors and executive officers pursuant to Section 16(a) of the Exchange Act are also available on our website. We are not including the information contained on our website as part of, or incorporating it by reference into, this Annual Report on Form 10-K.

### **ITEM 1A. RISK FACTORS**

You should carefully consider all of the information in this document and the following risk factors before making an investment decision regarding our securities. Any of the following risks could materially and adversely affect our business, financial condition, results of operations, cash flows and the actual outcome of matters as to which forward-looking statement are made in this document.

#### **Risks Relating to Our Business**

##### ***General global economic and business conditions affect demand for our products.***

We compete in various geographic regions and product markets around the world. Among these, the most significant are global industrial, commercial and residential, infrastructure and energy markets. We expect to experience fluctuations in revenues and results of operations due to economic and business cycles. Important factors for our business and the businesses of our customers include the overall strength of the global economy and our customers' confidence in the economy, industrial and governmental capital spending, the strength of commercial and residential and infrastructure markets, unemployment rates, availability of commercial financing, interest rates, inflation rates, and energy and commodity prices. Recessions, economic downturns, inflation, slowing economic growth and social and political instability in the industries and/or markets where we compete could negatively affect our revenues and financial performance in future periods, result in future restructuring charges, and adversely impact our ability to grow or sustain our business. Macroeconomic and political instability caused by global supply chain disruptions, inflation and the strengthening of the U.S. dollar could adversely impact our results of operations. In addition, military conflicts and their impact on economies may adversely impact our results of operations. The businesses of many of our industrial customers are to varying degrees cyclical and have experienced periodic downturns. In addition, demand

for a portion of our products and services depends upon the level of capital expenditure by companies in the energy industry, which depends, in part, on prices of oil and gas, which are volatile and declines in such prices may result in suspensions or delays in large capital projects within the energy sector. While we attempt to minimize our exposure to economic or market fluctuations by serving a balanced mix of end markets and geographic regions, any of the above factors, individually or in the aggregate, or a significant or sustained downturn in a specific end market or geographic region could reduce demand for our products and services, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We compete in attractive markets with a high level of competition, which may result in pressure on our profit margins and limit our ability to maintain or increase the market share of our products.***

The markets for our products and services are geographically diverse and highly competitive. We compete against large and well-established national and global companies, as well as regional and local companies and lower-cost manufacturers. Competition may also result from new entrants into the markets we serve offering products and/or services that compete with ours. We compete based on technical expertise, reputation for quality and reliability, timeliness of delivery, previous installation history, contractual terms and price. Some of our competitors attempt to compete based primarily on price, localized expertise and local relationships. In addition, economic downturns could adversely affect pricing as market participants compete more aggressively on price. If we are unable to continue to differentiate our products, services and solutions, or if our pricing is adversely impacted or we incur additional costs to remain competitive, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Our future growth is dependent upon our ability to adapt our products, services and organization to meet the demands of local markets in both developed and emerging economies and by developing or acquiring new technologies that achieve market acceptance with acceptable margins.***

We operate in global markets that are characterized by customer demand that is often global in scope but localized in delivery. We compete with thousands of smaller regional and local companies that may be positioned to offer products produced at lower cost than ours, or to capitalize on highly localized relationships. Also, in several emerging markets potential customers prefer local suppliers, in some cases because of existing relationships and in other cases because of local legal restrictions or incentives that favor local businesses. In addition, we need to be flexible to adapt our products to ever changing customer preferences, including those relating to regulatory, climate change and social responsibility matters. Accordingly, our future success depends upon a number of factors, including our ability to adapt our products, services, organization, workforce and sales strategies to fit localities throughout the world, particularly in high-growth emerging markets; identify emerging technological and other trends in our target end markets; and develop or acquire competitive products and services and bring them to market quickly and cost-effectively. The failure to effectively adapt our products or services could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We may not be able to identify, finance and complete suitable acquisitions and investments, and any completed acquisitions and investments could be unsuccessful or consume significant resources.***

Our business strategy includes acquiring businesses and making investments that complement our existing business. We expect to analyze and evaluate the acquisition of strategic businesses or product lines with the potential to extend or strengthen our industry position or enhance our existing set of product and service offerings. We may not be able to identify suitable acquisition candidates, obtain financing or have sufficient cash necessary for acquisitions or successfully complete acquisitions in the future. Acquisitions and investments may involve significant cash expenditures, debt incurrences, equity issuances, operating losses and expenses. Acquisitions involve numerous other risks, including:

- diversion of management time and attention from daily operations;
- difficulties integrating acquired businesses, technologies and personnel into our business;
- difficulties in obtaining and verifying the financial statements and other business information of acquired businesses;
- inability to obtain required regulatory approvals;
- potential loss of key employees, key contractual relationships or key customers of acquired companies or of ours;
- assumption of the liabilities and exposure to unforeseen liabilities of acquired companies; and
- dilution of interests of holders of nVent ordinary shares through the issuance of equity securities or equity-linked securities.

It may be difficult for us to complete transactions quickly and to integrate acquired operations efficiently into our business operations. Any acquisitions or investments may not be successful and may ultimately result in impairment charges and have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We may not achieve some or all of the expected benefits of our business initiatives.***

During 2023 and 2022, we continued execution of certain business restructuring initiatives aimed at reducing our fixed cost structure and realigning our business. In order to align our resources with our growth strategies, operate more efficiently and control costs, we may periodically announce future restructuring plans, which may include workforce reductions, global plant closures and consolidations, asset impairments and other cost reduction initiatives. As these plans and actions are complex, we may not be able to achieve the operating efficiencies to reduce costs or realize benefits that were anticipated in connection with these initiatives. If we are unable to execute these initiatives as planned, we may not realize all or any of the anticipated benefits, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We may experience material cost and other inflation.***

In 2023 and 2022, we experienced inflationary increases of raw materials, logistics and labor costs due to availability constraints and high demand. We strive for productivity improvements and implement increases in selling prices to help mitigate cost increases in raw materials, freight, energy, wage and other costs such as pension, health care and insurance. We continue to implement operational initiatives in order to mitigate the impact of this inflation and continuously reduce our costs. However, these actions may not be successful in managing our costs or increasing our productivity. Continued cost inflation or failure of our initiatives to increase prices, generate cost savings or improve productivity could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***A disruption in the availability, price or quality of products or materials that we manufacture and source from various countries throughout the world could have a material adverse effect on our results of operations.***

Our business is subject to risks associated with global manufacturing and sourcing. We use a variety of raw materials in the production of our products including steel, electronic components, plastics, copper and paints. We also purchase certain electrical and packaging materials from a number of suppliers. During 2022, we experienced inflationary increases of raw materials, logistics, labor and energy costs, and supply chain challenges, including increased lead times due to availability constraints and high demand. During 2023, supply chain challenges moderated, but we continued to experience inflationary increases, primarily related to labor costs. Although we regularly monitor the financial health and operations of companies in our supply chain, and use alternative suppliers when necessary and available, supply chain constraints could cause a disruption in our ability to obtain raw materials or components required to manufacture our products and adversely affect our operations. Significant shortages in the availability of these materials or price increases could increase our operating costs and adversely impact the competitive positions of our products. We rely on materials, components and finished goods that are sourced from or manufactured in locations outside the U.S., including Mexico, China and other countries, and these countries may experience political or trade instability, which could disrupt our supply of products or materials. We rely on our suppliers to produce high quality materials, components and finished goods according to our specifications. Although we have quality control procedures in place, there is a risk that products may not meet our specifications which could impact our ability to ship quality products to our customers on a timely basis.

***Our backlog may fluctuate and material amounts of cancellations or reductions of orders or a failure to deliver our backlog on time could affect our future sales.***

Our backlog is comprised of the portion of firm signed purchase orders or other written contractual commitments received from customers that we have not recognized as revenue. Backlog may increase or decrease based on the addition of large multi-year projects and their subsequent completion. Backlog may also be favorably or unfavorably affected by foreign currency rate fluctuations. The dollar amount of backlog as of December 31, 2023 was \$639.1 million. The timing of our recognition of revenue out of our backlog is subject to a variety of factors that may cause delays, many of which, including fluctuations in our customers' delivery schedules, are beyond our control. Such delays may lead to significant fluctuations in results of operations from quarter to quarter, making it difficult to predict our financial performance on a quarterly basis. Further, while we have historically experienced few order cancellations and the amount of order cancellations has not been material compared to our total contract volume, if we were to experience a significant amount of cancellations of or reductions in purchase orders, it would reduce our backlog and, consequently, our future sales and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Our future revenue depends in part on our ability to bid and win new contracts.***

Our future revenue and overall results of operations require us to successfully bid on new contracts and, in particular, contracts for large greenfield projects, which are frequently subject to competitive bidding processes. Our revenue from major projects depends in part on the level of capital expenditures in some of our principal end markets, including the energy, chemical processing and power generation industries. The number of such projects we win in any year fluctuates, and is dependent upon the number of projects available and our ability to bid successfully for such projects. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which is affected by a number of factors, such as competitive position, market conditions, financing arrangements and required governmental approvals. If negative market conditions arise, or if we fail to secure adequate financial arrangements or required governmental approvals, we may not be able

to pursue particular projects or win new contracts, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We are exposed to political, regulatory, economic and other risks that arise from operating a multinational business.***

Sales outside of the U.S. for the year ended December 31, 2023 accounted for approximately 34% of our net sales. Further, our business obtains some products, components and raw materials from non-U.S. suppliers. Accordingly, our business is subject to the political, regulatory, economic and other risks that are inherent in operating in numerous countries. These risks include:

- the imposition of tariffs, sanctions, duties, exchange controls, currency restrictions or other trade restrictions;
- changes in general economic and political conditions in countries where we operate, particularly in emerging markets;
- relatively more severe economic conditions in some international markets than in the U.S.;
- the difficulty of enforcing agreements and collecting receivables through non-U.S. legal systems;
- the difficulty of communicating and monitoring standards and directives across our global facilities;
- the difficulty of ensuring that our products, services and supply chains meet ever-changing regional regulations and requirements;
- trade protection measures and import or export licensing requirements and restrictions;
- the possibility of terrorist action or military conflict affecting us, our operations, supply chains or end-markets or economies generally;
- the threat of nationalization and expropriation;
- difficulty in staffing and managing widespread operations in non-U.S. labor markets;
- changes in tax treaties, laws or rulings that could have a material adverse impact on our effective tax rate;
- limitations on repatriation of earnings;
- the difficulty of protecting intellectual property in non-U.S. countries; and
- changes in and required compliance with a variety of non-U.S. laws and regulations.

Our success depends in part on our ability to anticipate and effectively manage these and other risks. We cannot assure you that these and other factors will not have a material adverse effect on our international operations or on our business as a whole.

***Our dependence on subcontractors and third party suppliers and manufacturers with respect to projects could have a material adverse effect on us.***

We often rely on third party subcontractors as well as third party suppliers and manufacturers to complete projects. To the extent that we cannot engage subcontractors or acquire supplies or materials from third parties for these projects, our ability to complete a project in a timely fashion or at a profit may be impaired. If the amount we are required to pay for these goods and services exceeds the amount we have estimated in bidding for fixed-price contracts, we could experience losses on these contracts. In addition, if a subcontractor, supplier or manufacturer is unable to deliver its services or materials according to the negotiated contract terms for any reason, including the deterioration of its financial condition or over-commitment of its resources, we may be required to purchase the services or materials from another source at a higher price. This may reduce the profit to be realized or result in a loss on a project for which the services or materials were needed.

***Intellectual property challenges may hinder our ability to develop, engineer and market our products.***

Patents, non-compete agreements, proprietary technologies, customer relationships, trademarks, trade names and brand names are important to our business. Intellectual property protection, however, may not preclude competitors from developing products similar to ours or from challenging our names or products. Our pending patent applications, and our pending copyright and trademark registration applications, may not be allowed or competitors may challenge the validity or scope of our patents, copyrights or trademarks. In addition, our patents, copyrights, trademarks and other intellectual property rights may not provide us a significant competitive advantage. Furthermore, participants in our markets may use challenges to intellectual property as a means to compete. Patent and trademark challenges increase our costs to develop, engineer and market our products. We may need to spend significant resources monitoring our intellectual property rights and we may or may not be able to detect infringement by third parties. If we fail to successfully enforce our intellectual property rights or register new patents, our competitive position could suffer, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We have significant goodwill and intangible assets and future impairment of our goodwill and intangible assets could have a material adverse effect on our results of operations.***

We test goodwill and other indefinite-lived intangible assets for impairment on at least an annual basis, and more frequently if circumstances warrant, by comparing the estimated fair value of our reporting unit to its respective carrying values on its balance sheets. As of December 31, 2023, our goodwill and intangible assets were \$4.1 billion and represented 66% of our total assets. Changes in economic and operating conditions impacting the assumptions used in our impairment tests could result in future goodwill and intangible asset impairment expense.

***We may not realize the anticipated benefits of the ECM Industries acquisition and any benefit may take longer to realize than we expect.***

The ECM Industries acquisition involves the integration of ECM Industries' operations with our existing operations, and there are uncertainties inherent in such an integration. We are required to devote significant management attention and resources to integrating ECM Industries' operations. Delays or unexpected difficulties in the integration process could adversely affect our business, financial results and financial condition. Even if we are able to integrate ECM Industries' operations successfully, this integration may not result in the realization of the full benefits of revenue synergies, cost savings and operational efficiencies that we expect, or the achievement of these benefits within a reasonable period of time or at all.

### **Risks Relating to Legal, Regulatory and Compliance Matters**

***Changes in U.S. and foreign government administrative policy, including changes to existing trade agreements and U.S. government sanctions, could have a material adverse effect on us.***

As a result of changes to U.S. and foreign government administrative policy, there may be changes to existing trade agreements, greater restrictions on free trade generally, significant increases in tariffs on goods imported into the U.S. particularly tariffs on products manufactured in China, Canada and Mexico, among other possible changes.

In addition, from time to time, the U.S. government has imposed sanctions restricting U.S. companies from conducting business with specified non-U.S. individuals and companies. For example, the U.S. government has imposed sanctions through several executive orders and legislation restricting U.S. companies from conducting business with specified Russian and Ukrainian individuals and companies. The sanctions imposed by the U.S. government may be expanded in the future to restrict or further restrict us from engaging with customers or vendors. If we are unable to conduct business with new or existing customers or vendors or pursue business opportunities in Russia or Ukraine, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently manufacture and sell products, and any resulting negative sentiments towards the U.S. as a result of such changes, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Violations of the U.S. Foreign Corrupt Practices Act and similar anti-corruption laws outside the U.S. or international trade compliance regulations could have a material adverse effect on us.***

The U.S. Foreign Corrupt Practices Act and similar anti-corruption laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials or other persons for the purpose of obtaining or retaining business. We operate in many parts of the world that are recognized as having governmental and commercial corruption and in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. Because many of our customers and end users are involved in infrastructure construction and energy production, they are often subject to increased scrutiny by regulators.

Further, our global operations require importing and exporting goods and technology across international borders on a regular basis. Certain of the products we manufacture are "dual use" products, which are products that may have both civil and military applications, or may otherwise be involved in weapons proliferation, and are often subject to more stringent export controls. From time to time, we may obtain or receive information alleging improper activity in connection with imports or exports. Our policies mandate strict compliance with applicable laws and regulations, including those pertaining to anti-corruption, anti-bribery and trade. However, even when we are in strict compliance with law and our policies, we may suffer reputational damage if certain of our products are sold through various intermediaries to entities operating in sanctioned countries. We cannot assure that our internal control policies and procedures will always protect us from reckless or criminal acts committed by our employees or third-party intermediaries. In the event that we believe or have reason to believe that our employees or agents have or may have violated applicable laws, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which can be expensive and require significant time and attention from senior management. Violations of these laws may require self-disclosure to governmental agencies and result in criminal or civil sanctions, which

could disrupt our business, cause denial of import or export privileges, and result in a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

***We are exposed to potential environmental laws, liabilities and litigation.***

We are subject to U.S. federal, state, local and non-U.S. laws and regulations governing our environmental practices, public and worker health and safety, and the indoor and outdoor environment. Compliance with these environmental, health and safety regulations could require us to satisfy environmental liabilities, increase the cost of manufacturing our products or otherwise have a material adverse effect on our business, financial condition, results of operations and cash flows. Any violations of these laws by us could cause us to incur unanticipated liabilities. We are also required to comply with various environmental laws and maintain permits, some of which are subject to renewal from time to time, for many of our businesses and we could suffer if we are unable to renew existing permits or to obtain any additional permits that we may require. Compliance with environmental requirements also could require significant operating or capital expenditures or result in significant operational restrictions. We cannot assure you that we have been or will be at all times in compliance with environmental and health and safety laws. If we violate these laws, we could be fined, criminally charged or otherwise sanctioned by regulators.

We have been named as defendant, target or a potentially responsible party ("PRP") in a number of environmental cleanups relating to our current or former businesses. We may be named as a PRP at other sites in the future for existing businesses, as well as both divested and acquired businesses. In addition to clean-up actions brought by governmental authorities, private parties could bring personal injury or other claims due to the presence of, or exposure to, hazardous substances. Certain environmental laws impose liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances at their properties or at properties at which they have disposed of hazardous substances. The cost of clean-up and other environmental liabilities can be difficult to accurately predict. In addition, environmental requirements change and tend to become more stringent over time. Our eventual environmental clean-up costs and liabilities could exceed the amount of our current reserves.

***We may incur significant costs in our efforts to successfully avoid, manage, defend and litigate intellectual property matters.***

From time to time, we receive notices from third parties alleging intellectual property infringement. Any dispute or litigation involving intellectual property could be costly and time-consuming due to the complexity and the uncertainty of intellectual property litigation. Our intellectual property portfolio may not be useful in asserting a counterclaim, or negotiating a license, in response to a claim of infringement or misappropriation. In addition, as a result of such claims, we may lose our rights to utilize critical technology, may be required to pay substantial damages or license fees with respect to the infringed rights or may be required to redesign our products at a substantial cost, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We are exposed to certain regulatory and financial risks related to climate change and other sustainability matters.***

Climate change is receiving ever increasing attention worldwide. Many scientists, legislators and others attribute global warming to increased levels of greenhouse gases, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. The U.S. Environmental Protection Agency ("EPA") has published findings that emissions of carbon dioxide, methane, and other greenhouse gases ("GHGs") present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to the warming of the earth's atmosphere and other climate changes. Based on these findings, the EPA has implemented regulations that require reporting of GHG emissions, or that limit emissions of GHGs from certain mobile or stationary sources. In addition, various federal, state and international regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many have already taken legal measures to reduce emissions of GHGs, primarily through the development of carbon tax, GHG inventories, GHG permitting and/or regional GHG cap-and-trade programs. It is uncertain whether, when and in what form a federal mandatory carbon dioxide emissions reduction program, or other state or international programs, may be adopted. To the extent our customers, particularly our energy and industrial customers, are subject to any of these or other similar proposed or newly enacted laws and regulations, we are exposed to risks that the additional costs incurred by customers to comply with such laws and regulations could impact their ability or desire to continue to operate at similar levels in certain jurisdictions as historically seen or as currently anticipated, which could negatively impact their demand for our products and services. These actions could also increase costs associated with our operations, including costs for raw materials and transportation. Because it is uncertain what laws will be enacted, we cannot predict the potential impact of such laws on our future financial condition, results of operations and cash flows.

Further, we are subject to additional federal, state, international and national European and U.S. regulations relating to climate and environmental risk, which are continually evolving. Regulators in Europe and the U.S. have focused efforts on increased disclosure related to climate change and mitigation efforts. The European Union recently adopted the European Sustainability Reporting Standards and the Corporate Sustainability Reporting Directive ("CSRD") that will impose disclosure of the risks and opportunities arising from social and environmental issues, and on the impact of companies' activities on people and the environment. Similarly, the State of California recently passed the Climate Corporate Data Accountability Act and the Climate-

Related Financial Risk Act that will impose broad climate-related disclosure obligations on certain companies doing business in California, including us, starting in 2026. The SEC has included in its regulatory agenda potential rulemaking on climate change disclosures. We will likely need to be prepared to contend with overlapping, yet distinct, climate-related disclosure requirements in multiple jurisdictions. Compliance may significantly increase compliance burdens and associated regulatory costs and complexity, and the failure to comply with such legislation and regulations could result in fines to us, and could affect our business, financial condition, results of operations and cash flows.

In addition, as part of our strategy regarding climate change and sustainability matters, we have set and may set additional targets aimed at reducing our impact on the environment and climate change and/or targets relating to other sustainability matters. Actions we take to achieve our targets or strategy could result in increased costs to our operations. We may not be able to achieve such targets or our desired impact, and any future investments we make in furtherance of achieving such targets and strategy may not meet investor expectations or standards regarding sustainability performance. Moreover, we may determine that it is in the best interest of our company and our shareholders to prioritize other business, social, governance or sustainable investments over the achievement of our current targets based on economic, regulatory and social factors, business strategy or pressure from investors or other stakeholders.

As investors and other stakeholders are increasingly focused on ESG matters, and as stakeholder ESG expectations and standards are evolving, we may not be able to sufficiently respond to these evolving standards and expectations. Furthermore, we could be criticized for the accuracy or completeness of the disclosure of our ESG initiatives. If we are unable to meet our targets or successfully implement our strategy, or our ESG reporting is inaccurate or incomplete, then we could suffer from reputational damage and incur adverse reaction from investors and other stakeholders, which could adversely impact the perception of our brands and our products and services by current and potential investors and customers, which could in turn adversely impact our business, results of operations or financial condition.

***Increased cybersecurity threats and computer crime pose a risk to our systems, networks, products and services, which expose us to potential regulatory, financial and reputational risks.***

We rely upon information technology systems and networks in connection with a variety of business activities, some of which are managed by third parties. As our business increasingly interfaces with employees, customers, distributors and suppliers using information technology systems and networks, we are subject to an increased risk to the secure operation of these systems and networks. Our evolution into smart products and Internet of Things subjects us to increased cyber and technology risks. The secure operation of these information technology systems and networks is critical to our business operations and strategy.

Cybersecurity threats from user error to attacks designed to gain unauthorized access to our systems, networks and data are increasing in frequency and sophistication. These threats pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of the data we process and maintain and pose a risk of theft to our assets. Establishing systems and processes to address these threats and changes in legal requirements relating to data collection and storage may increase our costs. We have experienced cybersecurity incidents, and, although we have determined such cybersecurity incidents to be immaterial and such incidents have not had a material adverse effect on our business strategy, financial condition, results of operations or cash flows, there can be no assurance of similar results in the future. Should future attacks succeed, it could expose us and our employees, customers, distributors and suppliers to the theft of assets, misuse of information or systems, the compromising of confidential information, manipulation and destruction of data, product failures, production downtimes and operations disruptions. The occurrence of any of these events could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. In addition, such cybersecurity incidents could result in litigation, regulatory action and potential liability and the costs and operational consequences of implementing further cybersecurity measures.

***Changes in data privacy laws and our ability to comply with them could have a material adverse effect on us.***

We collect and store data that is sensitive to us and our employees, customers, dealers and suppliers. A variety of state, national, foreign and international laws and regulations apply to the collection, use, retention, protection, security, disclosure, transfer and other processing of personal and other data. Many foreign data privacy regulations, including the General Data Protection Regulation (the “GDPR”) in the European Union and the U.K., are more stringent than federal regulations in the United States. Within the United States, many states are considering adopting, or have already adopted privacy regulations, including, for example, the California Consumer Privacy Act. These laws and regulations are rapidly evolving and changing, and could have an adverse effect on our operations. Companies’ obligations and requirements under these laws and regulations are subject to uncertainty in how they may be interpreted by courts and governmental authorities. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs, and/or result in interruptions or delays in the availability of systems. In the case of non-compliance with these laws, including the GDPR, regulators have the authority to levy significant fines. In addition, if there is a breach of privacy, we may be required to make notifications under data privacy laws or regulations, or could become subject to litigation. The occurrence of any of these events could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.



***We may be negatively impacted by litigation, including product liability claims.***

We are currently, and may in the future become, subject to litigation and other claims. We have been made parties to a number of actions filed or have been given notice of potential claims relating to the conduct of our business, including those pertaining to commercial disputes, product liability, asbestos, environmental, safety and health, patent infringement and employment matters. The outcome of such legal proceedings cannot be predicted with certainty and some may be disposed of unfavorably to us. Our business exposes us to potential litigation, such as product liability claims relating to the design, manufacture and sale of our products. While we currently maintain what we believe to be suitable product liability insurance, we may not be able to maintain this insurance on acceptable terms and this insurance may not provide adequate protection against potential or previously existing liabilities. In addition, we self-insure a portion of product liability claims. Successful claims against us for significant amounts could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.

**Risks Relating to Financial Markets and Our Debt and Liquidity**

***Increased leverage may harm our financial condition and results of operations.***

As of December 31, 2023, we had \$1.8 billion of total debt on a consolidated basis. Our indebtedness increased materially in connection with the ECM Industries acquisition. We funded the ECM Industries acquisition with borrowings under the 2023 Term Loan Facility and net proceeds from the issuance of the 2033 Notes (described more fully in ITEM 8, Note 9 of the Notes to Consolidated Financial Statements), together with cash on hand and borrowings under our revolving credit facility, for an aggregate amount of approximately \$900.0 million of new indebtedness in connection with the ECM Industries acquisition. We and our subsidiaries may incur additional indebtedness in the future, subject to limitations in our debt agreements. This increase and any future increases in our level of indebtedness will have several important effects on our future operations, including, without limitation:

- we will have additional cash requirements to support the payment of interest on our outstanding indebtedness;
- increases in our outstanding indebtedness and leverage may increase our vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure;
- our ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be reduced;
- our flexibility in planning for, or reacting to, changes in our business and our industry may be reduced; and
- our flexibility to make acquisitions and develop technology may be limited.

Our ability to make payments of principal and interest on our indebtedness depends upon our future performance, which will be subject to general economic conditions and financial, business and other factors affecting our consolidated operations, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our debt and meet our other cash requirements, we may be required, among other things:

- to seek additional financing in the debt or equity markets;
- to refinance or restructure all or a portion of our indebtedness;
- to sell selected assets or businesses; or
- to reduce or delay planned capital or operating expenditures.

Such measures might not be sufficient to enable us to service our debt and meet our other cash requirements. In addition, any such financing, refinancing or sale of assets might not be available at all or on economically favorable terms.

***Volatility in currency exchange rates could have a material adverse effect on our financial condition, results of operations and cash flows.***

Sales outside of the U.S. for the year ended December 31, 2023 accounted for approximately 34% of our net sales. Our financial statements reflect translation of items denominated in non-U.S. currencies to U.S. dollars. Therefore, if the U.S. dollar strengthens in relation to the principal non-U.S. currencies from which we derive revenue as compared to a prior period, our U.S. dollar-reported revenue and income will effectively be decreased to the extent of the change in currency valuations and vice-versa. For the year ended December 31, 2023, foreign currency translations did not have an impact on our net sales. Fluctuations in foreign currency exchange rates, most notably the strengthening of the U.S. dollar against the euro, could have a material adverse effect on our reported revenue and income in future periods.

***Disruptions in the financial markets could adversely affect us, our customers and our suppliers by increasing funding costs or reducing availability of credit.***

In the normal course of our business, we may access credit markets for general corporate purposes, which may include repayment of indebtedness, acquisitions, additions to working capital, repurchase of shares, capital expenditures and investments in our subsidiaries. Although we expect to have sufficient liquidity to meet our foreseeable needs, our access to and the cost of capital could be negatively impacted by disruptions in the credit markets, which have occurred in the past and made financing terms for borrowers unattractive or unavailable. These factors may make it more difficult or expensive for us to access credit markets if the need arises. In addition, these factors may make it more difficult for our suppliers to meet demand for their products or for prospective customers to commence new projects, as customers and suppliers may experience increased costs of debt financing or difficulties in obtaining debt financing. Disruptions in the financial markets in the past have had adverse effects on other areas of the economy and have led to a slowdown in general economic activity that may adversely affect our businesses. One or more of these factors could adversely affect our business, financial condition, results of operations and cash flows.

***Covenants in our debt instruments may adversely affect us.***

Our credit agreements and indentures contain customary financial covenants, including those that limit the amount of our debt, which may restrict the operations of our business and our ability to incur additional debt to finance acquisitions. Our ability to meet the financial covenants can be affected by events beyond our control, and we cannot provide assurance that we will meet those tests. A breach of any of these covenants could result in a default under our credit agreements or indentures. Upon the occurrence of an event of default under any of our credit facilities or indentures, the lenders or trustees could elect to declare all amounts outstanding thereunder to be immediately due and payable and, in the case of credit facility lenders, terminate all commitments to extend further credit. If the lenders or trustees accelerate the repayment of borrowings, we cannot provide assurance that we will have sufficient assets to repay our credit facilities and our other indebtedness. Furthermore, acceleration of any obligation under any of our material debt instruments will permit the holders of our other material debt to accelerate their obligations, which could have a material adverse effect on our financial condition.

***We may increase our debt or raise additional capital, our credit ratings may be downgraded in the future, or our interest rates may increase, each of which could affect our financial condition, and may decrease our profitability.***

We may increase our debt or raise additional capital in the future, subject to restrictions in our debt agreements. If our cash flow from operations is less than we anticipate, if our cash requirements are more than we expect, or if we intend to finance acquisitions, we may require more financing. However, debt or equity financing may not be available to us on acceptable terms, if at all. If we incur additional debt or raise equity through the issuance of additional capital shares, the terms of the debt or capital shares issued may give the holders rights, preferences and privileges senior to those of holders of our ordinary shares, particularly in the event of liquidation. The terms of the debt may also impose additional and more stringent restrictions on our operations than we currently have. If we raise funds through the issuance of additional equity, the percentage ownership of existing shareholders in our company would decline. If we are unable to raise additional capital when needed, our financial condition could be adversely affected.

Unfavorable changes in the ratings that rating agencies assign to our debt may ultimately negatively impact our access to the debt capital markets and increase the costs we incur to borrow funds. If ratings for our debt are downgraded, our access to the debt capital markets may become restricted. Additionally, our credit agreements generally include an increase in interest rates if the ratings for our debt are downgraded. To the extent that our interest rates increase, our interest expense will increase, which could adversely affect our financial condition, results of operations and cash flows.

***Risks Relating to Our Jurisdiction of Incorporation in Ireland and Tax Residency in the U.K.***

***We are subject to changes in law and other factors that may not allow us to maintain a worldwide effective corporate tax rate that is competitive in our industry.***

While we believe that we should be able to maintain a worldwide effective corporate tax rate that is competitive in our industry, we cannot give any assurance as to what our effective tax rate will be in the future, because of, among other things, uncertainty regarding the tax policies of the jurisdictions where we operate. Our actual effective tax rate may vary from our expectation and that variance may be material. Also, the tax laws of the U.S., the U.K., Ireland and other jurisdictions could change in the future, and such changes could cause a material change in our worldwide effective corporate tax rate. For example, several countries in which we operate, including the U.K., have begun to enact legislation to implement the Organization for Economic Cooperation and Development's international tax framework, including the Pillar II Model Rules for a global 15.0% minimum tax regime with effect from January 1, 2024 or later. We expect the Pillar II global minimum tax regime will negatively impact our effective tax rate and results of operations beginning in 2024. In addition, legislative or administrative action could be taken by the U.S., the U.K., Ireland or the European Union which could override tax treaties or modify tax statutes or regulations upon which we expect to rely, limit the availability of tax benefits or deductions we currently claim or otherwise affect the taxes imposed on our worldwide operations and materially adversely affect our effective tax rate. We cannot predict the outcome of

any specific legislative proposals. If proposals were enacted that had the effect of disregarding our incorporation in Ireland or limiting our ability as an Irish company to maintain tax residency in the U.K. and take advantage of the tax treaties among the U.S., the U.K. and Ireland, we could be subject to increased taxation, which could materially adversely affect our financial condition, results of operations, cash flows or our effective tax rate in future reporting periods.

***A change in our tax residency could have a negative effect on our future profitability, and may trigger taxes on dividends or exit charges.***

We are incorporated in Ireland and we are an Irish tax resident under Irish domestic law unless we are regarded as being resident elsewhere (and not Ireland) under the terms of a double tax treaty. Under domestic U.K. law, a company that is centrally managed and controlled in the U.K. is regarded as resident in the U.K. for taxation purposes unless it is treated as resident in another jurisdiction pursuant to any appropriate double tax treaty with the U.K. Other jurisdictions may also seek to assert taxing jurisdiction over us.

Effective for tax periods beginning on or after November 1, 2019, where a company is treated as tax resident under the domestic laws of both the U.K. and Ireland, the Double Tax Convention between the U.K. and Ireland (the “Convention”) signed on June 2, 1976, and as modified by paragraph 1 of Article 4 of the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the “Multilateral Instrument” or “MLI”) provides that the residence of a dual-resident entity should be determined by way of mutual agreement between the Irish Revenue Commissioners and His Majesty’s Revenue Commissioners. The tie-breaker test provides that, in cases of dual residence, the competent authorities of the two states shall determine by mutual agreement the territory of which the person shall be deemed to be resident for purposes of the Convention.

Our application under the Mutual Agreement Procedure provided for in Article 24 of the Convention (as amended pursuant to the MLI) seeking confirmation that we will continue to be tax resident solely in the U.K. was approved by the competent authorities of the U.K. and Ireland effective December 31, 2019.

It is possible that in the future, whether as a result of a change in law or the practice of any relevant tax authority or as a result of any change in the conduct of our affairs, we could become, or be regarded as having become, resident in a jurisdiction other than the U.K. If we cease to be resident in the U.K. and become resident in another jurisdiction, we may be subject to U.K. exit charges, and could become liable for additional tax charges in the other jurisdiction (including dividend withholding taxes or corporate income tax charges). If we were to be treated as resident in more than one jurisdiction, we could be subject to taxation in multiple jurisdictions. If, for example, we were considered to be a tax resident of Ireland, we could become liable for Irish corporation tax and any dividends paid by us could be subject to Irish dividend withholding tax.

***Irish law differs from the laws in effect in the U.S. and may afford less protection to holders of our securities.***

It may not be possible to enforce court judgments obtained in the U.S. against us in Ireland based on the civil liability provisions of the U.S. federal or state securities laws. In addition, there is some uncertainty as to whether the courts of Ireland would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the U.S. federal or state securities laws or hear actions against us or those persons based on those laws. We have been advised that the U.S. currently does not have a treaty with Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any U.S. federal or state court based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not automatically be enforceable in Ireland.

As an Irish company, we are governed by the Companies Act 2014, which differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Likewise, the duties of directors and officers of an Irish company generally are owed to the company only. Shareholders of Irish companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances. Accordingly, holders of our securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the U.S.

In addition, our articles of association provide that the Irish courts have exclusive jurisdiction to determine any and all derivative actions in which a holder of nVent ordinary shares asserts a claim in the name of nVent, actions asserting a claim of breach of a fiduciary duty of any of the directors of nVent and actions asserting a claim arising pursuant to any provision of Irish law or our articles of association. Under Irish law, the proper claimant for wrongs committed against nVent, including by our directors, is considered to be nVent itself. Irish law permits a shareholder to initiate a lawsuit on behalf of a company such as nVent only in limited circumstances and requires court permission to do so.

***Irish law differs from the laws in effect in the U.S., which may negatively impact our ability to issue ordinary shares.***

Under Irish law, we must have authority from our shareholders to issue any ordinary shares, including shares that are part of our authorized but unissued share capital. In addition, unless authorized by its shareholders, when an Irish company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders on a pro-rata basis. If we are unable to obtain these authorizations from our shareholders, or are otherwise limited by the terms of our authorizations, our ability to issue ordinary shares under our equity compensation plans and, if applicable, to facilitate funding acquisitions or otherwise raise capital could be adversely affected.

***Transfers of nVent ordinary shares may be subject to Irish stamp duty.***

Transfers of nVent ordinary shares effected by means of the transfer of book entry interests in the Depository Trust Company ("DTC") will not be subject to Irish stamp duty. However, if you hold your nVent ordinary shares directly, rather than beneficially through DTC, any transfer of your nVent ordinary shares could be subject to Irish stamp duty (currently at the rate of 1 percent of the higher of the price paid or the market value of the shares acquired). Payment of Irish stamp duty is generally a legal obligation of the transferee.

We currently intend to pay (or cause one of our affiliates to pay) stamp duty in connection with share transfers made in the ordinary course of trading by a seller who holds shares directly to a buyer who holds the acquired shares beneficially. In other cases we may, in our absolute discretion, pay (or cause one of our affiliates to pay) any stamp duty. Our constitution provides that, in the event of any such payment, we (i) may seek reimbursement from the buyer, (ii) will have a lien against the shares acquired by such buyer and any dividends paid on such shares and (iii) may set-off the amount of the stamp duty against future dividends on such shares. Parties to a share transfer may assume that any stamp duty arising in respect of a transaction in nVent ordinary shares has been paid unless one or both of such parties is otherwise notified by us.

***nVent ordinary shares, received by means of a gift or inheritance, could be subject to Irish capital acquisitions tax.***

Irish capital acquisitions tax ("CAT") could apply to a gift or inheritance of nVent ordinary shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because nVent ordinary shares will be regarded as property situated in Ireland. The person who receives the gift or inheritance has primary liability for CAT. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax-free threshold which Irish Revenue typically updates annually in respect of taxable gifts or inheritances received from their parents.

## **General Risk Factors**

***Our share price may fluctuate significantly.***

We cannot predict the prices at which nVent ordinary shares may trade. The market price of nVent ordinary shares may fluctuate widely, depending on many factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our results of operations due to factors related to our business;
- success or failure of our business strategy;
- our quarterly or annual earnings, or those of other companies in our industry;
- our ability to obtain third-party financing as needed;
- announcements by us or our competitors of significant acquisitions or dispositions;
- changes in accounting standards, policies, guidance, interpretations or principles;
- changes in earnings estimates by us or securities analysts or our ability to meet those estimates;
- the operating and share price performance of other comparable companies;
- investors' perceptions of us;
- natural or other environmental disasters that investors believe may affect us;
- overall market fluctuations;
- results from any material litigation, including government investigations or environmental liabilities;
- changes in laws and regulations affecting our business; and
- general economic conditions and other external factors.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations could have a material adverse effect on our share price.

***Our success depends on attracting and retaining qualified personnel.***

Our ability to sustain and grow our business requires us to hire, retain and develop a highly skilled and diverse management team and workforce. Failure to ensure that we have the depth and breadth of personnel with the necessary skill set and experience, or the loss of key employees, could impede our ability to deliver our growth objectives and execute our strategy.

***Catastrophic and other events beyond our control may disrupt operations at our manufacturing facilities and those of our suppliers, which could cause us to be unable to meet customer demands or increase our costs or reduce customer spending.***

If operations at any of our manufacturing facilities or those of our suppliers were to be disrupted as a result of significant equipment failures, natural disasters, earthquakes, power outages, fires, explosions, terrorism, military conflicts, cybersecurity incidents, adverse weather conditions, labor disputes, public health epidemics or other catastrophic events or events outside of our control, we may be unable to fill customer orders and otherwise meet customer demand for our products. In addition, these types of events may negatively impact consumer, commercial and industrial spending in impacted regions or, depending on the severity, globally. As a result, any of such events could have a material adverse effect on our business, financial condition, results of operations and cash flows. Interruptions in production, in particular at our manufacturing facilities, could increase our costs and reduce our sales. Any interruption in production capability could require us to make substantial capital expenditures to fill customer orders. We maintain property damage insurance that we believe to be adequate to provide for reconstruction of facilities and equipment, as well as business interruption insurance to mitigate losses resulting from any production interruption or shutdown caused by an insured loss. However, any recovery under our insurance policies may not offset the lost sales or increased costs that may be experienced during the disruption of operations, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

We have implemented a comprehensive cybersecurity program designed to protect the confidentiality, integrity, and availability of our information systems and data. The program is aligned with the National Institute of Standards and Technology (NIST) Cybersecurity Framework and zero trust model, incorporates industry best practice standards, and includes policies, standards, procedures, controls and technology platforms that help manage cybersecurity risk.

Our cybersecurity program includes the following capabilities:

***Governance***

Our Board of Directors oversees cybersecurity risk management and is supported by the Audit and Finance Committee of the Board (the "Audit Committee"). The Audit Committee interacts with the Executive Leadership Team ("ELT"), including our Chief Technology Officer ("CTO"), and other members of management with respect to cybersecurity matters. The Board of Directors and the Audit Committee receive periodic reports from management on the effectiveness of the cybersecurity program and any material cybersecurity incidents that have occurred. The Board of Directors and the Audit Committee work with management to help ensure that our cybersecurity program is effective in addressing the risks associated with cybersecurity threats and are committed to continuously improving our cybersecurity program to stay ahead of emerging threats. The CTO oversees our cybersecurity program, including assessing and managing material risks from cybersecurity threats. The Chief Information Security Officer ("CISO") reports to the CTO and leads the cybersecurity program and team.

The CTO has served in various roles in information technology and information security for over 25 years. The CTO holds a PhD in engineering and degrees in technology and management. The CISO has served in various roles in information technology and information security for over 25 years, including serving as a cybersecurity leader for public companies for more than 10 years. The CISO holds a degree in engineering and a master's degree in business.

***Risk Management***

We have processes in place to assess, identify, and manage material risks from cybersecurity threats. We track cybersecurity risk as an enterprise risk through our enterprise-wide risk management ("ERM") framework. The Board of Directors is actively involved in oversight of our ERM framework and receives regular reports on risks, including cybersecurity risks. We engage third parties to conduct assessments, tests, and simulation exercises to validate and further mature our cybersecurity program, the results of which are reported to the Executive Leadership Team, including CTO, and the Board of Directors. We maintain cybersecurity insurance coverage to help mitigate the financial impact of a cybersecurity incident.

### ***Technical Safeguards***

We deploy technical safeguards that are designed to protect our information systems from cybersecurity incidents, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, all of which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence.

### ***Incident Response and Recovery Planning***

We have established and maintain comprehensive incident response and business continuity plans that address our response to, and mitigation and remediation of, a cybersecurity incident. We have implemented controls and procedures that provide for the prompt escalation of cybersecurity incidents to the ELT and the Audit Committee when appropriate, so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner.

### ***Third-Party Risk Management***

We maintain a comprehensive, risk-based approach to assessing and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

### ***Education and Awareness***

We have implemented a security awareness and training program designed to educate employees on the importance of information security and to help them identify and respond to potential security incidents. The program includes annual required cybersecurity training for professional employees, role-based cybersecurity training, and a phishing awareness program for all employees.

Previous cybersecurity incidents have not materially affected us, including our business strategy, results of operations or financial condition. However, risks from cybersecurity threats, including but not limited to exploitation of vulnerabilities, ransomware, denial of service, supply chain disruption, or other similar incidents may materially affect us, including our execution of business strategy, reputation, results of operations and/or financial condition. See Item 1A, Risk Factors, *“Increased cybersecurity threats and computer crime pose a risk to our systems, networks, products and services, which expose us to potential regulatory, financial and reputational risks.”* for a discussion of cybersecurity risks.

## **ITEM 2. PROPERTIES**

Our principal office is located in leased premises in London, U.K., and our management office in the U.S. is located in leased premises in Minneapolis, Minnesota.

Our key operations are conducted in manufacturing and distribution facilities throughout the world. The following is a summary of our principal manufacturing, distribution, and service center properties:

	Manufacturing Plant Locations	Number of Facilities		
		Manufacturing Plants	Distribution Facilities	Service Centers
Enclosures	U.S. and 10 other countries	19	16	—
Electrical & Fastening Solutions	U.S. and 4 other countries	17	8	—
Thermal Management	U.S. and 3 other countries	4	3	4

We believe that our production facilities are suitable for their purpose and are adequate to support our businesses.

### **ITEM 3. LEGAL PROCEEDINGS**

We have been made parties to a number of actions filed or have been given notice of potential claims relating to the conduct of our business, including those pertaining to commercial disputes, product liability, asbestos, environmental, safety and health, patent infringement and employment matters.

While we believe that a material impact on our financial position, results of operations or cash flows from any such future claims or potential claims is unlikely, given the inherent uncertainty of litigation, a remote possibility exists that a future adverse ruling or unfavorable development could result in future charges that could have a material adverse impact. We do and will continue to periodically reexamine our estimates of probable liabilities and any associated expenses and receivables and make appropriate adjustments to such estimates based on experience and developments in litigation. As a result, the current estimates of the potential impact on our financial position, results of operations and cash flows for the proceedings and claims described in the notes to our consolidated financial statements could change in the future.

#### ***Environmental matters***

We have been named as defendant, target or a potentially responsible party ("PRP") in a number of environmental clean-ups relating to our current or former businesses. We may be named as a PRP at other sites in the future for existing businesses, as well as both divested and acquired businesses. In addition to clean-up actions brought by governmental authorities, private parties could bring personal injury or other claims due to the presence of, or exposure to, hazardous substances.

Certain environmental laws impose liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances at their properties or at properties at which they have disposed of hazardous substances. Our accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. It can be difficult to estimate reliably the final costs of investigation and remediation due to various factors. In our opinion, the amounts accrued are appropriate based on facts and circumstances as currently known. As of December 31, 2023, our recorded reserves for environmental matters were not material. We do not anticipate these environmental conditions will have a material adverse effect on our financial position, results of operations or cash flows. However, unknown conditions, new details about existing conditions or changes in environmental requirements may give rise to environmental liabilities that will exceed the amount of our current reserves and could have a material adverse effect in the future.

#### ***Product liability claims***

We are subject to various product liability lawsuits and personal injury claims. A substantial number of lawsuits and claims incurred prior to the effective date of the separation on April 30, 2018 are insured by and an obligation of Pentair's captive insurance subsidiary. Lawsuits and claims incurred after the separation are insured and accrued for by Tonka Bay, a captive insurance subsidiary of nVent. For all other claims, accruals covering the claims are recorded, on an undiscounted basis, when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on existing information. The accruals are adjusted periodically as additional information becomes available. We have not experienced significant unfavorable trends in either the severity or frequency of product liability lawsuits or personal injury claims.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Current executive officers of nVent Electric plc, their ages, current position and their business experience during at least the past five years are as follows:

<u>Name</u>	<u>Age</u>	<u>Current Position and Business Experience</u>
Beth A. Wozniak	59	Chief Executive Officer since 2018 and Chair of the Board since 2023; Ms. Wozniak was the President of Pentair’s Electrical segment during 2017. Ms. Wozniak previously served as President of Pentair’s Flow & Filtration Solutions Global Business Unit from 2015 – 2016. Ms. Wozniak was President of the Environmental and Combustion Controls unit of Honeywell International Inc. (a software-industrial company) from 2011 – 2015 and President of the Sensing and Controls Unit of Honeywell International Inc. from 2006 – 2011, and she held various leadership positions at Honeywell International Inc. and its predecessor AlliedSignal Inc. from 1990 – 2006.
Sara E. Zawoyski	49	Executive Vice President and Chief Financial Officer since 2019; Ms. Zawoyski was the Senior Vice President Finance and Treasurer of the Company from 2018 – 2019. Ms. Zawoyski previously served in the following roles at Pentair and its predecessors: Chief Financial Officer, Electrical Segment from 2017 – 2018, Chief Financial Officer, Flow and Filtration Solutions from 2015 – 2017, Chief Financial Officer Flow Technologies from 2014 – 2015, Chief Financial Officer, Equipment Protection from 2012 – 2014, and Vice President Investor Relations from 2010 – 2012. Ms. Zawoyski also previously held various investor relations and managerial finance leadership positions at PepsiAmericas from 2002 – 2010 and various positions in the audit practice of PricewaterhouseCoopers LLP from 1996 – 2002.
Jon D. Lammers	59	Executive Vice President and General Counsel and Secretary since 2018; Mr. Lammers served as Pentair’s General Counsel, Electrical from 2017-2018 and was an attorney at Foulston Siefkin LLP (a Kansas-based law firm) from 2016 – 2017. Mr. Lammers previously served as Senior Vice President, General Counsel and Secretary of Spirit Aerosystems Holdings, Inc. (a designer and manufacturer of aerostructures) from 2012 – 2016. He held various senior legal roles, including Deputy North American General Counsel and Asia Pacific General Counsel with Cargill Inc. from 1997 – 2012. Prior to his corporate experience, Mr. Lammers practiced law at Oppenheimer, Wolff & Donnelly (n/k/a Fox Rothschild LLP) from 1993 – 1997 and Paul Hastings LLP from 1991 – 1993.
Lynnette R. Heath	56	Executive Vice President and Chief Human Resources Officer since 2018; Ms. Heath was the Senior Vice President, Global Human Resources of Entrust Datacard (a privately held global security and identity company) from 2009 – 2017. Ms. Heath previously held various human resources roles with General Electric Company from 2000 – 2009, with McKesson Corporation from 1996 – 2000 and with Northern States Power Company (n/k/a Xcel Energy Inc.) from 1992 – 1996.
Aravind Padmanabhan	55	Executive Vice President and Chief Technology Officer since 2019; Mr. Padmanabhan was the Vice President and Chief Technology Officer of the Honeywell Connected Worker unit of Honeywell International Inc. (a software-industrial company) from 2018 – 2019, and served as Acting Chief Architect of the Honeywell Sentience Platform in 2018. Mr. Padmanabhan previously served as Vice President and Chief Technology Officer of the Home & Building Technologies unit of Honeywell International Inc. from 2016 – 2018 and the Environmental & Energy Solutions unit of Honeywell International Inc. from 2013 – 2016. Mr. Padmanabhan also previously held various other technology and engineering leadership positions at Honeywell International Inc. from 1997 – 2013.
Martha C. Bennett	51	Executive Vice President and Chief Marketing Officer since January 2024; Ms. Bennett was the Chief Marketing Officer and Senior Vice President from 2023 – 2024, and the Vice President of Global Marketing Excellence from 2020 – 2023, of the Safety & Industrial Business Group at 3M Company. Ms. Bennett previously held various marketing and leadership roles with 3M Company from 2004 – 2020, with Diamond Aircraft from 2003 – 2004 and with Bombardier Aerospace from 1998 – 2003.
Randolph A. Wacker	59	Senior Vice President and Chief Accounting Officer since 2018 and Treasurer since 2019; Mr. Wacker was the Assistant Corporate Controller of Pentair and served in that role from 2005-2017. Mr. Wacker served as the U.S. Controller of Computer Network Technologies from 2004 – 2005. He served over 10 years in corporate controlling and external reporting roles in various public companies. Mr. Wacker also served as an accountant with the public accounting firm Larson, Allen, Weishair & Co., LLP (n/k/a CliftonLarsonAllen) from 1988 – 1993.



- Joseph A. Ruzynski 48 President of Enclosures since 2018; Mr. Ruzynski was the Vice President of Pentair’s Enclosures Strategic Business Unit and served in that role during 2017. Mr. Ruzynski previously served as Vice President of Pentair’s Engineered Projects Strategic Business Group in its Valves & Controls Global Business Unit from 2016 – 2017 and Vice President of Pentair’s Fluid Motion Business Group from 2015 – 2016. He was the Vice President, Operations of Pentair’s Equipment Protection and Technical Solutions Global Business Units from 2012 – 2014, and held various supply leadership positions with Pentair from 2003 – 2012. Mr. Ruzynski was a Manager with Ernst & Young from 1997 – 2003.
- Robert J. van der Kolk 55 President of Electrical & Fastening Solutions since 2018; Mr. van der Kolk was the Vice President of Pentair’s Engineered & Fastening Solutions Strategic Business Unit of the Electrical segment and served in that role from 2015 – 2017. Mr. van der Kolk previously served as the Executive Vice President, Sales for ERICO from 2011 – 2015, and held various sales, development, and manufacturing leadership roles with ERICO from 2001 – 2008. Mr. van der Kolk held Plant Superintendent and Production Management roles for Cargill in the Netherlands and Germany from 1993 – 2001.
- Michael B. Faulconer 54 President of Thermal Management since 2018; Mr. Faulconer was the Vice President of Pentair’s Thermal Management Strategic Business Unit of the Electrical segment and served in that role during 2017. Mr. Faulconer previously served as the Vice President of Pentair’s Thermal Building Solutions Unit from 2014 – 2016. He was the Vice President, Marketing of Pentair’s Thermal Management Unit from 2010 – 2013. Mr. Faulconer held various general management and marketing leadership roles with Tyco Thermal Controls in the U.S. and Asia from 2001 – 2010. From 1991 – 2000, Mr. Faulconer held various sales roles with Valquip Corporation.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

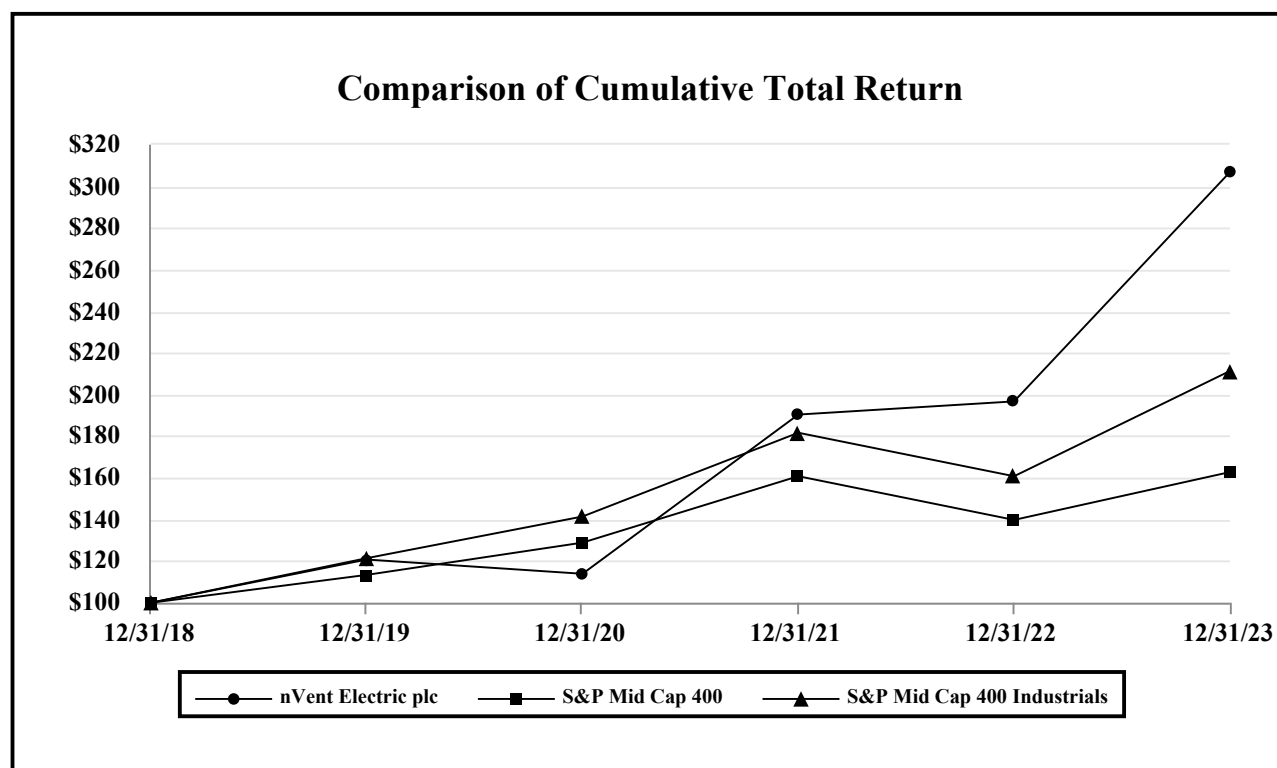
Our ordinary shares are listed for trading on the New York Stock Exchange and trade under the symbol "NVT." As of December 31, 2023, there were 12,426 shareholders of record.

The timing, declaration and payment of future dividends to holders of our ordinary shares will depend upon many factors, including our financial condition and results of operations, the capital requirements of our businesses, industry practice and any other relevant factors.

#### Share Performance Graph

The following information under the caption "Share Performance Graph" in this ITEM 5 of this Annual Report on Form 10-K is not deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or to the liabilities of Section 18 of the Exchange Act and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent we specifically incorporate it by reference into such a filing.

The following graph sets forth the cumulative total shareholder return on our ordinary shares from December 31, 2018, assuming the investment of \$100 and the reinvestment of all dividends since that date to December 31, 2023. The graph also contains for comparison purposes the S&P Mid Cap 400 Index and the S&P Mid Cap 400 Industrials Index, assuming the same investment level and reinvestment of dividends. By virtue of our market capitalization, we are a component of the S&P Mid Cap 400 Index. On the basis of our size and diversity of businesses, we believe the S&P Mid Cap 400 Industrials Index is an appropriate published industry index for comparison purposes.



Company / Index	INDEXED RETURNS					
	Base Period December 31 2018	2019	2020	2021	2022	2023
nVent Electric plc	\$ 100	\$ 120.75	\$ 113.90	\$ 190.38	\$ 196.71	\$ 306.82
S&P Mid Cap 400 Index	100	113.38	128.87	160.77	139.78	162.75
S&P Mid Cap 400 Industrials Index	100	121.40	141.42	181.65	160.76	211.30

### ***Purchases of Equity Securities***

The following table provides information with respect to purchases we made of our ordinary shares during the fourth quarter of 2023:

	(a)	(b)	(c)	(d)
	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Dollar value of shares that may yet be purchased under the plans or programs
October 1 – October 28, 2023	1,086	\$ 52.04	—	\$ 127,333,026
October 29 – November 25, 2023	605,964	51.49	605,726	96,133,146
November 26 – December 31, 2023	269,607	53.79	267,401	81,754,255
<b>Total</b>	<b>876,657</b>		<b>873,127</b>	

- (a) The purchases in this column includes shares repurchased as part of our publicly announced plans and shares deemed surrendered to us by participants in the nVent Electric plc 2018 Omnibus Incentive Plan (the "2018 Plan") and earlier Pentair stock incentive plans that are now outstanding under the 2018 Plan (collectively the "Plans") to satisfy the exercise price or withholding of tax obligations related to the exercise of stock options, vesting of restricted shares and vesting of performance shares.
- (b) The average price paid in this column includes shares repurchased as part of our publicly announced plans and shares deemed surrendered to us by participants in the Plans to satisfy the exercise price of stock options and withholding tax obligations due upon stock option exercises, vesting of restricted shares and vesting of performance shares.
- (c) The number of shares in this column represents the number of shares repurchased as part of our publicly announced plans to repurchase our ordinary shares up to a maximum dollar limit authorized by the Board of Directors, discussed below.
- (d) On May 14, 2021, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of \$300.0 million (the "2021 Authorization"). The 2021 Authorization began on July 23, 2021 and expires on July 22, 2024. As of December 31, 2023, we had \$81.8 million available for repurchases under the 2021 Authorization.

### **ITEM 6. RESERVED**

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This Management's Discussion and Analysis of Financial Condition and Results of Operations refers to and should be read in conjunction with the audited consolidated financial statements and the corresponding notes included in ITEM 8.*

### **Forward-looking statements**

This report contains statements that we believe to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact are forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets," "plans," "believes," "expects," "intends," "will," "likely," "may," "anticipates," "estimates," "projects," "forecasts," "should," "would," "could," "positioned," "strategy," "future," "are confident," or words, phrases or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Among these factors are adverse effects on our business operations or financial results, including due to the overall global economic and business conditions impacting our business; the ability to achieve the benefits of our restructuring plans; the ability to successfully identify, finance, complete and integrate acquisitions, including the ECM Industries and other recent acquisitions; competition and pricing pressures in the markets we serve, including the impacts of tariffs; volatility in currency exchange rates, interest rates and commodity prices; inability to generate savings from excellence in operations initiatives consisting of lean enterprise, supply management and cash flow practices; inability to mitigate material and other cost inflation; risks related to the availability of, and cost inflation in, supply chain inputs, including labor, raw materials, commodities, packaging and transportation; increased risks associated with operating foreign businesses, including risks associated with military conflicts, such as that between Russia and Ukraine, and related sanctions; the ability to deliver backlog and win future project work; failure of markets to accept new product introductions and enhancements; the impact of changes in laws and regulations, including those that limit U.S. tax benefits; the outcome of litigation and governmental proceedings; and the ability to achieve our long-term strategic operating goals. Additional information concerning these and other factors is contained in our filings with the U.S. Securities and Exchange Commission (the "SEC"), including this Annual Report on Form 10-K. All forward-looking statements speak only as of the date of this report. nVent Electric plc assumes no obligation, and disclaims any obligation, to update the information contained in this report.

The following is the discussion and analysis of changes in the financial condition and results of operations for fiscal year 2023 compared to fiscal year 2022. The discussion and analysis of fiscal year 2021 and changes in the financial condition and results of operations for fiscal year 2022 compared to fiscal year 2021 that are not included in this Form 10-K may be found in Part II, ITEM 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on February 28, 2023.

### **Overview**

The terms "us," "we," "our," "the Company" or "nVent" refer to nVent Electric plc. nVent is a leading global provider of electrical connection and protection solutions. We believe our inventive electrical solutions enable safer systems and ensure a more secure world. We design, manufacture, market, install and service high performance products and solutions that connect and protect mission critical equipment, buildings and essential processes. We offer a comprehensive range of enclosures, electrical fastening solutions and thermal management solutions across industry-leading brands that are recognized globally for quality, reliability and innovation.

We classify our operations into business segments based primarily on types of products offered and markets served. We operate across three segments: Enclosures, Electrical & Fastening Solutions and Thermal Management, which represented approximately 49%, 33% and 18% of total revenues during 2023, respectively.

- **Enclosures**—The Enclosures segment provides innovative solutions to help protect electronics and data in mission critical applications, including data solutions, that improve reliability and energy efficiency. Our standard and custom protective enclosures, cooling solutions and power distribution solutions help manage power and protect operating environments for mission critical applications in industrial, infrastructure, commercial and energy verticals.
- **Electrical & Fastening Solutions**—The Electrical & Fastening Solutions segment provides innovative solutions that connect and protect in power and data infrastructure. Our offerings enhance end-user safety, reduce installation time and provide resiliency for critical systems. Our power connections, fastening solutions, cable management solutions, grounding and bonding systems, tools and test instruments help provide efficiencies to contractors and provide resiliency for critical systems that are used across a wide range of verticals, including commercial and residential, infrastructure, industrial and energy.

- **Thermal Management**—The Thermal Management segment provides mission critical heat management solutions that protect people and assets and enhance process efficiency and performance. Our offerings help ensure critical safety, maximize uptime and deliver lower total cost of ownership. For industrial and energy, our products and solutions include heat tracing for freeze protection and process temperature maintenance and temperature control. For commercial, residential and infrastructure, we provide products such as pipe freeze protection, surface deicing, hot water temperature maintenance, floor heating, fire rated wiring and leak detection.

On May 18, 2023, as part of our Electrical & Fastening Solutions reporting segment, we completed the acquisition of ECM Investors, LLC, the parent of ECM Industries, LLC ("ECM Industries"), for approximately \$1.1 billion in cash, subject to customary adjustments. ECM Industries is a leading provider of high-value electrical connectors, tools and test instruments and cable management. The purchase price was funded primarily through borrowings under the 2033 Notes and 2023 Term Loan Facility (as defined below).

On July 10, 2023, we acquired TEXA Industries for approximately \$34.8 million in cash, subject to customary purchase price adjustments. TEXA Industries is an Italian manufacturer of industrial cooling applications that we will market as part of the nVent HOFFMAN product line within our Enclosures segment.

### **Key Trends and Uncertainties Regarding our Existing Business**

The following trends and uncertainties affected our financial performance in 2022 and 2023, and are reasonably likely to impact our results in the future:

- During 2022, we experienced inflationary increases of raw materials, logistics, labor and energy costs, and supply chain challenges, including increased lead times due to availability constraints and high demand. During 2023, supply chain challenges moderated, but we continued to experience inflationary increases, primarily related to labor costs. While we have taken pricing actions and we have implemented and plan to continue to implement productivity improvements that could help offset these cost increases, we expect inflationary cost increases to continue into 2024, which could negatively impact our results of operations.
- Beginning in February 2022, in response to the conflict between Russia and Ukraine, many countries have initiated a variety of sanctions targeting Russia and associated entities. As a result of the ongoing conflict, the Company is exiting its business operations in Russia, and winding down existing contractual obligations in compliance with applicable sanctions. While our historical business activity in Russia is not material to our operations, an escalation or expansion of economic disruption or the conflict's current scope could disrupt sales to our customers or our supply chain, increase inflationary costs and have a material adverse effect on our results of operations.
- Our global operations make our effective tax rate sensitive to significant tax law changes. Several countries in which we operate, including the U.K., have begun to enact legislation to implement the Organization for Economic Cooperation and Development's international tax framework, including the Pillar II global minimum tax regime with effect from January 1, 2024 or later. We expect the Pillar II global minimum tax regime will negatively impact our effective tax rate beginning in 2024. We will continue to monitor these developments as more countries in which we operate adopt legislation and provide guidance.
- The converging megatrends of the electrification of everything, sustainability and digitalization, including the increased use of artificial intelligence, have led to sales growth, particularly in the infrastructure vertical, which includes our data solutions business that is primarily in our Enclosures segment. We expect these megatrends to continue and further drive sales growth in 2024.
- We have invested in innovation and new products, which has led to sales growth in all our segments. We expect continued investment in new products to further drive sales growth in 2024.

In 2024, our operating objectives include the following:

- Executing our Environmental, Social and Governance ("ESG") strategy focused on People, Products and Planet;
- Enhancing and supporting employee engagement, development and retention;
- Achieving differentiated revenue growth through new products and innovation and expansion in higher growth verticals across all regions globally;
- Integrating recent acquisitions with our existing operations;
- Optimizing our technological capabilities to increasingly generate innovative new and connected products and advance digital transformation;

- Driving operational excellence through lean and agile, with specific focus on our digital transformation and supply chain resiliency;
- Optimizing working capital through inventory reduction initiatives across business segments and focused actions to optimize customer and vendor payment terms; and
- Deploying capital strategically to drive growth and value creation.

## CONSOLIDATED RESULTS OF OPERATIONS

The consolidated results of operations were as follows:

<i>In millions</i>	Years ended December 31		% / point change
	2023	2022	2023 vs 2022
Net sales	\$ 3,263.6	\$ 2,909.0	12.2 %
Cost of goods sold	1,921.5	1,812.3	6.0 %
Gross profit	1,342.1	1,096.7	22.4 %
<i>% of net sales</i>	41.1 %	37.7 %	3.4 pts
Selling, general and administrative	683.2	595.9	14.7 %
<i>% of net sales</i>	20.9 %	20.5 %	0.4 pts
Research and development	71.5	60.4	18.4 %
<i>% of net sales</i>	2.2 %	2.1 %	0.1 pts
Operating income	587.4	440.4	33.4 %
<i>% of net sales</i>	18.0 %	15.1 %	2.9 pts
Net interest expense	79.4	31.2	N.M.
Gain on sale of investment	(10.3)	—	N.M.
Other expense (income)	18.8	(63.4)	N.M.
Income before income taxes	499.5	472.6	5.7 %
Provision (benefit) for income taxes	(67.6)	72.8	N.M.
<i>Effective tax rate</i>	(13.5)%	15.4 %	(28.9) pts
Net income	\$ 567.1	\$ 399.8	41.8 %

N.M. Not Meaningful

### **Net sales**

The components of the change in consolidated net sales were as follows:

	2023 vs 2022
Volume	(1.7)%
Price	5.2
Organic growth	3.5
Acquisition	8.7
Total	12.2 %

The 12.2 percent increase in net sales in 2023 from 2022 was primarily the result of:

- sales of \$252.7 million in 2023 as a result of the ECM Industries and TEXA Industries acquisitions; and
- organic sales growth contribution of approximately 2.0% from our infrastructure business in 2023 from 2022, which primarily includes selective increases in selling prices.

### **Gross profit**

The 3.4 percentage point increase in gross profit as a percentage of net sales in 2023 from 2022 was primarily the result of:

- increases in selling prices to mitigate inflationary cost increases; and
- increased productivity as a result of supply chain management and manufacturing efficiencies.

*This increase was partially offset by:*

- \$17.7 million of expense related to inventory step-up recorded in 2023 as a result of the ECM Industries acquisition; and
- inflationary increases, primarily related to labor costs, compared to 2022.

***Selling, general and administrative ("SG&A")***

*The 0.4 percentage point increase in SG&A expense as a percentage of net sales in 2023 from 2022 was driven by:*

- restructuring and acquisition transaction and integration costs of \$25.8 million in 2023 compared to \$12.5 million in 2022;
- inflationary increases impacting our labor costs, professional fees and other administrative costs; and
- investments in capacity, digital, new products, selling and marketing to drive growth.

*This increase was partially offset by:*

- savings generated from restructuring and other lean initiatives.

***Net interest expense***

*The increase in net interest expense in 2023 from 2022 was the result of:*

- increased debt due to the acquisition of ECM Industries;
- increased variable interest rates compared to the same periods of the prior year; and
- the amortization of debt issuance costs of \$3.6 million during 2023 related to financing commitments for the bridge loan facility established in connection with the acquisition of ECM Industries.

***Gain on sale of investment***

In 2023, we recorded a \$10.3 million gain related to the sale of a \$3.8 million equity investment recorded on a cost basis.

***Other expense (income)***

In 2023 and 2022, we recognized a pre-tax, non-cash pension and other post-retirement mark-to-market loss of \$13.9 million and gain of \$66.3 million, respectively.

***Provision (benefit) for income taxes***

*The 28.9 percentage point decrease in the effective tax rate in 2023 from 2022, respectively, was primarily the result of:*

- \$72.0 million of non-cash benefit recorded in 2023 for the recognition of deferred tax assets for a step up in tax basis of intangible assets in Switzerland, partially offset by valuation allowances of \$12.0 million. The assets are amortizable starting in 2024 and the amortization period varies based on the nature of the underlying assets from which the values were derived.
- \$93.2 million of non-cash benefit recorded in 2023 for the recognition of deferred tax assets related to tax-deductible statutory losses in Luxembourg.

*This decrease was partially offset by:*

- increased earnings in higher tax rate jurisdictions.

**SEGMENT RESULTS OF OPERATIONS**

The summary that follows provides a discussion of the results of operations of each of our three reportable segments (Enclosures, Electrical & Fastening Solutions and Thermal Management). Each of these segments comprises various product offerings that serve multiple end users.

We evaluate performance based on sales and segment income and use a variety of ratios to measure performance of our reporting segments. Segment income represents operating income exclusive of intangible amortization, acquisition related expenses, costs of restructuring activities, impairments and other unusual non-operating items.



## Enclosures

The net sales, segment income and segment income as a percentage of net sales for Enclosures were as follows:

<i>In millions</i>	Years ended December 31		% / point change
	2023	2022	2023 vs 2022
Net sales	\$ 1,605.9	\$ 1,503.7	6.8 %
Segment income	346.6	256.0	35.4 %
<i>% of net sales</i>	<i>21.6 %</i>	<i>17.0 %</i>	<i>4.6 pts</i>

## Net sales

The components of the change in Enclosures net sales from the prior period were as follows:

	2023 vs 2022
Volume	0.6 %
Price	5.3
Organic growth	5.9
Acquisition	0.8
Currency	0.1
Total	6.8 %

The 6.8 percent increase in Enclosures net sales in 2023 from 2022 was primarily the result of:

- organic sales growth contribution of approximately 3.5% from our infrastructure business in 2023 from 2022, which includes increases in selling prices and growth in the data solutions business; and 1.5% and 1.0% from our industrial and commercial & residential businesses, respectively, in 2023 from 2022, which includes increases in selling prices; and
- sales of \$12.0 million in 2023 as a result of the TEXA Industries acquisition.

## Segment income

The components of the change in Enclosures segment income as a percentage of net sales from the prior period were as follows:

	2023 vs 2022
Growth/acquisition	(0.4) pts
Price	4.2
Currency	(0.4)
Net productivity	1.2
Total	4.6 pts

The 4.6 percentage point increase in segment income for Enclosures as a percentage of net sales in 2023 from 2022 was primarily the result of:

- increases in selling prices to mitigate inflationary cost increases; and
- increased productivity as a result of supply chain management and manufacturing efficiencies.

This increase was partially offset by:

- inflationary increases, primarily related to labor cost, compared to 2022; and
- investments in capacity, digital, and new products to drive growth.

## Electrical & Fastening Solutions

The net sales, segment income and segment income as a percentage of net sales for Electrical & Fastening Solutions were as follows:

<i>In millions</i>	Years ended December 31		% / point change
	2023	2022	2023 vs 2022
Net sales	\$1,063.0	\$ 791.4	34.3 %
Segment income	330.6	219.9	50.3 %
<i>% of net sales</i>	<i>31.1 %</i>	<i>27.8 %</i>	<i>3.3 pts</i>

### Net sales

The components of the change in Electrical & Fastening Solutions net sales from the prior period were as follows:

	2023 vs 2022
Volume	(2.3)%
Price	5.9
Organic growth	3.6
Acquisition	30.4
Currency	0.3
Total	34.3 %

The 34.3 percent increase in Electrical & Fastening Solutions net sales in 2023 from 2022 was primarily the result of:

- sales of \$240.7 million in 2023 as a result of the ECM Industries acquisition; and
- organic sales growth contribution of approximately 1.5% from both our infrastructure and commercial & residential businesses in 2023 from 2022, which primarily includes selective increases in selling prices.

### Segment income

The components of the change in Electrical & Fastening Solutions segment income as a percentage of net sales from the prior period were as follows:

	2023 vs 2022
Growth/acquisition	1.1 pts
Price	4.0
Net productivity	(1.8)
Total	3.3 pts

The 3.3 percentage point increase in segment income for Electrical & Fastening Solutions as a percentage of net sales in 2023 from 2022 was primarily the result of:

- increases in selling prices to mitigate inflationary cost increases;
- increased productivity as a result of supply chain management and manufacturing efficiencies; and
- the impact of favorable product mix.

This increase was partially offset by:

- inflationary increases, primarily related to labor costs, compared to 2022;
- lower sales volume resulting in decreased leverage on fixed expenses; and
- investments in digital, selling and marketing to drive growth.

## Thermal Management

The net sales, segment income and segment income as a percentage of net sales for Thermal Management were as follows:

<i>In millions</i>	Years ended December 31		% / point change
	2023	2022	2023 vs 2022
Net sales	\$ 594.7	\$ 613.9	(3.1) %
Segment income	138.5	140.8	(1.6) %
<i>% of net sales</i>	<i>23.3 %</i>	<i>22.9 %</i>	<i>0.4 pts</i>

### Net sales

The components of the change in Thermal Management net sales from the prior period were as follows:

	2023 vs 2022
Volume	(6.5)%
Price	3.9
Organic growth	(2.6)
Currency	(0.5)
Total	(3.1)%

The 3.1 percent decrease in Thermal Management net sales in 2023 from 2022 was primarily the result of:

- organic sales decline of approximately 2.5% and 1.5% from our commercial & residential and industrial businesses, respectively, in 2023 from 2022, partially offset by selective increases in selling prices; and
- unfavorable foreign currency effects.

This decrease was partially offset by:

- organic sales growth contribution of approximately 1.0% from our energy business in 2023 from 2022, which includes selective increases in selling price.

### Segment income

The components of the change in Thermal Management segment income as a percentage of net sales from the prior period were as follows:

	2023 vs 2022
Growth	(1.7) pts
Price	2.9
Net productivity	(0.8)
Total	0.4 pts

The 0.4 percentage point increase in segment income for Thermal Management as a percentage of net sales in 2023 from 2022 was primarily the result of:

- increases in selling prices to mitigate inflationary cost increases; and
- savings generated from restructuring and other lean initiatives.

This increase was partially offset by:

- lower sales volume resulting in decreased leverage on fixed expenses; and
- inflationary increases, primarily related to labor costs, compared to 2022.

## LIQUIDITY AND CAPITAL RESOURCES

The primary source of liquidity for our business is cash flows provided by operations. We expect to continue to have cash requirements to support working capital needs and capital expenditures, to pay interest and service debt and to pay dividends to shareholders quarterly. We believe we have the ability and sufficient capacity to meet these cash requirements by using available cash, internally generated funds and borrowing under committed credit facilities. We are focused on increasing our cash flow, while continuing to fund our research and development, sales and marketing and capital investment initiatives. Our intent is to maintain investment grade metrics and a solid liquidity position. As of December 31, 2023, we had \$185.1 million of cash on hand, of which \$31.0 million is held in certain countries in which the ability to repatriate is limited due to local regulations or significant potential tax consequences.

We experience seasonal cash flows primarily due to increased demand for Electrical & Fastening Solutions products during the spring and summer months in the Northern Hemisphere and increased demand for Thermal Management products and services during the fall and winter months in the Northern Hemisphere.

### *Operating activities*

Net cash provided by operating activities was \$528.1 million in 2023, compared to net cash provided by operating activities of \$394.6 million in 2022. Net cash provided by operating activities in 2023 primarily reflects net income of \$543.8 million, net of non-cash depreciation, amortization, changes in deferred taxes and pension and other-post retirement mark-to-market loss, partially offset by a \$17.2 million increase in net working capital.

Net cash provided by operating activities was \$394.6 million in 2022. Net cash provided by operating activities in 2022 primarily reflects net income of \$434.1 million, net of non-cash depreciation, amortization, changes in deferred taxes and pension and other post-retirement mark-to-market gain, partially offset by a \$55.9 million increase in net working capital.

### *Investing activities*

Net cash used for investing activities was \$1,164.7 million in 2023, which primarily related to cash paid for the ECM Industries and TEXA Industries acquisitions of \$1,120.1 million, net of cash acquired, and capital expenditures of \$71.0 million.

Net cash used for investing activities was \$52.5 million in 2022, which primarily related to capital expenditures of \$45.9 million.

### *Financing activities*

Net cash provided by financing activities was \$516.7 million in 2023, which primarily related to proceeds from long-term debt of \$800.0 million, partially offset by dividends paid of \$116.8 million, repayments of long-term debt of \$101.1 million and share repurchases of \$60.8 million.

Net cash used for financing activities was \$82.1 million in 2022, which primarily related to dividends paid of \$117.0 million, net repayments of revolving credit facility of \$106.7 million and share repurchases of \$65.9 million, partially offset by \$200.0 million of proceeds from long-term debt.

### *Senior notes*

In March 2018, nVent Finance S.à r.l. ("nVent Finance" or "Subsidiary Issuer"), a 100-percent owned subsidiary of nVent, issued \$300.0 million aggregate principal amount of 3.950% senior notes due 2023 (the "2023 Notes") and \$500.0 million aggregate principal amount of 4.550% senior notes due 2028 (the "2028 Notes").

In November 2021, nVent Finance issued \$300.0 million aggregate principal amount of 2.750% fixed rate senior notes due 2031 (the "2031 Notes"). In December 2021, we redeemed the \$300 million aggregate principal amount of our 3.950% fixed rate senior notes due 2023. We incurred costs of \$15.2 million related to the early extinguishment of the 2023 Notes.

In May 2023, to finance the acquisition of ECM Industries, nVent Finance issued \$500.0 million aggregate principal amount of 5.650% Senior Notes due 2033 (the "2033 Notes" and, collectively with the 2028 Notes and the 2031 Notes, the "Notes").

Interest on the 2028 Notes is payable semi-annually in arrears on April 15 and October 15 of each year, and interest on the 2031 Notes and 2033 Notes is payable semi-annually in arrears on May 15 and November 15 of each year.

The Notes are fully and unconditionally guaranteed as to payment by nVent (the "Parent Company Guarantor"). There are no subsidiaries that guarantee the Notes. The Parent Company Guarantor is a holding company that has no independent assets or operations unrelated to its investments in consolidated subsidiaries. The Subsidiary Issuer is a holding company that has no independent assets or operations unrelated to its investments in consolidated subsidiaries and the issuance of the Notes and other external debt. The Parent Company Guarantor's principal source of cash flow, including cash flow to make payments on the Notes pursuant to the guarantees, is dividends from its subsidiaries. The Subsidiary Issuer's principal source of cash flow is

interest income from its subsidiaries. None of the subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer is under any direct obligation to pay or otherwise fund amounts due on the Notes or the guarantees, whether in the form of dividends, distributions, loans or other payments. In addition, there may be statutory and regulatory limitations on the payment of dividends from certain subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer. If such subsidiaries are unable to transfer funds to the Parent Company Guarantor or the Subsidiary Issuer and sufficient cash or liquidity is not otherwise available, the Parent Company Guarantor or the Subsidiary Issuer may not be able to make principal and interest payments on their outstanding debt, including the Notes or the guarantees.

The Notes constitute general unsecured senior obligations of the Subsidiary Issuer and rank equally in right of payment with all existing and future unsubordinated and unsecured indebtedness and liabilities of the Subsidiary Issuer. The guarantees of the Notes by the Parent Company Guarantor constitute general unsecured obligations of the Parent Company Guarantor and rank equally in right of payment with all existing and future unsubordinated and unsecured indebtedness and liabilities of the Subsidiary Issuer. Subject to certain qualifications and exceptions, the indenture pursuant to which the Notes were issued contains covenants that, among other things, restrict nVent's, nVent Finance's and certain subsidiaries' ability to merge or consolidate with another person, create liens or engage in sale and lease-back transactions.

There are no significant restrictions on the ability of nVent to obtain funds from its subsidiaries by dividend or loan. None of the assets of nVent or its subsidiaries represents restricted net assets pursuant to the guidelines established by the SEC.

### ***Senior credit facilities***

In September 2021, the Company and its subsidiaries nVent Finance and Hoffman Schroff Holdings, Inc. entered into an amended and restated credit agreement (the "Credit Agreement") with a syndicate of banks providing for a five-year \$300.0 million senior unsecured term loan facility (the "2021 Term Loan Facility") and a five-year \$600.0 million senior unsecured revolving credit facility (the "Revolving Credit Facility" and, together with the 2021 Term Loan Facility, the "Senior Credit Facilities"). Borrowings under the 2021 Term Loan Facility were permitted on a delayed draw basis during the first year of the five-year term of the 2021 Term Loan Facility, and borrowings under the Revolving Credit Facility are permitted from time to time during the full five-year term of the Revolving Credit Facility. In September 2022, nVent exercised the delayed draw provision of the 2021 Term Loan Facility, increasing the total borrowings under the 2021 Term Loan Facility by \$200.0 million to \$300.0 million. nVent Finance has the option to request to increase the Revolving Credit Facility in an aggregate amount of up to \$300.0 million, subject to customary conditions, including the commitment of the participating lenders.

As of December 31, 2023, the borrowing capacity under the Revolving Credit Facility was \$600.0 million.

Borrowings under the Senior Credit Facilities bear interest at a rate equal to an adjusted base rate, the Secured Overnight Financing Rate ("SOFR"), Euro Interbank Offer Rate ("EURIBOR") or Sterling Overnight Index Average ("SONIA"), plus, in each case, an applicable margin. The applicable margin will be based on, at nVent Finance's election, the Company's leverage level or public credit rating.

In April 2023, nVent and nVent Finance entered into a loan agreement providing for another unsecured term loan facility of \$300.0 million for five years (the "2023 Term Loan Facility"), which was used to fund the acquisition of ECM Industries. The 2023 Term Loan Facility bears interest at a rate equal to an adjusted base rate or adjusted term SOFR plus an applicable margin. The applicable margin will be based on, at nVent Finance's election, the Company's leverage level or public credit rating.

Our debt agreements contain certain financial covenants, the most restrictive of which are in the Senior Credit Facilities and the 2023 Term Loan Facility, including that we may not permit (i) the ratio of our consolidated debt (net of our consolidated unrestricted cash in excess of \$5.0 million but not to exceed \$250.0 million) to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization and non-cash share-based compensation expense ("EBITDA") on the last day of any period of four consecutive fiscal quarters (each a "testing period") to exceed 3.75 to 1.00 (or, at nVent Finance's election and subject to certain conditions, 4.25 to 1.00 for four testing periods in connection with certain material acquisitions, which we elected in connection with the acquisition of ECM Industries in May 2023 for each of the next four fiscal quarters beginning in the second quarter of 2023) and (ii) the ratio of our EBITDA to our consolidated interest expense for the same period to be less than 3.00 to 1.00. In addition, subject to certain qualifications and exceptions, the Senior Credit Facilities and the 2023 Term Loan Facility also contain covenants that, among other things, restrict our ability to create liens, merge or consolidate with another person, make acquisitions and incur subsidiary debt. As of December 31, 2023, we were in compliance with all financial covenants in our debt agreements, and there is no material uncertainty about our ongoing ability to meet those covenants.

### ***Share repurchases***

On May 14, 2021, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of \$300.0 million (the "2021 Authorization"). The 2021 Authorization began on July 23, 2021, and expires on July 22, 2024.

During the year ended December 31, 2023, we repurchased 1.2 million of our ordinary shares for \$58.8 million under the 2021 Authorization.

As of December 31, 2023, we had \$81.8 million available for share repurchases under the 2021 Authorization.

#### **Dividends**

Dividends paid per ordinary share were \$0.70 for both the years ended December 31, 2023 and 2022.

On December 12, 2023, the Board of Directors declared a quarterly cash dividend of \$0.19 that was paid on February 2, 2024 to shareholders of record at the close of business on January 19, 2024. The balance of dividends payable included in *Other current liabilities* on our Consolidated Balance Sheets was \$32.6 million and \$30.4 million at December 31, 2023 and 2022, respectively.

On February 20, 2024, the Board of Directors declared a quarterly cash dividend of \$0.19 per ordinary share payable on May 10, 2024 to shareholders of record at the close of business on April 26, 2024.

Under Irish law, the payment of future cash dividends and repurchases of shares may be paid only out of nVent Electric plc's "distributable reserves" on its statutory balance sheet. nVent Electric plc is not permitted to pay dividends out of share capital, which includes share premiums. Distributable reserves may be created through the earnings of the Irish parent company and through a reduction in share capital approved by the Irish High Court. Distributable reserves of nVent Electric plc are not linked to a generally accepted accounting principles in the United States of America ("GAAP") reported amount (e.g., retained earnings). Our distributable reserve balance was \$2.7 billion and \$2.8 billion as of December 31, 2023 and 2022, respectively.

#### **Authorized shares**

Our authorized share capital consists of 400.0 million ordinary shares with a par value of \$0.01 per share.

#### **Material cash requirements**

In general, we require cash to fund working capital investments, acquisitions, capital expenditures, debt and interest payments, taxes, dividends and share repurchases.

Our material contractual cash requirements as of December 31, 2023 include principal and interest on long-term debt as well as payments for operating lease liabilities. Servicing these obligations includes the following estimated cash outflows from December 31, 2023:

<i>In millions</i>	<b>Within 1 year</b>	<b>Greater than 1 year</b>	<b>Total</b>
Debt obligations	\$ 31.9	\$ 1,760.6	\$ 1,792.5
Interest obligations on fixed-rate debt	59.3	377.5	436.8
Operating lease obligations, net of sublease rentals	31.1	114.9	146.0
<b>Total</b>	<b>\$ 122.3</b>	<b>\$ 2,253.0</b>	<b>\$ 2,375.3</b>

We also incur purchase obligations in the ordinary course of business that are enforceable and legally binding. We have contractual purchase obligations of \$59.7 million for 2024, which represent commitments for raw materials to be utilized in the normal course of business for which all significant terms have been confirmed. Contractual purchase obligations beyond 2024 are not material.

The total gross liability for uncertain tax positions at December 31, 2023 was estimated to be \$13.9 million. We record penalties and interest related to unrecognized tax benefits in *Provision (benefit) for income taxes* and *Net interest expense*, respectively, which is consistent with our past practices. As of December 31, 2023, we have liabilities of \$2.1 million for the possible payment of penalties and \$2.3 million related to the possible payment of interest expense, which are recorded in *Other current liabilities* in the Consolidated Balance Sheet.

#### **Other financial measures**

In addition to measuring our cash flow generation or usage based upon operating, investing and financing classifications included in the Consolidated Statements of Cash Flows, we also measure our free cash flow. Free cash flow is a non-GAAP financial measure that we use to assess our cash flow performance. We believe free cash flow is an important measure of liquidity because it provides us and our investors a measurement of cash generated from operations that is available to pay dividends, make acquisitions, repay debt and repurchase shares. In addition, free cash flow is used as a criterion to measure and pay annual incentive compensation. Our measure of free cash flow may not be comparable to similarly titled measures reported by other companies.

The following table is a reconciliation of free cash flow:

<i>In millions</i>	<b>Years ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Net cash provided by (used for) operating activities	\$ 528.1	\$ 394.6
Capital expenditures	(71.0)	(45.9)
Proceeds from sale of property and equipment	7.5	2.0
<b>Free cash flow</b>	<b>\$ 464.6</b>	<b>\$ 350.7</b>

## COMMITMENTS AND CONTINGENCIES

We have been, and in the future may be, made parties to a number of actions filed or have been, and in the future may be, given notice of potential claims relating to the conduct of our business, including those pertaining to commercial or contractual disputes, product liability, environmental, safety and health, patent infringement and employment matters.

While we believe that a material impact on our consolidated financial position, results of operations or cash flows from any such future claims or potential claims is unlikely, given the inherent uncertainty of litigation, a remote possibility exists that a future adverse ruling or unfavorable development could result in future charges that could have a material impact. We do and will continue to periodically re-examine our estimates of probable liabilities and any associated expenses and receivables and make appropriate adjustments to such estimates based on experience and developments in litigation. As a result, the current estimates of the potential impact on our consolidated financial position, results of operations and cash flows for the proceedings and claims described in ITEM 8, Note 17 of the Notes to the Consolidated Financial Statements could change in the future.

### ***Stand-by Letters of Credit, Bank Guarantees and Bonds***

In the ordinary course of business, we are required to commit to bonds, letters of credit and bank guarantees that require payments to our customers for any non-performance. The outstanding face value of these instruments fluctuates with the value of our projects in process and in our backlog. In addition, we issue financial stand-by letters of credit primarily to secure our performance to third parties under self-insurance programs.

As of December 31, 2023 and 2022, the outstanding value of bonds, letters of credit and bank guarantees totaled \$45.5 million and \$38.0 million, respectively.

## CRITICAL ACCOUNTING ESTIMATES

We have adopted various accounting policies to prepare the consolidated financial statements in accordance with GAAP. Our significant accounting policies are more fully described in ITEM 8, Note 1 of the Notes to Consolidated Financial Statements. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, our observance of trends in the industry and information available from other outside sources, as appropriate. We consider an accounting estimate to be critical if:

- it requires us to make assumptions about matters that were uncertain at the time we were making the estimate; and
- changes in the estimate or different estimates that we could have selected would have had a material impact on our financial condition or results of operations.

### ***Business Combinations***

Assets and liabilities acquired in a business combination are recorded at their estimated fair values at the acquisition date. Goodwill is recorded when the purchase price exceeds the estimated fair value of the net identifiable tangible and intangible assets acquired. Estimates of intangible asset fair value represent management's best estimate of assumptions and about future events and uncertainties, including significant judgments related to future cash flows, discount rates, margin and revenue growth assumptions including royalty rates and customer attrition rates, and others. Inputs used are generally obtained from historical data supplemented by current and anticipated market conditions and growth rates. If the actual results differ from the estimates and judgments used in these fair values, the amounts recorded in the consolidated financial statements could result in a possible impairment of the intangible assets and goodwill or require acceleration of the amortization expense of finite-lived intangible assets.

Allocations of the purchase price for acquisitions are based on estimates of the fair value of the net assets acquired and are subject to adjustment upon finalization of the purchase price allocation. During this measurement period, which may be up to one year from the acquisition date, we will adjust assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the recognition of those assets and liabilities as of that date. All changes that do not qualify as measurement period adjustments are included in current period earnings.

### ***Impairment of goodwill and indefinite-lived intangibles***

#### ***Goodwill***

Goodwill represents the excess of the cost of acquired businesses over the net of the fair value of identifiable tangible net assets and identifiable intangible assets purchased and liabilities assumed.

Goodwill is tested annually for impairment as of the first day of the fourth quarter, and is tested for impairment more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test is performed by comparing the fair value of each reporting unit with its carrying amount, and recognizing an impairment expense for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

The fair value of each reporting unit is determined using a discounted cash flow analysis and market approach. Projecting discounted future cash flows requires us to make significant estimates regarding future revenues and expenses, projected capital expenditures, changes in working capital and the appropriate discount rate. Use of the market approach consists of comparisons to comparable publicly-traded companies that are similar in size and industry. Actual results may differ from those used in our valuations.

Determining the fair value of the reporting units required the use of significant judgment, including assumptions about future revenues and expenses, capital expenditures and changes in working capital and discount rates, which are based on our annual operating plan and long-term business plan. These plans take into consideration numerous factors including historical experience, anticipated future economic conditions, and growth expectations for the industries and end markets in which the reporting unit participates. The level of judgment and estimation is inherently high. We have evaluated numerous factors and made significant assumptions, which include the severity and duration of the business disruption, the potential impact on customer demand, the timing and degree of economic recovery and ultimately, the combined effect of these assumptions on our future operating results and cash flows. These assumptions are determined over a six year long-term planning period. The six year growth rates for revenues and operating profits vary for each reporting unit being evaluated. Revenues and operating profit beyond 2029 are projected to grow at a perpetual growth rate of 3.0%.

Discount rate assumptions for each reporting unit take into consideration our assessment of risks inherent in the future cash flows of the respective reporting unit and our weighted-average cost of capital. We utilized a discount rate ranging from 10.5% to 12.0% for each reporting unit in determining the discounted cash flows in our fair value analysis.

In estimating fair value using the market approach, we identify a group of comparable publicly-traded companies for each reporting unit that are similar in terms of size and product offering. These groups of comparable companies are used to develop multiples based on total market-based invested capital as a multiple of earnings before interest, taxes, depreciation and amortization ("EBITDA"). We determine our estimated values by applying these comparable EBITDA multiples to the operating results of our reporting units. The ultimate fair value of each reporting unit is determined considering the results of both valuation methods.

A 10% decrease in the fair values determined in the quantitative impairment assessment for each of the reporting units would not have changed our determination that the fair value of each reporting unit was in excess of its carrying value for 2023.

There was no impairment expense recorded in 2023, 2022 or 2021 related to goodwill.

There is a risk that changes in economic and operating conditions affecting the assumptions used in our impairment tests could adversely affect future estimates or fair value and result in additional goodwill or other intangible asset impairment expense in the future.

#### ***Identifiable intangible assets***

Our primary identifiable intangible assets include: customer relationships, trade names, proprietary technologies and patents. Identifiable intangibles with definite lives are amortized and those identifiable intangibles with indefinite lives are not amortized. Identifiable intangible assets that are subject to amortization are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Identifiable intangible assets not subject to



amortization are tested for impairment annually or more frequently if events warrant. We complete our annual impairment test during the fourth quarter each year for those identifiable assets not subject to amortization.

The impairment test for trade names consists of a comparison of the fair value of the trade name with its carrying value. Fair value is measured using the relief-from-royalty method. This method assumes the trade name has value to the extent that the owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires us to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. We utilized a royalty rate ranging from 1.0% to 5.5% for each trade name in our fair value analysis.

A 10% decrease in the fair values determined in the quantitative impairment assessment for each of the trade names would not have changed our determination that the fair value of each trade name was in excess of its carrying value for 2023.

There was no impairment expense recorded in 2023, 2022 or 2021 related to identifiable intangible assets.

#### ***Pension and other post-retirement plans***

We sponsor defined-benefit pension plans and a post-retirement health plan. The defined benefit plans cover certain non-U.S. employees and retirees and the pension benefits are based principally on an employee's years of service and/or compensation levels near retirement.

The amounts recognized in our consolidated financial statements related to our defined-benefit pension and other post-retirement plans are determined from actuarial valuations. Inherent in these valuations are assumptions, including: expected return on plan assets, discount rates and rate of increase in future compensation levels. These assumptions are updated annually and are disclosed for our Direct Plans in ITEM 8, Note 12 to the Notes to Consolidated Financial Statements. Differences in actual experience or changes in assumptions may affect our pension and other post-retirement obligations and future expense.

We recognize changes in the fair value of plan assets and net actuarial gains or losses for pension and other post-retirement benefits annually in the fourth quarter each year ("mark-to-market adjustment") and, if applicable, in any quarter in which an interim remeasurement is triggered. Net actuarial gains and losses occur when the actual experience differs from any of the various assumptions used to value our pension and other post-retirement plans or when assumptions change, as they may each year. The primary factors contributing to actuarial gains and losses each year are (1) changes in the discount rate used to value pension and other post-retirement benefit obligations as of the measurement date and (2) differences between the expected and the actual return on plan assets. This accounting method also results in the potential for volatile and difficult to forecast mark-to-market adjustments. Mark-to-market adjustments resulted in a pre-tax loss of \$13.9 million in 2023, and a pre-tax gain of \$66.3 million and \$15.2 million in 2022 and 2021, respectively. The remaining components of pension expense, including service and interest costs and estimated return on plan assets, are recorded on a quarterly basis as ongoing pension expense.

#### ***Discount rates***

The discount rate reflects the current rate at which the pension liabilities could be effectively settled at the end of the year based on our December 31 measurement date. The discount rates on our pension plans ranged from 1.00% to 4.88%, 1.00% to 5.25% and 0.25% to 3.25% in 2023, 2022 and 2021, respectively. The discount rates are determined by matching high-quality, fixed-income debt instruments with maturities corresponding to the expected timing of benefit payments as of the annual measurement date for each of the various plans. There are no known or anticipated changes in our discount rate assumptions that will materially impact our pension expense in 2024.

#### ***Expected rates of return***

The expected rates of return on our pension plan assets ranged from 1.00% to 5.50%, 1.00% to 4.75% and 1.00% to 4.50% in 2023, 2022 and 2021, respectively. The expected rate of return is designed to be a long-term assumption that may be subject to considerable year-to-year variance from actual returns. In developing the expected long-term rate of return, we considered our historical returns, with consideration given to forecasted economic conditions, our asset allocations, input from external consultants and broader long-term market indices. Any difference in the expected rate and actual returns will be included with the actuarial gain or loss recorded in the fourth quarter when our plans are remeasured.

#### ***Sensitivity to changes in key assumptions***

A 0.25 percentage point change in the discount rates used to measure our pension and other post-retirement benefit plans is estimated to have an impact on our total projected benefit obligation of approximately \$6.1 million. A 0.25 percentage point change in the assumed rate of return on pension assets or discount rates for our pension and other post-retirement benefit plans is estimated to have no material impact on our ongoing pension expense. These estimates exclude any potential mark-to-market adjustments.

### ***Income taxes***

In determining taxable income for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments affect the calculation of certain tax liabilities and the determination of the recoverability of certain of the deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating our ability to recover our deferred tax assets we consider all available positive and negative evidence including our past operating results, the existence of cumulative losses in the most recent years and our forecast of future taxable income. In estimating future taxable income, we develop assumptions including the amount of future pre-tax operating income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we are using to manage the underlying businesses.

We maintain valuation allowances with respect to our deferred tax assets unless it is more likely than not that all or a portion of such deferred tax assets will be realized. Our income tax expense recorded in the future may be reduced to the extent of decreases in our valuation allowances. The realization of our remaining deferred tax assets is primarily dependent on future taxable income in the appropriate jurisdiction. Any reduction in future taxable income including but not limited to any future restructuring activities may require that we record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance could result in additional income tax expense in such period and could have a significant impact on our future earnings.

Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management records the effect of a tax rate or law change on nVent's deferred tax assets and liabilities in the period of enactment. Future tax rate or law changes could have a material effect on nVent's financial condition, results of operations or cash flows.

In addition, the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We perform reviews of our income tax positions on a quarterly basis and accrue for uncertain tax positions. We recognize potential liabilities and record tax liabilities for anticipated tax audit issues in the tax jurisdictions in which we operate based on our estimate of whether, and the extent to which, additional taxes will be due. These tax liabilities are reflected net of related tax loss carryforwards. As events change or resolution occurs, these liabilities are adjusted, such as in the case of audit settlements with taxing authorities. The ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. We recognize the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that is more likely than not to be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential economic loss that may result from adverse changes in the fair value of financial instruments. We are exposed to various market risks, including changes in interest rates and foreign currency rates. Periodically, we use derivative financial instruments for the purpose of hedging interest rate and currency exposures. The major accounting policies and utilization of these instruments is described more fully in ITEM 8, Note 1 of the Notes to Consolidated Financial Statements.

### ***Foreign currency risk***

We conduct business in various locations throughout the world and are subject to market risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. dollar. Periodically, we use derivative financial instruments to manage these risks. The functional currencies of our foreign operating locations are generally the local currency in the country of domicile. We manage these operating activities at the local level and revenues, costs, assets and liabilities are generally denominated in local currencies, thereby mitigating the risk associated with changes in foreign exchange. However, our results of operations and assets and liabilities are reported in U.S. dollars and thus will fluctuate with changes in exchange rates between such local currencies and the U.S. dollar.

From time to time, we may enter into foreign currency contracts to hedge certain foreign currency risks. As the majority of our foreign currency contracts have an original maturity date of less than one year, there is no material risk of fluctuations in the value of these contracts. Counterparties to all derivative contracts are major financial institutions. All instruments are entered into for other than trading purposes.

At December 31, 2023 and 2022, we had outstanding foreign currency derivative contracts, including those related to cross currency swaps that qualify as a hedge of future cash flows, with gross notional U.S. dollar equivalent amounts of \$344.3 million and \$462.6 million, respectively. Changes in the fair value of all derivatives that do not qualify as a hedge of future cash flows are recognized immediately in income. Gains and losses related to a hedge are deferred and recorded in the Consolidated Balance Sheets as a component of *Accumulated other comprehensive loss* and subsequently recognized in the Consolidated Statements of Operations and Comprehensive Income when the hedged item affects earnings.

At December 31, 2023 and 2022, we had a gross notional U.S. dollar equivalent amount of \$133.3 million and \$63.7 million designated as a net investment hedge for a portion of our net investment in our Euro denominated subsidiaries. The hedge is intended to reduce, but will not eliminate, the impact on our financial results of changes in the exchange rate between the Euro and the U.S. dollar. The currency risk related to the net investment hedge is measured by estimating the potential impact of a 10% change in the value of the U.S. dollar relative to the Euro. The rates used to perform this analysis were based on the market exchange rates in effect on December 31, 2023. A 10% appreciation or a 10% depreciation of the U.S. dollar relative to the Euro would result in a change in *Accumulated other comprehensive loss* of \$13.3 million. However, the change in *Accumulated other comprehensive loss* would be offset by decreases or increases in the hedged net investments on our balance sheet due to currency translation.

### ***Interest rate risk***

Our debt portfolio as of December 31, 2023 was comprised of debt denominated in U.S. dollars. The debt portfolio is comprised of approximately 73% fixed-rate debt and 27% variable-rate debt. Changes in interest rates have different impacts on the fixed and variable-rate portions of our debt portfolio. A change in interest rates on the fixed portion of the debt portfolio impacts the fair value, but has no impact on interest incurred or cash flows. A change in interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows but does not impact the net financial instrument position.

Based on the fixed-rate debt included in our debt portfolio, as of December 31, 2023, a 100 basis point increase or decrease in interest rates would result in a \$72.5 million decrease or a \$78.2 million increase in fair value, respectively.

Based on the variable-rate debt included in our debt portfolio as of December 31, 2023, a 100 basis point increase or decrease in interest rates would result in a \$4.9 million increase or decrease in interest incurred.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of nVent Electric plc and its subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023. In making this assessment, management used the criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that, as of December 31, 2023, the Company's internal control over financial reporting was effective based on those criteria.

In May 2023, the Company acquired ECM Investors, LLC, the parent of ECM Industries, LLC ("ECM Industries"). The Company is continuing to integrate ECM Industries into its internal control over financial reporting, and management's evaluation of the effectiveness of the Company's internal control over financial reporting excluded ECM Industries as of December 31, 2023. ECM Industries accounted for approximately 4% of total assets, excluding acquired goodwill and identifiable intangible assets which are included within the scope of management's assessment, and approximately 7% of total net sales included within the consolidated financial statements of nVent Electric plc as of and for the fiscal year ended December 31, 2023.

Our independent registered public accounting firm, Deloitte & Touche LLP, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2023. That attestation report is set forth immediately following this management report.

Beth A. Wozniak  
*Chief Executive Officer*

Sara E. Zawoyski  
*Executive Vice President and Chief Financial Officer*

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
nVent Electric plc  
London, United Kingdom

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of nVent Electric plc and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 20, 2024, expressed an unqualified opinion on those financial statements.

As described in Management's Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at ECM Industries, which was acquired on May 18, 2023, and whose financial statements constitute approximately 4% of total assets, excluding acquired goodwill and identifiable intangible assets which are included within the scope of management's assessment, and approximately 7% of total net sales included within the consolidated financial statements of nVent Electric plc as of and for the year ended December 31, 2023. Accordingly, our audit did not include the internal control over financial reporting at ECM Industries.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota  
February 20, 2024

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
nVent Electric plc  
London, United Kingdom

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of nVent Electric plc and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operation and other comprehensive income (loss), changes in equity, and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 20, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which they relate.

### Goodwill - Thermal Management Reporting Unit - Refer to Notes 1 and 6 to the financial statements

#### *Critical Audit Matter Description*

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using income and market approaches. The determination of the fair value using an income approach involves the use of a discounted cash flow model that requires management to make significant estimates and assumptions related to future revenues and expenses, projected capital expenditures, changes in working capital and discount rates. The determination of the fair value using the market approach requires management to make significant assumptions related to earnings before interest, taxes, depreciation, and amortization ("EBITDA") multiples. The goodwill balance for the Thermal Management reporting unit was \$713.0 million as of December 31, 2023, and no impairment was recognized as the fair value of the reporting unit exceeded its carrying value as of the measurement date.

Given the significant judgments made by management to estimate the fair value of the reporting unit and the difference between the fair value and carrying value, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to selection of the discount rates, EBITDA multiples, and forecasts of future revenues and operating margins, required a high degree of auditor judgment and an increased extent of effort, including the need to involve fair value specialists.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to significant estimates and assumptions for the Thermal Management reporting unit included the following, among others:

- We tested the effectiveness of controls over goodwill, including those over the underlying assumptions to forecast future revenue and operating margins, the selection of the discount rate, and the selection of the EBITDA multiples.
- We evaluated management's ability to accurately forecast future revenues and operating margins by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's forecasts by comparing the forecasts to (1) historical results, (2) internal communications to management and the Board of Directors, and (3) forecasted information included in Company press releases, industry reports and analyst reports of the Company and companies in its peer group.
- With the assistance of our fair value specialists, we evaluated the discount rate, including testing the underlying source information and the mathematical accuracy of the calculations, and developing a range of independent estimates and comparing those to the discount rate selected by management.
- With the assistance of our fair value specialists, we evaluated the EBITDA multiples used in estimating fair value, including testing the underlying source information and mathematical accuracy of the calculations, and comparing the multiples selected by management to its guideline companies.
- With the assistance of our fair value specialists, we compared the aggregated fair value estimates of the Company's reporting units to the Company's market capitalization and evaluated the implied control premium.

#### **Acquisitions - Valuation of ECM Industries Acquired Customer Relationship Intangible Asset — Refer to Note 5 to the financial statements**

##### *Critical Audit Matter Description*

On May 18, 2023, the Company completed the acquisition of ECM Investors, LLC, the parent of ECM Industries, LLC ("ECM Industries"), for consideration paid of \$1.1 billion. The Company accounted for the acquisition under the acquisition method of accounting for business combinations. Accordingly, the purchase price was allocated to the assets acquired and liabilities assumed based on their respective fair values, including a customer relationship intangible asset of \$381.7 million. Management estimated the fair value of the customer relationship intangible asset using the multi-period excess earnings method, which is a specific discounted cash flow method. The fair value determination of the customer relationship intangible asset required management to make significant estimates and assumptions related to future cash flows, including earnings before interest and taxes ("EBIT") margin, and revenue growth assumptions, and the selection of the discount and customer attrition rates.

We identified the valuation of the ECM Industries customer relationship intangible asset as a critical audit matter because of the significant estimates and assumptions management made to estimate the fair value of this asset. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's forecasts of future cash flows, including margin and revenue growth assumptions, and the selection of the discount and customer attrition rates for the customer relationship intangible asset.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasts of future cash flows, including the margin and revenue growth rates, and the selection of the discount and customer attrition rates for the acquired customer relationship intangible asset included the following, among others:

- We tested the effectiveness of controls over the valuation of the acquired customer relationship intangible asset, including management’s controls over forecasts of future cash flows, including EBIT margin and revenue growth assumptions, and the selection of the discount and customer attrition rates.
- We assessed the reasonableness of management’s forecasts of future cash flows, including EBIT margin and revenue growth assumptions, by comparing the projections to historical results for ECM Industries, certain peer companies’ historical results, and industry reports.
- With the assistance of our fair value specialists, we evaluated the reasonableness of (1) the valuation methodology and (2) the discount and customer attrition rates by:
  - Testing the source information underlying the determination of the discount and customer attrition rates.
  - Comparing the selected customer attrition rate to the historical customer attrition rate observed by ECM Industries.
  - Testing the mathematical accuracy of the discount and customer attrition rate calculations.
  - Developing a range of independent estimates and comparing those to the discount rate and customer attrition rate selected by management.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota

February 20, 2024

We have served as the Company's auditor since 2017.



**nVent Electric plc**  
**Consolidated Statements of Operations and Comprehensive Income**

<i>In millions, except per share data</i>	<b>Years ended December 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Net sales	\$ 3,263.6	\$ 2,909.0	\$ 2,462.0
Cost of goods sold	1,921.5	1,812.3	1,520.1
Gross profit	1,342.1	1,096.7	941.9
Selling, general and administrative	683.2	595.9	537.9
Research and development	71.5	60.4	48.6
Operating income	587.4	440.4	355.4
Net interest expense	79.4	31.2	32.3
Loss on early extinguishment of debt	—	—	15.2
Gain on sale of investment	(10.3)	—	—
Other expense (income)	18.8	(63.4)	(12.8)
Income before income taxes	499.5	472.6	320.7
Provision (benefit) for income taxes	(67.6)	72.8	47.8
<b>Net income</b>	<b>\$ 567.1</b>	<b>\$ 399.8</b>	<b>\$ 272.9</b>
<b>Comprehensive income, net of tax</b>			
Net income	\$ 567.1	\$ 399.8	\$ 272.9
Changes in cumulative translation adjustment	10.5	(18.6)	4.4
Changes in market value of derivative financial instruments, net of tax	(14.9)	2.2	7.6
<b>Comprehensive income</b>	<b>\$ 562.7</b>	<b>\$ 383.4</b>	<b>\$ 284.9</b>
<b>Earnings per ordinary share</b>			
Basic	\$ 3.42	\$ 2.40	\$ 1.63
Diluted	3.37	2.38	1.61
<b>Weighted average ordinary shares outstanding</b>			
Basic	165.6	166.3	167.9
Diluted	168.2	168.3	169.7

*See accompanying notes to consolidated financial statements.*

**nVent Electric plc**  
**Consolidated Balance Sheets**

**December 31**

*In millions, except per share data*

**2023**                      **2022**

<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 185.1	\$ 297.5
Accounts and notes receivable, net of allowances of \$15.0 and \$9.9, respectively	589.5	472.5
Inventories	441.3	346.7
Other current assets	120.2	112.5
<b>Total current assets</b>	<b>1,336.1</b>	<b>1,229.2</b>
<b>Property, plant and equipment, net</b>	<b>390.0</b>	<b>289.2</b>
<b>Other assets</b>		
Goodwill	2,571.1	2,178.1
Intangibles, net	1,517.0	1,066.1
Other non-current assets	347.5	139.6
<b>Total other assets</b>	<b>4,435.6</b>	<b>3,383.8</b>
<b>Total assets</b>	<b>\$ 6,161.7</b>	<b>\$ 4,902.2</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Current maturities of long-term debt and short-term borrowings	\$ 31.9	\$ 15.0
Accounts payable	275.7	252.1
Employee compensation and benefits	122.2	109.3
Other current liabilities	303.8	273.1
<b>Total current liabilities</b>	<b>733.6</b>	<b>649.5</b>
<b>Other liabilities</b>		
Long-term debt	1,748.8	1,068.2
Pension and other post-retirement compensation and benefits	153.0	128.5
Deferred tax liabilities	204.4	199.6
Other non-current liabilities	179.8	124.7
<b>Total liabilities</b>	<b>3,019.6</b>	<b>2,170.5</b>
Commitments and Contingencies (Note 17)		
<b>Equity</b>		
Ordinary shares \$0.01 par value, 400.0 million authorized, 165.1 million and 165.3 million issued at December 31, 2023 and 2022, respectively	1.7	1.7
Additional paid-in capital	2,339.1	2,372.3
Retained earnings	905.3	457.3
Accumulated other comprehensive loss	(104.0)	(99.6)
<b>Total equity</b>	<b>3,142.1</b>	<b>2,731.7</b>
<b>Total liabilities and equity</b>	<b>\$ 6,161.7</b>	<b>\$ 4,902.2</b>

*See accompanying notes to consolidated financial statements.*

**nVent Electric plc**  
**Consolidated Statements of Cash Flows**

<i>In millions</i>	Years ended December 31		
	2023	2022	2021
<b>Operating activities</b>			
Net income	\$ 567.1	\$ 399.8	\$ 272.9
<b>Adjustments to reconcile net income to net cash provided by (used for) operating activities</b>			
Depreciation	51.7	43.5	40.9
Amortization	89.7	70.7	67.5
Deferred income taxes	(178.6)	(13.6)	(18.8)
Share-based compensation	23.5	25.0	16.6
Loss on early extinguishment of debt	—	—	15.2
Gain on sale of property and equipment	(1.1)	—	—
Gain on sale of investment	(10.3)	—	—
Amortization of bridge financing debt issuance costs	3.6	—	—
Pension and other post-retirement expense (income)	21.6	(61.4)	(9.5)
Pension and other post-retirement contributions	(6.5)	(5.5)	(6.5)
<b>Changes in assets and liabilities, net of effects of business acquisitions</b>			
Accounts and notes receivable	(21.3)	(45.9)	(104.2)
Inventories	20.1	(34.7)	(74.0)
Other current assets	(12.9)	13.4	(7.6)
Accounts payable	(2.1)	(4.7)	73.7
Employee compensation and benefits	—	(2.1)	43.6
Other current liabilities	(1.0)	18.1	59.3
Other non-current assets and liabilities	(15.4)	(8.0)	4.2
Net cash provided by (used for) operating activities	528.1	394.6	373.3
<b>Investing activities</b>			
Capital expenditures	(71.0)	(45.9)	(39.5)
Proceeds from sale of property and equipment	7.5	2.0	0.6
Proceeds from sale of investment	14.1	—	—
Settlement of net investment hedge	4.8	—	—
Acquisitions, net of cash acquired	(1,120.1)	(8.6)	(235.1)
Net cash provided by (used for) investing activities	(1,164.7)	(52.5)	(274.0)
<b>Financing activities</b>			
Net (repayments) receipts of revolving credit facility	—	(106.7)	72.1
Proceeds from long-term debt	800.0	200.0	300.0
Repayments of long-term debt	(101.1)	(10.0)	(318.7)
Settlement of cash flow hedge	4.5	10.0	—
Settlement of interest rate swap	—	—	9.6
Debt issuance costs	(11.2)	—	(5.4)
Premium paid on early extinguishment of debt	—	—	(15.2)
Dividends paid	(116.8)	(117.0)	(117.7)
Shares issued to employees, net of shares withheld	2.1	7.5	20.0
Repurchases of ordinary shares	(60.8)	(65.9)	(111.5)
Net cash provided by (used for) financing activities	516.7	(82.1)	(166.8)
<b>Effect of exchange rate changes on cash and cash equivalents</b>	7.5	(12.0)	(5.5)
<b>Change in cash and cash equivalents</b>	(112.4)	248.0	(73.0)
Cash and cash equivalents, beginning of year	297.5	49.5	122.5
<b>Cash and cash equivalents, end of year</b>	\$ 185.1	\$ 297.5	\$ 49.5
<b>Supplemental cash flow information</b>			
Cash paid for interest, net	\$ 103.2	\$ 49.2	\$ 43.0
Cash paid for income taxes, net	\$ 112.4	\$ 87.3	\$ 61.3

*See accompanying notes to consolidated financial statements.*

**nVent Electric plc**  
**Consolidated Statements of Changes in Equity**

<i>In millions</i>	<u>Ordinary shares</u>		Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total
	Number	Amount				
<b>Balance - December 31, 2020</b>	168.2	\$ 1.7	\$ 2,482.6	\$ 20.7	\$ (95.2)	\$ 2,409.8
Net income	—	—	—	272.9	—	272.9
Other comprehensive income (loss), net of tax	—	—	—	—	12.0	12.0
Dividends declared	—	—	—	(119.1)	—	(119.1)
Share repurchases	(3.5)	—	(116.1)	—	—	(116.1)
Exercise of options, net of shares tendered for payment	1.2	—	22.9	—	—	22.9
Issuance of restricted shares, net of cancellations	0.3	—	—	—	—	—
Shares surrendered by employees to pay taxes	(0.1)	—	(2.9)	—	—	(2.9)
Share-based compensation	—	—	16.6	—	—	16.6
<b>Balance - December 31, 2021</b>	166.1	\$ 1.7	\$ 2,403.1	\$ 174.5	\$ (83.2)	\$ 2,496.1
Net income	—	—	—	399.8	—	399.8
Other comprehensive income (loss), net of tax	—	—	—	—	(16.4)	(16.4)
Dividends declared	—	—	—	(117.0)	—	(117.0)
Share repurchases	(1.6)	—	(63.3)	—	—	(63.3)
Exercise of options, net of shares tendered for payment	0.5	—	12.5	—	—	12.5
Issuance of restricted shares, net of cancellations	0.5	—	—	—	—	—
Shares surrendered by employees to pay taxes	(0.2)	—	(5.0)	—	—	(5.0)
Share-based compensation	—	—	25.0	—	—	25.0
<b>Balance - December 31, 2022</b>	165.3	\$ 1.7	\$ 2,372.3	\$ 457.3	\$ (99.6)	\$ 2,731.7
Net income	—	—	—	567.1	—	567.1
Other comprehensive income (loss), net of tax	—	—	—	—	(4.4)	(4.4)
Dividends declared	—	—	—	(119.1)	—	(119.1)
Share repurchases	(1.2)	—	(58.8)	—	—	(58.8)
Exercise of options, net of shares tendered for payment	0.4	—	10.8	—	—	10.8
Issuance of restricted shares, net of cancellations	0.7	—	—	—	—	—
Shares surrendered by employees to pay taxes	(0.1)	—	(8.7)	—	—	(8.7)
Share-based compensation	—	—	23.5	—	—	23.5
<b>Balance - December 31, 2023</b>	165.1	\$ 1.7	\$ 2,339.1	\$ 905.3	\$ (104.0)	\$ 3,142.1

*See accompanying notes to consolidated financial statements.*

## **1. Basis of Presentation and Summary of Significant Accounting Policies**

### ***Business***

nVent Electric plc ("nVent," "we," "us," "our" or the "Company") is a leading global provider of electrical connection and protection solutions. The Company is comprised of three reporting segments: Enclosures, Electrical & Fastening Solutions and Thermal Management.

The Company was incorporated in Ireland on May 30, 2017. Although our jurisdiction of organization is Ireland, we manage our affairs so that we are centrally managed and controlled in the United Kingdom (the "U.K.") and have tax residency in the U.K.

### ***Basis of presentation***

The consolidated financial statements have been prepared in United States ("U.S.") dollars ("USD") and in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Intercompany accounts and transactions have been eliminated.

Revenues, expenses, cash flows, assets and liabilities can and do vary during each quarter of the year.

### ***Fiscal year***

Our fiscal year ends on December 31. We report our interim quarterly periods on a calendar quarter basis.

### ***Use of estimates***

The preparation of our consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates include our accounting for valuation of goodwill and indefinite lived intangible assets, estimated losses on accounts receivable, estimated realizable value on excess and obsolete inventory, over-time revenue recognition, assets acquired and liabilities assumed in acquisitions, contingent liabilities, income taxes and pension and other post-retirement benefits. Actual results could differ from our estimates.

### ***Revenue recognition***

Revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for transferring those goods or providing services. We account for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

When determining whether the customer has obtained control of the goods or services, we consider any future performance obligations. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account in Accounting Standards Codification 606 - Revenue from Contracts with Customers. Generally, there is no post-shipping obligation on product sold other than warranty obligations in the normal and ordinary course of business, except where our products are utilized in projects where additional services such as installation are performed.

Contract transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The majority of our contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and, therefore, not distinct. For contracts with multiple performance obligations, stand-alone selling price is generally readily observable.

Our performance obligations are satisfied at a point in time or over time as work progresses. Revenue from products and services transferred to customers at a point in time accounted for 76%, 76% and 73% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. Revenue on these contracts is recognized when obligations under the terms of the contract with our customer are satisfied; generally this occurs with the transfer of control upon shipment.

Revenue from products and services transferred to customers over time accounted for 24%, 24% and 27% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. For the majority of our revenue recognized over time, we use an input measure to determine progress towards completion. Under this method, sales and gross profit are recognized as work is performed generally based on the relationship between the actual costs incurred and the total estimated costs at completion ("the cost-to-cost method") or based on efforts for measuring progress towards completion in situations in which this approach is more representative of the progress on the contract than the cost-to-cost method. Contract costs include labor, material, overhead and, when appropriate, general and administrative expenses. Changes to the original estimates may be required during the life of the contract and such estimates are reviewed on a regular basis. Sales and gross profit are adjusted using the cumulative catch-up method for revisions in estimated total contract costs. These reviews have not resulted in adjustments that were significant to our results of operations. For performance obligations related to long-term contracts, when estimates of total

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***Notes to consolidated financial statements***

costs to be incurred on a performance obligation exceed total estimates of revenue to be earned, a provision for the entire loss on the performance obligation is recognized in the period the loss is determined.

We use an output method to measure progress towards completion for certain of our Enclosures businesses, as this method appropriately depicts performance towards satisfaction of the performance obligation. Under the output method, revenue is recognized based on number of units produced.

We apply a practical expedient to expense incremental costs of obtaining a contract when incurred because the amortization period would be less than one year. These costs primarily relate to sales commissions and are recorded in *Selling, general and administrative* in the Consolidated Statements of Operations and Comprehensive Income. Further, we do not adjust the promised amount of consideration for the effects of a significant financing component if we expect, at contract inception, that the period between when we transfer a promised good or service to a customer and when the customer pays for that good or service will be less than one year.

***Sales returns***

The right of return may exist explicitly or implicitly with our customers. Our return policy allows for customer returns only upon our authorization. Goods returned must be product we continue to market and must be in salable condition. When the right of return exists, we adjust the transaction price for the estimated effect of returns. We estimate the expected returns based on historical sales levels, the timing and magnitude of historical sales return levels as a percent of sales, type of product, type of customer and a projection of this experience into the future.

***Pricing and sales incentives***

Our sales contracts may give customers the option to purchase additional goods or services priced at a discount. This can come in many forms, such as customer programs and incentive offerings including pricing arrangements, promotions and other volume-based incentives.

We reduce the transaction price for certain customer programs and incentive offerings including pricing arrangements, promotions and other volume-based incentives that represent variable consideration. Sales incentives given to our customers are recorded using either the expected value method or most likely amount approach for estimating the amount of consideration to which nVent shall be entitled. The expected value is the sum of probability-weighted amounts in a range of possible consideration amounts. An expected value is an appropriate estimate of the amount of variable consideration when there are a large number of contracts with similar characteristics. The most likely amount is the single most likely amount in a range of possible consideration amounts (that is, the single most likely outcome of the contract). The most likely amount is an appropriate estimate of the amount of variable consideration if the contract has limited possible outcomes (for example, an entity either achieves a performance bonus or does not).

Pricing is established at or prior to the time of sale with our customers and we record sales at the agreed-upon net selling price. However, certain of our businesses allow customers to apply for a refund of a percentage of the original purchase price if they can demonstrate sales to a qualifying end customer. We use the expected value method to estimate the anticipated refund to be paid based on historical experience and the transaction price is reduced for the probable cost of the discount.

Volume-based incentives involve rebates that are negotiated at or prior to the time of sale with the customer and are redeemable only if the customer achieves a specified cumulative level of sales or sales increase. Under these incentive programs, at the time of sale, we estimate the anticipated rebate to be paid based on forecasted sales levels. These forecasts are updated at least quarterly for each customer and the transaction price is reduced for the anticipated cost of the rebate. If the forecasted sales for a customer changes, the accrual for rebates is adjusted to reflect the new amount of rebates expected to be earned by the customer.

***Shipping and handling costs***

Amounts billed to customers for shipping and handling activities after the customer obtains control are treated as a separate performance obligation and recorded in *Net sales* in the Consolidated Statements of Operations and Comprehensive Income. Shipping and handling costs incurred by nVent for the delivery of goods to customers are considered a cost to fulfill the contract and are included in *Cost of goods sold* in the Consolidated Statements of Operations and Comprehensive Income.

***Contract assets and liabilities***

Contract assets consist of unbilled amounts resulting from sales under long-term contracts when the cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer, such as when the customer retains a small portion of the contract price until completion of the contract. We typically receive interim payments on sales under long-term contracts as work progresses, although for some contracts, we may be entitled to receive an advance payment. Contract liabilities consist of advanced payments and billings in excess of revenue recognized.

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**Notes to consolidated financial statements**

Contract assets are recorded within *Other current assets* and contract liabilities are recorded within *Other current liabilities* in the Consolidated Balance Sheets.

**Research and development**

We conduct research and development activities primarily in our own facilities, which consist primarily of the development of new products, product applications and manufacturing processes.

**Cash equivalents**

We consider highly liquid investments with original maturities of three months or less at the date of acquisition to be cash equivalents.

**Trade receivables and concentration of credit risk**

We record an allowance for doubtful accounts to reduce our receivables balance by the amount that is estimated to be uncollectible from our customers, or the expected loss. Estimates used in determining the allowance for doubtful accounts are based on historical collection experience, including write-offs and recoveries, periodic credit evaluations of our customers' financial situation and current circumstances, as well as reasonable and supportable forecasts of future economic conditions. We generally do not require collateral. No customer receivable balances exceeded 10% of total net receivable balances as of December 31, 2023 or 2022.

**Inventories**

Inventories are stated at the lower of cost or net realizable value with substantially all inventories recorded using the first-in, first-out cost method.

**Property, plant and equipment, net**

Property, plant and equipment is stated at historical cost. We compute depreciation by the straight-line method based on the following estimated useful lives:

	<b>Years</b>
Land improvements	5 to 20
Buildings and leasehold improvements	5 to 50
Machinery and equipment	3 to 15

Significant improvements that add to productive capacity or extend the lives of properties are capitalized. Costs for repairs and maintenance are charged to expense as incurred. When property is retired or otherwise disposed of, the recorded cost of the assets and their related accumulated depreciation are removed from the Consolidated Balance Sheets and any related gains or losses are included in income.

We review the recoverability of long-lived assets to be held and used, such as property, plant and equipment, when events or changes in circumstances occur that indicate the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on our ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows (undiscounted and without interest charges) of the related operations. If these cash flows are less than the carrying value of such asset or asset group, an impairment loss is recognized for the difference between estimated fair value and carrying value. Impairment losses on long-lived assets held for sale are determined in a similar manner, except that fair values are reduced for the cost to dispose of the assets. The measurement of impairment requires us to estimate future cash flows and the fair value of long-lived assets. We recorded no material impairment expense in 2023, 2022 or 2021 related to long-lived assets.

The following table presents geographic *Property, plant and equipment, net* by region as of December 31:

<i>In millions</i>	<b>2023</b>	<b>2022</b>
U.S.	\$ 222.5	\$ 148.1
Mexico	52.4	39.0
EMEA <sup>(1)</sup>	85.6	72.2
Rest of World <sup>(2)</sup>	29.5	29.9
<b>Consolidated</b>	<b>\$ 390.0</b>	<b>\$ 289.2</b>

<sup>(1)</sup> EMEA includes Europe, Middle East, India and Africa

<sup>(2)</sup> Rest of World includes Canada, Asia-Pacific, Latin America and South America

### ***Goodwill and identifiable intangible assets***

#### *Goodwill*

Goodwill represents the excess of the cost of acquired businesses over the net of the fair value of identifiable tangible net assets and identifiable intangible assets purchased and liabilities assumed.

Goodwill is tested annually for impairment as of the first day of the fourth quarter, and is tested for impairment more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test is performed by comparing the fair value of each reporting unit with its carrying amount, and recognizing an impairment expense for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

The fair value of each reporting unit is determined using a discounted cash flow analysis and market approach. Determining the fair value of the reporting units required the use of significant judgment, including assumptions about future revenues and expenses, capital expenditures and changes in working capital and discount rates, which are based on our annual operating plan and long-term business plan. These plans take into consideration numerous factors including historical experience, anticipated future economic conditions, and growth expectations for the industries and end markets in which the reporting unit participates. The level of judgment and estimation is inherently high. Inputs used to estimate these fair values included significant unobservable inputs that reflect the Company's assumptions about the inputs that market participants would use and, therefore, the fair value assessments are classified within Level 3 of the fair value hierarchy defined by the accounting guidance.

In estimating fair value using the market approach, we identify a group of comparable publicly-traded companies for each reporting unit that are similar in terms of size and product offering. These groups of comparable companies are used to develop multiples based on total market-based invested capital as a multiple of earnings before interest, taxes, depreciation and amortization ("EBITDA"). We determine our estimated values by applying these comparable EBITDA multiples to the operating results of our reporting units. The ultimate fair value of each reporting unit is determined considering the results of both valuation methods.

There was no impairment expense recorded in 2023, 2022 or 2021 related to goodwill.

#### *Identifiable intangible assets*

Our primary identifiable intangible assets include customer relationships, trade names, proprietary technologies and patents. Identifiable intangibles with definite lives are amortized and those identifiable intangibles with indefinite lives are not amortized. Identifiable intangible assets that are subject to amortization are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Identifiable intangible assets not subject to amortization are tested for impairment annually or more frequently if events warrant. We complete our annual impairment test during the fourth quarter each year for those identifiable assets not subject to amortization.

The impairment test for trade names consists of a comparison of the fair value of the trade name with its carrying value. Fair value is measured using the relief-from-royalty method. This method assumes the trade name has value to the extent that the owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires us to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. The non-recurring fair value measurement is a Level 3 measurement under the fair value hierarchy described below.

There was no impairment expense recorded in 2023, 2022 or 2021 related to identifiable intangible assets.

#### ***Income taxes***

We use the asset and liability approach to account for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax bases using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when the change is enacted. We maintain valuation allowances unless it is more likely than not that all or a portion of the deferred tax assets will be realized. Changes in valuation allowances from period to period are included in our tax provision in the period of change. We recognize the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that is more likely than not to be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.



***Pension and other post-retirement plans***

We sponsor defined-benefit pension plans and a post-retirement health plan. The pension and other post-retirement benefit costs for these plans are determined from actuarial assumptions and methodologies, including discount rates and expected returns on plan assets. These assumptions are updated annually and are disclosed in Note 12.

We recognize changes in the fair value of plan assets and net actuarial gains or losses for pension and other post-retirement benefits annually in the fourth quarter each year (“mark-to-market adjustment”) and, if applicable, in any quarter in which an interim remeasurement is triggered. Net actuarial gains and losses occur when the actual experience differs from any of the various assumptions used to value our pension and other post-retirement plans or when assumptions change, as they may each year. The remaining components of pension expense, including service and interest costs and estimated return on plan assets, are recorded on a quarterly basis.

***Earnings per ordinary share***

Basic earnings per share are computed by dividing net income by the weighted-average number of ordinary shares outstanding. Diluted earnings per share are computed by dividing net income by the weighted-average number of ordinary shares outstanding including the dilutive effects of ordinary share equivalents, calculated using the treasury stock method.

***Derivative financial instruments***

We recognize all derivatives, including those embedded in other contracts, as either assets or liabilities at fair value in our Consolidated Balance Sheets. If the derivative is designated and is effective as a cash flow or fair value hedge, the effective portion of changes in the fair value of the derivative are recorded in *Accumulated other comprehensive loss* as a separate component of equity in the Consolidated Balance Sheets and is recognized in the Consolidated Statements of Operations and Comprehensive Income when the hedged item affects earnings. If the underlying hedged transaction ceases to exist or if the hedge becomes ineffective, all changes in fair value of the related derivatives that have not been settled are recognized in current earnings. Cash flows of the derivative financial instruments are classified consistent with the underlying hedged item. For a derivative that is not designated as or does not qualify as a hedge, changes in fair value are reported in earnings immediately.

Gains and losses on net investment hedges are included in *Accumulated other comprehensive loss* as a separate component of equity in the Consolidated Balance Sheets.

We use derivative instruments for the purpose of hedging interest rate and currency exposures, which exist as part of ongoing business operations. We do not hold or issue derivative financial instruments for trading or speculative purposes. All other contracts that contain provisions meeting the definition of a derivative also meet the requirements for the normal purchases and normal sales scope exception. Our policy is not to enter into contracts with terms that cannot be designated as normal purchases or sales. From time to time, we may enter into short duration foreign currency contracts to hedge foreign currency risks.

***Fair value measurements***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:

- Level 1:* Valuation is based on observable inputs such as quoted market prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2:* Valuation is based on inputs such as quoted market prices for similar assets or liabilities in active markets or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3:* Valuation is based upon other unobservable inputs that are significant to the fair value measurement.

In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

***Foreign currency translation***

The financial statements of subsidiaries located outside of the U.S. are generally measured using the local currency as the functional currency, except for certain corporate entities outside of the U.S. which are measured using USD. Assets and liabilities of these subsidiaries are translated at the rates of exchange at the balance sheet date. Income and expense items are translated at average monthly rates of exchange. The resultant translation adjustments are included in *Accumulated other comprehensive loss* as a separate component of equity.

**2. Revenue**

**Disaggregation of revenue**

We disaggregate our revenue from contracts with customers by geographic location and vertical, as we believe these best depict how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors.

Geographic net sales information, based on geographic destination of the sale, was as follows:

<i>In millions</i>	<b>Year ended December 31, 2023</b>			
	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>
North America <sup>(1)</sup>	\$ 1,135.1	\$ 868.6	\$ 379.6	\$ 2,383.3
EMEA <sup>(2)</sup>	369.7	151.6	156.5	677.8
Asia-Pacific	98.3	34.4	58.2	190.9
Rest of World <sup>(3)</sup>	2.8	8.4	0.4	11.6
<b>Total</b>	<b>\$ 1,605.9</b>	<b>\$ 1,063.0</b>	<b>\$ 594.7</b>	<b>\$ 3,263.6</b>

<i>In millions</i>	<b>Year ended December 31, 2022</b>			
	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>
North America <sup>(1)</sup>	\$ 1,057.6	\$ 605.0	\$ 379.7	\$ 2,042.3
EMEA <sup>(2)</sup>	341.7	144.1	174.8	660.6
Asia-Pacific	101.2	33.9	58.4	193.5
Rest of World <sup>(3)</sup>	3.2	8.4	1.0	12.6
<b>Total</b>	<b>\$ 1,503.7</b>	<b>\$ 791.4</b>	<b>\$ 613.9</b>	<b>\$ 2,909.0</b>

<i>In millions</i>	<b>Year ended December 31, 2021</b>			
	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>
North America <sup>(1)</sup>	\$ 813.4	\$ 471.3	\$ 305.7	\$ 1,590.4
EMEA <sup>(2)</sup>	333.9	146.2	190.6	670.7
Asia-Pacific	95.1	33.0	62.4	190.5
Rest of World <sup>(3)</sup>	2.4	7.0	1.0	10.4
<b>Total</b>	<b>\$ 1,244.8</b>	<b>\$ 657.5</b>	<b>\$ 559.7</b>	<b>\$ 2,462.0</b>

<sup>(1)</sup> North America includes U.S., Canada and Mexico.

<sup>(2)</sup> EMEA includes Europe, Middle East, India and Africa.

<sup>(3)</sup> Rest of World includes Latin America and South America.

In the fourth quarter of 2023, based on benchmarking of industry peers and for purposes of how we assess performance, we updated the disaggregation categories on which we report revenue by geography. For comparability, we have recategorized revenue for the years ended December 31, 2022 and 2021 to conform to the new presentation. This recategorization of revenue by geography had no impact on our consolidated financial results.

Vertical net sales information was as follows:

<b>Year ended December 31, 2023</b>					
<i>In millions</i>	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>	
Industrial	\$ 868.9	\$ 123.4	\$ 290.5	\$	1,282.8
Commercial & Residential	242.4	567.6	185.0		995.0
Infrastructure	468.9	327.9	27.8		824.6
Energy	25.7	44.1	91.4		161.2
<b>Total</b>	<b>\$ 1,605.9</b>	<b>\$ 1,063.0</b>	<b>\$ 594.7</b>	<b>\$</b>	<b>3,263.6</b>

<b>Year ended December 31, 2022</b>					
<i>In millions</i>	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>	
Industrial	\$ 832.0	\$ 79.0	\$ 301.3	\$	1,212.3
Commercial & Residential	223.3	398.9	201.7		823.9
Infrastructure	420.6	280.8	24.6		726.0
Energy	27.8	32.7	86.3		146.8
<b>Total</b>	<b>\$ 1,503.7</b>	<b>\$ 791.4</b>	<b>\$ 613.9</b>	<b>\$</b>	<b>2,909.0</b>

<b>Year ended December 31, 2021</b>					
<i>In millions</i>	<b>Enclosures</b>	<b>Electrical &amp; Fastening Solutions</b>	<b>Thermal Management</b>	<b>Total</b>	
Industrial	\$ 728.5	\$ 67.8	\$ 255.4	\$	1,051.7
Commercial & Residential	194.5	339.2	194.6		728.3
Infrastructure	307.5	223.4	23.4		554.3
Energy	14.3	27.1	86.3		127.7
<b>Total</b>	<b>\$ 1,244.8</b>	<b>\$ 657.5</b>	<b>\$ 559.7</b>	<b>\$</b>	<b>2,462.0</b>

**Contract balances**

Contract assets and liabilities consisted of the following:

<i>In millions</i>	<b>December 31, 2023</b>	<b>December 31, 2022</b>	<b>\$ Change</b>	<b>% Change</b>
Contract assets	\$ 44.1	\$ 45.6	\$ (1.5)	(3.3)%
Contract liabilities	27.1	22.7	4.4	19.4 %
<b>Net contract assets</b>	<b>\$ 17.0</b>	<b>\$ 22.9</b>	<b>\$ (5.9)</b>	<b>(25.8)%</b>

<i>In millions</i>	<b>December 31, 2022</b>	<b>December 31, 2021</b>	<b>\$ Change</b>	<b>% Change</b>
Contract assets	\$ 45.6	\$ 48.9	\$ (3.3)	(6.7)%
Contract liabilities	22.7	17.8	4.9	27.5 %
<b>Net contract assets</b>	<b>\$ 22.9</b>	<b>\$ 31.1</b>	<b>\$ (8.2)</b>	<b>(26.4)%</b>

The \$5.9 million and the \$8.2 million decreases in net contract assets in 2023 and 2022, respectively, were primarily the result of timing of milestone payments. The majority of our contract liabilities at December 31, 2022 and 2021 were recognized in revenue as of December 31, 2023 and 2022, respectively. There were no material impairment losses recognized on our contract assets for the twelve months ended December 31, 2023 and 2022.

**Remaining performance obligations**

We have elected the practical expedient to disclose only the value of remaining performance obligations for contracts with an original expected length of one year or more. On December 31, 2023, we had \$17.2 million of remaining performance obligations on contracts with original expected duration of one year or more. We expect to recognize the majority of our remaining performance obligations on these contracts within the next twelve to eighteen months.

### 3. Restructuring

During 2023, 2022 and 2021, we initiated and continued execution of certain business restructuring initiatives aimed at reducing our fixed cost structure and realigning our business. Restructuring initiatives during the years ended December 31, 2023, 2022 and 2021 included a reduction in hourly and salaried headcount of approximately 155, 80 and 85 employees, respectively.

Restructuring related costs included in *Selling, general and administrative* in the Consolidated Statements of Operations and Comprehensive Income included costs for severance and other restructuring costs as follows:

<i>In millions</i>	Years ended December 31		
	2023	2022	2021
Severance and related costs	\$ 7.8	\$ 5.2	\$ 4.9
Other	5.0	1.2	3.9
Total restructuring costs	\$ 12.8	\$ 6.4	\$ 8.8

Other restructuring costs primarily consist of asset impairment and various contract termination costs.

Restructuring costs by reportable segment were as follows:

<i>In millions</i>	Years ended December 31		
	2023	2022	2021
Enclosures	\$ 1.4	\$ 3.5	\$ 6.0
Electrical & Fastening Solutions	1.6	—	0.7
Thermal Management	8.9	0.6	1.4
Other	0.9	2.3	0.7
Consolidated	\$ 12.8	\$ 6.4	\$ 8.8

Activity related to accrued severance and related costs recorded in *Other current liabilities* in the Consolidated Balance Sheets is summarized as follows:

<i>In millions</i>	Years ended December 31	
	2023	2022
Beginning balance	\$ 2.4	\$ 2.4
Costs incurred	7.8	5.2
Cash payments and other	(7.3)	(5.2)
Ending balance	\$ 2.9	\$ 2.4

### 4. Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

<i>In millions, except per share data</i>	Years ended December 31		
	2023	2022	2021
<b>Net income</b>	\$ 567.1	\$ 399.8	\$ 272.9
<b>Weighted average ordinary shares outstanding</b>			
Basic	165.6	166.3	167.9
Dilutive impact of stock options, restricted stock units and performance share units	2.6	2.0	1.8
Diluted	168.2	168.3	169.7
<b>Earnings per ordinary share</b>			
Basic earnings per ordinary share	\$ 3.42	\$ 2.40	\$ 1.63
Diluted earnings per ordinary share	\$ 3.37	\$ 2.38	\$ 1.61
<b>Anti-dilutive stock options excluded from the calculation of diluted earnings per share</b>	0.3	0.6	0.6

## 5. Acquisitions

### *ECM Industries Acquisition*

On May 18, 2023, as part of our Electrical & Fastening Solutions reporting segment, we completed the acquisition of ECM Investors, LLC, the parent of ECM Industries, LLC ("ECM Industries"), for approximately \$1.1 billion in cash, subject to customary adjustments. ECM Industries is a leading provider of high-value electrical connectors, tools and test instruments and cable management. The purchase price was funded primarily through borrowings under the 2033 Notes and 2023 Term Loan Facility (as described in Note 9 below).

The purchase price has been preliminarily allocated based on the estimated fair value of assets acquired and liabilities assumed at the date of the ECM Industries acquisition. The preliminary purchase price allocation is subject to further refinement and may require significant adjustments to arrive at the final purchase price allocation. These changes will primarily relate to the impacts associated with income taxes. There can be no assurance that such finalization will not result in material changes from the preliminary purchase price allocation.

The following table summarizes our preliminary estimates of the fair values of the assets acquired and liabilities assumed in the ECM Industries acquisition as previously reported as of September 30, 2023 and revised as of December 31, 2023:

<i>In millions</i>	<b>As Previously Reported</b>	<b>As Revised</b>
Cash	\$ 45.7	\$ 45.7
Accounts receivable	78.1	77.0
Inventories	104.0	104.2
Other current assets	4.9	4.9
Property, plant and equipment	75.9	75.3
Identifiable intangible assets	524.0	524.0
Goodwill	371.7	375.7
Other assets	16.7	17.0
Current liabilities	(51.4)	(53.9)
Other liabilities	(35.9)	(35.8)
<b>Purchase price</b>	<b>\$ 1,133.7</b>	<b>\$ 1,134.1</b>

The excess purchase price over tangible net assets and identified intangible assets acquired has been allocated to goodwill in the amount of \$375.7 million, substantially all of which is expected to be deductible for income tax purposes. Goodwill recognized from the ECM Industries acquisition primarily reflects the future economic benefit resulting from synergies of our combined operations.

Identifiable intangible assets acquired included \$113.7 million of trade name intangible assets, a majority of which are indefinite-lived, \$381.7 million of definite-lived customer relationships with an estimated useful life of 20 years, and \$22.0 million of definite-lived proprietary technology intangible assets with an estimated useful life of 7 years. The fair values of trade names and proprietary technology acquired in the acquisition were determined using a relief-from-royalty method, and customer relationships acquired were determined using a multi-period excess earnings method. These methods utilize unobservable inputs that are significant to these fair value measurements and thus classified as Level 3 of the fair value hierarchy.

ECM Industries net sales and operating income for the period from the acquisition date to December 31, 2023 were \$240.7 million and \$31.4 million, respectively. ECM Industries operating income for the period from the acquisition date to December 31, 2023 includes \$18.7 million of identifiable intangible asset amortization expense and \$17.7 million of expense related to the fair market value inventory step-up.

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The following table presents unaudited pro forma financial information as if the ECM Industries acquisition had occurred on January 1, 2022:

<i>In millions, except per share data</i>	<b>Years ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Pro forma net sales	\$ 3,420.1	\$ 3,316.5
Pro forma net income	597.5	364.5
<b>Pro forma earnings per ordinary share</b>		
Basic	\$ 3.61	\$ 2.19
Diluted	3.55	2.17

The unaudited pro forma results include adjustments for the amortization of acquired intangible assets, depreciation for the fair value adjustment to acquisition-date fixed assets and interest expense on debt issued to finance the acquisition, as well as the related income tax impact.

The unaudited pro forma results for the year ended December 31, 2023 excludes the impact of \$32.4 million of transaction-related charges, acquisition-related bridge financing costs and non-recurring expense related to the fair value inventory step-up. The results for the year ended December 31, 2022 were adjusted to include \$32.7 million of transaction-related charges, acquisition-related bridge financing costs and non-recurring expense related to the fair market value inventory step-up.

The pro forma condensed consolidated financial information has been prepared for comparative purposes only and includes certain adjustments, as noted above. The adjustments are estimates based on currently available information and actual amounts may differ materially from these estimates. They do not reflect the effect of costs or synergies that would have been expected to result from the integration of the ECM Industries acquisition. The pro forma information does not purport to be indicative of the results of operations that actually would have resulted had the ECM Industries acquisition occurred on January 1, 2022.

*Other acquisitions*

On April 1, 2021, we acquired substantially all of the assets of Vynckier Enclosure Systems, Inc. ("Vynckier") for approximately \$27.0 million in cash. Vynckier is a U.S. based manufacturer of high-quality non-metallic enclosures that we market as part of the nVent HOFFMAN product line within our Enclosures segment.

The excess purchase price over tangible net assets and identified intangible assets acquired has been allocated to goodwill in the amount of \$13.5 million, substantially all of which is expected to be deductible for income tax purposes. Identifiable intangible assets acquired included \$6.1 million of definite-lived customer relationships with an estimated useful life of 11 years.

On June 30, 2021, we acquired CIS Global LLC ("CIS Global") for approximately \$202.4 million in cash. The CIS Global business is a leading provider of intelligent rack power distribution and server slides products, and operates within our Enclosures segment. The purchase price was funded primarily through borrowings under our Revolving Credit Facility (as defined in Note 9).

The excess purchase price over tangible net assets and identified intangible assets acquired has been allocated to goodwill in the amount of \$83.5 million, of which \$50.0 million is expected to be deductible for income tax purposes. Identifiable intangible assets acquired included \$78.0 million of definite-lived customer relationships with an estimated useful life of 16 years and \$24.5 million of developed technology with an estimated useful life of 9 to 12 years.

On July 10, 2023, we acquired TEXA Industries for approximately \$34.8 million in cash, subject to customary purchase price adjustments. TEXA Industries is an Italian manufacturer of industrial cooling applications that we will market as part of the nVent HOFFMAN product line within our Enclosures segment. We acquired \$5.2 million of debt with the TEXA Industries acquisition, which we repaid in full in 2023.

The excess purchase price over tangible net assets and identified intangible assets acquired has been preliminarily allocated to goodwill in the amount of \$11.3 million, none of which is expected to be deductible for income tax purposes. Identifiable intangible assets acquired included \$12.4 million of definite-lived customer relationships with an estimated useful life of 13 years. The preliminary purchase price allocation is subject to further refinement and may require significant adjustments to arrive at the final purchase price allocation.

The pro forma impact of these acquisitions is not material individually or in the aggregate.

## 6. Goodwill and Other Identifiable Intangible Assets

The changes in the carrying amount of goodwill by reporting unit were as follows:

<i>In millions</i>	December 31, 2022		Acquisitions/ divestitures		Foreign currency translation/other		December 31, 2023
Enclosures	\$	414.4	\$	11.3	\$	4.7	\$ 430.4
Electrical & Fastening Solutions		1,052.0		375.7		—	1,427.7
Thermal Management		711.7		—		1.3	713.0
Total goodwill	\$	2,178.1	\$	387.0	\$	6.0	\$ 2,571.1

<i>In millions</i>	December 31, 2021		Acquisitions/ divestitures		Foreign currency translation/other		December 31, 2022
Enclosures	\$	420.4	\$	0.2	\$	(6.2)	\$ 414.4
Electrical & Fastening Solutions		1,052.0		—		—	1,052.0
Thermal Management		714.3		—		(2.6)	711.7
Total goodwill	\$	2,186.7	\$	0.2	\$	(8.8)	\$ 2,178.1

There was no impairment expense recorded in 2023, 2022 or 2021 related to goodwill.

Identifiable intangible assets consisted of the following at December 31:

<i>In millions</i>	2023			2022		
	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
<b>Definite-life intangibles</b>						
Customer relationships	\$ 1,684.8	\$ (599.3)	\$ 1,085.5	\$ 1,287.6	\$ (519.1)	\$ 768.5
Proprietary technologies and patents	63.7	(20.8)	42.9	39.7	(15.2)	24.5
Other definite-life intangible assets	18.0	(4.8)	13.2	—	—	—
Total definite-life intangibles	1,766.5	(624.9)	1,141.6	1,327.3	(534.3)	793.0
<b>Indefinite-life intangibles</b>						
Trade names	375.4	—	375.4	273.1	—	273.1
Total intangibles	\$ 2,141.9	\$ (624.9)	\$ 1,517.0	\$ 1,600.4	\$ (534.3)	\$ 1,066.1

Identifiable intangible asset amortization expense in 2023, 2022 and 2021 was \$89.7 million, \$70.7 million and \$67.5 million, respectively. There was no impairment expense recorded in 2023, 2022 or 2021 related to trade names.

Estimated future amortization expense for identifiable intangible assets during the next five years is as follows:

<i>In millions</i>	2024	2025	2026	2027	2028
Estimated amortization expense	\$ 97.0	\$ 94.5	\$ 94.5	\$ 94.4	\$ 90.2

7. **Supplemental Balance Sheet Information**

<i>In millions</i>	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<b>Inventories</b>		
Raw materials and supplies	\$ 165.1	\$ 112.9
Work-in-process	34.9	36.2
Finished goods	241.3	197.6
<b>Total inventories</b>	<b>\$ 441.3</b>	<b>\$ 346.7</b>
<b>Other current assets</b>		
Contract assets	\$ 44.1	\$ 45.6
Prepaid expenses	44.7	44.9
Prepaid income taxes	10.5	4.1
Cross currency swap assets	—	14.5
Other current assets	20.9	3.4
<b>Total other current assets</b>	<b>\$ 120.2</b>	<b>\$ 112.5</b>
<b>Property, plant and equipment, net</b>		
Land and land improvements	\$ 39.6	\$ 38.6
Buildings and leasehold improvements	217.4	180.5
Machinery and equipment	599.6	500.4
Construction in progress	37.2	34.7
Total property, plant and equipment	893.8	754.2
Accumulated depreciation and amortization	503.8	465.0
<b>Total property, plant and equipment, net</b>	<b>\$ 390.0</b>	<b>\$ 289.2</b>
<b>Other non-current assets</b>		
Deferred compensation plan assets	\$ 19.4	\$ 16.7
Lease right-of-use assets	118.7	76.4
Deferred tax assets	179.2	16.3
Other non-current assets	30.2	30.2
<b>Total other non-current assets</b>	<b>\$ 347.5</b>	<b>\$ 139.6</b>
<b>Other current liabilities</b>		
Dividends payable	\$ 32.6	\$ 30.4
Accrued rebates	90.7	98.4
Contract liabilities	27.1	22.7
Accrued taxes payable	54.0	34.5
Current lease liabilities	25.6	17.7
Accrued interest	11.2	6.5
Other current liabilities	62.6	62.9
<b>Total other current liabilities</b>	<b>\$ 303.8</b>	<b>\$ 273.1</b>
<b>Other non-current liabilities</b>		
Income taxes payable	\$ 28.2	\$ 29.8
Deferred compensation plan liabilities	19.4	16.7
Non-current lease liabilities	98.4	63.7
Other non-current liabilities	33.8	14.5
<b>Total other non-current liabilities</b>	<b>\$ 179.8</b>	<b>\$ 124.7</b>



**8. Accumulated Other Comprehensive Loss**

Components of *Accumulated other comprehensive loss* consist of the following at December 31:

<i>In millions</i>	<b>2023</b>	<b>2022</b>
Cumulative translation adjustments	\$ (108.0)	\$ (118.5)
Change in market value of derivative financial instruments, net of tax	4.0	18.9
Accumulated other comprehensive loss	\$ (104.0)	\$ (99.6)

**9. Debt**

Debt and the average interest rates on debt outstanding were as follows:

<i>In millions</i>	Average interest rate at December 31, 2023	Maturity year	December 31	
			2023	2022
Revolving credit facility	N/A	2026	\$ —	\$ —
2021 Term loan facility	6.708%	2026	200.0	288.8
2023 Term loan facility	6.708%	2028	292.5	—
Senior notes - fixed rate	4.550%	2028	500.0	500.0
Senior notes - fixed rate	2.750%	2031	300.0	300.0
Senior notes - fixed rate	5.650%	2033	500.0	—
Unamortized issuance costs and discounts	N/A	N/A	(11.8)	(5.6)
Total debt			1,780.7	1,083.2
Less: Current maturities and short-term borrowings			(31.9)	(15.0)
Long-term debt			\$ 1,748.8	\$ 1,068.2

**Senior notes**

In March 2018, nVent Finance S.à r.l. ("nVent Finance" or "Subsidiary Issuer"), a 100-percent owned subsidiary of nVent, issued \$300.0 million aggregate principal amount of 3.950% senior notes due 2023 (the "2023 Notes") and \$500.0 million aggregate principal amount of 4.550% senior notes due 2028 (the "2028 Notes").

In November 2021, nVent Finance issued \$300.0 million aggregate principal amount of 2.750% senior notes due 2031 (the "2031 Notes"). In December 2021, the Company redeemed the \$300.0 million aggregate principal amount of the 2023 Notes. We incurred costs of \$15.2 million related to the early extinguishment of the 2023 Notes, which was recorded as Loss on the early extinguishment of debt in the Consolidated Statements of Operations and Comprehensive Income.

In May 2023, to finance the acquisition of ECM Industries, nVent Finance issued \$500.0 million aggregate principal amount of 5.650% Senior Notes due 2033 (the "2033 Notes" and, collectively with the 2028 Notes and the 2031 Notes, the "Notes").

Interest on the 2028 Notes is payable semi-annually in arrears on April 15 and October 15 of each year, and interest on the 2031 Notes and 2033 Notes is payable semi-annually in arrears on May 15 and November 15 of each year.

The Notes are fully and unconditionally guaranteed as to payment by nVent (the "Parent Company Guarantor"). There are no subsidiaries that guarantee the Notes. The Parent Company Guarantor is a holding company that has no independent assets or operations unrelated to its investments in consolidated subsidiaries. The Subsidiary Issuer is a holding company that has no independent assets or operations unrelated to its investments in consolidated subsidiaries and the issuance of the Notes and other external debt. The Parent Company Guarantor's principal source of cash flow, including cash flow to make payments on the Notes pursuant to the guarantees, is dividends from its subsidiaries. The Subsidiary Issuer's principal source of cash flow is interest income from its subsidiaries. None of the subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer is under any direct obligation to pay or otherwise fund amounts due on the Notes or the guarantees, whether in the form of dividends, distributions, loans or other payments. In addition, there may be statutory and regulatory limitations on the payment of dividends from certain subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer. If such subsidiaries are unable to transfer funds to the Parent Company Guarantor or the Subsidiary Issuer and sufficient cash or liquidity is not otherwise available, the Parent Company Guarantor or the Subsidiary Issuer may not be able to make principal and interest payments on their outstanding debt, including the Notes or the guarantees.

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The Notes constitute general unsecured senior obligations of the Subsidiary Issuer and rank equally in right of payment with all existing and future unsubordinated and unsecured indebtedness and liabilities of the Subsidiary Issuer. The guarantees of the Notes by the Parent Company Guarantor constitute general unsecured obligations of the Parent Company Guarantor and rank equally in right of payment with all existing and future unsubordinated and unsecured indebtedness and liabilities of the Subsidiary Issuer. Subject to certain qualifications and exceptions, the indenture pursuant to which the Notes were issued contains covenants that, among other things, restrict nVent's, nVent Finance's and certain subsidiaries' ability to merge or consolidate with another person, create liens or engage in sale and lease-back transactions.

There are no significant restrictions on the ability of nVent to obtain funds from its subsidiaries by dividend or loan. None of the assets of nVent or its subsidiaries represents restricted net assets pursuant to the guidelines established by the Securities and Exchange Commission.

**Senior credit facilities**

In September 2021, the Company and its subsidiaries nVent Finance and Hoffman Schroff Holdings, Inc. entered into an amended and restated credit agreement (the "Credit Agreement") with a syndicate of banks providing for a five-year \$300.0 million senior unsecured term loan facility (the "2021 Term Loan Facility") and a five-year \$600.0 million senior unsecured revolving credit facility (the "Revolving Credit Facility" and, together with the 2021 Term Loan Facility, the "Senior Credit Facilities"). Borrowings under the 2021 Term Loan Facility were permitted on a delayed draw basis during the first year of the five-year term of the 2021 Term Loan Facility, and borrowings under the Revolving Credit Facility are permitted from time to time during the full five-year term of the Revolving Credit Facility. In September 2022, nVent exercised the delayed draw provision of the 2021 Term Loan Facility, increasing the total borrowings under the 2021 Term Loan Facility by \$200.0 million to \$300.0 million. nVent Finance has the option to request to increase the Revolving Credit Facility in an aggregate amount of up to \$300.0 million, subject to customary conditions, including the commitment of the participating lenders.

As of December 31, 2023, the borrowing capacity under the Revolving Credit Facility was \$600.0 million.

Borrowings under the Senior Credit Facilities bear interest at a rate equal to an adjusted base rate, the Secured Overnight Financing Rate ("SOFR"), Euro Interbank Offer Rate ("EURIBOR") or Sterling Overnight Index Average ("SONIA"), plus, in each case, an applicable margin. The applicable margin will be based on, at nVent Finance's election, the Company's leverage level or public credit rating.

In April 2023, nVent and nVent Finance entered into a loan agreement providing for another unsecured term loan facility of \$300.0 million for five-years (the "2023 Term Loan Facility"), which was used to fund the acquisition of ECM Industries. The 2023 Term Loan Facility bears interest at a rate equal to an adjusted base rate or adjusted term SOFR plus an applicable margin. The applicable margin will be based on, at nVent Finance's election, the Company's leverage level or public credit rating.

Our debt agreements contain certain financial covenants, the most restrictive of which are in the Senior Credit Facilities and the 2023 Term Loan Facility, including that we may not permit (i) the ratio of our consolidated debt (net of our consolidated unrestricted cash in excess of \$5.0 million but not to exceed \$250.0 million) to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization and non-cash share-based compensation expense ("EBITDA") on the last day of any period of four consecutive fiscal quarters (each, a "testing period") to exceed 3.75 to 1.00 (or, at nVent Finance's election and subject to certain conditions, 4.25 to 1.00 for four testing periods in connection with certain material acquisitions, which we elected in connection with the acquisition of ECM Industries in May 2023 for each of the next four fiscal quarters beginning in the second quarter of 2023) and (ii) the ratio of our EBITDA to our consolidated interest expense for the same period to be less than 3.00 to 1.00. In addition, subject to certain qualifications and exceptions, the Senior Credit Facilities and the 2023 Term Loan Facility also contain covenants that, among other things, restrict our ability to create liens, merge or consolidate with another person, make acquisitions and incur subsidiary debt. As of December 31, 2023, we were in compliance with all financial covenants in our debt agreements, and there is no material uncertainty about our ongoing ability to meet those covenants.

Debt outstanding at December 31, 2023, excluding unamortized issuance costs and discounts, matures on a calendar year basis as follows:

<i>In millions</i>	2024	2025	2026	2027	2028	Thereafter	Total
Contractual debt obligation maturities	\$ 31.9	\$ 37.5	\$ 179.4	\$ 22.5	\$ 721.2	\$ 800.0	\$ 1,792.5

## **10. Derivatives and Financial Instruments**

### ***Derivative financial instruments***

We are exposed to market risk related to changes in foreign currency exchange rates. To manage the volatility related to this exposure, we periodically enter into a variety of derivative financial instruments. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign currency exchange rates. The derivative contracts contain credit risk to the extent that our bank counterparties may be unable to meet the terms of the agreements. The amount of such credit risk is generally limited to the unrealized gains, if any, in such contracts. Such risk is minimized by limiting those counterparties to major financial institutions of high credit quality.

#### *Foreign currency contracts*

We conduct business in various locations throughout the world and are subject to market risk due to changes in the value of foreign currencies. We manage our economic and transaction exposure to certain market-based risks through the use of derivative instruments. These derivative instruments primarily consist of forward foreign currency contracts used to mitigate foreign currency exposure for certain foreign currency assets and liabilities. Our objective in holding these derivatives is to reduce the volatility in net earnings and cash flows associated with changes in foreign currency rates. The majority of our foreign currency contracts have an original maturity date of less than one year. These foreign currency contracts are not designated as hedging instruments; accordingly, changes in the fair value are recorded in current period earnings.

At December 31, 2023 and 2022, we had outstanding foreign currency derivative contracts with gross notional U.S. dollar equivalent amounts of \$146.8 million and \$145.7 million, respectively. The impact of these contracts on the Consolidated Statements of Operations and Comprehensive Income was not material for any period presented.

#### *Cross currency swaps*

At December 31, 2023 and 2022, we had outstanding cross currency swap agreements with a combined notional amount of \$330.8 million and \$345.1 million, respectively. The agreements are accounted for as either cash flow hedges or fair value hedges, to hedge foreign currency fluctuations on certain intercompany debt, or as net investment hedges, to manage our exposure to fluctuations in the Euro-U.S. Dollar exchange rate. As of December 31, 2023 and 2022, we had deferred foreign currency loss of \$3.5 million and gain of \$18.9 million, respectively, in *Accumulated other comprehensive loss* associated with our cross currency swap activity.

In the second quarter of 2023, a cash flow hedge instrument and a net investment hedge instrument each reached maturity, resulting in settlement amounts reflected as a component of financing and investing cash inflows in the amount of \$4.5 million and \$3.1 million, respectively. Upon maturity of the previous agreement, we entered into a new net investment hedge with a gross notional U.S. dollar equivalent amount of \$66.1 million. This net investment hedge was then settled early in the fourth quarter of 2023, resulting in a \$1.7 million settlement, which is reflected as a component of investing cash inflows. Subsequent to the termination, we entered into a new net investment hedge of certain Euro-denominated subsidiaries to manage exposure to fluctuations in the Euro-U.S. dollar exchange rate with a gross notional U.S. dollar equivalent amount of \$126.5 million.

In the third quarter of 2022, as a result of an early settlement of a cross currency swap instrument, \$10.0 million of cash inflows has been reflected as a component of financing cash flows and \$0.3 million of expense was recorded to *Selling, general and administrative expense* from *Accumulated other comprehensive loss*. We entered into a cross currency swap with a gross notional U.S. dollar equivalent amount of \$121.0 million to replace the terminated agreement, which we designated as a fair value hedge to offset foreign currency risk associated with Euro-denominated intercompany debt.

#### *Interest rate swaps*

We are also exposed to interest rate risk fluctuations in connection with the planned issuance of long-term debt. To manage the volatility related to this exposure, we may use forward starting interest rate swaps to fix a portion of the interest cost associated with anticipated future financings. In 2020, we entered into a forward starting interest rate swap to hedge the variability of cash flows attributable to changes in the benchmark swap interest rate, London Interbank Offered Rate ("LIBOR"), associated with the anticipated refinancing of the 2023 Notes. The interest rate swap contract had a notional amount of \$200 million, and was settled in the fourth quarter of 2021 in conjunction with the issuance of the 2031 Notes. Accordingly, cash flows of \$9.6 million relating to the settlement of interest rate swaps hedging the forecasted issuance of debt have been reflected as a component of financing cash flows. The resulting gain from the settlement is deferred to *Accumulated other comprehensive loss*, and is being reclassified to interest expense over the term of the 2031 Notes (underlying debt).

**Fair value of financial instruments**

The following methods were used to estimate the fair values of each class of financial instrument:

- *short-term financial instruments (cash and cash equivalents, accounts and notes receivable, accounts and notes payable and variable-rate debt)* — recorded amount approximates fair value because of the short maturity period;
- *long-term fixed-rate debt, including current maturities* — fair value is based on market quotes available for issuance of debt with similar terms, which are inputs that are classified as Level 2 in the valuation hierarchy defined by the accounting guidance;
- *cross currency swap, foreign currency contract and interest rate swap agreements* — fair values are determined through the use of models that consider various assumptions, including time value, yield curves, as well as other relevant economic measures, which are observable inputs that are classified as Level 2 in the valuation hierarchy defined by the accounting guidance; and
- *deferred compensation plan assets (mutual funds, common/collective trusts and cash equivalents for payment of certain non-qualified benefits for retired, terminated and active employees)* — fair value of mutual funds and cash equivalents are based on quoted market prices in active markets that are classified as Level 1 in the valuation hierarchy defined by the accounting guidance; fair value of common/collective trusts are valued at net asset value ("NAV"), which is based on the fair value of the underlying securities owned by the fund divided by the number of shares outstanding.

The recorded amounts and estimated fair values of total debt, excluding unamortized issuance costs and discounts, at December 31 were as follows:

<i>In millions</i>	2023		2022	
	Recorded Amount	Fair Value	Recorded Amount	Fair Value
Variable rate debt	\$ 492.5	\$ 492.5	\$ 288.8	\$ 288.8
Fixed rate debt	1,300.0	1,261.6	800.0	717.7
Total debt	\$ 1,792.5	\$ 1,754.1	\$ 1,088.8	\$ 1,006.5

Financial assets and liabilities measured at fair value on a recurring basis at December 31 were as follows:

<i>In millions</i>	2023				
	Level 1	Level 2	Level 3	NAV	Total
Cross currency swap liabilities	\$ —	\$ (21.7)	\$ —	\$ —	\$ (21.7)
Cross currency swap assets	—	3.9	—	—	3.9
Foreign currency contract liabilities	—	(0.8)	—	—	(0.8)
Foreign currency contract assets	—	2.1	—	—	2.1
Deferred compensation plan assets	13.3	—	—	6.1	19.4
Total recurring fair value measurements	\$ 13.3	\$ (16.5)	\$ —	\$ 6.1	\$ 2.9

<i>In millions</i>	2022				
	Level 1	Level 2	Level 3	NAV	Total
Cross currency swap liabilities	\$ —	\$ (4.8)	\$ —	\$ —	\$ (4.8)
Cross currency swap assets	—	22.4	—	—	22.4
Foreign currency contract liabilities	—	(1.5)	—	—	(1.5)
Foreign currency contract assets	—	0.5	—	—	0.5
Deferred compensation plan assets	11.8	—	—	4.9	16.7
Total recurring fair value measurements	\$ 11.8	\$ 16.6	\$ —	\$ 4.9	\$ 33.3

## 11. Income Taxes

Income before income taxes consisted of the following:

<i>In millions</i>	<b>Years ended December 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Federal <sup>(1)</sup>	\$ (15.1)	\$ (23.4)	\$ (23.7)
International <sup>(2)</sup>	514.6	496.0	344.4
<b>Income before income taxes</b>	<b>\$ 499.5</b>	<b>\$ 472.6</b>	<b>\$ 320.7</b>

<sup>(1)</sup> "Federal" reflects U.K. loss before income taxes.

<sup>(2)</sup> "International" reflects non-U.K. income before income taxes.

The provision (benefit) for income taxes consisted of the following:

<i>In millions</i>	<b>Years ended December 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Currently payable</b>			
International <sup>(1)</sup>	\$ 110.1	\$ 86.9	\$ 66.2
<b>Total current taxes</b>	<b>110.1</b>	<b>86.9</b>	<b>66.2</b>
<b>Deferred</b>			
Federal <sup>(2)</sup>	2.0	(1.6)	0.1
International <sup>(1)</sup>	(179.7)	(12.5)	(18.5)
<b>Total deferred taxes</b>	<b>(177.7)</b>	<b>(14.1)</b>	<b>(18.4)</b>
<b>Total provision (benefit) for income taxes</b>	<b>\$ (67.6)</b>	<b>\$ 72.8</b>	<b>\$ 47.8</b>

<sup>(1)</sup> "International" represents non-U.K. taxes.

<sup>(2)</sup> "Federal" represents U.K. taxes.

Reconciliations of the federal statutory income tax rate to our effective tax rate were as follows:

<i>Percentages</i>	<b>Years ended December 31</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Federal statutory income tax rate <sup>(1)</sup>	23.5 %	19.0 %	19.0 %
Tax effect of international operations <sup>(2)</sup>	(4.1)	—	(6.7)
Change in valuation allowances	0.3	(3.7)	2.1
Withholding taxes	0.3	0.3	0.7
Change in tax basis of foreign assets	(14.4)	—	—
Recognition of foreign income tax loss carryforwards	(18.7)	—	—
Excess tax benefits on stock-based compensation	(0.4)	(0.2)	(0.2)
<b>Effective tax rate</b>	<b>(13.5)%</b>	<b>15.4 %</b>	<b>14.9 %</b>

<sup>(1)</sup> The U.K. changed its tax rate to 25% effective April 1, 2023; the statutory rate reflects the U.K. statutory rate of 23.5% for 2023, and 19.0% for 2022 and 2021.

<sup>(2)</sup> The tax effect of international operations consists of non-U.K. jurisdictions.

In 2023, we recorded a non-cash income tax benefit of \$72.0 million related to a step up in tax basis of intangible assets in Switzerland, partially offset by valuation allowances of \$12.0 million. The assets are amortizable starting in 2024, and the amortization period varies based on the nature of the underlying assets from which the values were derived. We also recorded a non-cash income tax benefit of \$93.2 million related to foreign income tax loss carryforwards resulting from tax-deductible statutory losses in Luxembourg. While the tax loss carryforward period is definite lived, we anticipate that we will have sufficient future sources of income to fully utilize the tax loss carryforwards such that a valuation allowance is not required.

Reconciliations of the beginning and ending gross unrecognized tax benefits were as follows:

<i>In millions</i>	Years ended December 31		
	2023	2022	2021
Beginning balance	\$ 13.4	\$ 15.6	\$ 17.1
Gross increases for tax positions in prior periods	0.5	0.1	0.5
Gross decreases for tax positions in prior periods	(1.3)	(1.2)	(0.9)
Gross increases based on tax positions related to the current year	1.7	1.2	1.1
Gross decreases related to settlements with taxing authorities	(0.2)	(2.3)	(1.4)
Reductions due to statute expiration	(0.3)	(0.4)	(0.3)
Gross increases (decreases) due to currency fluctuations	0.1	0.4	(0.5)
Ending balance	\$ 13.9	\$ 13.4	\$ 15.6

We record gross unrecognized tax benefits in *Other current liabilities* and *Other non-current liabilities* in the Consolidated Balance Sheets. Included in the \$13.9 million of total gross unrecognized tax benefits as of December 31, 2023 was \$12.4 million of tax benefits that, if recognized, would impact the effective tax rate. It is reasonably possible that the gross unrecognized tax benefits as of December 31, 2023 may decrease by a range of zero to \$3.7 million during 2024, primarily as a result of the resolution of non-U.K. examinations and the expiration of various statutes of limitations.

Based on the outcome of tax examinations, or as a result of the expiration of statute of limitations for specific jurisdictions, it is reasonably possible that certain unrecognized tax benefits for tax positions taken on previously filed tax returns will materially change from those recorded as liabilities in our financial statements. A number of tax periods from 2014 to present are under audit by tax authorities in various jurisdictions, including Canada, Germany, India, Japan, The Netherlands and certain U.S. states. We anticipate that several of these audits may be concluded in the foreseeable future.

We record penalties and interest related to unrecognized tax benefits in *Provision (benefit) for income taxes* and *Net interest expense*, respectively, in the Consolidated Statements of Operations and Comprehensive Income. As of December 31, 2023 and 2022, we have liabilities of \$2.1 million and \$2.0 million, respectively, for the possible payment of penalties and \$2.3 million and \$2.2 million, respectively, for the possible payment of interest expense, which are recorded in *Other current liabilities* in the Consolidated Balance Sheets.

For 2023, we consider substantially all foreign earnings to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. It is not practicable to estimate the amount of tax that might be payable if such earnings were to be remitted. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested.

Deferred taxes arise because of different treatment between financial statement accounting and tax accounting, known as "temporary differences." We record the tax effect of these temporary differences as "deferred tax assets" (generally items that can be used as a tax deduction or credit in future periods) and "deferred tax liabilities" (generally items for which we received a tax deduction but the tax impact has not yet been recorded in the Consolidated Statements of Operations and Comprehensive Income).

Deferred taxes were recorded in the Consolidated Balance Sheets at December 31 as follows:

<i>In millions</i>	2023	2022
Other non-current assets	\$ 179.2	\$ 16.3
Deferred tax liabilities	204.4	199.6
Net deferred tax liabilities	\$ 25.2	\$ 183.3

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The tax effects of the major items recorded as deferred tax assets and liabilities at December 31 were as follows:

<i>In millions</i>	<b>2023</b>	<b>2022</b>
<b>Deferred tax assets</b>		
Accrued liabilities and reserves	\$ 22.2	\$ 14.2
Pension and other post-retirement compensation and benefits	15.6	12.8
Employee compensation and benefits	25.9	23.0
Tax loss and credit carryforwards	209.4	115.0
Other intangibles	72.0	—
Interest limitation	25.4	28.1
Other assets	33.0	17.8
<b>Total deferred tax assets</b>	<b>403.5</b>	<b>210.9</b>
Valuation allowance	119.6	114.8
<b>Deferred tax assets, net of valuation allowance</b>	<b>283.9</b>	<b>96.1</b>
<b>Deferred tax liabilities</b>		
Property, plant and equipment	27.1	17.0
Goodwill and other intangibles	256.7	246.0
Other liabilities	25.3	16.4
<b>Total deferred tax liabilities</b>	<b>309.1</b>	<b>279.4</b>
<b>Net deferred tax liabilities</b>	<b>\$ 25.2</b>	<b>\$ 183.3</b>

Included in tax loss and credit carryforwards in the table above is a deferred tax asset of \$3.1 million as of December 31, 2023 related to foreign tax credit carryover from the tax period ended December 31, 2017 and related to transition taxes. The entire amount is subject to a valuation allowance. The foreign tax credit is eligible for carryforward until the tax period ending December 31, 2027.

As of December 31, 2023, tax loss carryforwards of \$830.0 million were available to offset future income. A valuation allowance of \$98.4 million exists for deferred income tax benefits related to the tax loss carryforwards which may not be realized. We believe sufficient taxable income will be generated in the respective jurisdictions to allow us to fully recover the remainder of the tax losses. The tax losses relate to non-U.S. carryforwards which are subject to varying expiration periods. Non-U.S. carryforwards of \$349.6 million are located in jurisdictions with unlimited tax loss carryforward periods, while the remainder will begin to expire in 2024.

## **12. Benefit Plans**

### ***Pension and other post-retirement plans***

We sponsor U.S. and non-U.S. defined-benefit pension and other post-retirement plans. The defined benefit pension plans cover certain non-U.S. employees and retirees, and the pension benefits are based principally on an employee's years of service and/or compensation levels near retirement. In addition, we provide certain post-retirement health care and life insurance benefits. Generally, the post-retirement health care and life insurance plans require contributions from retirees.

**Obligations and funded status**

The following tables present reconciliations of plan benefit obligations, fair value of plan assets and the funded status of pension plans and a post-retirement health plan as of and for the years ended December 31:

<i>In millions</i>	<b>Pension plans</b>		<b>Post-retirement health plan</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
<b>Change in benefit obligations</b>				
Benefit obligation beginning of year	\$ 133.6	\$ 213.4	\$ 12.8	\$ 16.9
Service cost	2.2	2.6	0.1	0.1
Interest cost	5.8	3.1	0.6	0.4
Actuarial loss (gain)	15.9	(67.4)	(0.1)	(3.7)
Foreign currency translation	5.9	(13.6)	—	—
Benefits paid	(4.3)	(4.5)	(0.9)	(0.9)
Benefit obligation end of year	\$ 159.1	\$ 133.6	\$ 12.5	\$ 12.8
<b>Change in plan assets</b>				
Fair value of plan assets beginning of year	\$ 27.7	\$ 33.1	\$ —	\$ —
Actual return on plan assets	2.8	(3.5)	—	—
Company contributions	5.6	4.6	0.9	0.9
Foreign currency translation	1.2	(2.0)	—	—
Benefits paid	(4.3)	(4.5)	(0.9)	(0.9)
Fair value of plan assets end of year	\$ 33.0	\$ 27.7	\$ —	\$ —
<b>Funded status</b>				
Fair value of plan assets end of year	\$ 33.0	\$ 27.7	\$ —	\$ —
Benefit obligation end of year	159.1	133.6	12.5	12.8
Benefit obligations in excess of the fair value of plan assets	\$ (126.1)	\$ (105.9)	\$ (12.5)	\$ (12.8)

The actuarial loss and gain during 2023 and 2022, respectively, are primarily attributable to the changes in discount rates from the prior year.

Amounts recorded in the Consolidated Balance Sheets at December 31 were as follows:

<i>In millions</i>	<b>Pension plans</b>		<b>Post-retirement health plan</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Other non-current assets	\$ 5.1	\$ 4.0	\$ —	\$ —
Current liabilities	(4.6)	(4.2)	(1.2)	(1.2)
Non-current liabilities	(126.6)	(105.7)	(11.3)	(11.6)
Benefit obligations in excess of the fair value of plan assets	\$ (126.1)	\$ (105.9)	\$ (12.5)	\$ (12.8)

The accumulated benefit obligation for all defined benefit plans was \$155.4 million and \$130.0 million at December 31, 2023 and 2022, respectively.

Information for pension plans with an accumulated benefit obligation or projected benefit obligation in excess of plan assets as of December 31 was as follows:

<i>In millions</i>	<b>Projected benefit obligation exceeds the fair value of plan assets</b>		<b>Accumulated benefit obligation exceeds the fair value of plan assets</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Projected benefit obligation	\$ 149.0	\$ 123.8	\$ 134.8	\$ 108.4
Fair value of plan assets	17.8	14.0	6.1	0.9
Accumulated benefit obligation	N/A	N/A	134.0	107.9



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Components of net periodic benefit expense (income) for our pension plans were as follows for the years ended December 31:

<i>In millions</i>	2023		2022		2021	
Service cost	\$	2.2	\$	2.6	\$	3.2
Interest cost		5.8		3.1		2.8
Expected return on plan assets		(1.4)		(1.2)		(1.1)
Net actuarial loss (gain)		14.5		(62.7)		(13.7)
Net periodic benefit expense (income)	\$	21.1	\$	(58.2)	\$	(8.8)

Components of net periodic benefit expense (income) for our post-retirement health plan for the years ended December 31, 2023, 2022 and 2021 were not material.

**Assumptions**

Weighted-average assumptions used to determine benefit obligations as of December 31 were as follows:

<i>Percentages</i>	Pension plans			Post-retirement health plan		
	2023	2022	2021	2023	2022	2021
Discount rate	3.51 %	4.24 %	1.55 %	4.94 %	5.19 %	2.65 %
Rate of compensation increase	3.40 %	3.42 %	2.96 %	—	—	—

Weighted-average assumptions used to determine net periodic benefit expense (income) for years ended December 31 were as follows:

<i>Percentages</i>	Pension plans			Post-retirement health plan		
	2023	2022	2021	2023	2022	2021
Discount rate	4.24 %	1.55 %	1.26 %	5.19 %	2.65 %	2.17 %
Expected long-term return on plan assets	4.76 %	3.81 %	3.64 %	—	—	—
Rate of compensation increase	3.42 %	2.96 %	2.96 %	—	—	—

Uncertainty in the securities markets and U.S. economy could result in investment returns less than those assumed. Should the securities markets decline or medical and prescription drug costs increase at a rate greater than assumed, we would expect increasing annual combined net pension and post-retirement health costs for the next several years. Should actual experience differ from actuarial assumptions, the projected pension benefit obligation and net pension cost and accumulated post-retirement benefit obligation and post-retirement benefit cost would be affected in future years.

**Discount rates**

The discount rate reflects the current rate at which the pension liabilities could be effectively settled at the end of the year based on our December 31 measurement date. The discount rates on our pension plans ranged from 1.00% to 4.88%, 1.00% to 5.25% and 0.25% to 3.25% in 2023, 2022 and 2021, respectively. The discount rates are determined by matching high-quality, fixed-income debt instruments with maturities corresponding to the expected timing of benefit payments as of the annual measurement date for each of the various plans. There are no known or anticipated changes in our discount rate assumptions that will materially impact our pension expense in 2024.

**Expected rates of return**

The expected rates of return on our pension plan assets ranged from 1.00% to 5.50%, 1.00% to 4.75% and 1.00% to 4.50% in 2023, 2022 and 2021, respectively. The expected rate of return is designed to be a long-term assumption that may be subject to considerable year-to-year variance from actual returns. In developing the expected long-term rate of return, we considered our historical returns, with consideration given to forecasted economic conditions, our asset allocations, input from external consultants and broader longer-term market indices. Any difference in the expected rate and actual returns will be included with the actuarial gain or loss recorded in the fourth quarter when our plans are remeasured.

**Pension plans assets**

**Objective**

The primary objective of our investment strategy is to meet the pension obligation to our employees at a reasonable cost to us. This is primarily accomplished through growth of capital and safety of the funds invested.

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*Asset allocation*

The majority of our pension plan assets are invested in fixed income and equity securities which is consistent with our investment policy goals. Actual investments for our pension plans as of December 31 were as follows:

<i>Percentages</i>	<b>Actual</b>	
	<b>2023</b>	<b>2022</b>
Equity securities	45 %	52 %
Fixed income	34 %	28 %
Alternative investments	18 %	16 %
Cash equivalents	3 %	4 %

*Fair value measurement*

The fair values of our pension plan assets as of December 31 were as follows:

<i>In millions</i>	<b>2023</b>	<b>2022</b>
Cash equivalents	\$ 0.9	\$ 1.0
Fixed income:		
Corporate and Non U.S. government	11.0	7.8
Other investments (alternative investments)	6.1	4.4
Total investments at fair value	\$ 18.0	\$ 13.2
Investments measured at net asset value (equity securities)	15.0	14.5
<b>Total</b>	<b>\$ 33.0</b>	<b>\$ 27.7</b>

Valuation methodologies used for investments measured at fair value, each of which is classified as Level 2 in the fair value hierarchy, were as follows:

- *cash equivalents* — Cash equivalents consist of investments in commingled funds valued based on observable market data.
- *fixed income* — Investments in corporate bonds, government securities, mortgages and asset backed securities were valued based upon quoted market prices for similar securities and other observable market data. Investments in commingled funds were generally valued at the net asset value of units held at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service.
- *other investments* — Other investments include investments in commingled funds with diversified investment strategies. Investments in commingled funds were valued at the net asset value of units held at the end of the period based upon the value of the underlying investments as determined by quoted market prices or by a pricing service.

**Cash flows**

*Contributions*

Pension and other post-retirement plan contributions totaled \$6.5 million and \$5.5 million in 2023 and 2022, respectively. The 2024 expected contributions will equal or exceed our minimum funding requirements of \$7.3 million.

*Estimated future benefit payments*

The following benefit payments, which reflect expected future service or payout from termination, as appropriate, are expected to be paid by the plans in each of the next five fiscal years and in the aggregate for the five fiscal years thereafter are as follows:

<i>In millions</i>	<b>Pension plans</b>	<b>Post-retirement health plan</b>
2024	\$ 5.7	\$ 1.2
2025	6.8	1.1
2026	6.3	1.1
2027	8.0	1.1
2028	9.0	1.0
2029-2033	45.8	4.6

### **Savings plan**

nVent is the plan sponsor of a 401(k) retirement plan (nVent Management Company Retirement Savings and Incentive Plan or "401(k) plan") and employee share ownership plan (nVent Electric plc Employee Stock Purchase and Bonus Plan). The 401(k) plan covers certain union and all non-union U.S. employees who met certain age requirements. Under the 401(k) plan, eligible U.S. employees could voluntarily contribute a percentage of their eligible compensation, and we match contributions made by employees who met certain eligibility and service requirements. On January 1, 2021, the employer matching contributions were 60% of the first 5% of eligible compensation, and on July 1, 2021, the Company increased the employer matching contributions to 100% of the first 5% of eligible compensation. Expense for the 401(k) plan was \$13.9 million, \$12.5 million, and \$8.6 million in 2023, 2022 and 2021, respectively.

## **13. Shareholders' Equity**

### **Authorized shares**

Our authorized share capital consists of 400.0 million ordinary shares with a par value of \$0.01 per share.

### **Share repurchases**

On May 14, 2021, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of \$300.0 million (the "2021 Authorization"). The 2021 Authorization began on July 23, 2021 and expires on July 22, 2024.

During the year ended December 31, 2023, we repurchased 1.2 million of our ordinary shares for \$58.8 million under the 2021 Authorization. During the year ended December 31, 2022, we repurchased 1.6 million of our ordinary shares for \$63.3 million under the 2021 Authorization. As of December 31, 2023 and 2022, outstanding share repurchases recorded in *Other current liabilities* was zero and \$2.0 million, respectively.

As of December 31, 2023, we had \$81.8 million available for repurchases under the 2021 Authorization.

### **Dividends Payable**

Dividends paid per ordinary share were \$0.175 in each quarter, resulting in \$0.70 for both the years ended December 31, 2023 and 2022.

On December 12, 2023, the Board of Directors declared a quarterly cash dividend of \$0.19 that was paid on February 2, 2024 to shareholders of record at the close of business on January 19, 2024. The balance of dividends payable included in *Other current liabilities* on our Consolidated Balance Sheets was \$32.6 million and \$30.4 million at December 31, 2023 and 2022, respectively.

On February 20, 2024, the Board of Directors declared a quarterly cash dividend of \$0.19 per ordinary share payable on May 10, 2024 to shareholders of record at the close of business on April 26, 2024.

## **14. Segment Information**

We classify our operations into the following business segments based primarily on types of products offered and markets served:

- *Enclosures*—The Enclosures segment provides innovative solutions to help protect electronics and data in mission critical applications, including data solutions, that improve reliability and energy efficiency. Our standard and custom protective enclosures, cooling solutions and power distribution solutions help manage power and protect operating environments for mission critical applications in industrial, infrastructure, commercial and energy verticals.
- *Electrical & Fastening Solutions*—The Electrical & Fastening Solutions segment provides innovative solutions that connect and protect in power and data infrastructure. Our offerings enhance end-user safety, reduce installation time and provide resiliency for critical systems. Our power connections, fastening solutions, cable management solutions, grounding and bonding systems, tools and test instruments help provide efficiencies to contractors and provide resiliency for critical systems that are used across a wide range of verticals, including commercial and residential, infrastructure, industrial and energy.
- *Thermal Management*—The Thermal Management segment provides mission critical heat management solutions that protect people and assets and enhance process efficiency and performance. Our offerings help ensure critical safety, maximize uptime and deliver lower total cost of ownership. For industrial and energy, our products and solutions include heat tracing for freeze protection and process temperature maintenance and temperature control. For commercial, residential and infrastructure, we provide products such as pipe freeze protection, surface deicing, hot water temperature maintenance, floor heating, fire rated wiring and leak detection.

**nVent Electric plc**  
**Notes to consolidated financial statements**

- *Other* — Other is primarily composed of unallocated corporate expenses, our captive insurance subsidiary and intermediate finance companies.

The accounting policies of our reporting segments are the same as those described in the summary of significant accounting policies. We evaluate performance based on the net sales and segment income (loss) and use a variety of ratios to measure performance of our reporting segments. These results are not necessarily indicative of the results of operations that would have occurred had each segment been an independent, stand-alone entity during the periods presented. Segment income (loss) represents operating income exclusive of intangible amortization, acquisition related costs, costs of restructuring activities, "mark-to-market" gain/loss for pension and other post-retirement plans, impairments and other unusual non-operating items.

Financial information by reportable segment is included in the following summary:

<i>In millions</i>	<b>Net sales</b>			<b>Segment income (loss)</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Enclosures	\$ 1,605.9	\$ 1,503.7	\$ 1,244.8	\$ 346.6	\$ 256.0	\$ 202.1
Electrical & Fastening Solutions	1,063.0	791.4	657.5	330.6	219.9	181.5
Thermal Management	594.7	613.9	559.7	138.5	140.8	121.2
Other	—	—	—	(95.1)	(93.1)	(69.0)
<b>Consolidated</b>	<b>\$ 3,263.6</b>	<b>\$ 2,909.0</b>	<b>\$ 2,462.0</b>	<b>\$ 720.6</b>	<b>\$ 523.6</b>	<b>\$ 435.8</b>

No customer accounted for more than 10% of net sales in 2023, 2022 or 2021.

<i>In millions</i>	<b>Identifiable assets</b>			<b>Depreciation</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Enclosures	\$ 1,319.3	\$ 1,206.6	\$ 1,192.9	\$ 22.4	\$ 20.5	\$ 19.4
Electrical & Fastening Solutions	3,242.1	2,101.0	2,121.6	16.3	10.5	10.1
Thermal Management	1,245.2	1,257.7	1,275.3	8.0	7.4	7.2
Other	355.1	336.9	84.4	5.0	5.1	4.2
<b>Consolidated</b>	<b>\$ 6,161.7</b>	<b>\$ 4,902.2</b>	<b>\$ 4,674.2</b>	<b>\$ 51.7</b>	<b>\$ 43.5</b>	<b>\$ 40.9</b>

<i>In millions</i>	<b>Capital expenditures</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Enclosures	\$ 38.1	\$ 20.5	\$ 18.3
Electrical & Fastening Solutions	20.7	12.9	11.6
Thermal Management	5.4	5.4	5.3
Other	6.8	7.1	4.3
<b>Consolidated</b>	<b>\$ 71.0</b>	<b>\$ 45.9</b>	<b>\$ 39.5</b>

The following table presents a reconciliation of consolidated segment income to consolidated income before income taxes for the years ended December 31:

<i>In millions</i>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Segment income	\$ 720.6	\$ 523.6	\$ 435.8
Loss on early extinguishment of debt	—	—	(15.2)
Restructuring and other	(12.8)	(11.7)	(8.8)
Intangible amortization	(89.7)	(70.7)	(67.5)
Pension and other post-retirement mark-to-market (loss) gain	(13.9)	66.3	15.1
Acquisition transaction and integration costs	(13.0)	(0.8)	(4.1)
Inventory step-up amortization	(17.7)	—	—
Gain on sale of investment	10.3	—	—
Interest expense, net	(79.4)	(31.2)	(32.3)
Other income (expense)	(4.9)	(2.9)	(2.3)
<b>Income before income taxes</b>	<b>\$ 499.5</b>	<b>\$ 472.6</b>	<b>\$ 320.7</b>

**15. Share-Based Compensation**

As of December 31, 2023, the Company had various share-based awards outstanding which were issued to executives and other eligible employees and directors. Awards with service conditions or both service and market conditions are expensed over the period during which an employee is required to provide service in exchange for the award. The Company estimates forfeitures as part of recording share-based compensation expense.

The Company's long-term incentive program for awarding share-based compensation includes a combination of restricted stock, performance shares and stock options of the Company's common stock pursuant to the nVent Electric plc 2018 Omnibus Incentive Plan ("2018 Omnibus Incentive Plan"). nVent's sole shareholder approved the 2018 Omnibus Incentive Plan in April 2018. The Company's shareholders approved a subsequent amendment to increase the shares authorized for issuance under the 2018 Omnibus Incentive Plan in May 2020. The 2018 Omnibus Incentive Plan authorizes the issuance of 18.5 million shares to settle awards. Our practice is to settle share-based awards by issuing new shares of common stock. Upon vesting, dividends that have accumulated during the vesting period are paid on earned awards.

Total share-based compensation expense for the years ended 2023, 2022 and 2021, was as follows:

<i>In millions</i>	2023	2022	2021
Restricted stock units	\$ 11.3	\$ 9.8	\$ 8.7
Performance share units	7.7	11.1	4.1
Stock options	4.5	4.1	3.8
Total	\$ 23.5	\$ 25.0	\$ 16.6

The total income tax benefit recognized for share-based compensation arrangements for the years ended December 31, 2023, 2022 and 2021 was \$4.7 million, \$2.7 million and \$2.3 million, respectively.

**Restricted stock units (RSUs)**

Under the 2018 Omnibus Incentive Plan, the Company may award RSUs of our common stock to certain eligible employees and directors. RSUs generally vest one-third each year over a period of three years commencing on the grant date, subject to continuous employment and certain other conditions. The fair value of the RSUs are based on the closing price of the Company's stock on the date of grant, and are expensed over the vesting period.

The following table summarizes restricted stock unit activity for the year ended December 31, 2023:

<i>Shares in millions</i>	Number of shares	Weighted average grant date fair value
Outstanding as of January 1, 2023	0.6	\$ 30.32
Granted	0.3	45.97
Vested	(0.3)	29.81
Outstanding as of December 31, 2023	0.6	37.66

As of December 31, 2023, there was \$8.6 million of unrecognized compensation expense related to RSUs granted, which is expected to be recognized over a weighted-average period of 1.9 years. The total fair value of RSUs vested during the years ended December 31, 2023, 2022 and 2021, was \$9.4 million, \$9.2 million and \$7.7 million, respectively.

**Performance share units ("PSUs")**

Under the 2018 Omnibus Incentive Plan, the Company may award PSUs whose vesting is based on the satisfaction of a service period of three years and the achievement of certain performance metrics over that same period.

For PSU awards granted in 2023, 2022, and 2021 the awards vest based on the satisfaction of a three-year service period and total shareholder return ("TSR") relative to the S&P 400 Industrials. Awards earned at the end of the three-year vesting period range from 0% to 200% of the targeted number of PSUs granted based on the ranking of TSR of the Company, assuming reinvestment of all dividends, relative to the S&P 400 Industrials. Expense is recognized over the period during which an employee is required to provide service in exchange for the award, and is recognized irrespective of the market condition being achieved.

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***Notes to consolidated financial statements***

The grant-date fair value of PSUs with market conditions was determined based upon a lattice model. The principal assumptions used in the lattice model include the expected share price volatility of the Company and members of the defined peer group (based on the most recent three-year period as of the grant date) and the risk-free interest rate (an estimate based on the yield of the U.S. Treasury yield curve in effect at the time of the grant for the expected term of the award). A summary of the assumptions used in determining the fair value of these PSUs is as follows:

	2023	2022	2021
Risk-free interest rate	4.66 %	1.45 %	0.24 %
Expected share price volatility	51.5 %	51.2 %	50.7 %
Grant-date fair value	\$ 68.72	\$ 42.82	\$ 39.12

The following table summarizes PSU activity for the year ended December 31, 2023:

<i>Shares in millions</i>	Number of shares	Weighted average grant date fair value
Outstanding as of January 1, 2023	0.7	\$ 32.74
Granted	0.1	68.72
Vested	(0.3)	25.70
Outstanding as of December 31, 2023	0.5	44.67

As of December 31, 2023, there was \$8.7 million of unrecognized compensation expense related to performance share compensation arrangements granted under the 2018 Omnibus Incentive Plan. The expense is expected to be recognized over a weighted-average period of 1.7 years. The total fair value of PSUs vested during the years ended December 31, 2023, 2022 and 2021, was \$9.6 million, \$4.5 million and zero, respectively.

**Stock Options**

Under the 2018 Omnibus Incentive Plan, the Company may grant stock options to any eligible employee with an exercise price equal to the market value of the shares on the dates the options were granted. Options generally vest one-third each year over a period of three years commencing on the grant date and expire ten years after the grant date.

We estimated the fair value of each stock option award issued in the annual share-based compensation grant using a Black-Scholes option pricing model, modified for dividends, and using the following assumptions for the years ended December 31:

	2023	2022	2021
Risk-free interest rate	3.77 %	1.50 %	0.45 %
Expected dividend yield	1.73 %	1.96 %	2.94 %
Expected share price volatility	36.6 %	33.3 %	32.6 %
Expected term (years)	6.5	6.2	6.5
Weighted-average grant-date fair value for options granted during the year	\$ 16.56	\$ 9.24	\$ 6.13

These estimates require us to make assumptions based on historical results, observance of trends in our share price, changes in option exercise behaviors, future expectations and other relevant factors. If other assumptions had been used, share-based compensation expense, as calculated and recorded under the accounting guidance, could have been affected.

We based the expected life assumption on historical experience as well as the terms and vesting periods of the options granted. For purposes of determining expected volatility, we considered historical volatilities of peer companies over a period approximately equal to the expected option term. The risk-free rate for periods that coincide with the expected life of the options is based on the U.S. Treasury Department yield curve in effect at the time of grant.

The following table summarizes stock option activity for the year ended December 31, 2023:

<i>Shares and intrinsic value in millions</i>	<b>Number of shares</b>	<b>Weighted average exercise price</b>	<b>Weighted-average remaining contractual life (years)</b>	<b>Aggregate intrinsic Value</b>
Outstanding as of January 1, 2023	4.3	\$ 24.78		
Granted	0.3	46.15		
Exercised	(0.5)	24.60		
Outstanding as of December 31, 2023	4.1	26.36		
Options exercisable as of December 31, 2023	3.3	23.78	4.5	\$ 115.9
Options expected to vest as of December 31, 2023	0.8	36.52	8.2	18.3

As of December 31, 2023, there was \$3.3 million of unrecognized compensation cost related to non-vested options expected to be recognized over a weighted-average period of 1.9 years. The total intrinsic value of options exercised for the years ended December 31, 2023, 2022, and 2021 was \$10.4 million, \$6.5 million and \$15.4 million, respectively.

Cash received from option exercised for the years ended December 31, 2023, 2022 and 2021 was \$10.8 million, \$12.6 million and \$22.9 million, respectively. The actual tax benefit realized for the tax deductions from options exercised totaled \$1.7 million, \$0.7 million and \$1.0 million for the years ended December 31, 2023, 2022 and 2021, respectively.

#### **16. Leases**

We have operating leases for office space, production facilities, distribution centers, warehouses, sales offices, fleet vehicles and equipment. In accordance with our accounting policy, leases with an initial term of 12 months or less are not recognized on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. We elected the practical expedient for all leases to include both lease and non-lease components within our lease assets and lease liabilities.

Our lease agreements do not contain any material residual value guarantees, any material bargain purchase options or material restrictive covenants. We have no material sublease arrangements with third parties or lease transactions with related parties.

During the years ended December 31, 2023, 2022 and 2021, rent expense was \$29.7 million, \$25.9 million and \$19.9 million, respectively, primarily related to operating lease costs. Costs associated with short-term leases, variable rent and subleases were immaterial.

Our leases have remaining lease terms of one to ten years, some of which include options to extend the leases for up to five years. Renewal options that are reasonably certain to be exercised are included in the lease term. The incremental borrowing rate is used in determining the present value of lease payments, unless an implicit rate is specified. Incremental borrowing rates on a collateralized basis are determined based on the economic environment in which leases are denominated and the lease term.

The weighted average remaining lease term and weighted average discount rate were as follows:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Weighted average remaining lease term		
Operating leases	6 years	6 years
Weighted average discount rate		
Operating leases	4.9 %	4.0 %

Future lease payments under non-cancelable operating leases as of December 31, 2023 were as follows:

*In millions*

2024	\$	31.1
2025		28.1
2026		25.4
2027		21.4
2028		14.6
Thereafter		25.4
Total lease payments		146.0
Less imputed interest		(22.0)
Total reported lease liability	\$	124.0

Supplemental cash flow information related to operating leases was as follows:

<i>In millions</i>	<b>Year ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Cash paid for amounts included in the measurement of lease liabilities	\$ 26.6	\$ 22.7
Lease right-of-use assets obtained in exchange for new lease liabilities	66.4	20.3

Supplemental balance sheet information related to operating leases as of December 31 was as follows:

<i>In millions</i>	<b>Classification</b>	<b>2023</b>	<b>2022</b>
<b>Assets</b>			
Lease right-of-use assets	Other non-current assets	\$ 118.7	\$ 76.4
<b>Liabilities</b>			
Current lease liabilities	Other current liabilities	\$ 25.6	\$ 17.7
Non-current lease liabilities	Other non-current liabilities	98.4	63.7
Total lease liabilities		\$ 124.0	\$ 81.4

## **17. Commitments and Contingencies**

### ***Warranties and guarantees***

In connection with the disposition of our businesses or product lines, we may agree to indemnify purchasers for various potential liabilities relating to the sold business, such as pre-closing tax, product liability, warranty, environmental, or other obligations. The subject matter, amounts and duration of any such indemnification obligations vary for each type of liability indemnified and may vary widely from transaction to transaction.

Generally, the maximum obligation under such indemnifications is not explicitly stated and as a result, the overall amount of these obligations cannot be reasonably estimated. Historically, we have not made significant payments for these indemnifications. We believe that if we were to incur a loss in any of these matters, the loss would not have a material effect on our financial position, results of operations or cash flows.

We recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee.

We provide service and warranty policies on our products. Liability under service and warranty policies is based upon a review of historical warranty and service claim experience. Adjustments are made to accruals as claim data and historical experience warrant. Our liability for service and product warranties as of December 31, 2023 and 2022 was not material.



***Stand-by letters of credit, bank guarantees and bonds***

In the ordinary course of business, we are required to commit to bonds, letters of credit and bank guarantees that require payments to our customers for any non-performance. The outstanding face value of these instruments fluctuates with the value of our projects in process and in our backlog. In addition, we issue financial stand-by letters of credit primarily to secure our performance to third parties under self-insurance programs.

As of December 31, 2023 and 2022, the outstanding value of bonds, letters of credit and bank guarantees totaled \$45.5 million and \$38.0 million, respectively.

***Other matters***

We are subject to disputes, administrative proceedings and other claims arising out of the normal conduct of our business. These matters generally relate to disputes arising out of the use or installation of our products, product liability litigation, personal injury claims, commercial and contract disputes and employment related matters. On the basis of information currently available, management does not believe that existing proceedings and claims will have a material impact on our consolidated financial statements. However, litigation is unpredictable, and we could incur judgments or enter into settlements for current or future claims that could adversely affect our financial statements.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the year ended December 31, 2023, pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 ("the Exchange Act"). Based upon their evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the year ended December 31, 2023 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures.

#### Management's Annual Report on Internal Control Over Financial Reporting

The report of management required under this ITEM 9A is contained in ITEM 8 of this Annual Report on Form 10-K under the caption "Management's Report on Internal Control Over Financial Reporting."

#### Attestation Report of Independent Registered Public Accounting Firm

The attestation report required under this ITEM 9A is contained in ITEM 8 of this Annual Report on Form 10-K under the caption "Report of Independent Registered Public Accounting Firm."

#### Changes in Internal Control over Financial Reporting

During the year ended December 31, 2023, we completed the acquisition of ECM Industries. As part of our ongoing integration activities associated with the ECM Industries acquisition, we are reviewing the internal controls and procedures of ECM Industries and working to augment our company-wide controls to reflect the risks inherent in the acquisition. There were no other changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2023 that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 9B. OTHER INFORMATION

(b)

During the fourth quarter of 2023, none of our directors or Section 16 officers adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408(a) of Regulation S-K), except as set forth in the table below.

Name	Jerry W. Burris
Title	Director
Type of trading arrangement	Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense of Rule 10b5-1(c).
Adoption date	11/15/2023* * The trading arrangement only permits transactions upon expiration of the applicable mandatory cooling-off period under Rule 10b5-1 under the Securities Act of 1934, as amended.
Duration of trading arrangement	The trading arrangement permits transactions through and including the earlier to occur of December 31, 2024 or the execution of all trades or expiration of all orders relating to such trades.
Aggregate number of shares to be sold	Up to 4,008 shares issuable upon the exercise of options to acquire shares pursuant to the trading arrangement.

### ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required under this item with respect to directors is contained in our Proxy Statement for our 2024 annual general meeting of shareholders under the captions "Proposal 1 Elect Director Nominees" and "Corporate Governance Matters," and is incorporated herein by reference.

Information required under this item with respect to executive officers is contained in Part I of this Form 10-K under the caption "Information About Our Executive Officers."

Our Board of Directors adopted nVent's Code of Business Conduct and Ethics and designated it as the code of ethics for the Company's Chief Executive Officer and senior financial officers. The Code of Business Conduct and Ethics also applies to all employees and directors in accordance with New York Stock Exchange Listing Standards. We have posted a copy of nVent's Code of Business Conduct and Ethics on our website at <https://investors.nvent.com/corporate-governance/>. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to or waivers from, nVent's Code of Business Conduct and Ethics by posting such information on our website at <https://investors.nvent.com/corporate-governance/>.

We are not including the information contained on our website as part of, or incorporating it by reference into, this report.

### ITEM 11. EXECUTIVE COMPENSATION

Information required under this item is contained in our Proxy Statement for our 2024 annual general meeting of shareholders under the captions "Corporate Governance Matters - Director Compensation," "Compensation and Human Capital Committee Report," "Compensation Discussion and Analysis," and "Executive Compensation Tables" and is incorporated herein by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required under this item with respect to security ownership is contained in our Proxy Statement for our 2024 annual general meeting of shareholders under the caption "Security Ownership" and is incorporated herein by reference.

The following table summarizes, as of December 31, 2023, information about compensation plans under which our equity securities are authorized for issuance:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders:			
2018 Omnibus Incentive Plan	5,209,731 <sup>(1)</sup>	\$ 26.36 <sup>(2)</sup>	11,390,499 <sup>(3)</sup>
<b>Total</b>	<b>5,209,731</b>	<b>\$ 26.36</b>	<b>11,390,499</b>

<sup>(1)</sup> Consists of 4,109,765 shares subject to stock options, 600,698 shares subject to restricted stock units and 499,268 shares subject to performance share awards.

<sup>(2)</sup> Represents the weighted average exercise price of outstanding stock options and does not take into account outstanding restricted stock units or performance share units.

<sup>(3)</sup> Represents securities remaining available for issuance under the 2018 Omnibus Incentive Plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information required under this item is contained in our Proxy Statement for our 2024 annual general meeting of shareholders under the captions "Proposal 1 Elect Director Nominees - Director Independence" and "Corporate Governance Matters - The Board's Role and Responsibilities, Including Risk Oversight - Policies and Procedures Regarding Related Person Transactions" and is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information required under this item is contained in our Proxy Statement for our 2024 annual general meeting of shareholders under the caption "Proposal 3 Ratify, by Non-Binding Advisory Vote, the Appointment of Deloitte & Touche LLP as the Independent Auditor of nVent Electric plc and to Authorize, by Binding Vote, the Audit and Finance Committee of the Board of Directors to Set the Auditor's Remuneration" and is incorporated herein by reference. Deloitte & Touche LLP (PCAOB ID no. 34) is our principal accountant.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following information required under this item is filed as part of this report:

#### (1) Financial Statements

Consolidated Financial Statements filed as part of this report are listed under Part II, ITEM 8 of this Form 10-K.

#### Financial Statement Schedules

None.

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

#### (2) Exhibits

The exhibits of this Annual Report on Form 10-K included herein are set forth below.

<b>Exhibit Number</b>	<b>Exhibit</b>
<u>3.1</u>	Amended and Restated Memorandum and Articles of Association of nVent Electric plc (incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of nVent Electric plc filed with the Commission on December 31, 2018 (File No. 333-224555)).
<u>4.1</u>	Indenture, dated as of March 26, 2018, among nVent Finance S.à r.l, nVent Electric plc, Pentair plc, Pentair Investments Switzerland GmbH and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Amendment No. 4 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on March 26, 2018 (File No. 001-38265)).
<u>4.2</u>	Second Supplemental Indenture, dated as of March 26, 2018, among nVent Finance S.à r.l, nVent Electric plc, Pentair plc, Pentair Investments Switzerland GmbH and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Amendment No. 4 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on March 26, 2018 (File No. 001-38265)).
<u>4.3</u>	Third Supplemental Indenture, dated as of April 30, 2018, among nVent Finance S.à r.l, nVent Electric plc and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on April 30, 2018 (File No. 001-38265)).
<u>4.4</u>	Fourth Supplemental Indenture, dated as of November 23, 2021, among nVent Finance S.à r.l, nVent Electric plc and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on November 23, 2021 (File No. 001-38265)).
<u>4.5</u>	Amended and Restated Credit Agreement, dated as of September 24, 2021, among nVent Electric plc, nVent Finance S.à r.l., Hoffman Schroff Holdings, Inc., the other affiliate borrowers from time to time party thereto and the lenders and agents party thereto (incorporated by reference to Exhibit 4.1 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on September 30, 2021 (File No. 001-38265)).
<u>4.6</u>	Amendment No. 1, dated as of December 22, 2022, to Amended and Restated Credit Agreement, dated as of September 24, 2021, among nVent Electric plc, nVent Finance S.à r.l., Hoffman Schroff Holdings, Inc. and the lenders and agents party thereto (incorporated by reference to Exhibit 4.6 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 28, 2023 (File No. 001-38265)).
<u>4.7</u>	Description of Securities.
<u>4.8</u>	Loan Agreement, dated as of April 26, 2023, among nVent Electric plc, nVent Finance S.à r.l., and the lenders and agents party thereto (incorporated by reference to Exhibit 4.1 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on April 27, 2023 (File No. 001-38265)).
<u>4.9</u>	Fifth Supplemental Indenture, dated as of May 3, 2023, among nVent Finance S.à r.l, nVent Electric plc, and U.S. Bank Trust Company, National Association (incorporated by reference to Exhibit 4.3 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on May 3, 2023 (File No. 001-38265)).
<u>10.1</u>	nVent Electric plc 2018 Omnibus Incentive Plan (incorporated by reference to Appendix B to the Definitive Proxy Statement on Schedule 14A of nVent Electric plc filed with the Commission on March 31, 2020 (File No. 001-38265)).*

- 10.2** Form of Executive Officer Stock Option Award Agreement for grants prior to December 11, 2022 (incorporated by reference to Exhibit 10.2 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on May 8, 2018 (File No. 001-38265)).\*
- 10.3** Form of Executive Officer Restricted Stock Unit Award Agreement for grants prior to December 11, 2022 (incorporated by reference to Exhibit 10.3 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on May 8, 2018 (File No. 001-38265)).\*
- 10.4** Form of Executive Officer Performance Stock Unit Award Agreement for grants prior to December 11, 2022 (incorporated by reference to Exhibit 10.4 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on May 8, 2018 (File No. 001-38265)).\*
- 10.5** Description of nVent Electric plc Management Incentive Plan (incorporated by reference to Exhibit 10.1 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on October 27, 2023 (File No. 001-38265)).\*
- 10.6** Form of Non-Employee Director Restricted Stock Unit Award Agreement for grants prior to December 11, 2022 (incorporated by reference to Exhibit 10.6 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 25, 2022 (File No. 001-38265)).\*
- 10.7** Form of Key Executive Employment and Severance Agreement for Beth A. Wozniak, Michael B. Faulconer, Lynnette R. Heath, Jon D. Lammers, Aravind Padmanabhan, Joseph A. Ruzynski, Randolph A. Wacker, and Sara E. Zawoyski (incorporated by reference to Exhibit 10.6 to Amendment No. 2 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on January 31, 2018 (File No. 001-38265)).\*
- 10.8** nVent Electric plc Employee Stock Purchase and Bonus Plan, as amended and restated January 1, 2021 (incorporated by reference to Exhibit 10.8 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 23, 2021 (File No. 001-38265)).\*
- 10.9** nVent Management Company Non-Qualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on April 30, 2018 (File No. 001-38265)).\*
- 10.10** nVent Management Company Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.5 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on April 30, 2018 (File No. 001-38265)).\*
- 10.11** Flow Control Supplemental Savings and Retirement Plan (incorporated by reference to Exhibit 10.12 to Amendment No. 2 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on January 31, 2018 (File No. 001-38265)).\*
- 10.12** Form of Deed of Indemnification for directors and executive officers of nVent Electric plc (incorporated by reference to Exhibit 10.4 to Amendment No. 2 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on January 31, 2018 (File No. 001-38265)).\*
- 10.13** Form of Indemnification Agreement for directors and executive officers of nVent Electric plc (incorporated by reference to Exhibit 10.5 to Amendment No. 2 to the Registration Statement on Form 10 of nVent Electric plc filed with the Commission on January 31, 2018 (File No. 001-38265)).\*
- 10.14** Form of Key Executive Employment and Severance Agreement for Robert J. van der Kolk (incorporated by reference to Exhibit 10.15 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on July 26, 2018 (File No. 001-38265)).\*
- 10.15** Tax Matters Agreement, dated as of April 27, 2018, by and between Pentair plc and nVent Electric plc (incorporated by reference to Exhibit 2.2 in the Current Report on Form 8-K of nVent Electric plc filed with the Commission on April 30, 2018 (File No. 001-38265)).\*
- 10.16** Description of Amendment to the nVent Management Company Non-Qualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.9 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on July 31, 2020 (File No. 001-38265)).\*
- 10.17** nVent Electric plc Non-Employee Director Compensation Policy.\*
- 10.18** nVent Management Company Severance Plan for Executives effective March 1, 2019, as amended and restated effective September 18, 2023 (incorporated by reference to Exhibit 10.2 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on October 27, 2023 (File No. 001-38265)).\*
- 10.19** Form of Executive Officer Performance Stock Unit Award Agreement with Stock Price Vesting (incorporated by reference to Exhibit 10.1 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on April 29, 2021 (File No. 001-38265)).\*

- 10.20** Form of Executive Officer Stock Option Award Agreement for grants on or after December 11, 2022 (incorporated by reference to Exhibit 10.20 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 28, 2023 (File No. 001-38265)).\*
- 10.21** Form of Executive Officer Restricted Stock Unit Award Agreement for grants on or after December 11, 2022 (incorporated by reference to Exhibit 10.21 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 28, 2023 (File No. 001-38265)).\*
- 10.22** Form of Executive Officer Performance Stock Unit Award Agreement for grants on or after December 11, 2022 (incorporated by reference to Exhibit 10.22 in the Annual Report on Form 10-K of nVent Electric plc filed with the Commission on February 28, 2023 (File No. 001-38265)).\*
- 10.23** Form of Non-Employee Director Restricted Stock Unit Award Agreement.\*
- 10.24** Form of Key Executive Employment and Severance Agreement for Martha C. Bennett.\*
- 21** List of nVent Electric plc subsidiaries.
- 22** Guarantors and Subsidiary Issuers of Guaranteed Securities (incorporated by reference to Exhibit 22 in the Quarterly Report on Form 10-Q of nVent Electric plc filed with the Commission on July 28, 2023 (File No. 001-38265)).
- 23** Consent of Independent Registered Public Accounting Firm — Deloitte & Touche LLP.
- 24** Power of attorney.
- 31.1** Certification of Chief Executive Officer.
- 31.2** Certification of Chief Financial Officer.
- 32.1** Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2** Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 97** nVent Electric plc Recovery Policy.\*
- 101** The following materials from nVent Electric plc's Annual Report on Form 10-K for the year ended December 31, 2023 are filed herewith, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2023, 2022 and 2021, (ii) the Consolidated Balance Sheets as of December 31, 2023 and 2022, (iii) the Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022 and 2021, (iv) the Consolidated Statements of Changes in Equity for the years ended December 31, 2023, 2022 and 2021, (v) the Notes to the Consolidated Financial Statements, and (vi) the information included in Part II, ITEM 9B(b).
- 104** Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Denotes a management contract or compensatory plan or arrangement.

## **ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 20, 2024.

NVENT ELECTRIC PLC

By /s/ Sara E. Zawoyski

Sara E. Zawoyski

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated, on February 20, 2024.

<u>Signature</u>	<u>Title</u>
<u>/s/ Beth A. Wozniak</u> Beth A. Wozniak	Chief Executive Officer and Director
<u>/s/ Sara E. Zawoyski</u> Sara E. Zawoyski	Executive Vice President and Chief Financial Officer
<u>/s/ Randolph A. Wacker</u> Randolph A. Wacker	Senior Vice President, Chief Accounting Officer and Treasurer
<u>*</u>	Director
<u>Sherry A. Aaholm</u> <u>*</u>	Director
<u>Jerry W. Burris</u> <u>*</u>	Director
<u>Susan M. Cameron</u> <u>*</u>	Director
<u>Michael L. Ducker</u> <u>*</u>	Director
<u>Randall J. Hogan</u> <u>*</u>	Director
<u>Danita K. Ostling</u> <u>*</u>	Director
<u>Nicola Palmer</u> <u>*</u>	Director
<u>Herbert K. Parker</u> <u>*</u>	Director
<u>Greg Scheu</u>	

\*By /s/ Jon D. Lammers

Jon D. Lammers

Attorney-in-fact



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