

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-15149

LENNOX INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Delaware

42-0991521

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

2140 Lake Park Blvd. Richardson, Texas 75080

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code): (972) 497-5000

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value per share	LII	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

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

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange 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 Exchange Act 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 last 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 (§232.405 of this chapter) 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 Yes  No

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 Exchange Act). Yes  No

As of June 30, 2023, the aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$11.6 billion based on the closing price of the registrant's common stock on the New York Stock Exchange. As of February 6, 2024, there were 35,586,684 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's 2024 Definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the registrant's 2024 Annual Meeting of Stockholders to be held on May 16, 2024 are incorporated by reference into Part III of this report.

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**LENNOX INTERNATIONAL INC.**  
**FORM 10-K**  
**For the Fiscal Year Ended December 31, 2023**

	<b>Page</b>
<b>PART I</b>	
ITEM 1. <a href="#">Business</a>	<a href="#">1</a>
ITEM 1A. <a href="#">Risk Factors</a>	<a href="#">8</a>
ITEM 1B. <a href="#">Unresolved Staff Comments</a>	<a href="#">14</a>
ITEM 1C. <a href="#">Cybersecurity</a>	<a href="#">14</a>
ITEM 2. <a href="#">Properties</a>	<a href="#">16</a>
ITEM 3. <a href="#">Legal Proceedings</a>	<a href="#">17</a>
ITEM 4. <a href="#">Mine Safety Disclosures</a>	<a href="#">17</a>
<b>PART II</b>	
ITEM 5. <a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">17</a>
ITEM 6. <a href="#">Reserved</a>	<a href="#">18</a>
ITEM 7. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">18</a>
ITEM 7A. <a href="#">Quantitative and Qualitative Disclosures about Market Risk</a>	<a href="#">31</a>
ITEM 8. <a href="#">Financial Statements and Supplementary Data</a>	<a href="#">32</a>
ITEM 9. <a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	<a href="#">78</a>
ITEM 9A. <a href="#">Controls and Procedures</a>	<a href="#">78</a>
ITEM 9B. <a href="#">Other Information</a>	<a href="#">78</a>
ITEM 9C. <a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	<a href="#">78</a>
<b>PART III</b>	
ITEM 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">78</a>
ITEM 11. <a href="#">Executive Compensation</a>	<a href="#">79</a>
ITEM 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">79</a>
ITEM 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">79</a>
ITEM 14. <a href="#">Principal Accountant Fees and Services</a>	<a href="#">79</a>
<b>PART IV</b>	
ITEM 15. <a href="#">Exhibits and Financial Statement Schedules</a>	<a href="#">79</a>
ITEM 16. <a href="#">Form 10-K Summary</a>	<a href="#">82</a>
<a href="#">SIGNATURES</a>	<a href="#">83</a>
<a href="#">SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES</a>	<a href="#">84</a>

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## PART I

### Item 1. Business

References in this Annual Report on Form 10-K to “we,” “our,” “us,” “Lennox,” “LII” or the “Company” refer to Lennox International Inc. and its subsidiaries, unless the context requires otherwise.

#### The Company

We are a global leader in energy-efficient climate-control solutions. We design, manufacture and market a broad range of products for the heating, ventilation, air conditioning and refrigeration (“HVACR”) markets. We have leveraged our expertise to become an industry leader known for innovation, quality and reliability. Our products and services are sold through multiple distribution channels under various brand names. The Company was founded in 1895, in Marshalltown, Iowa, by Dave Lennox, the owner of a machine repair business for railroads. He designed and patented a riveted steel coal-fired furnace, which led to numerous advancements in heating, cooling and climate control solutions.

Our three business segments, Home Comfort Solutions (formerly known as Residential Heating & Cooling), Building Climate Solutions (formerly known as Commercial Heating & Cooling) and Corporate and Other, the key products, services and well-known product and brand names within each segment and net sales in 2023 by segment are shown in the table below. Segment financial data for 2023, 2022 and 2021, including financial information about foreign and domestic operations, is included in Note 3 of the Notes to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” and is incorporated herein by reference.

Segment	Products & Services	Product and Brand Names	2023 Net Sales (in millions)
Home Comfort Solutions	Furnaces, air conditioners, heat pumps, packaged heating and cooling systems, indoor air quality equipment, comfort control products, replacement parts and supplies	Lennox, Dave Lennox Signature Collection, Armstrong Air, Ducane, AirEase, Concord, MagicPak, ADP Advanced Distributor Products, Allied, Elite Series, Merit Series, Comfort Sync, Healthy Climate, Healthy Climate Solutions, iComfort, ComfortSense and Lennox Stores	\$ 3,222.9
Building Climate Solutions	Unitary heating and air conditioning equipment, applied systems, controls, installation and service of commercial heating and cooling equipment, variable refrigerant flow commercial products, curb, curb adapters, drop box diffusers, HVAC recycling and salvage service, condensing units, unit coolers, fluid coolers, air cooled condensers, air handlers, process chillers, controls, compressorized racks	Lennox, Model L, CORE, Enlight, Xion, Energence, Prodigy, Strategos, Raider, Lennox VRF, Lennox National Account Services, Allied Commercial, Elite, AES Industries, AES Mechanical, AES Reclaim, Heatcraft Worldwide Refrigeration., Bohn, MAGNA, Larkin, Climate Control, Chandler Refrigeration, Frigua-Bohn, IntelliGen and Interlink	1,511.4
Corporate and Other	Unitary heating and air conditioning equipment, chillers, air handlers, fan coils, fluid coolers, compressor racks	Lennox (Europe HVAC), HK Refrigeration, Hyfra	247.6
Total			\$ 4,981.9

In November 2022, we announced the decision to explore strategic alternatives for our European commercial heating, ventilation and air conditioning (“HVAC”) and refrigeration businesses, which represent approximately 5% of our annual revenues. Beginning in 2023, our Heatcraft Worldwide Refrigeration business became part of the Building Climate Solutions segment and the European portfolio is presented with Corporate and Other. As we have managed the businesses in this manner beginning in 2023, we have presented the financial results of the revised segments beginning in 2023. In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

## Products and Services

### *Home Comfort Solutions*

*Heating & Cooling Products.* We manufacture and market a broad range of furnaces, air conditioners, heat pumps, packaged heating and cooling systems, equipment and accessories to improve indoor air quality, comfort control products, replacement parts and supplies and related products for both the residential replacement and new construction markets in North America. These products are available in a variety of designs and efficiency levels and at a range of price points, and are intended to provide a complete line of home comfort systems. We believe that by maintaining a broad product line marketed under multiple brand names, we can address different market segments and penetrate multiple distribution channels.

The “Lennox” business and brands (“Dave Lennox Signature Collection,” “Elite Series,” “Merit Series,” “iComfort,” “ComfortSense” and “Healthy Climate Solutions”) are sold directly to independent installing dealers, making us one of the largest wholesale distributors of residential heating, ventilation, and air conditioning products in North America. We continue to invest in our network of Lennox Stores across the United States and Canada. These stores provide an easy access solution for contractors and independent dealers to obtain universal service and replacement parts, supplies, convenience items, tools, Lennox equipment and OEM parts.

The Allied Air Enterprise business and brands (“Armstrong Air,” “AirEase,” “Concord,” “Ducane,” “Allied,” and “MagicPak”) include a full line of heating, ventilation and air conditioning products and are sold through independent wholesale distributors in the U.S. and Canada. The Allied Air Enterprise business also sells a full line of heating, ventilation and cooling equipment through private label brands.

The Advanced Distributor Products (“ADP”) business and brand (“ADP Advanced Distributor Products”) sells evaporator coils, air handlers and unit heaters to independent HVAC wholesale distributors across the U.S. and Canada.

### *Building Climate Solutions*

*Heating and Cooling Products.* In North America, we manufacture and sell unitary heating and cooling equipment used in light commercial applications, such as low-rise office buildings, restaurants, retail centers, distribution, churches and schools. Our product offerings for these applications include rooftop units ranging from 2 to 30 tons of cooling capacity and split system/air handler combinations, which range from 1.5 to 20 tons of cooling capacity. These products are distributed primarily through commercial contractors and directly to national account customers. In 2021, we launched the Lennox Model L rooftop unit featuring the industry leading CORE control system and advanced variable-speed technology to maximize rebates and energy savings. In late 2022, we introduced the Enlight rooftop unit which features a high efficiency heat pump line that is positioned to help our customers reach their environmental and sustainability goals. In 2023, we successfully updated our line of commercial HVAC equipment to comply with the latest energy conservation standard from the U.S. Department of Energy. We believe the success of our products is attributable to their efficiency, impact to the environment, design flexibility, total cost of ownership, ease of service, and advanced control technology.

*National Account Services.* National Account Service (“NAS”) provides installation, service and preventive maintenance for commercial HVAC national account customers in the United States and Canada.

*AES.* On October 25, 2023, we announced the acquisition of substantially all of the assets of AES Industries, Inc. and AES Mechanical Service Group, Inc. (collectively, “AES”) to the Building Climate Solutions segment. AES is a company dedicated to service and sustainability in the light commercial markets across North America. AES manufactures curb, curb adapters, drop box diffusers and also offers HVAC recycling and salvage service, as well as focusing on multi-facility HVAC replacement for expired mechanical assets.

*Refrigeration Products.* We manufacture and market equipment for the commercial refrigeration markets under the Heatcraft Worldwide Refrigeration name. We sell these products to distributors, installing contractors, engineering design firms, original equipment manufacturers and end-users. Our global manufacturing, distribution, sales and marketing footprint serves customers in approximately 100 countries worldwide.

Our commercial refrigeration products for the North American market include condensing units, unit coolers, fluid coolers, air-cooled condensers, air handlers and refrigeration rack systems. These products preserve food and other perishables in supermarkets, convenience stores, restaurants, warehouses and distribution centers. In addition, our products are used to cool a wide variety of industrial processes, including data centers, machine tooling, and other critical cooling applications. We

routinely provide application engineering for consulting engineers, contractors, store planners, end customers and others to support the sale of commercial refrigeration products.

In addition, we own a 50% interest in a joint venture in Mexico that produces unit coolers, air-cooled condensers, condensing units, compressors and compressorized racks of the same design and quality as those manufactured by our U.S. business. This joint venture product line is complemented with imports from the U.S., which are sold through the joint venture's distribution network.

#### *Corporate and Other*

The Corporate and Other segment included the results of our European operations. We manufactured and sold unitary HVAC products, which ranged from 2 to 70 tons of cooling capacity, and applied systems with up to 200 tons of cooling capacity. Our European products consisted of small package units, rooftop units, chillers, air handlers and fan coils that served medium-rise commercial buildings, shopping malls, other retail and entertainment buildings, institutional applications and other field-engineered applications. We manufactured heating and cooling products in several locations in Europe and marketed these products through both direct and indirect distribution channels. We also manufactured and marketed refrigeration products including condensing units, unit coolers, air-cooled condensers, fluid coolers, compressor racks and industrial process chillers. We had manufacturing locations in Germany, France and Spain.

In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

#### **Business Strategy**

Lennox offers a full spectrum of cooling, heating, indoor air quality and refrigeration products to meet the energy-efficient climate-control needs of residential and commercial customers across North America. We are focused on expanding our market position primarily through organic growth while managing prices and costs to drive margin expansion and higher profits. We have implemented a self-help transformation plan, which has been steering our current success, that is structured around three phases over the next several years.

*Differentiated Growth.* We are investing in our sales force to expand customer touchpoints, enhancing the overall customer experience through digital innovations and anticipating improved output from our new commercial HVAC factory in Mexico. Additionally, we aim to increase the attachment rate for parts and accessories, ensuring a holistic experience for our customers.

*Resilient Profit Margins.* We are committed to driving resilient margins. This involves maintaining pricing excellence, leveraging greater productivity from volume recovery, realizing material cost reductions, and reaping the mix benefits of transitioning to the new R454B product. These actions collectively fortify our financial position and solidify our sustainable competitive advantage.

*Execution Management.* We will leverage the Lennox Unified Management System to streamline our operations and set clear priorities. A focused strategy, investments in heat pump growth, and enhancements to our distribution network further exemplify our commitment to consistent management execution.

#### **Marketing and Distribution**

We utilize multiple channels of distribution and offer different brands at various price points in order to better penetrate the HVACR markets. Our products and services are sold through a combination of direct sales, distributors and company-owned parts and supplies stores. Dedicated sales forces and manufacturers' representatives are deployed across our business segments and brands in a manner designed to maximize our ability to service each distribution channel. To optimize enterprise-wide effectiveness, we have active cross-functional and cross-organizational teams coordinating approaches to pricing, product design, distribution and national account customers.

The North American residential heating and cooling market provides an example of the competitive strength of our marketing and distribution strategy. We use three distinct distribution approaches in this market: the company-owned distribution system, the independent distribution system and direct sales to end-users. We distribute our "Lennox" brands in a company-owned process directly to independent dealers that install these heating and cooling products. We distribute our "Armstrong Air," "Ducane," "Air-Ease," "Concord," "MagicPak" and "ADP Advanced Distributor Products" brands through the traditional independent distribution process pursuant to which we sell our products to distributors who, in turn, sell the products to installing contractors. We also sell our products through our Lennox Stores.

## **Manufacturing**

We operate manufacturing facilities in North America and utilize the best available manufacturing techniques based on the needs of our businesses, including the use of lean manufacturing and principles of Six Sigma, a disciplined, data-driven approach and methodology for improving quality. We use numerous metrics to track and manage annual efficiency improvements. Some facilities are impacted by seasonal production demand, and we manufacture both heating and cooling products in those facilities to balance production and maintain a relatively stable labor force. We may also hire temporary employees to meet changes in demand.

## **Strategic Sourcing**

We partner with various suppliers to procure the raw materials and components used in the manufacturing of our products. We utilize a central strategic sourcing group that consolidates purchases of certain materials, components and indirect items across business segments to maximize our purchasing strength. The goal of the strategic sourcing group is to develop global strategies for a given component group that focuses on developing long-term relationships that provide significant value to our businesses. Our strategic sourcing group is focused on selecting partners that offer a competitive total cost, industry leading quality, and consistent on time delivery. Compressors, motors and controls constitute our most significant component purchases, while steel, copper and aluminum account for the bulk of our raw material purchases. We own a minority equity interest in a joint venture that manufactures compressors for our residential and commercial heating and cooling, and refrigeration businesses to help provide the necessary supply to meet customer needs.

## **Research and Development and Technology**

Research and development is a key pillar of our growth strategy. We operate an engineering and technology organization that focuses on new technology invention, product development, product quality improvements and process enhancements, including our development of next-generation control systems as well as heating and cooling products that include some of the most efficient products in their respective categories. We leverage intellectual property and innovative designs across our businesses. We also leverage product development cycle time improvements and product data management systems to commercialize new products to market more rapidly. We use advanced, commercially available computer-aided design, computer-aided manufacturing, computational fluid dynamics and other sophisticated design tools to streamline the design and manufacturing processes. We use complex computer simulations and analyses in the conceptual design phase before functional prototypes are created. We also operate a full line of prototype machine equipment and advanced laboratories certified by applicable industry associations.

## **Seasonality**

Our sales and related segment profit tend to be seasonally higher in the second and third quarters of the year because summer is the peak season for sales of air conditioning equipment and services in the U.S. and Canada. For the same reason, our working capital needs are generally greater in the first and second quarters, and we generally have higher operating cash inflows in the third and fourth quarters.

HVAC markets are driven by seasonal weather patterns. HVAC products and services are sold year round, but the volume and mix of product sales and service change significantly by season. The industry generally ships roughly twice as many units during June as it does in December. Overall, cooling equipment represents a substantial portion of the annual HVAC market. Between the heating season (roughly November through February) and cooling season (roughly May through August) are periods commonly referred to as “shoulder seasons” when the distribution channel transitions its buying patterns from one season to the next. These seasonal fluctuations in mix and volume drive our sales and related segment profit, resulting in somewhat higher sales in the second and third quarters due to the higher volume in the cooling season relative to the heating season.

## **Patents and Trademarks**

We hold numerous patents that relate to the design and use of our products. We consider these patents important, but no single patent is material to the overall conduct of our business. We proactively obtain patents to further our strategic intellectual property objectives. We own or license several trademarks and service marks we consider important in the marketing of our products and services, and we protect our marks through national registrations and common law rights.

## Competition

Substantially all markets in which we participate are competitive. The most significant competitive factors we face are product availability, reliability, energy efficiency, product performance, service, and price, with the relative importance of these factors varying among customer applications. The following are some of the companies we view as significant competitors in each of our business segments, with relevant brand names, when different from the company name, shown in parentheses. The marks below may be the registered or unregistered trademarks or trade names of their respective owners.

### Home Comfort Solutions

- *Heating & Cooling Products* - Carrier Global Corporation (Carrier, Bryant, Payne, Tempstar, Comfortmaker, Heil, Arcoaire, KeepRite, Day & Night); Trane Technologies plc (Trane, American Standard, Ameristar, Oxbox, RunTru); Paloma Industries, Inc. (Rheem, Ruud, Weather King, Friedrich); Johnson Controls, Inc. (York, Luxaire, Coleman, Champion); Daikin Industries, Ltd. (Daikin, Goodman, Amana, GMC); and Melrose Industries PLC (Maytag, Westinghouse, Frigidaire, Tappan, Philco, Kelvinator, Gibson, Broan, NuTone).

### Building Climate Solutions

- *Heating & Cooling Products* - Carrier Global Corporation (Carrier, ICP Commercial); Trane Technologies plc (Trane); Paloma Industries, Inc. (Rheem, Ruud); Johnson Controls, Inc. (York); Daikin Industries, Ltd. (Goodman, McQuay); Melrose Industries PLC (Mammoth); and AAON, Inc.
- *Refrigeration Products* - Hussmann Corporation; Paloma Industries, Inc. (Rheem Manufacturing Company (Heat Transfer Products Group)); Emerson Electric Co. (Copeland); Carrier Global Corporation (Carrier); GEA Group (Kuba, Searle, Goedhart); Alfa Laval; Guntner GmbH; Kelvion - Profroid (Carrier); Panasonic Corp. (Sanyo); Technotrans; and Deltatherm.

## Human Capital Management

Our success, in large part, relies on the character of our people. That character is reflected in our core values of integrity, respect and excellence. Our continued success depends on our ability to attract, motivate, develop and retain employees who embody our core values.

Management strives to maintain the right number of employees with the necessary skills to match the expected demand for the products and services we deliver. As of December 31, 2023, we employed approximately 12,600 people. Of these employees, approximately 4,800 were salaried and 7,800 were hourly. The number of hourly workers varies in order to match our labor needs during periods of fluctuating demand.

Approximately 3,600 of our employees, including international locations, are represented by unions. We believe we have good relationships with our employees and with the unions representing them. On November 1, 2021, our Marshalltown, Iowa-based union ratified a five-year labor agreement. We currently do not anticipate any material adverse consequences resulting from negotiations to renew other collective bargaining agreements.

The Compensation & Human Resources Committee of the Board of Directors is tasked with reviewing LII's human capital management strategy and talent initiatives, including employee diversity, equity, and inclusion and succession planning. Additionally, the Public Policy Committee of the Board oversees employee health and safety issues. The committees also report to the full Board on these key employee matters.

To succeed in an ever-changing and competitive labor market, we have identified priorities we believe are critical to our success in attracting, motivating, developing, and retaining employees. These include among other things: (1) providing competitive compensation and benefit programs, (2) providing career development programs, (3) promoting health and safety, and (4) championing a diverse and inclusive work environment. Further information on our sustainability commitment is available on our website. The information on our website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K.

*Compensation and Benefit Programs.* We are committed to providing our employees with a competitive compensation package that rewards performance and achievement of desired business results. Our compensation package consists of three primary benefits: pay (base pay and incentive programs linked to our short-term and long-term business goals), health and welfare benefits, and retirement contributions. We analyze our compensation and benefits programs annually to remain competitive and make changes as necessary.

*Career Development Programs.* To help our employees succeed in their roles and grow their careers at Lennox, we provide numerous training and development programs. One example is our "Career Journey" program which provides employees with



engaging tools and resources enabling them to reflect on skills and interests, maintain an individual development plan, and explore a variety of potential career paths. Career Journey allows employees to have more meaningful career development conversations with their manager. In addition to training and development programs, we regularly conduct succession planning reviews and have robust performance review and goal setting processes for all employees. We believe this helps employees meet expectations throughout the year while continuing development of their long-term careers at Lennox.

*Employee Health and Safety.* As part of our effort to attract and retain a competitive workforce, we are committed to ensuring that every employee returns home safe at the end of each day. Safety is our top priority and our safety programs are succeeding in identifying and reducing risks across our operations.

*Diversity and Inclusion.* We are committed to a diverse workforce built on a foundation of respect and value for people of different backgrounds, experiences, and perspectives. Our commitment to diversity and inclusion enables all employees to be creative, feel challenged, and thrive, which ultimately allows us to leverage the unique strengths of our employees to deliver innovative products and solutions for our customers.

Our senior managers, together with our human resources team, are devoted to promoting the above priorities to remain an employer of choice. We regularly conduct anonymous surveys to seek feedback from our employees on a variety of subjects, including safety, communications, diversity and inclusion, management support to succeed within our company, and career growth.

Despite these efforts, we have experienced, and could continue to experience, higher employee turnover, particularly in our manufacturing and distribution locations. As a result, we have made and continue to make strong efforts to recruit qualified talent to the organization.

## **Environmental Regulation**

Our operations are subject to evolving and often increasingly stringent international, federal, state and local laws and regulations concerning the environment. Environmental laws affect or could affect our operations. We believe we are in substantial compliance with such existing environmental laws and regulations.

*Energy Efficiency.* The U.S. Department of Energy has numerous active energy conservation rulemakings that impact residential and commercial heating, air conditioning and refrigeration equipment. We are actively involved in U.S. Department of Energy activities related to energy efficiency. We are prepared to have compliant products in place in advance of the effective dates of all such regulations being considered by the U.S. Department of Energy.

*Refrigerants.* The use of hydrofluorocarbons (“HFCs”) as refrigerants for air conditioning and refrigeration equipment is common practice in the HVACR industry and is regulated. We believe we have complied with applicable rules and regulations in various countries governing the use of HFCs. We are an active participant in the ongoing international and domestic dialogue on this subject and are well positioned to react in a timely manner to changes in the regulatory landscape.

In 2020, in response to a global agreement to reduce greenhouse gasses, the bipartisan American Innovation and Manufacturing Act gave the U.S. Environmental Protection Agency (“EPA”) authority to regulate HFCs and begin the phase down of refrigerants with a higher global warming potential (GWP). The EPA mandated that manufacturers transition to refrigerants with a GWP of 700 or less by January 1, 2025, for most commercial and residential HVAC products. Transition planning to lower GWP refrigerants for HVACR products is underway.

*Remediation Activity.* In addition to affecting our ongoing operations, applicable environmental laws can impose obligations to remediate hazardous substances at our properties, at properties formerly owned or operated by us and at facilities to which we have sent or send waste for treatment or disposal. We are aware of contamination at some of our facilities; however, based on facts presently known, we do not believe that any future remediation costs at such facilities will be material to our results of operations. For more information, see Note 5 in the Notes to our Consolidated Financial Statements.

In the past, we have received notices that we are a potentially responsible party along with other potentially responsible parties in Superfund proceedings under the Comprehensive Environmental Response, Compensation and Liability Act for cleanup of hazardous substances at certain sites to which the potentially responsible parties are alleged to have sent waste. Based on the facts presently known, we do not believe environmental cleanup costs associated with any Superfund sites about which we have received notice that we are a potentially responsible party will be material to our results of operations.

*E-Waste and Related Compliance.* Many countries around the world as well as many states in the U.S. have enacted directives, laws, and regulations directed at preventing electrical and electronic equipment waste by encouraging reuse and recycling as well as restricting the use of hazardous products in electrical and electronic equipment. All HVACR products and

certain components of such products are potentially subject to these types of requirements. We are not uniquely affected as compared to other manufacturers. We actively monitor the development and evolution of such requirements and believe we are well positioned to comply with such directives in the required time frames.

#### Available Information

Our web site address is [www.lennox.com](http://www.lennox.com). We make available, free of charge through our web site, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, including exhibits, and amendments to those reports filed or furnished pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The information on our web site is not a part of, or incorporated by reference into, this Annual Report on Form 10-K.

The Securities and Exchange Commission maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers, including Lennox International, that file electronically with the Securities and Exchange Commission.

#### Information about our Executive Officers

Our executive officers, their present positions and their ages are as follows as of February 2, 2024:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Alok Maskara	52	Chief Executive Officer
Michael Quenzer	46	Executive Vice President, Chief Financial Officer
Gary S. Bedard	59	Executive Vice President & President, Home Comfort Solutions
Prakash Bedapudi	57	Executive Vice President, Chief Technology Officer
Chris A. Kosel	56	Vice President, Chief Accounting Officer and Controller
Joe Nassab	56	Executive Vice President & President, Building Climate Solutions
Joseph W. Reitmeier	59	Executive Vice President
Daniel M. Sessa	59	Executive Vice President, Chief Human Resources Officer
John D. Torres	65	Executive Vice President, Chief Legal Officer and Secretary

*Alok Maskara* joined Lennox International Inc. as Chief Executive Officer on May 9, 2022. Most recently he served for five years as CEO of Luxfer Holdings PLC, an international industrial company focused on advanced materials. Mr. Maskara also served for nearly a decade as president of several global business units at Pentair PLC, a leading provider of water treatment and sustainable applications. Previously he held various leadership positions at General Electric Corporation and McKinsey & Company. Mr. Maskara also serves on the board of Franklin Electric (Nasdaq: FELE) a company focused on global water and fluid solutions. Mr. Maskara graduated with a bachelor of technology degree in chemical engineering from the Indian Institute of Technology in 1992 and a master's degree in chemical engineering from the University of New Mexico in 1994. In 2000, he earned an MBA from the Kellogg School of Management at Northwestern University.

*Michael Quenzer* became Executive Vice President and Chief Financial Officer effective January 1, 2024. Previously, he served as LII's Vice President, Financial Planning & Analysis and Investor Relations. Prior to that, he was the chief financial officer for LII's Commercial segment from November 2016 until January 2023. Mr. Quenzer has served in various capacities of increasing responsibility within LII's Finance department since 2004. He received his bachelor's degree in finance from Coastal Carolina University and has an MBA and master's of science in accounting from the University of Texas at Dallas.

*Gary S. Bedard* was appointed Executive Vice President & President of LII's Home Comfort Solutions business segment in January 2023. Most recently, he served as Executive Vice President & President of LII's Worldwide Refrigeration business, a position he held since October 2017. Prior to that, Mr. Bedard served as Vice President and General Manager, LII Residential Heating & Cooling for 12 years. He has also held the positions of Vice President, Residential Product Management, LII Worldwide Heating and Cooling, Director of Brand and Product Management, and District Manager for Lennox Industries' New York District. Before joining LII in 1998, Mr. Bedard spent eight years at York International in product management and

sales leadership roles for commercial applied and unitary systems as well as residential systems. Mr. Bedard has a bachelor's degree in engineering management from the United States Military Academy at West Point. Mr. Bedard serves on the Board of Directors of the AHRI, the trade association for the HVACR and water heating equipment industries.

*Prakash Bedapudi* was appointed Executive Vice President, Chief Technology Officer in July 2008. He had previously served as Vice President, Global Engineering and Program Management for Trane Inc. Commercial Systems from 2006 through 2008, and as Vice President, Engineering and Technology for Trane's Residential Systems division from 2003 through 2006. Prior to his career at Trane, Mr. Bedapudi served in senior engineering leadership positions for GE Transportation Systems, a division of General Electric Company, and for Cummins Engine Company. He holds a bachelor of science in mechanical/automotive engineering from Karnataka University, India and a master's of science in mechanical/aeronautical engineering from the University of Cincinnati.

*Chris A. Kosel* was appointed Vice President, Chief Accounting Officer and Controller in May 2017. He had previously served as Vice President, Business Analysis and Planning for the Company since 2016. He also had served as Vice President, Finance and Controller and Director of Finance for the Company's North America Commercial Business from 2015 to 2016 and Director, Financial Planning and Analysis for the Company's Residential Business Unit from 2014 to 2015. Prior to 2014 he had served as Director, Finance for the Company's Lennox Stores business and Director of the Company's Financial Shared Services function. Prior to joining Lennox, he worked for Ernst & Young. He holds a bachelor's degree in accounting from Texas A&M University. He is also a Certified Public Accountant.

*Joe Nassab* has been Executive Vice President & President of our Building Climate Solutions business since 2022. He joined LII in 2010 as Vice President and General Manager of Allied Air. Before joining LII, Mr. Nassab worked for 20 years at General Electric Company in a variety of general management, product management, and marketing leadership roles. Mr. Nassab has a bachelor's degree in finance from the University of Michigan.

*Joseph W. Reitmeier* served as Chief Financial Officer through December 31, 2023, and plans to retire from LII effective February 29, 2024. He was appointed Executive Vice President, Chief Financial Officer in July 2012. He had served as Vice President of Finance for the LII's Commercial Heating & Cooling segment since 2007 and as Director of Internal Audit from 2005 to 2007. Before joining the Company, he held financial leadership roles at Cummins Inc. and PolyOne Corporation. He is a director of Watts Water Technologies, Inc., a global provider of plumbing, heating and water quality solutions for residential, industrial, municipal and commercial settings. Mr. Reitmeier holds a bachelor's degree in accounting from the University of Akron and an MBA from Case Western Reserve University. He is also a Certified Public Accountant.

*Daniel M. Sessa* was appointed Executive Vice President, Chief Human Resources Officer in June 2007. He had previously served in numerous senior human resources and legal leadership positions for United Technologies Corporation since 1996, including Vice President, Human Resources for Otis Elevator Company - Americas from 2005 to 2007, Director, Employee Benefits and Human Resources Systems for United Technologies Corporation from 2004 to 2005, and Director, Human Resources for Pratt & Whitney from 2002 to 2004. He holds a bachelor of arts in law and society from the State University of New York at Binghamton and a juris doctor from the Hofstra University School of Law.

*John D. Torres* was appointed Executive Vice President, Chief Legal Officer, and Secretary in December 2008. He previously served as Senior Vice President, General Counsel and Secretary for Freescale Semiconductor, a semiconductor manufacturer that was originally part of Motorola. He joined Motorola's legal department as Senior Counsel in 1996 and was appointed Vice President, General Counsel of the company's semiconductor business in 2001. Prior to joining Motorola, Mr. Torres served 13 years in private practice in Phoenix, specializing in commercial law. He holds a bachelor of arts from Notre Dame and a juris doctor from the University of Chicago.

#### **Item 1A. Risk Factors**

The following risk factors and other information included in this Annual Report on Form 10-K should be carefully considered. We believe these are the principal material risks currently facing our business; however, additional risks and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the following risks or those disclosed in our other SEC filings occurs, our business, financial condition or results of operations could be materially adversely affected.

## **Business and Operational Risks**

### ***We May Not be Able to Compete Favorably in the Competitive HVACR Business.***

Substantially all of the markets in which we operate are competitive. The most significant competitive factors we face are product availability, product reliability, energy efficiency, product performance, service, and price, with the relative importance of these factors varying among our product lines. Other factors that affect competition in the HVACR market include the development and application of new technologies, reputation of our company and brands, global supply chain constraints, and new product introductions. We may not be able to adapt to market changes as quickly or effectively as our current and future competitors. Also, the establishment of manufacturing operations in low-cost countries could provide cost advantages to existing and emerging competitors. Some of our competitors may have greater financial resources than we have, allowing them to invest in more extensive research and development and/or marketing activity and making them better able to withstand adverse HVACR market conditions. Current and future competitive pressures may cause us to reduce our prices or lose market share, or could negatively affect our cash flow, all of which could have a material adverse effect on our results of operations.

### ***If We Cannot Successfully Develop and Market New Products or Execute our Business Strategy, Our Results of Operations Could be Adversely Impacted.***

Our future success depends on our continued investment in research and new product development as well as our ability to commercialize new HVACR technological advances in domestic and global markets. If we are unable to continue to timely and successfully develop and market new products, achieve technological advances, or extend our business model and technological advances into international markets, our business and results of operations could be adversely impacted.

We are engaged in various manufacturing rationalization actions designed to achieve our strategic priorities of manufacturing, sourcing, and distribution excellence and of lowering our cost structure. For example, we are continuing to reorganize our North American distribution network in order to better serve our customers' needs by deploying parts and equipment inventory closer to them. In such case, our results of operations and profitability may be negatively impacted, making us less competitive and potentially causing us to lose market share.

### ***Our Ability to Meet Customer Demand may be Limited by Our Single-Location Production Facilities, Reliance on Certain Key Suppliers and Unanticipated Significant Shifts in Customer Demand.***

We manufacture many of our products at single-location production facilities. In certain instances, we heavily rely on suppliers who also may concentrate production in single locations or source unique, necessary products from only one supplier. Any significant interruptions in production at one or more of our facilities, or at a facility of one of our key suppliers, could negatively impact our ability to deliver our products to our customers, especially as we continue to experience disruptions in supply.

Further, even with all of our facilities running at full production, we could potentially be unable to fully meet demand during an unanticipated period of exceptionally high demand. This inability to fully meet demand would be exacerbated if a single-location production facility is disrupted due to a climate-related disaster, pandemic, geopolitical political instability, or war, among other things. Our inability to meet our customers' demand for our products could have a material adverse effect on our business, financial condition, and results of operations.

### ***Our Results of Operations May Suffer if We Cannot Continue to License or Enforce the Intellectual Property Rights on Which Our Businesses Depend or if Third Parties Assert That We Violate Their Intellectual Property Rights.***

We rely upon patent, copyright, trademark and trade secret laws and agreements to establish and maintain intellectual property rights in the products we sell. Our intellectual property rights could be challenged, invalidated, infringed, circumvented, or be insufficient to permit us to take advantage of current market trends or to otherwise provide competitive advantages. Further, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States.

Third parties may also claim that we are infringing upon their intellectual property rights. If we do not license infringed intellectual property or if we are required to substitute similar technology from another source, our operations could be adversely affected. Even if we believe that intellectual property claims are without merit, they can be time consuming, require significant resources and be costly to defend. Claims of intellectual property infringement also might require us to redesign affected products, pay costly damage awards, or face injunction prohibiting us from manufacturing, importing, marketing, or

selling certain of our products. Even if we have agreements to indemnify us, indemnifying parties may be unable or unwilling to do so.

***Our Operations Can Be Adversely Affected By Our Ability to Attract, Motivate, Develop, and Retain Our Employees, Labor Shortages and Work Stoppages, Turnover, Labor Cost Increases and Other Labor Relations Problems.***

We are committed to attracting, motivating, developing, and retaining our employees to remain an employer of choice. Despite our efforts, we have experienced, and could continue to experience, higher employee turnover, particularly in our manufacturing and distribution locations. A number of factors may adversely affect the labor force available or increase labor costs, including high employment levels and related competition. In addition, as of December 31, 2023, approximately 29% of our core workforce locations (excluding employees related to the European businesses), were unionized. Our Marshalltown, Iowa-based union ratified a five-year labor agreement on November 1, 2021; however, the results of future negotiations with unions are uncertain. If we are unsuccessful in meeting these challenges, our operations results could be materially impacted.

**Industry Risks**

***Our Financial Performance Is Affected by the Conditions and Performance of the U.S. Construction Industry.***

Our business is affected by the performance of the U.S. construction industry. Our sales in the residential and commercial new construction markets correlate to the number of new homes and buildings that are built, which in turn is influenced by cyclical factors such as interest rates, inflation, availability of financing, consumer spending habits and confidence, employment rates and other macroeconomic factors over which we have no control. Our sales may not improve, or improvement may be limited or lower than expected.

***Cooler than Normal Summers and Warmer than Normal Winters May Depress Our Sales.***

Demand for our products and services is seasonal and strongly affected by the weather. Cooler than normal summers depress our sales of replacement air conditioning and refrigeration products and services. Similarly, warmer than normal winters have the same effect on our heating products and services. The effects of climate change, such as extreme weather conditions and events and water scarcity, may exacerbate fluctuations in typical weather patterns, creating financial risks to our business.

***Price Volatility for Commodities and Components We Purchase or Significant Supply Interruptions Could Have an Adverse Effect on Our Cash Flow or Results of Operations.***

We depend on raw materials, such as steel, copper and aluminum, and components purchased from third parties to manufacture our products. Some of these third-party suppliers are located outside of the United States. We generally concentrate purchases for a given raw material or component with a small number of suppliers. If a supplier is unable or unwilling to meet our supply requirements, including suffering any disruptions at its facilities or in its supply chain, we could experience supply interruptions or cost increases, either of which could have an adverse effect on our results of operations. For example, disruptions have occurred due to the COVID-19 pandemic, supplier capacity constraints, labor shortages, port congestion, logistical problems and other issues. Some of these disruptions have resulted in supply chain constraints affecting our business including our ability to timely produce and ship our products.

Similarly, suppliers of components that we purchase for use in our products may be affected by rising material costs and inflation and pass these increased costs on to us. Although we regularly pre-purchase a portion of our raw materials at fixed prices each year to hedge against price increases, an increase in raw materials prices not covered by our fixed price arrangements could significantly increase our cost of goods sold and negatively impact our margins if we are unable to effectively pass such price increases on to our customers. Alternatively, if we increase our prices in response to increases in the prices or quantities of raw materials or components or if we encounter significant supply interruptions, our competitive position could be adversely affected, which may result in depressed sales and profitability.

Additionally, the effects of climate change, including extreme weather events, long-term changes in temperature levels, water availability, increased cost for decarbonizing process heating, supply costs impacted by increasing energy costs, or energy costs impacted by carbon prices or offsets may exacerbate supply chain constraints and disruption. Resulting supply chain constraints have required, and may continue to require, in certain instances, alternative delivery arrangements and increased costs and could have a material adverse effect on our business and operations.

In addition, we use derivatives to hedge price risk associated with forecasted purchases of certain raw materials. Our hedged prices could result in paying higher or lower prices for commodities as compared to the market prices for those commodities when purchased.

## **Legal, Tax and Regulatory Risks**

### ***Changes in Environmental and Climate-Related Legislation, Government Regulations, or Policies Could Have an Adverse Effect on Our Results of Operations.***

The sales, gross margins, and profitability for each of our segments could be directly impacted by changes in legislation, government regulations, or policies (collectively, “LRPs”) relating to global climate change and other environmental initiatives and concerns. These LRPs, implemented under global, national, and sub-national climate objectives or policies, can include changes in environmental and energy efficiency standards and tend to target the global warming potential of refrigerants and hydrofluorocarbons, equipment energy efficiency, and combustion of fossil fuels as a heating source. Many of our products consume energy and use refrigerants and hydrofluorocarbons. LRPs that seek to reduce greenhouse gas emissions may require us to make increased capital expenditures to develop or market new products to meet new LRPs. Further, our customers and the markets we serve may impose emissions or other environmental standards through LRPs or consumer preferences that may require additional time, capital investment, or technological advancement. Our inability or delay in developing or marketing products that match customer demand while also meeting applicable LRPs may negatively impact our results.

There continues to be a lack of consistent climate legislation and regulations, which creates economic and regulatory uncertainty. Such regulatory uncertainty could adversely impact the demand for energy efficient buildings and could increase costs of compliance. Additionally, the extensive and ever-changing legislation and regulations could impose increased liability for remediation costs and civil or criminal penalties in cases of non-compliance. Because these laws are subject to frequent change, we are unable to predict the future costs resulting from environmental compliance.

Further, due to the increasing focus on climate change, we may face adverse reputational risks due to our products and manufacturing operations consuming energy or using refrigerants and hydrofluorocarbons. If we are unable to satisfy the increasing environmental, social, and governance (“ESG”)-related expectations of certain stakeholders, we may suffer reputational harm, which may cause our stock price to decrease or cause certain investors and financial institutions not to purchase our securities or provide us with capital or credit on favorable terms, which may cause our cost of capital to increase.

In addition, we may not be able to achieve our goals related to our ESG initiatives, which are and will continue to be impacted by many variables, such as a tight labor market, challenging economic environment, changes to our operations, and changes to our portfolio of businesses via acquisitions or divestitures. Moreover, we may determine that it is in our best interest, and in the best interest of our shareholders, to prioritize other business, social, governance, or sustainable investments over the achievement of our current ESG initiatives. A failure or perceived failure by us in this regard may damage our reputation and adversely affect our results of operations and financial position.

### ***Changes in Tax Legislation Could Adversely Impact our Future Profitability.***

We are subject to income taxes in the United States and many foreign jurisdictions. Tax laws and regulations are continuously evolving with corporate tax reform, base-erosion efforts, global minimum tax, and increased transparency continuing to be high priorities in many tax jurisdictions in which we operate. We continue to monitor new tax legislation or other developments since significant changes in tax legislation, or in the interpretation of existing legislation, could materially and adversely affect our financial condition and operating results.

Certain countries in which we have operations have implemented, or are in the process of implementing, legislation or practices inspired by the base erosion and profit shifting project undertaken by the Organization for Economic Co-operation and Development (“OECD”). In December 2021, the OECD issued its guidance on the Global Anti-Base Erosion (“GloBE”) rules with the purpose of ensuring multinational companies pay a minimum level tax on the income generated in each of the jurisdictions where they operate (“Pillar Two”). In December 2022, the European Council attained a consensus on Pillar Two to implement a global minimum corporate tax rate of 15%, and many European Union and G20 countries have specified their plan to adhere to the OECD guidelines starting in 2024. We are continuing to evaluate the potential impact on future periods of the Pillar Two framework, pending legislative adoption by individual countries, as such changes could result in an increase in our effective tax rate.

Further, the increased scrutiny on international tax and continuous changes to countries' tax legislation may also affect the policies and decisions of tax authorities with respect to certain income tax and transfer pricing positions taken by the Company in prior or future periods. Resulting changes in tax reserves due to challenges by tax authorities to our historic or future tax positions and transfer pricing policies could also significantly adversely impact our future effective tax rate.

For more information, see Note 12 in the Notes to our Consolidated Financial Statements.

***Changes in U.S. Trade Policy, Including the Imposition of Tariffs and the Resulting Consequences, Could Have an Adverse Effect on Our Results of Operations.***

The U.S. government has made changes in U.S. trade policy over the past several years. These changes include renegotiating and terminating certain existing bilateral or multi-lateral trade agreements, such as the U.S.-Mexico-Canada Agreement, and initiating tariffs on certain foreign goods from a variety of countries and regions, most notably China. These changes in U.S. trade policy have resulted in, and may continue to result in, one or more foreign governments adopting responsive trade policies that make it more difficult or costly for us to do business in or import our products or components from those countries. The sales, gross margins, and profitability for each of our segments could be directly impacted by changes in tariffs and trade agreements.

We cannot predict the extent to which the U.S. or other countries will impose new or additional quotas, duties, tariffs, taxes or other similar restrictions upon the import or export of our products in the future, nor can we predict future trade policy or the terms of any renegotiated trade agreements and their impact on our business. The continuing adoption or expansion of trade restrictions, the occurrence of a trade war, or other governmental action related to tariffs or trade agreements or policies has the potential to adversely impact demand for our products, our costs, our customers, our suppliers, and the U.S. economy, which in turn could have a material adverse effect on our business, operating results, and financial condition.

***We May Incur Substantial Costs as a Result of Claims Which Could Have an Adverse Effect on Our Results of Operations.***

The development, manufacture, sale and use of our products involve warranty, intellectual property infringement, and product liability claims, and other liabilities and risks for the installation and service of our products. Our product liability insurance policies have limits that, if exceeded, may result in substantial costs that could have an adverse effect on our results of operations. In addition, warranty claims are not covered by our product liability insurance and certain product liability claims may also not be covered by our product liability insurance. Our product warranty liability was \$142.8 million as of December 31, 2023.

For some of our HVACR products, we provide warranty terms ranging from one to 20 years to customers for certain components such as compressors or heat exchangers. For certain limited products, we provided lifetime warranties. Warranties of such extended lengths pose a risk to us as actual future costs may exceed our current estimates of those costs. Warranty expense is recorded on the date that revenue is recognized and requires significant assumptions about what costs will be incurred in the future. We may be required to record material adjustments to accruals and expense in the future if actual costs for these warranties are different from our assumptions.

***We are Subject to Claims, Lawsuits, and Other Litigation That Could Have an Adverse Effect on Our Results of Operations.***

We are involved in various claims and lawsuits incidental to our business, including those involving product liability, labor relations, alleged exposure to asbestos-containing materials and environmental matters, some of which claim significant damages. Estimates related to our claims and lawsuits, including estimates for asbestos-related claims and related insurance recoveries, involve numerous uncertainties. Given the inherent uncertainty of litigation and estimates, we cannot be certain that existing claims or litigation or any future adverse legal developments will not have a material adverse impact on our financial condition.

**General Risk Factors**

***Global General Business, Economic and Market Conditions Could Adversely Affect Our Financial Performance and Limit Our Access to the Capital Markets.***

The Company's business may be materially and adversely impacted by changes in U.S. or global economic conditions, including recessions, economic downturns, inflation, deflation, interest rates, consumer spending rates, energy availability and commodity prices, and the effects of governmental initiatives to manage economic conditions. Disruptions in U.S. or global

financial and credit markets or increases in the costs of capital may also have an adverse impact on our business. The tightening, unavailability or increased cost of credit adversely affects the ability of our customers to obtain financing for significant purchases and operations, resulting in a decrease in sales of our products and services and may impact the ability of our customers to make payments to us. Similarly, tightening of available credit may adversely affect our supplier base and increase the potential for one or more of our suppliers to experience financial distress or bankruptcy. Our business may also be adversely affected by future decreases in the general level of economic activity and increases in borrowing costs, which may cause our customers to cancel, decrease or delay their purchases of our products and services.

If financial markets were to deteriorate, or costs of capital were to increase significantly due to a lowering of our credit ratings, prevailing industry conditions, the volatility of the capital markets or other factors, we may be unable to obtain new financing on acceptable terms, or at all. A deterioration in our financial performance could also limit our future ability to access amounts currently available under our Credit Agreement or to issue notes pursuant to our Commercial Paper Program, as more fully described below.

We cannot predict the likelihood, duration, or severity of any future disruption in financial markets or any adverse economic conditions in the U.S. and other countries.

***Extraordinary Events Beyond our Control, Including Conflicts, Wars, Natural Disasters, Public Health Crises, or Terrorist Acts, Could Negatively Impact our Business, Which May Affect our Financial Condition, Results of Operations or Cash Flows.***

Conflicts, wars, natural disasters (the nature and severity of which may be impacted by climate change), public health crises (e.g., COVID-19), or terrorist acts may cause significant damage or disruption to our operations, employees, facilities, systems, suppliers, supply chain, distributors, resellers, or customers in the United States and internationally for extended periods of time and could also affect demand for our products. The extent to which any extraordinary event impacts us depends on numerous factors and future developments that we are not able to predict, including the duration and scope of the event; governmental, business, and individuals' actions in response to the event; our ability to maintain sufficient qualified personnel; global supply chain disruptions caused by the event; and the impact on economic activity, including financial market instability.

***Our International Operations Subject Us to Risks Including Foreign Currency Fluctuations, Regulations and Other Risks.***

We earn revenue, pay expenses, own assets, and incur liabilities in countries using currencies other than the U.S. dollar including the Canadian dollar, the Mexican peso, and the Euro. Our Consolidated Financial Statements are presented in U.S. dollars and we translate revenue, income, expenses, assets, and liabilities into U.S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, increases or decreases in the value of the U.S. dollar relative to other currencies may affect our net operating revenues, operating income and the value of balance sheet items denominated in foreign currencies. Because of the geographic diversity of our operations, weaknesses in some currencies might be offset by strengths in others over time. However, we cannot assure that fluctuations in foreign currency exchange rates, particularly the strengthening of the U.S. dollar against major currencies, would not materially affect our financial results.

In addition to the currency exchange risks inherent in operating in foreign countries, our international sales, and operations, including purchases of raw materials from international suppliers, are subject to risks associated with local government laws, regulations, and policies (including those related to tariffs and trade barriers, investments, taxation, exchange controls, employment regulations and changes in laws and regulations). Our international sales and operations are also sensitive to changes in foreign national priorities, including government budgets, as well as to geopolitical and economic instability. International transactions may involve increased financial and legal risks due to differing legal systems and customs in foreign countries, as well as compliance with anti-corruption laws such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. The ability to manage these risks could be difficult and may limit our operations and make the manufacture and sale of our products internationally more difficult, which could negatively affect our business and results of operations.

Net sales outside of the United States comprised approximately 11% of our total net sales in 2023. In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

***Cyber Attacks and Other Disruptions or Misuse of Information Systems We Rely Upon Could Affect Our Ability to Conduct Our Business Effectively.***

Our information systems and those of our business partners are important to our business activities. We also outsource various information systems, including data management, to third-party service providers. Despite our security measures as well as those of our business partners and third-party service providers, the information systems we rely upon may be



vulnerable to interruption or damage from cyber attacks, computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, or any combination thereof. Attempts have been made to attack our information systems, but we do not believe that material harm has resulted. While we have implemented controls and taken other preventative actions to strengthen these systems against future attacks, we can give no assurance that these controls and preventative actions will be effective. Any breach of data security could result in a disruption of our services or improper disclosure of personal data or confidential information, which could harm our reputation, require us to expend resources to remedy such a security breach or defend against further attacks or subject us to liability under laws that protect personal data, resulting in increased operating costs or loss of revenue.

***We May Not be Able to Successfully Integrate and Operate Businesses that We May Acquire nor Realize the Anticipated Benefits of Strategic Relationships We May Form.***

From time to time, we may seek to complement or expand our businesses through strategic acquisitions, joint ventures, and strategic relationships. The success of these transactions will depend, in part, on our ability to timely identify those relationships, negotiate and close the transactions and then integrate, manage, and operate those businesses profitably. If we are unable to successfully do those things, we may not realize the anticipated benefits associated with such transactions, which could adversely affect our business and results of operations.

***Any Future Determination that a Significant Impairment of the Value of Our Goodwill Intangible Asset Occurred Could Have an Adverse Effect on Our Results of Operations.***

As of December 31, 2023, we had goodwill of \$222.1 million on our Consolidated Balance Sheet. Any future determination that an impairment of the value of goodwill occurred would require a write-down of the impaired portion of goodwill to fair value and would reduce our assets and stockholders' equity and could have a material adverse effect on our results of operations.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

**Risk Management and Strategy**

We manage cybersecurity risk through three core teams: cybersecurity engineering, data privacy, and a security operation center. These teams are responsible for overseeing data safety during new system and infrastructure deployments, maintaining appropriate cybersecurity controls, and monitoring, documenting and investigating any anomalies affecting employees, suppliers, and customers. Our IT security controls are designed to align with the NIST (National Institute of Standards and Technology) standard and are tested on an ongoing basis. These controls and procedures include cybersecurity risks associated with third-party service providers. For instance, we conduct risk and compliance assessments of third-party service providers that request access to our information assets. To support our internal risk management structure, we use third-party specialists to monitor for emerging threats, conduct vulnerability scans and analysis including simulated hacker attacks, and audit our cybersecurity framework. We also maintain an information security risk insurance policy in the event of a security breach. Our internal audit function provides independent assessment and assurance on the overall operations of our cybersecurity programs and the supporting control frameworks.

Leadership receives training on how to respond to ransomware events and participates in breach simulations at least once a year. Additionally, employees throughout the organization support LII's risk management efforts by participating in mandatory cybersecurity training at least once a year, ongoing awareness campaigns, and quarterly simulated phishing attempts.

LII has not experienced any material cybersecurity incidents within the last three years. However, as described in Item 1A, "Risk Factors," any breach of data security could result in a disruption of our services or improper disclosure of personal data or confidential information, which could harm our reputation, require us to expend resources to remedy such a security breach or defend against further attacks or subject us to liability under laws that protect personal data, resulting in increased operating costs or loss of revenue.

## **Governance**

Our Chief Technology Officer is responsible for overseeing cybersecurity and reports to the Board of Directors twice a year on our cybersecurity tactical responses and strategic roadmap. The entire Board of Directors reviews significant cybersecurity risks and works with the Audit Committee to address these issues.

At the management level, our Data Protection & Cybersecurity Steering Committee (“DPCSC”) meets on a quarterly basis. The DPCSC includes representatives from communications, ethics and compliance, human resources, information technology, corporate audit, legal, risk, privacy, and sourcing. This committee is responsible for overseeing LII’s data protection and cybersecurity policies and procedures. These cybersecurity policies and procedures include an IT security and privacy incident response plan to notify the appropriate parties in a timely manner, including our Chief Technology Officer, our Disclosure Committee, and our Board of Directors.

Our Chief Technology Officer has served in the role since 2008, and has more than 15 years of experience in developing and executing large enterprise data privacy and cyber security roadmaps at publicly-traded companies. He holds undergraduate and graduate degrees in engineering. Our Vice President, Information Technology, has served in the role since 2003, and has more than 35 years of cybersecurity experience. He holds an undergraduate degree in computer science.

## Item 2. Properties

The following chart lists our principal domestic and international manufacturing, distribution and office facilities as of December 31, 2023 and indicates the business segment that uses such facilities, the approximate size of such facilities and whether such facilities are owned or leased. Also included in the chart are large warehouses that hold significant inventory balances.

<u>Location</u>	<u>Segment</u>	<u>Type or Use of Facility</u>	<u>Approx. Sq. Ft. (In thousands)</u>	<u>Owned/Leased</u>
Saltillo, Mexico	Home Comfort Solutions	Manufacturing & Distribution	1,081	Owned
Marshalltown, IA	Home Comfort Solutions	Manufacturing & Distribution	1,000	Owned & Leased
Orangeburg, SC	Home Comfort Solutions	Manufacturing & Distribution	900	Owned & Leased
Grenada, MS	Home Comfort Solutions	Manufacturing & Distribution	395	Owned & Leased
Romeoville, IL	Home Comfort Solutions	Distribution & Office	697	Leased
Glendale, AZ	Home Comfort Solutions	Distribution	342	Leased
McDonough, GA	Home Comfort Solutions	Distribution	254	Leased
Grove City, OH	Home Comfort Solutions	Distribution	279	Leased
Concord, NC	Home Comfort Solutions	Distribution	248	Leased
Pittston, PA	Home Comfort Solutions	Distribution	144	Leased
Harahan, LA	Home Comfort Solutions	Distribution & Office	83	Leased
North Kansas City, MO	Home Comfort Solutions	Distribution & Office	59	Leased
West Columbia, SC	Home Comfort Solutions	Research & Development	63	Leased
Eastvale, CA	Home Comfort Solutions & Building Climate Solutions	Distribution	377	Leased
Carrollton, TX	Home Comfort Solutions & Building Climate Solutions	Distribution	252	Leased
Brampton, Canada	Home Comfort Solutions & Building Climate Solutions	Distribution	251	Leased
Houston, TX	Home Comfort Solutions & Building Climate Solutions	Distribution	204	Leased
Orlando, FL	Home Comfort Solutions & Building Climate Solutions	Distribution	173	Leased
Middletown, PA	Home Comfort Solutions & Building Climate Solutions	Distribution	166	Leased
Lenexa, KS	Home Comfort Solutions & Building Climate Solutions	Distribution	147	Leased
East Fife, WA	Home Comfort Solutions & Building Climate Solutions	Distribution	112	Leased
Calgary, Canada	Home Comfort Solutions & Building Climate Solutions	Distribution	145	Leased
Stuttgart, AR	Building Climate Solutions	Manufacturing	750	Owned
Jessup, PA	Building Climate Solutions	Distribution	130	Leased
DFW Airport, TX	Building Climate Solutions	Distribution	80	Leased
Indianapolis, IN	Building Climate Solutions	Distribution	69	Leased
Medley, FL	Building Climate Solutions	Distribution	70	Leased
Norcross, GA	Building Climate Solutions	Distribution & Office	95	Leased
Tifton, GA	Building Climate Solutions	Manufacturing & Distribution	738	Owned & Leased
Stone Mountain, GA	Building Climate Solutions	Manufacturing & Business Unit Headquarters	139	Owned
Richardson, TX	Corporate and Other	Corporate Headquarters	359	Owned
Carrollton, TX	Corporate and Other	Research & Development	323	Owned & Leased
Chennai, India	Corporate and Other	Research & Development & Office	108	Leased

In addition to the properties described above, we lease numerous facilities in the U.S. and worldwide for use as sales offices, service offices, district and regional warehouses, and Lennox Stores. We routinely evaluate our facilities to ensure adequate capacity, effective cost structure, and consistency with our business strategy. We believe that our properties are in good condition, suitable and adequate for their present requirements and that our principal manufacturing plants are generally adequate to meet our production needs.

### **Item 3. Legal Proceedings**

We are involved in a number of claims and lawsuits incident to the operation of our businesses. Insurance coverages are maintained and estimated costs are recorded for such claims and lawsuits. It is management's opinion that none of these claims or lawsuits will have a material adverse effect, individually or in the aggregate, on our financial position, results of operations or cash flows. For more information, see Note 5 in the Notes to the Consolidated Financial Statements.

### **Item 4. Mine Safety Disclosures**

Not applicable.

## **PART II**

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### **Market Information for Common Stock**

Our common stock is listed for trading on the New York Stock Exchange under the symbol "LII."

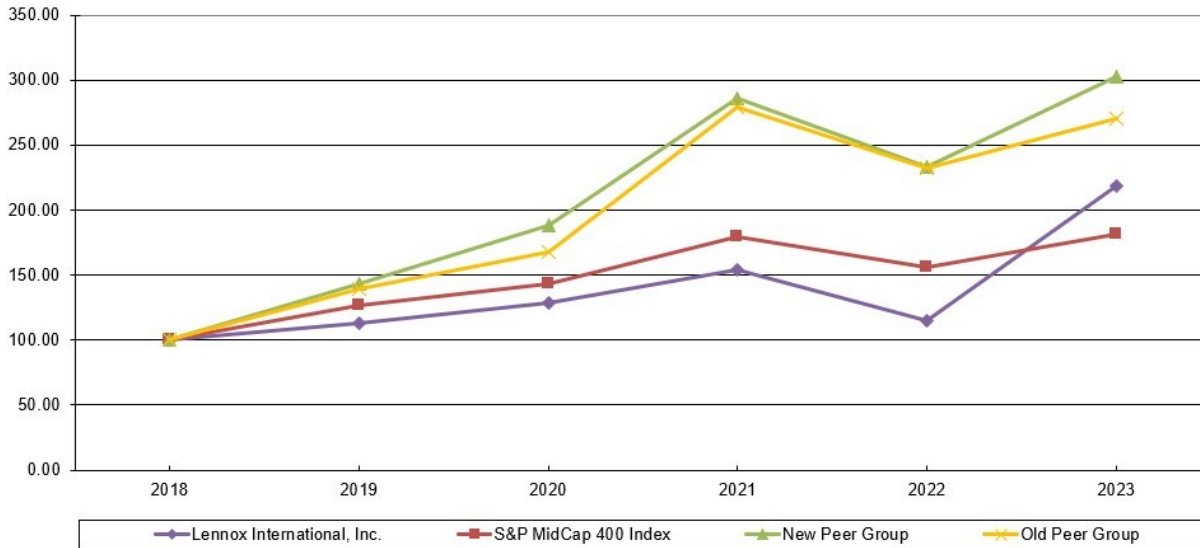
#### **Holders of Common Stock**

As of the close of business on February 6, 2024, approximately 510 holders of record held our common stock.

#### **Comparison of Total Stockholder Return**

The following graph compares the cumulative total returns of LII's common stock with the cumulative total returns of the Standards & Poor's Midcap 400 Index, a broad index of mid-size U.S. companies of which the Company is a part, and with a revised peer group of U.S. industrial manufacturing and service companies in the HVACR businesses. The graph assumes that \$100 was invested on December 31, 2018, with dividends reinvested. Our revised peer group of AAON, Inc., Carrier Global Corp., Johnson Controls International plc, Trane Technologies plc, and Watsco, Inc. represent our new peer group ("New Peer Group"). AAON, Inc., Comfort Systems USA, Inc., Johnson Controls International plc, and Watsco, Inc. represent our previous peer group ("Old Peer Group"). The change from the Old Peer Group to the New Peer Group is being made to better reflect companies relevant to our current business.

Comparison of 5 Year Cumulative Total Return  
Assumes Initial Investment of \$100  
December 2023



This performance graph and other information furnished under this Comparison of Total Stockholder Return section shall not be deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act.

#### **Our Purchases of Company Equity Securities**

Our Board of Directors has authorized a total of \$4 billion to repurchase shares of our common stock (collectively referred to as the “Share Repurchase Plans”), including an incremental \$1.0 billion share repurchase authorization in July 2021. The Share Repurchase Plans authorize open market repurchase transactions and do not have a stated expiration date. As of December 31, 2023, \$546 million is available to repurchase shares under the Share Repurchase Plans. We did not repurchase any shares in 2023.

#### **Item 6. [Reserved]**

#### **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with the other sections of this report, including the Consolidated Financial Statements and related Notes to the Consolidated Financial Statements in Item 8, “Other Financial Statement Details,” of this Annual Report on Form 10-K.

## Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act that are based on information currently available to management as well as management’s assumptions and beliefs as of the date hereof. All statements, other than statements of historical fact, included in this Annual Report on Form 10-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the words “may,” “will,” “should,” “plan,” “predict,” “anticipate,” “believe,” “intend,” “estimate” and “expect” and similar expressions. Statements that are not historical should also be considered forward-looking statements. Such statements reflect our current views with respect to future events. Readers are cautioned not to place undue reliance on these forward-looking statements. We believe these statements are based on reasonable assumptions; however, such statements are inherently subject to risks and uncertainties, including but not limited to the specific uncertainties discussed elsewhere in this Annual Report on Form 10-K and the risk factors set forth in Item 1A. Risk Factors in this Annual Report on Form 10-K. These risks and uncertainties may affect our performance and results of operations. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those in the forward-looking statements. We disclaim any intention or obligation to update or review any forward-looking statements or information, whether as a result of new information, future events or otherwise unless required by law.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- competition in the HVACR business;
- our ability to successfully develop and market new products or execute our business strategy, including the implementation of price increases for products and services;
- our ability to meet and anticipate customer demands;
- our ability to continue to license or enforce our intellectual property rights;
- our ability to attract, motivate, develop and retain our employees, as well as labor relations problems;
- a decline in new construction activity and related demand for our products and services;
- the impact of weather on our business;
- the impact of higher raw material prices and significant supply interruptions;
- changes in environmental and climate-related legislation or government regulations or policies;
- changes in tax legislation;
- the impact of new or increased trade tariffs;
- warranty, intellectual property infringement, product liability and other claims;
- litigation risks;
- general economic conditions in the United States and abroad;
- extraordinary events beyond our controls, such as conflicts, wars, natural disasters, public health crises, or terrorist acts;
- foreign currency fluctuations and changes in local government regulation associated with our international operations;
- cyber attacks and other disruptions or misuse of information systems;
- our ability to successfully realize, complete and integrate acquisitions; and
- impairment of the value of our goodwill.

## Business Overview

We operate in two reportable business segments of the HVACR industry, Home Comfort Solutions and Building Climate Solutions. In addition to the two major business segments, Corporate and Other is also reported as a segment. For more detailed information regarding our reportable segments, see Note 3 in the Notes to the Consolidated Financial Statements.

In fourth quarter 2023, we completed the sale of our European businesses. The European businesses are presented with the Corporate and Other business segment.

We sell our products and services through a combination of direct sales, distributors and company-owned stores. The demand for our products and services is seasonal and can be significantly impacted by the weather. Warmer than normal summer temperatures generate demand for replacement air conditioning and refrigeration products and services, and colder than normal winter temperatures have a similar effect on heating products and services. Conversely, cooler than normal summers and warmer than normal winters depress the demand for HVACR products and services. In addition to weather, demand for our products and services is influenced by national and regional economic and demographic factors, such as interest rates, the availability of financing, regional population and employment trends, new construction, general economic conditions and

consumer spending habits and confidence. A substantial portion of the sales in each of our business segments is attributable to replacement business, with the balance comprised of new construction business.

The principal elements of cost of goods sold are components, raw materials, factory overhead, labor, estimated costs of warranty expense and freight and distribution costs. The principal raw materials used in our manufacturing processes are steel, aluminum and copper. In recent years, pricing volatility for these commodities and related components has impacted us and the HVACR industry in general. We seek to mitigate the impact of certain commodity price volatility through a combination of pricing actions, vendor contracts, improved production efficiency and cost reduction initiatives. We also partially mitigate volatility in the prices of these commodities by entering into futures contracts and fixed forward contracts.

### Financial Highlights

- Net sales increased \$264 million, or 6%, to \$4,982 million in 2023 from \$4,718 million in 2022.
- Operating income in 2023 was \$790 million compared to \$656 million in 2022.
- Net income in 2023 increased to \$590 million from \$497 million in 2022.
- Diluted earnings per share was \$16.54 per share in 2023 compared to \$13.88 per share in 2022.
- We generated \$736 million of cash flow from operating activities in 2023 compared to \$302 million in 2022.
- We returned \$153 million to shareholders through dividend payments in 2023.
- We received \$23 million in net proceeds from the sale of our European businesses in 2023.
- We purchased AES, a company dedicated to service and sustainability in the light commercial market, for \$95 million in 2023.

### Overview of Results

The Home Comfort Solutions segment experienced a 1% increase in net sales and a \$13 million increase in segment profit in 2023 compared to 2022 as favorable price and mix were partially offset by lower sales volumes. Our Building Climate Solutions segment saw an increase in net sales of 18% and a \$178 million increase in segment profit in 2023 compared to 2022, primarily due to favorable price and mix.

### Results of Operations

The following table provides a summary of our financial results, including information presented as a percentage of net sales (dollars in millions):

	For the Years Ended December 31,					
	2023		2022		2021	
	Dollars	Percent	Dollars	Percent	Dollars	Percent
Net sales	\$ 4,981.9	100.0 %	\$ 4,718.4	100.0 %	\$ 4,194.1	100.0 %
Cost of goods sold	3,434.1	68.9 %	3,433.7	72.8 %	3,005.7	71.7 %
Gross profit	1,547.8	31.1 %	1,284.7	27.2 %	1,188.4	28.3 %
Selling, general and administrative expenses	705.5	14.2 %	627.2	13.3 %	598.9	14.3 %
Losses (gains) and other expenses, net	8.5	0.2 %	4.9	0.1 %	9.2	0.2 %
Restructuring charges	3.1	0.1 %	1.5	— %	1.8	— %
Impairment on assets held for sale	63.2	1.3 %	—	— %	—	— %
Gain on sale of businesses	(14.1)	(0.3)%	—	— %	—	— %
Income from equity method investments	(8.5)	(0.2)%	(5.1)	(0.1)%	(11.8)	(0.3)%
Operating income	<u>\$ 790.1</u>	<u>15.9 %</u>	<u>\$ 656.2</u>	<u>13.9 %</u>	<u>\$ 590.3</u>	<u>14.1 %</u>
Net income	<u>\$ 590.1</u>	<u>11.8 %</u>	<u>\$ 497.1</u>	<u>10.5 %</u>	<u>\$ 464.0</u>	<u>11.1 %</u>

## Year Ended December 31, 2023 Compared to Year Ended December 31, 2022 - Consolidated Results

### Net Sales

Net sales increased 6% in 2023 compared to 2022 as favorable mix of 5% and favorable price of 5% were partially offset by unfavorable sales volume of 4%.

### Gross Profit

Gross profit margins for 2023 increased 390 basis points (“bps”) to 31.1% compared to 27.2% in 2022. Gross profit margin increased 340 bps from favorable price, 100 bps from favorable mix, 90 bps from lower commodity costs and 10 bps from miscellaneous other items. Partially offsetting these margin increases were 70 bps from higher distribution costs, 50 bps from higher other product costs including LIFO and 30 bps from higher component costs.

### Selling, General and Administrative Expenses

SG&A expenses increased by \$78 million in 2023 compared to 2022. As a percentage of net sales, SG&A expenses increased 90 bps from 13.3% to 14.2% in the same periods primarily due to higher discretionary expenditures.

### Losses (Gains) and Other Expenses, Net

Losses (gains) and other expenses, net for 2023 and 2022 included the following (in millions):

	For the Years Ended December 31,	
	2023	2022
Realized losses (gains) on settled future contracts	\$ 0.1	\$ 0.1
Foreign currency exchange gains	(4.3)	(1.3)
Gain on disposal of fixed assets	(0.5)	(1.0)
Other operating income	(1.6)	(1.0)
Net change in unrealized (gains) losses on unsettled futures contracts	(0.1)	0.4
Environmental liabilities and special litigation charges	15.6	7.5
Charges incurred related to COVID-19 pandemic	—	0.8
Other items, net	(0.7)	(0.6)
Losses (gains) and other expenses, net (pre-tax)	<u>\$ 8.5</u>	<u>\$ 4.9</u>

The net change in unrealized (gains) losses on unsettled futures contracts was due to changes in commodity prices relative to the unsettled futures contract prices. For more information on our derivatives, see Note 9 in the Notes to the Consolidated Financial Statements. Foreign currency exchange gains increased in 2023 primarily due to changes in foreign exchange rates in our primary markets. Environmental liabilities and special legal contingency charges in 2023 relate to estimated remediation costs at some of our facilities and outstanding legal settlements including asbestos. Refer to Note 5 in the Notes to the Consolidated Financial Statements for more information on litigation, including the asbestos-related litigation, and the environmental liabilities.

### Restructuring Charges

Restructuring charges were \$3.1 million in 2023 compared to \$1.5 million in 2022. Charges in 2023 were related to the reorganization or removal of duplicative headcount and infrastructure. For more information on our restructuring activities, see Note 7 in the Notes to the Consolidated Financial Statements.

### Goodwill

We performed a qualitative impairment analysis and noted no indicators of goodwill impairment for the year ended December 31, 2023. Refer to Note 9 in the Notes to the Consolidated Financial Statements for more information on goodwill. In 2023, we recorded a \$2.3 million impairment of goodwill related to our agreement to sell our European commercial HVAC and refrigeration businesses.



### Asset Impairments

In the third quarter of 2023, we recorded a \$22.6 million impairment of property, plant and equipment related to our agreement to sell our European commercial HVAC and refrigeration businesses.

### Pension Settlement

We did not have significant pension buyout activity in 2023 and 2022. Refer to Note 10 in the Notes to the Consolidated Financial Statements for more information on pensions and employee benefit plans.

### Income from Equity Method Investments

Investments over which we do not exercise control but have significant influence are accounted for using the equity method of accounting. Income from equity method investments was \$8 million in 2023 compared to \$5 million in 2022. The increase is due to better operating results at the investees.

### Interest Expense, net

Net interest expense of \$52 million in 2023 increased from \$39 million in 2022 primarily due to higher borrowing costs.

### Income Taxes

The income tax provision was \$147 million in 2023 compared to \$119 million in 2022, and the effective tax rate was 20.0% in 2023 compared to 19.3% in 2022. The 2023 and 2022 effective tax rates differ from the statutory rate of 21% primarily due to foreign taxes. Refer to Note 12 in the Notes to the Consolidated Financial Statements for more information on income taxes.

## Year Ended December 31, 2023 Compared to Year Ended December 31, 2022 - Results by Segment

### Home Comfort Solutions

The following table presents our Home Comfort Solutions segment's net sales and profit for 2023 and 2022 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2023	2022		
Net sales	\$ 3,222.9	\$ 3,198.3	\$ 24.6	1%
Profit	\$ 610.2	\$ 596.9	\$ 13.3	2%
% of net sales	18.9 %	18.7 %		

Net sales increased 1% in 2023 compared to 2022 as a 6% increase in product mix and a 2% increase in price were partially offset by a 7% decrease in sales volume.

Segment profit in 2023 increased \$13 million compared to 2022 primarily due to \$82 million from favorable mix, \$72 million from higher price, \$35 million from lower commodity costs, \$5 million from favorable freight, \$5 million from lower other product costs including LIFO and \$7 million from miscellaneous other items. Partially offsetting these increases were \$71 million from lower sales volume, \$51 million from higher SG&A costs due primarily to higher discretionary spend and inflationary pressures, \$30 million from higher factory inefficiencies, \$31 million from higher distributions costs and \$10 million from higher component costs.

## Building Climate Solutions

The following table presents our Building Climate Solutions segment's net sales and profit for 2023 and 2022 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2023	2022		
Net sales	\$ 1,511.4	\$ 1,286.3	\$ 225.1	18 %
Profit	\$ 340.8	\$ 162.9	\$ 177.9	109 %
% of net sales	22.5 %	12.7 %		

Net sales increased 18% in 2023 compared to 2022 primarily due to an 11% increase in price, a 4% increase in product mix, a 2% increase in sales volume and 1% from our acquisition of AES.

Segment profit in 2023 increased \$178 million compared to 2022 primarily due to \$147 million from favorable price, \$47 million from favorable product mix and \$9 million from lower commodity costs. Partially offsetting these increases were \$15 million from higher SG&A costs, \$7 million from higher product warranty costs and \$3 million from miscellaneous other items.

## Corporate and Other

The following table presents our Corporate and Other segment's net sales and loss for 2023 and 2022 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2023	2022		
Net sales	\$ 247.6	\$ 233.7	\$ 13.9	6 %
Loss	\$ (93.9)	\$ (94.0)	\$ 0.1	— %
% of net sales	(37.9)%	(40.2)%		

Net sales increased 6% in 2023 as compared to 2022 due to revenue growth in our European businesses.

Segment loss was unchanged in 2023 compared to 2022 as unfavorable SG&A costs of \$7 million and unfavorable foreign currency of \$4 million were offset by \$11 million of higher segment profit from our European businesses due primarily from favorable price.

## Year Ended December 31, 2022 Compared to Year Ended December 31, 2021 - Consolidated Results

### Net Sales

Net sales increased 13% in 2022 compared to 2021 as favorable price of 10%, favorable product mix of 2% and 2% from higher sales volume were partially offset by 1% from unfavorable foreign currency.

### Gross Profit

Gross profit margins for 2022 declined 110 bps to 27.2% compared to 28.3% in 2021. Gross profit margin decreased 240 bps from higher commodity costs, 170 bps from higher component costs, 140 bps from higher other product costs including LIFO, 90 bps from higher factory inefficiencies, 80 bps from higher freight and distribution costs and 60 bps from unfavorable product mix. Partially offsetting these margin decreases were 650 bps from favorable price and 20 bps from lower product warranty costs.

### Selling, General and Administrative Expenses

SG&A expenses increased by \$28 million in 2022 compared to 2021. As a percentage of net sales, SG&A expenses decreased 100 bps from 14.3% to 13.3% in the same periods primarily due to lower discretionary expenditures.

### *Losses (Gains) and Other Expenses, Net*

Losses (gains) and other expenses, net for 2022 and 2021 included the following (in millions):

	For the Years Ended December 31,	
	2022	2021
Realized losses (gains) on settled futures contracts	\$ 0.1	\$ (1.2)
Foreign currency exchange gains	(1.3)	(2.2)
Gain on disposal of fixed assets	(1.0)	(0.2)
Other operating income	(1.0)	(1.5)
Net change in unrealized losses on unsettled futures contracts	0.4	—
Environmental liabilities and special litigation charges	7.5	9.6
Charges incurred related to COVID-19 pandemic	0.8	2.2
Other items, net	(0.6)	2.5
Losses (gains) and other expenses, net	<u>\$ 4.9</u>	<u>\$ 9.2</u>

The net change in unrealized losses on unsettled futures contracts was due to changes in commodity prices relative to the unsettled futures contract prices. For more information on our derivatives, see Note 9 in the Notes to the Consolidated Financial Statements. Foreign currency exchange gains decreased in 2022 primarily due to changes in foreign exchange rates in our primary markets. Environmental liabilities and special legal contingency charges in 2022 relate to estimated remediation costs at some of our facilities and outstanding legal settlements including asbestos. Refer to Note 5 in the Notes to the Consolidated Financial Statements for more information on litigation, including the asbestos-related litigation, and the environmental liabilities. The charges incurred related to the COVID-19 pandemic related primarily to facility cleaning costs and sanitization supplies to support the health and safety of our employees.

### *Restructuring Charges*

Restructuring charges were \$1.5 million in 2022 compared to \$1.8 million in 2021. Charges in 2022 were related to ongoing cost reduction actions taken in prior years. For more information on our restructuring activities, see Note 7 in the Notes to the Consolidated Financial Statements.

### *Goodwill*

We performed a qualitative impairment analysis and noted no indicators of goodwill impairment for the year ended December 31, 2022. We did not record any goodwill impairments in 2022 or 2021. Refer to Note 9 in the Notes to the Consolidated Financial Statements for more information on goodwill.

### *Asset Impairments*

We did not have any impairments of assets in 2022 or 2021.

### *Pension Settlement*

We did not have significant pension buyout activity in 2022 and 2021. Refer to Note 10 in the Notes to the Consolidated Financial Statements for more information on pensions and employee benefit plans.

### *Income from Equity Method Investments*

Investments over which we do not exercise control but have significant influence are accounted for using the equity method of accounting. Income from equity method investments was \$5 million in 2022 compared to \$12 million in 2021. The decrease was due to lower operating results at the investees due to higher material costs.

### *Interest Expense, net*

Net interest expense of \$39 million in 2022 increased from \$25 million in 2021 primarily due to higher borrowing costs.

## Income Taxes

The income tax provision was \$119 million in 2022 compared to \$96 million in 2021, and the effective tax rate was 19.3% in 2022 compared to 17.2% in 2021. The 2022 and 2021 effective tax rates differ from the statutory rate of 21% primarily due to foreign taxes. Refer to Note 12 in the Notes to the Consolidated Financial Statements for more information on income taxes.

## Year Ended December 31, 2022 Compared to Year Ended December 31, 2021 - Results by Segment

### Home Comfort Solutions

The following table presents our Home Comfort Solutions segment's net sales and profit for 2022 and 2021 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2022	2021		
Net sales	\$ 3,198.3	\$ 2,775.6	\$ 422.7	15%
Profit	\$ 596.9	\$ 540.3	\$ 56.6	10%
% of net sales	18.7 %	19.5 %		

Net sales increased 15% in 2022 compared to 2021 due to an increase in price of 11%, an increase in sales volume of 4%, and 1% from favorable product mix. Partially offsetting these increases was 1% from unfavorable foreign currency.

Segment profit in 2022 increased \$57 million compared to 2021 due to \$297 million from higher price, \$33 million from higher sales volume, and \$9 million from lower product warranty costs. Partially offsetting these increases were \$85 million from higher commodity costs, \$49 million from higher component costs, \$47 million higher other product costs including LIFO, unfavorable product mix of \$34 million, \$33 million from higher freight and distribution charges, \$20 million from higher SG&A costs, \$7 million from factory inefficiencies, \$5 million from unfavorable foreign currency, and \$2 million from miscellaneous other items.

### Building Climate Solutions

The following table presents our Building Climate Solutions segment's net sales and profit for 2022 and 2021 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2022	2021		
Net sales	\$ 1,286.4	\$ 1,188.8	\$ 97.6	8%
Profit	\$ 162.9	\$ 164.6	\$ (1.7)	(1)%
% of net sales	12.7 %	13.8 %		

Net sales increased 8% in 2022 compared to 2021 due to an increase in product mix of 9% and an increase in price of 5%. Partially offsetting these increases was lower sales volume of 6%.

Segment profit in 2022 decreased \$2 million compared to 2021 due to \$30 million from higher factory inefficiencies, \$29 million in higher component costs, \$23 million in higher commodity costs, \$22 million in lower sales volume, \$21 million from higher other product costs including LIFO, \$16 million in higher SG&A costs, \$4 million from higher freight and distribution costs and \$2 million from miscellaneous other items. Partially offsetting these decreases was an increase in price of \$107 million, \$36 million increase in product mix, \$1 million in lower product warranty costs and \$1 million in favorable foreign currency translation.

## Corporate and Other

The following table presents our Corporate and Other segment's net sales and loss for 2022 and 2021 (dollars in millions):

	For the Years Ended December 31,		Difference	% Change
	2022	2021		
Net sales	\$ 233.7	\$ 229.7	\$ 4.0	2 %
Loss	\$ (94.0)	\$ (101.0)	\$ 7.0	(7)%
% of net sales	(40.2)%	(44.0)%		

Net sales increased 2% in 2022 compared to 2021 due to our European businesses.

Segment loss decreased by \$7 million in 2022 compared to 2021 due primarily to a \$7 million reduction in SG&A costs.

## Accounting for Futures Contracts

Realized gains and losses on settled futures contracts are a component of segment profit (loss). Unrealized gains and losses on unsettled futures contracts are excluded from segment profit (loss) as they are subject to changes in fair value until their settlement date. Both realized and unrealized gains and losses on futures contracts are a component of Losses (gains) and other expenses, net in the accompanying Consolidated Statements of Operations. See Note 9 of the Notes to Consolidated Financial Statements for more information on our derivatives and Note 3 of the Notes to the Consolidated Financial Statements for more information on our segments and for a reconciliation of segment profit to operating income.

## Liquidity and Capital Resources

Our working capital and capital expenditure requirements are generally met through internally generated funds, bank lines of credit and our commercial paper program. Working capital needs are generally greater in the first and second quarters due to the seasonal nature of our business cycle.

## Statement of Cash Flows

The following table summarizes our cash flow activity for the years ended December 31, 2023, 2022 and 2021 (in millions):

	2023	2022	2021
Net cash provided by operating activities	\$ 736.2	\$ 302.3	\$ 515.5
Net cash used in investing activities	\$ (319.7)	\$ (103.0)	\$ (106.4)
Net cash used in financing activities	\$ (406.2)	\$ (174.1)	\$ (498.7)

*Net Cash Provided By Operating Activities* - Net cash provided by operating activities increased \$434 million to \$736 million in 2023 compared to \$302 million in 2022. The increase was primarily attributable to efforts to better manage working capital levels and an increase in net income of \$93 million.

*Net Cash Used In Investing Activities* - Net cash used in investing activities increased \$217 million from 2022 to 2023 primarily due to higher capital expenditures and \$95 million related to our acquisition of AES. Capital expenditures were \$250 million, \$101 million and \$107 million in 2023, 2022 and 2021, respectively. Capital expenditures in 2023 were primarily related to the expansion of our manufacturing capacity including investments in our commercial HVAC factory in Mexico, equipment, and investments in systems and software to support the overall enterprise.

*Net Cash Used In Financing Activities* - Net cash used in financing activities was \$406 million in 2023 and \$174 million in 2022. The increase was primarily due to paydown of our debt balances during 2023. We did not repurchase any shares in 2023 compared to \$300 million of share repurchases in 2022. We also returned \$153 million to shareholders through dividend payments in 2023.

## Debt Position

The following table details our lines of credit and financing arrangements as of December 31, 2023 (in millions):

	<b>Outstanding Borrowings</b>
<b>Commercial paper:</b>	\$ 150.0
<b>Current maturities of long-term debt:</b>	
Finance lease obligations	\$ 12.1
Total current maturities of long-term debt	\$ 12.1
<b>Long-term debt:</b>	
Finance lease obligations	\$ 32.7
Credit agreement <sup>(1)</sup>	20.0
Senior unsecured notes	1,100.0
Debt issuance costs	(9.6)
Total long-term debt	\$ 1,143.1
<b>Total debt</b>	<b>\$ 1,305.2</b>

<sup>(1)</sup> The total capacity on the facility is \$1,100.0 million. The amount available for future borrowings on our Credit Agreement is \$928 million after being reduced by the outstanding borrowings under our Commercial Paper Program and \$2 million in outstanding standby letters of credit as of December 31, 2023.

## Commercial Paper Program

On October 25, 2023, we established a commercial paper program (the "Program"), as a replacement to our Asset Securitization Program which expired in November 2023, pursuant to which we may issue short-term, unsecured commercial paper notes (the "CP Notes") under the exemption from registration contained in Section 4(a)(2) of the Securities Act. Amounts available under the Program may be borrowed, repaid, and re-borrowed from time to time, with the aggregate face or principal amount of the CP Notes outstanding under the Program at any time not to exceed \$500.0 million. The CP Notes will have maturities of up to 397 days from the date of issue. The CP Notes will rank pari passu with all of our other unsecured and unsubordinated indebtedness. The net proceeds of the issuances of the CP Notes are expected to be used for general corporate purposes. We plan to use our revolving credit facility as a liquidity backstop for the repayment of CP Notes outstanding under the Program. CP Notes currently outstanding under the Program totaled \$150 million as of December 31, 2023.

## Credit Agreement

In August 2023, we entered into the Second Amendment (the "Second Amendment") to our existing Credit Agreement, dated as of July 14, 2021 (as amended, the "Credit Agreement"), with JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto. Under the Second Amendment, the revolving commitments were increased by \$350 million and certain representations required to be made as conditions precedent to borrowing were revised to provide us greater flexibility to enter into additional future financings.

Our Credit Agreement consists of a \$1,100.0 million unsecured revolving credit facility that matures in July 2026. We had outstanding borrowings of \$20.0 million as well as \$1.7 million committed to standby letters of credit as of December 31, 2023. Subject to covenant limitations, \$928.3 million was available for future borrowings. The revolving credit facility includes a subfacility for swingline loans of up to \$65.0 million. The Credit Agreement will expire and outstanding loans will be required to be repaid in July 2026, unless maturity is extended by the lenders pursuant to two one-year extension options that we may request under the Credit Agreement.

## Senior Unsecured Notes

In September 2023, we issued \$500.0 million of senior unsecured notes, which will mature in September 2028 (the "2028 Notes") with interest being paid semi-annually in March and September at 5.50%. We issued two series of senior unsecured

notes on July 30, 2020 for \$300.0 million each, which will mature on August 1, 2025 (the "2025 Notes") and August 1, 2027 (the "2027 Notes") with interest being paid semi-annually in February and August at 1.35% and 1.70% respectively, per annum (the 2025 Notes, the 2027 Notes, and the 2028 Notes, collectively the "Notes").

All the Notes are guaranteed, on a senior unsecured basis, by certain of our subsidiaries that guarantee indebtedness under our Credit Agreement. The indenture governing the Notes contains covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to: create or incur certain liens; enter into certain sale and leaseback transactions; and enter into certain mergers, consolidations and transfers of substantially all of our assets. The indenture also contains a cross default provision which is triggered if we default on other debt of at least \$75.0 million in principal which is then accelerated, and such acceleration is not rescinded within 30 days of the notice date. As of December 31, 2023, we believe we were in compliance with all covenant requirements.

#### *Financial Leverage*

We periodically review our capital structure, including our primary bank facility, to ensure the appropriate levels of liquidity and leverage and to take advantage of favorable interest rate environments or other market conditions. We consider various other financing alternatives and may, from time to time, access the capital markets.

We also evaluate our debt-to-capital and debt-to-EBITDA ratios to determine, among other considerations, the appropriate targets for capital expenditures and share repurchases under our Share Repurchase Plans. Our book value of debt-to-total-capital ratio decreased to 82% at December 31, 2023 compared to 115% at December 31, 2022.

As of December 31, 2023, our senior credit ratings were Baa2 with a stable outlook, and BBB with a stable outlook, by Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Rating Group ("S&P"), respectively. The security ratings are not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. Our goal is to maintain investment grade ratings from Moody's and S&P to help ensure the capital markets remain available to us.

#### *Liquidity*

We believe our cash and cash equivalents of \$61 million, future cash generated from operations and available future borrowings are sufficient to fund our operations, planned capital expenditures, future contractual obligations, share repurchases, anticipated dividends and other needs in the foreseeable future. Included in our cash and cash equivalents as of December 31, 2023 was \$30 million of cash held in foreign locations, although that amount can fluctuate significantly depending on the timing of cash receipts and payments. Our cash and cash equivalents held in foreign locations is generally available for use in our U.S. operations and could be subject to foreign withholding taxes and U.S. state taxes.

No contributions are required to be made to our U.S. defined benefit plans in 2024. We made \$15.0 million in total contributions to our pension plans in 2023.

Dividend payments were \$153 million in 2023 compared to \$142 million in 2022. On May 15, 2023, our Board of Directors approved a 4% increase in our quarterly dividend on common stock from \$1.06 to \$1.10 per share effective with the July 2023 dividend payment.

Delaware law limits the ability to pay dividends to surplus or, if there is no surplus, out of net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. In addition, stock repurchases can only be made out of surplus and only if our capital would not be impaired.

We expect capital expenditures of approximately \$175 million in 2024, which includes final spending for our new commercial HVAC factory in Mexico and the 2025 low GWP refrigerant transition.

#### *Financial Covenants related to our Debt*

The Credit Agreement is guaranteed by certain of our subsidiaries and contains customary covenants applicable to us and our subsidiaries including limitations on indebtedness, liens, dividends, stock repurchases, mergers and sales of all or substantially all of our assets. In addition, the Credit Agreement contains a financial covenant requiring us to maintain, as of the last day of each fiscal quarter for the four prior fiscal quarters, a Total Net Leverage Ratio of no more than 3.50 to 1.00 (or, at our election, on up to two occasions following a material acquisition, 4.00 to 1.00).

Our Credit Agreement contains customary events of default. These events of default include nonpayment of principal or other amounts, material inaccuracy of representations and warranties, breach of covenants, default on certain other indebtedness or receivables securitizations (cross default), certain voluntary and involuntary bankruptcy events and the occurrence of a change in control. A cross default under our credit facility could occur if:

- We fail to pay any principal or interest when due on any other indebtedness or receivables securitization exceeding \$75.0 million; or
- We are in default in the performance of, or compliance with any term of any other indebtedness in an aggregate principal amount exceeding \$75.0 million, or any other condition exists which would give the holders the right to declare such indebtedness due and payable prior to its stated maturity.

Each of our major debt agreements contains provisions by which a default under one agreement causes a default in the others (a cross default). If a cross default under our Credit Agreement or our senior unsecured notes were to occur, it could have a wider impact on our liquidity than might otherwise occur from a default of a single debt instrument or lease commitment.

If any event of default occurs and is continuing, the administrative agent, or lenders with a majority of the aggregate commitments may require the administrative agent to, terminate our right to borrow under our Credit Agreement and accelerate amounts due under our Credit Agreement (except for a bankruptcy event of default, in which case such amounts will automatically become due and payable and the lenders' commitments will automatically terminate).

In the event of a credit rating downgrade below investment grade resulting from a change of control, holders of our senior unsecured notes will have the right to require us to repurchase all or a portion of the senior unsecured notes at a repurchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any. The notes are guaranteed, on a senior unsecured basis, by each of our subsidiaries that guarantee payment by us of any indebtedness under our Credit Agreement. The indenture governing the notes contains covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to: create or incur certain liens; enter into certain sale and leaseback transactions; enter into certain mergers, consolidations and transfers of substantially all of our assets; and transfer certain properties. The indenture also contains a cross default provision which is triggered if we default on other debt of at least \$75 million in principal which is then accelerated, and such acceleration is not rescinded within 30 days of the notice date.

As of December 31, 2023, we believe we were in compliance with all covenant requirements.

#### *Leasing Commitments*

Refer to Note 5 in the Notes to the Consolidated Financial Statements for more details on our leasing commitments.

#### *Guarantees related to our Debt Obligations*

Our senior unsecured notes were issued by Lennox International Inc. (the "Parent") and are unconditionally guaranteed by certain of our subsidiaries (the "Guarantor Subsidiaries") and are not secured by our other subsidiaries. The Guarantor Subsidiaries are 100% owned and consolidated, all guarantees are full and unconditional, and all guarantees are joint and several.

#### **Off Balance Sheet Arrangements**

We have no off-balance sheet arrangements that we believe may have a material current or future effect on our financial condition, liquidity or results of operations.

#### **Contractual Obligations**

Contractual obligations arise in the normal course of business and include debt and related interest payments, leases, purchase obligations, pension and post-retirement benefits and warranty liabilities. For additional information regarding our contractual obligations, see Note 5 of the Notes to the Consolidated Financial Statements. See Note 10 of the Notes to the Consolidated Financial Statements for more information on our pension and post-retirement benefits obligations. See Note 13 of the Notes to the Consolidated Financial Statements for more information on our debt obligations.



## Fair Value Measurements

Fair value is the price that would be received to sell an asset or the price paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and requires consideration of our creditworthiness when valuing certain liabilities. Our framework for measuring fair value is based on a three-level hierarchy for fair value measurements.

The three-level fair value hierarchy for disclosure of fair value measurements is defined as follows:

*Level 1* - Quoted prices for *identical* instruments in active markets at the measurement date.

*Level 2* - Quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are *observable* in active markets at the measurement date and for the anticipated term of the instrument.

*Level 3* - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are *unobservable* inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Where available, the fair values were based upon quoted prices in active markets. However, if quoted prices were not available, then the fair values were based upon quoted prices for similar assets or liabilities or independently sourced market parameters, such as credit default swap spreads, yield curves, reported trades, broker/dealer quotes, interest rates and benchmark securities. For assets and liabilities without observable market activity, if any, the fair values were based upon discounted cash flow methodologies incorporating assumptions that, in our judgment, reflect the assumptions a marketplace participant would use. Valuation adjustments to reflect either party's creditworthiness and ability to pay were incorporated into our valuations, where appropriate, as of December 31, 2023 and 2022, the measurement dates. See Note 16 of the Notes to the Consolidated Financial Statements for more information on the assets and liabilities measured at fair value.

## Market Risk

### Commodity Price Risk

We enter into commodity futures contracts to stabilize prices expected to be paid for raw materials and parts containing high copper and aluminum content. These contracts are for quantities equal to or less than quantities expected to be consumed in future production. Fluctuations in metal commodity prices impact the value of the futures contracts that we hold. When metal commodity prices rise, the fair value of our futures contracts increases. Conversely, when commodity prices fall, the fair value of our futures contracts decreases. Information about our exposure to metal commodity price market risks and a sensitivity analysis related to our metal commodity hedges is presented below (in millions):

Notional amount (pounds of aluminum and copper)	53.3
Carrying amount and fair value of net asset	\$ (0.1)
Change in fair value from 10% change in forward prices	\$ 9.1

Refer to Note 9 of the Notes to the Consolidated Financial Statements for additional information regarding our commodity futures contracts.

### Interest Rate Risk

Our results of operations can be affected by changes in interest rates due to variable rates of interest on our debt facilities, cash, cash equivalents and short-term investments. A 10% adverse movement in the levels of interest rates across the entire yield curve would have resulted in an increase to pre-tax interest expense of approximately \$2.3 million, \$1.7 million and \$0.4 million for the years ended December 31, 2023, 2022 and 2021, respectively.

From time to time, we may use an interest rate swap hedging strategy to eliminate the variability of cash flows in a portion of our interest payments. This strategy, when employed, allows us to fix a portion of our interest payments when interest rates are low. As of December 31, 2023 and 2022, no interest rate swaps were in effect.

### *Foreign Currency Exchange Rate Risk*

Our results of operations are affected by changes in foreign currency exchange rates. Net sales and expenses in foreign currencies are translated into U.S. dollars for financial reporting purposes based on the average exchange rate for the period. Our primary exposure to foreign currencies are the Canadian dollar, Mexican Peso, and the Euro. During 2023, 2022 and 2021, net sales from outside the U.S. represented 11.3%, 11.4% and 13.1%, respectively, of our total net sales. For the years ended December 31, 2023, 2022, and 2021, foreign currency transaction gains and losses did not have a material impact to our results of operations. A 10% change in foreign exchange rates would have had an estimated \$5.6 million, \$3.5 million and \$2.7 million impact to net income for the years ended December 31, 2023, 2022 and 2021, respectively.

We seek to mitigate the impact of currency exchange rate movements on certain short-term transactions by periodically entering into foreign currency forward contracts. By entering into forward contracts, we lock in exchange rates that would otherwise cause losses should the U.S. dollar appreciate and gains should the U.S. dollar depreciate. Refer to Note 9 of the Notes to the Consolidated Financial Statements for additional information regarding our foreign currency forward contracts.

### **Critical Accounting Estimates**

A critical accounting estimate is one that requires difficult, subjective or complex estimates and assessments and is fundamental to our results of operations and financial condition. The following describes our critical accounting estimate related to product warranties and product-related contingencies and how we develop our judgments, assumptions and estimates about future events and how such policies can impact our financial statements. This discussion and analysis should be read in conjunction with our Consolidated Financial Statements and related Notes in “Item 8. Financial Statements and Supplementary Data.”

#### *Product Warranties and Product-Related Contingencies*

The estimate of our liability for future warranty costs requires us to make assumptions about the amount, timing and nature of future product-related costs. Some of the warranties we issue extend 10 years or more in duration and a relatively small adjustment to an assumption may have a significant impact on our overall liability.

From time to time, we may also incur costs to repair or replace installed products experiencing quality issues in order to satisfy our customers and protect our brand. These product-related costs may not be covered under our warranties and are not covered by insurance.

We periodically review the assumptions used to determine the liabilities for product warranties and product-related contingencies and we adjust our assumptions based upon factors such as actual failure rates and cost experience. Numerous factors could affect actual failure rates and cost experience, including the amount and timing of new product introductions, changes in manufacturing techniques or locations, components or suppliers used. Should actual costs differ from our estimates, we may be required to adjust the liabilities and to record expense in future periods. See Note 5 in the Notes to the Consolidated Financial Statements for more information on our product warranties and product-related contingencies.

### **Recent Accounting Pronouncements**

See Note 2 in the Notes to the Consolidated Financial Statements for disclosure of recent accounting pronouncements and the potential impact on our financial statements and disclosures.

### **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

The information required by this item is included under the caption “Market Risk” in Item 7 above.

**Item 8. Financial Statements and Supplementary Data**

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

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles.

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.

Management, including our Chief Executive Officer and Chief Financial Officer, has undertaken an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of those controls.

Based on this assessment, management concluded that as of December 31, 2023, the Company's internal control over financial reporting was effective.

KPMG LLP, the independent registered public accounting firm that audited the Company's Consolidated Financial Statements, has issued an audit report including an opinion on the effectiveness of our internal control over financial reporting as of December 31, 2023, a copy of which is included herein.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
Lennox International Inc.:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Lennox International Inc. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes and Schedule II – Valuation and Qualifying Accounts and Reserves (collectively, the consolidated financial statements). We also have audited 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.

In our opinion, the consolidated financial statements referred to above 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 years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles. Also 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 the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, 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 consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *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.

*Critical Audit Matter*

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

*Evaluation of the product warranty liability*

As discussed in Notes 2 and 5 to the consolidated financial statements, the Company provides a product warranty for certain of its products with the warranty period generally ranging from 1 to 20 years. The product warranty liability is estimated by product category based on the estimated future costs to repair or replace the products under warranty. The Company's product warranty liability was \$142.8 million as of December 31, 2023.

We identified the evaluation of the product warranty liability as a critical audit matter. Assessing the assumptions used to estimate the product warranty liability, specifically, the estimated failure rates by product category by year, and estimated cost per failure, involved subjective and complex auditor judgment.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's estimate of the failure rates by product category and controls to estimate the cost of failures by product category for products subject to warranty. We assessed the estimated failure rates by product category and the estimated cost per failure by product category used in the estimation of the product warranty liability by comparing them to the Company's underlying historical data. We assessed the sensitivity of the estimated failure rates and cost of failures and tested a sample of the historical data used as the basis for these assumptions by comparing to the relevant underlying documentation.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

Dallas, Texas  
February 13, 2024

**LENNOX INTERNATIONAL INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
(In millions, except shares and par values)

	As of December 31,	
	2023	2022
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 60.7	\$ 52.6
Short-term investments	8.4	8.5
Accounts and notes receivable, net of allowances of \$14.4 and \$15.5 in 2023 and 2022, respectively	594.6	608.5
Inventories, net	699.1	753.0
Other assets	70.7	73.9
Total current assets	1,433.5	1,496.5
Property, plant and equipment, net of accumulated depreciation of \$910.8 and \$920.8 in 2023 and 2022, respectively	720.4	548.9
Right-of-use assets from operating leases	213.6	219.9
Goodwill	222.1	186.3
Deferred income taxes	51.8	27.5
Other assets, net	156.9	88.5
Total assets	\$ 2,798.3	\$ 2,567.6
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities:</b>		
Commercial paper	\$ 150.0	\$ —
Current maturities of long-term debt	12.1	710.6
Current operating lease liabilities	57.5	63.3
Accounts payable	374.7	427.3
Accrued expenses	416.1	376.9
Income taxes payable	4.2	17.6
Total current liabilities	1,014.6	1,595.7
Long-term debt	1,143.1	814.2
Long-term operating lease liabilities	164.6	161.8
Pensions	22.5	40.1
Other liabilities	168.2	158.9
Total liabilities	2,513.0	2,770.7
<b>Commitments and contingencies</b>		
<b>Stockholders' equity (deficit):</b>		
Preferred stock, \$0.01 par value, 25,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, \$0.01 par value, 200,000,000 shares authorized, 87,170,197 shares issued	0.9	0.9
Additional paid-in capital	1,184.6	1,155.2
Retained earnings	3,506.2	3,070.6
Accumulated other comprehensive loss	(56.9)	(90.6)
Treasury stock, at cost, 51,588,103 shares and 51,700,260 shares for 2023 and 2022, respectively	(4,349.5)	(4,339.2)
Total stockholders' equity (deficit)	285.3	(203.1)
Total liabilities and stockholders' equity (deficit)	\$ 2,798.3	\$ 2,567.6

The accompanying notes are an integral part of these Consolidated Financial Statements.

LENNOX INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS  
(In millions, except per share data)

	For the Years Ended December 31,		
	2023	2022	2021
<b>Net sales</b>	<b>\$ 4,981.9</b>	<b>\$ 4,718.4</b>	<b>\$ 4,194.1</b>
Cost of goods sold	3,434.1	3,433.7	3,005.7
Gross profit	1,547.8	1,284.7	1,188.4
<b>Operating expenses:</b>			
Selling, general and administrative expenses	705.5	627.2	598.9
Losses (gains) and other expenses, net	8.5	4.9	9.2
Restructuring charges	3.1	1.5	1.8
Impairment on assets held for sale	63.2	—	—
Gain on sale of businesses	(14.1)	—	—
Income from equity method investments	(8.5)	(5.1)	(11.8)
<b>Operating income</b>	<b>790.1</b>	<b>656.2</b>	<b>590.3</b>
Pension settlements	0.8	(0.2)	1.2
Interest expense, net	51.7	38.7	25.0
Other expense (income), net	0.1	1.9	4.0
Income before income taxes	737.5	615.8	560.1
Provision for income taxes	147.4	118.7	96.1
<b>Net income</b>	<b>\$ 590.1</b>	<b>\$ 497.1</b>	<b>\$ 464.0</b>
<b>Earnings per share – Basic:</b>	<b>\$ 16.61</b>	<b>\$ 13.92</b>	<b>\$ 12.47</b>
<b>Earnings per share – Diluted:</b>	<b>\$ 16.54</b>	<b>\$ 13.88</b>	<b>\$ 12.39</b>
Weighted Average Number of Shares Outstanding - Basic	35.5	35.7	37.2
Weighted Average Number of Shares Outstanding - Diluted	35.7	35.8	37.5

The accompanying notes are an integral part of these Consolidated Financial Statements.

**LENNOX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(In millions)

	For the Years Ended December 31,		
	2023	2022	2021
Net income	\$ 590.1	\$ 497.1	\$ 464.0
Other comprehensive income (loss):			
Foreign currency translation adjustments	11.9	(10.2)	(7.3)
Reclassification of foreign currency translation upon sale of businesses	15.8	—	—
Net change in pension and post-retirement benefit liabilities	(1.5)	20.4	11.8
Reclassification of pension and post-retirement benefit losses into earnings	5.5	5.4	7.9
Reclassification of pension adjustments upon sale of businesses	(1.8)	—	—
Pension settlements	0.8	(0.2)	1.2
Share of equity method investments other comprehensive income	1.1	0.7	—
Net change in fair value of cash flow hedges	3.2	(9.9)	29.8
Reclassification of cash flow hedge losses (gains) into earnings	0.4	(9.7)	(26.9)
Other comprehensive income (loss) before taxes	\$ 35.4	\$ (3.5)	\$ 16.5
Tax (expense) benefit	(1.7)	1.0	(7.4)
Other comprehensive income (loss), net of tax	33.7	(2.5)	9.1
Comprehensive income	\$ 623.8	\$ 494.6	\$ 473.1

The accompanying notes are an integral part of these Consolidated Financial Statements.



**LENNOX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
For the Years Ended December 31, 2023, 2022 and 2021  
(In millions, except per share data)

	Common Stock Issued	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock at Cost		Total Stockholders' Equity (Deficit)
					Shares	Amount	
Balance as of December 31, 2020	\$ 0.9	\$ 1,113.2	\$ 2,385.8	\$ (97.2)	\$ 48.8	\$ (3,419.8)	\$ (17.1)
Net income	—	—	464.0	—	—	—	464.0
Dividends, \$3.53 per share	—	—	(130.5)	—	—	—	(130.5)
Foreign currency translation adjustments	—	—	—	(7.3)	—	—	(7.3)
Pension and post-retirement liability changes, net of tax expense of \$7.0	—	—	—	13.9	—	—	13.9
Stock-based compensation expense	—	24.3	—	—	—	—	24.3
Change in cash flow hedges, net of tax expense of \$0.4	—	—	—	2.5	—	—	2.5
Treasury shares reissued for common stock	—	(3.8)	—	—	(0.2)	7.1	3.3
Treasury stock purchases	—	—	—	—	1.9	(622.1)	(622.1)
Balance as of December 31, 2021	0.9	1,133.7	2,719.3	(88.1)	50.5	(4,034.8)	(269.0)
Net income	—	—	497.1	—	—	—	497.1
Dividends, \$4.10 per share	—	—	(145.8)	—	—	—	(145.8)
Foreign currency translation adjustments	—	—	—	(10.2)	—	—	(10.2)
Pension and post-retirement liability changes, net of tax expense of \$3.0	—	—	—	22.6	—	—	22.6
Share of equity method investments other comprehensive income	—	—	—	0.7	—	—	0.7
Stock-based compensation expense	—	21.8	—	—	—	—	21.8
Change in cash flow hedges, net of tax benefit of \$4.0	—	—	—	(15.6)	—	—	(15.6)
Treasury shares reissued for common stock	—	(0.3)	—	—	(0.1)	3.9	3.6
Treasury stock purchases	—	—	—	—	1.3	(308.3)	(308.3)
Balance as of December 31, 2022	0.9	1,155.2	3,070.6	(90.6)	51.7	(4,339.2)	(203.1)
Net income	—	—	590.1	—	—	—	590.1
Dividends, \$4.36 per share	—	—	(154.5)	—	—	—	(154.5)
Foreign currency translation adjustments	—	—	—	27.7	—	—	27.7
Pension and post-retirement liability changes, net of tax expense of \$1.0	—	—	—	2.0	—	—	2.0
Share of equity method investments other comprehensive income	—	—	—	1.1	—	—	1.1
Stock-based compensation expense	—	30.1	—	—	—	—	30.1
Change in cash flow hedges, net of tax expense of \$0.7	—	—	—	2.9	—	—	2.9
Treasury shares reissued for common stock	—	(0.7)	—	—	(0.2)	4.6	3.9
Treasury stock purchases	—	—	—	—	0.1	(14.9)	(14.9)
Balance as of December 31, 2023	\$ 0.9	\$ 1,184.6	\$ 3,506.2	\$ (56.9)	\$ 51.6	\$ (4,349.5)	\$ 285.3

The accompanying notes are an integral part of these Consolidated Financial Statements.

**LENNOX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the Years Ended December 31, 2023, 2022 and 2021  
(In millions)

	2023	2022	2021
<b>Cash flows from operating activities:</b>			
Net income	\$ 590.1	\$ 497.1	\$ 464.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on sale of businesses	(14.1)	—	—
Impairment on net assets held for sale	63.2	—	—
Income from equity method investments	(8.5)	(5.1)	(11.8)
Dividends from affiliates	0.5	1.7	9.1
Restructuring charges, net of cash paid	2.6	1.0	1.1
Provision for credit losses	9.8	6.9	4.9
Unrealized losses (gains), net on derivative contracts	6.0	1.7	(0.6)
Stock-based compensation expense	30.1	21.8	24.3
Depreciation and amortization	86.0	77.9	72.4
Deferred income taxes	(26.0)	(15.2)	(5.4)
Pension expense	3.2	6.0	11.3
Pension contributions	(15.0)	(22.5)	(1.5)
Other items, net	(0.5)	(1.1)	0.3
Changes in assets and liabilities, net of effects of acquisitions and divestitures:			
Accounts and notes receivable	(32.7)	(112.4)	(68.8)
Inventories	11.1	(249.3)	(71.0)
Other current assets	7.1	(7.3)	(19.2)
Accounts payable	(29.2)	28.2	55.2
Accrued expenses	65.0	13.7	64.2
Income taxes payable and receivable, net	(24.1)	56.4	(26.5)
Leases, net	3.1	1.7	0.2
Other, net	8.5	1.1	13.3
<b>Net cash provided by operating activities</b>	<b>736.2</b>	<b>302.3</b>	<b>515.5</b>
<b>Cash flows from investing activities:</b>			
Proceeds from the disposal of property, plant and equipment	2.1	1.6	0.9
Purchases of property, plant and equipment	(250.2)	(101.1)	(106.8)
Acquisition of business	(94.9)	—	—
Net proceeds from sale of businesses	23.2	—	—
Proceeds from (purchases of) short-term investments, net	0.1	(3.5)	(0.5)
<b>Net cash used in investing activities</b>	<b>(319.7)</b>	<b>(103.0)</b>	<b>(106.4)</b>
<b>Cash flows from financing activities:</b>			
Commercial paper borrowings	150.0	—	—
Asset securitization borrowings	190.0	407.0	627.0
Asset securitization payments	(540.0)	(307.0)	(377.0)
Long-term debt payments	(364.4)	(12.9)	(12.3)
Issuance of senior unsecured notes	500.0	—	—
Borrowings from credit facility	1,721.0	2,537.5	1,162.5
Payments on credit facility	(1,893.0)	(2,352.0)	(1,156.0)
Payments of deferred financing costs	(5.4)	—	2.4
Proceeds from employee stock purchases	3.9	3.6	3.3
Repurchases of common stock	—	(300.0)	(600.0)
Repurchases of common stock to satisfy employee withholding tax obligations	(14.9)	(8.3)	(22.1)
Cash dividends paid	(153.4)	(142.0)	(126.5)
<b>Net cash used in financing activities</b>	<b>(406.2)</b>	<b>(174.1)</b>	<b>(498.7)</b>
Increase (decrease) in cash and cash equivalents	10.3	25.2	(89.6)
Effect of exchange rates on cash and cash equivalents	(2.2)	(3.6)	(3.3)
Cash and cash equivalents, beginning of year	52.6	31.0	123.9
<b>Cash and cash equivalents, end of year</b>	<b>\$ 60.7</b>	<b>\$ 52.6</b>	<b>\$ 31.0</b>
Supplemental disclosures of cash flow information:			
Cash paid during the period for:			
Interest paid	\$ 50.2	\$ 35.4	\$ 23.8
Income taxes paid (net of refunds)	\$ 197.8	\$ 77.2	\$ 128.5
Insurance recoveries received	\$ —	\$ —	\$ 6.6

The accompanying notes are an integral part of these Consolidated Financial Statements.

## LENNOX INTERNATIONAL INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Nature of Operations:

Lennox International Inc., a Delaware corporation, through its subsidiaries (referred to herein as “we,” “our,” “us,” “Lennox,” “LII,” or the “Company”), is a global leader in energy-efficient climate-control solutions. We design, manufacture and market a broad range of products for the heating, ventilation, air conditioning and refrigeration (“HVACR”) markets. We have leveraged our expertise to become an industry leader known for innovation, quality and reliability. Our products and services are sold through multiple distribution channels under various names. We operate in two reportable business segments: Home Comfort Solutions (formerly Residential) and Building Climate Solutions (formerly Commercial). See Note 3 for financial information regarding our reportable segments.

#### 2. Summary of Significant Accounting Policies:

##### *Principles of Consolidation*

The consolidated financial statements include the accounts of Lennox International Inc. and our majority-owned subsidiaries. All intercompany transactions, profits and balances have been eliminated.

##### *Cash and Cash Equivalents*

We consider all highly liquid temporary investments with original maturity dates of three months or less to be cash equivalents. Cash and cash equivalents consisted primarily of bank deposits.

##### *Short-term Investments*

Short-term investments include all investments, exclusive of cash equivalents, with a stated maturity date of one year or less from the balance sheet date.

##### *Accounts and Notes Receivable*

Accounts and notes receivable are shown in the accompanying Consolidated Balance Sheet, net of allowance for doubtful accounts. The allowance for doubtful accounts is generally established during the period in which receivables are recognized and is based on the age of the receivables and management’s judgment on our ability to collect. Management considers the historical trends of write-offs and recoveries of previously written-off accounts, the financial strength of customers and projected economic and market conditions. We determine the delinquency status of receivables predominantly based on contractual terms and we write-off uncollectible receivables after management’s review of our ability to collect, as noted above. We have no significant concentrations of credit risk within our accounts and notes receivable.

##### *Inventories*

Inventory costs include material, labor, and capitalized overhead. Inventories of \$438.9 million and \$465.5 million as of December 31, 2023 and 2022, respectively, were valued at the lower of cost or net realizable value using the last-in, first-out (“LIFO”) cost method. The remainder of inventory is valued at the lower of cost or net realizable value with cost determined primarily using either the first-in, first-out (“FIFO”) or average cost methods.

We elected to use the LIFO cost method for our domestic manufacturing companies in 1974 and continued to elect the LIFO cost method for new operations through the late 1980s. The types of inventory costs that use LIFO include raw materials, purchased components, work-in-process, repair parts and finished goods. Since the late 1990s, we have adopted the FIFO cost method for all new domestic manufacturing operations (primarily acquisitions). Our operating entities with a previous LIFO election continue to use the LIFO cost method. We use the FIFO cost method for our foreign-based manufacturing facilities. See Note 9 for more information on our inventories.

##### *Property, Plant and Equipment*

Property, plant and equipment is stated at cost, net of accumulated depreciation. Expenditures that increase the utility or extend the useful lives of fixed assets are capitalized while expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation is computed using the straight-line method over the following estimated useful lives:

<b>Buildings and improvements:</b>	
Buildings and improvements	2 to 40 years
Leasehold improvements	1 to 39 years
<b>Machinery and equipment:</b>	
Computer hardware	3 to 5 years
Computer software	3 to 10 years
Factory machinery and equipment	1 to 15 years
Research and development equipment	3 to 5 years
Vehicles	3 to 10 years

We periodically review long-lived assets for impairment as events or changes in circumstances indicate that the carrying amount of such assets might not be recoverable. To assess recoverability, we compare the estimated expected future undiscounted cash flows identified with each long-lived asset or related asset group to the carrying amount of such assets. If the expected future cash flows do not exceed the carrying value of the asset or assets being reviewed, an impairment loss is recognized based on the excess of the carrying amount of the impaired assets over their fair value. See Note 9 for additional information on our property, plant and equipment. Based on the expected fair value of the consideration to be received from the sale of our European commercial HVAC and refrigeration businesses, net of our costs to sell, we recorded an impairment on assets held for sale during the third quarter of 2023 which included a \$22.6 million impairment of property, plant and equipment.

### ***Goodwill and Intangible Assets***

Goodwill represents the excess of cost over fair value of assets from acquired businesses. Goodwill is not amortized, but is reviewed for impairment annually during the third quarter and whenever events or changes in circumstances indicate the asset may be impaired. See Note 9 for additional information on our goodwill.

The provisions of the accounting standard for goodwill allow us to first assess qualitative factors to determine whether it is necessary to perform a quantitative goodwill impairment test. As part of our qualitative assessment, we monitor economic, legal, regulatory and other factors, industry trends, our market capitalization, recent and forecasted financial performance of our reporting units and the timing and nature of our restructuring activities for the Company as a whole and for each reporting unit.

If a quantitative goodwill impairment test is determined to be necessary, we estimate reporting unit fair values using a combination of the discounted cash flow approach and a market approach. The discounted cash flows used to estimate fair value are based on assumptions regarding each reporting unit's estimated projected future cash flows and the estimated weighted-average cost of capital that a market participant would use in evaluating the reporting unit in a purchase transaction. The estimated weighted-average cost of capital is based on the risk-free interest rate and other factors such as equity risk premiums and the ratio of total debt to equity capital. In performing these impairment tests, we take steps to ensure that appropriate and reasonable cash flow projections and assumptions are used. We reconcile our estimated enterprise value to our market capitalization and determine the reasonableness of the cost of capital used by comparing to market data. We also perform sensitivity analyses on the key assumptions used, such as the weighted-average cost of capital and terminal growth rates. The market approach is based on objective evidence of market values. In the third quarter of 2023, we recorded a \$2.3 million impairment of goodwill related to our agreement to sell our European commercial HVAC and refrigeration businesses which was included in our impairment on assets held for sale.

Intangible assets such as customer relationships, non-compete agreements and trade names with finite lives are amortized based on the pattern in which the economic benefits of the intangible assets are utilized. If a pattern of economic benefit cannot be reliably determined or if straight-line amortization approximates the pattern of economic benefit, then straight-line amortization may be used.

The range of useful lives approximates the following (in years):

Customer relationships	2 to 20 years
Non-compete agreements	Contracted term
Trade names	2 to 10 years

We assess the recoverability of the carrying amount of our intangible assets with finite lives whenever events or changes in circumstances indicate that the carrying value of the asset group may not be recoverable. Recoverability is measured by a comparison of the carrying amount of an asset group to the future undiscounted cash flows expected to be generated by the asset group. If the undiscounted cash flows are less than the carrying amount of the asset group, an impairment loss is recognized for the amount by which the carrying value of the asset group exceeds the fair value of the asset group.

### ***Product Warranties***

For some of our heating, ventilation and air conditioning (“HVAC”) products, we provide warranty terms ranging from 1 to 20 years to customers for certain components such as compressors or heat exchangers. For select products, we also provide limited lifetime warranties. A liability for estimated warranty expense is recorded in cost of goods sold on the date that revenue is recognized. Our estimates of future warranty costs are determined by product category. The number of units we expect to repair or replace is determined by applying an estimated failure rate, which is generally based on historical experience, to the number of units that were sold and are still under warranty. In most cases, the estimated units to be repaired under warranty are multiplied by the estimated cost of replacement parts to determine the estimated future warranty cost. We do not discount product warranty liabilities as the amounts are not fixed and the timing of future cash payments is neither fixed nor reliably determinable. We also provide for specifically-identified warranty obligations. Estimated future warranty costs are subject to adjustment depending on changes in actual failure rate and cost experience. Subsequent costs incurred for warranty claims serve to reduce the accrued product warranty liability. See Note 5 for more information on our estimated future warranty costs.

### ***Pensions and Post-retirement Benefits***

We provide pension and post-retirement medical benefits to eligible domestic and foreign employees and we recognize pension and post-retirement benefit costs over the estimated service life or average life expectancy of those employees. We also recognize the funded status of our benefit plans, as measured at year-end by the difference between plan assets at fair value and the benefit obligation, in the Consolidated Balance Sheet. Changes in the funded status are recognized in the year in which the changes occur through Accumulated other comprehensive loss (“AOCL”). Actuarial gains or losses are amortized into net period benefit cost over the estimated service life of covered employees or average life expectancy of participants depending on the plan.

The benefit plan assets and liabilities reflect assumptions about the long-range performance of our benefit plans. Should actual results differ from management’s estimates, revisions to the benefit plan assets and liabilities would be required. See Note 10 for information regarding those estimates and additional disclosures on pension and post-retirement medical benefits.

### ***Self-Insurance***

Self-insurance expense and liabilities were actuarially determined based primarily on our historical claims information, industry factors, and trends. The self-insurance liabilities as of December 31, 2023 represent the best estimate of the future payments to be made on reported and unreported losses for 2023 and prior years. The amounts and timing of payments for claims reserved may vary depending on various factors, including the development and ultimate settlement of reported and unreported claims. To the extent actuarial assumptions change and claims experience rates differ from historical rates, our liabilities may change. See Note 5 for additional information on our self-insured risks and liabilities.

### ***Derivatives***

We use futures contracts, forward contracts and fixed forward contracts to mitigate our exposure to volatility in metal commodity prices and foreign exchange rates. We hedge only exposures in the ordinary course of business and do not hold or trade derivatives for profit. All derivatives are recognized in the Consolidated Balance Sheet at fair value and the classification of each derivative instrument is based upon whether the maturity of the instrument is less than or greater than 12 months. See Note 9 for more information on our derivatives.

### ***Leases***

We lease certain real and personal property under non-cancelable leases including real estate, IT equipment, fleet vehicles and manufacturing and distribution equipment. At inception of the lease, we determine a lease exists if the contract conveys the right to control an identified asset for a period of time in exchange for consideration. Control is considered to exist when the lessee has the right to obtain substantially all the economic benefits from the use of an identified asset as well as the right to direct the use of the asset. If a contract is considered to be a lease, we recognize a lease liability based on the present value of the future minimum lease payments and a right-of-use asset. For contracts that are 12 months or less, we do not recognize a right-of-use asset or liability. We do not separate non-lease components from the lease components to which they relate and account for the combined lease and non-lease components as a single lease component.

### ***Income Taxes***

We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Unrecognized tax benefits are accounted for as required by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 740. See Note 12 for more information related to income taxes.

### ***Revenue Recognition***

Our revenue recognition practices for the sale of goods depend upon the shipping terms for each transaction. Shipping terms are primarily FOB Shipping Point and, therefore, revenue is recognized for these transactions when products are shipped to customers and title and control passes. Certain customers in our smaller operations, primarily outside of North America, have shipping terms where risks and rewards of ownership do not transfer until the product is delivered to the customer. For these transactions, revenue is recognized on the date that the product is received and accepted by such customers. We experience returns for miscellaneous reasons and record a reserve for these returns at the time we recognize revenue based on historical experience. Our historical rates of return are insignificant as a percentage of sales. We also recognize revenue net of sales taxes. We have elected to recognize the revenue and cost for freight and shipping when control over the sale of goods passes to our customers. See Note 8 for more information on our revenue recognition practices.

### ***Cost of Goods Sold***

The principal elements of cost of goods sold are components, raw materials, factory overhead, labor, estimated costs of warranty expense, and freight and distribution costs.

### ***Selling, General and Administrative Expenses***

SG&A expenses include payroll and benefit costs, advertising, commissions, research and development, information technology costs, and other selling, general and administrative related costs such as insurance, travel, non-production depreciation, and rent.

### ***Stock-Based Compensation***

We recognize compensation expense for stock-based arrangements over the required employee service periods. We measure stock-based compensation costs based on the estimated grant-date fair value of the stock-based awards that are expected to ultimately vest and we adjust expected vesting rates to actual rates as additional information becomes known. For stock-based arrangements with performance conditions, we periodically adjust performance achievement rates based on our best estimates of those rates at the end of the performance period. See Note 15 for more information.

### ***Translation of Foreign Currencies***

All assets and liabilities of foreign subsidiaries and joint ventures are translated into U.S. dollars using rates of exchange in effect at the balance sheet date. Revenue and expenses are translated at weighted average exchange rates during the year. Unrealized translation gains and losses are included in AOCL in the accompanying Consolidated Balance Sheets. Transaction gains and losses are included in Losses (gains) and other expenses, net in the accompanying Consolidated Statements of Operations.

## ***Use of Estimates***

The preparation of financial statements requires us to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. Such estimates include the valuation of accounts receivable, inventories, goodwill, intangible assets and other long-lived assets, contingencies, product warranties, and assumptions used in the calculation of income taxes, pension and post-retirement medical benefits, and stock-based compensation among others. These estimates and assumptions are based on our best estimates and judgment.

We evaluate these estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. We believe these estimates and assumptions to be reasonable under the circumstances and will adjust such estimates and assumptions when facts and circumstances dictate. Volatile equity, foreign currency and commodity markets and uncertain future economic conditions combine to increase the uncertainty inherent in such estimates and assumptions. Future events and their effects cannot be determined with precision and actual results could differ significantly from these estimates. Changes in these estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods.

## ***Changes in Accounting Standards Effective for Future Reporting Periods***

In March 2023, the FASB issued ASU No. 2023-02, *Investments – Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures using the Proportional Amortization Method*. ASU 2023-02 replaces the guidance related to accounting for investments in tax credit structures to allow the use of the proportional amortization method. The amendment permits reporting entities to elect to account for their equity investments in tax credit structures using the proportional amortization method if certain conditions are met. This amendment requires entities to make disclosures about all investments in a tax credit program for which they have elected to account for using the proportional amortization method, including those investments in an elected tax credit program that do not meet the conditions to apply the proportional amortization method. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. We are currently evaluating the impact of this standard on our financial statements.

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. ASU 2023-07 updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. We are currently evaluating the impact of this standard on our financial statements.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU 2023-09 updates income tax disclosure requirements, primarily through enhanced disclosures regarding income rate reconciliation and income taxes paid. This is effective for fiscal years beginning after December 15, 2024. We are currently evaluating the impact of this standard on our financial statements.

## **3. Reportable Business Segments:**

### ***Description of Segments***

We operate in two reportable business segments of the HVACR industry. Our segments are organized primarily by the nature of the products and services we provide. The following table describes each segment:

Segment	Products or Services	Markets Served	Geographic Areas
<i>Home Comfort Solutions</i>	Furnaces, air conditioners, heat pumps, packaged heating and cooling systems, indoor air quality equipment, comfort control products, replacement parts and supplies	Residential Replacement; Residential New Construction	United States Canada
<i>Building Climate Solutions</i>	Unitary heating and air conditioning equipment, applied systems, controls, installation and service of commercial heating and cooling equipment, variable refrigerant flow commercial products, curb, curb adapters, drop box diffusers, HVAC recycling and salvage service, condensing units, unit coolers, fluid coolers, air cooled condensers, air handlers, process chillers, controls, compressorized racks	Light Commercial; Food Preservation; Non-Food Industry	United States Canada

Prior to January 1, 2023, we operated in three reportable business segments. In November 2022, we announced the decision to explore strategic alternatives for our European commercial HVAC and refrigeration businesses. We continue to invest in our Heatcraft Worldwide Refrigeration business which is included in the Building Climate Solutions segment while our European portfolio is presented with Corporate and Other until disposition. The consolidation of our Heatcraft business within the Building Climate Solutions segment provides the opportunity to leverage synergies and create long-term growth opportunities by integrating entities with similar products, end consumers and financial performance metrics under the same management. The change in segment reporting better aligns with how the businesses are managed and evaluated given the change in portfolio.

In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

### ***Segment Data***

We use segment profit or loss as the primary measure of profitability to evaluate operating performance and to allocate capital resources. We define segment profit or loss as a segment's income or loss from continuing operations before income taxes included in the accompanying Consolidated Statements of Operations, excluding certain items. The reconciliation below details the items excluded.

Our corporate costs include those costs related to corporate functions such as legal, internal audit, treasury, human resources, tax compliance and senior executive staff.

Any intercompany sales and associated profit (and any other intercompany items) are eliminated from segment results. There were no significant intercompany eliminations included in the results presented in the table below.



Net sales and segment profit (loss) by segment, along with a reconciliation of segment profit (loss) to Operating income, are shown below (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Net Sales</b> <sup>(1)</sup>			
Home Comfort Solutions	\$ 3,222.9	\$ 3,198.3	\$ 2,775.6
Building Climate Solutions <sup>(3)</sup>	1,511.4	1,286.4	1,188.8
Corporate and Other <sup>(3)</sup>	247.6	233.7	229.7
	<u>\$ 4,981.9</u>	<u>\$ 4,718.4</u>	<u>\$ 4,194.1</u>
<b>Segment profit (loss)</b> <sup>(2)</sup>			
Home Comfort Solutions	\$ 610.2	\$ 596.9	\$ 540.3
Building Climate Solutions <sup>(3)</sup>	340.8	162.9	164.6
Corporate and Other <sup>(3)</sup>	(93.9)	(94.0)	(101.0)
Total segment profit	857.1	665.8	603.9
<b>Reconciliation to Operating income:</b>			
Gain on sale of businesses <sup>(2)</sup>	(14.1)	—	—
Impairment of net assets held for sale <sup>(2)</sup>	63.2	—	—
Items in Losses (gains) and other expenses, net that are excluded from segment profit (loss) <sup>(2)</sup>	14.8	8.1	14.3
Special product quality adjustments <sup>(2)</sup>	—	—	(2.5)
Restructuring charges <sup>(2)</sup>	3.1	1.5	1.8
<b>Operating income</b>	<u>\$ 790.1</u>	<u>\$ 656.2</u>	<u>\$ 590.3</u>

<sup>(1)</sup> On a consolidated basis, no revenue from transactions with a single customer were 10% or greater of our consolidated net sales for any of the periods presented.

<sup>(2)</sup> We define segment profit (loss) as a segment's operating income (loss) included in the accompanying Consolidated Statements of Operations, excluding:

- The following items in Losses (gains) and other expenses, net:
  - Net change in unrealized (gains) losses on unsettled futures contracts,
  - Environmental liabilities and special litigation charges, and;
  - Other items, net
- Restructuring charges;
- Special product quality adjustments;
- Impairment on assets held for sale; and
- Gain on sale of businesses.

<sup>(3)</sup> Previously, we operated in three reportable business segments. In November 2022, we announced the decision to explore strategic alternatives for our European portfolio and that we would continue to invest in our Heatcraft Worldwide Refrigeration business, all of which were previously in our Refrigeration segment. On January 1, 2023, we adjusted our segment presentation to better align with how the segments are managed and evaluated after the change in portfolio. Heatcraft Worldwide Refrigeration is now part of the Business Climate Solutions segment while the European portfolio is presented with Corporate and Other until disposition. Amounts presented in this table have been recast to reflect the revised segment presentation. In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

Total assets by segment are shown below (in millions):

	As of December 31,		
	2023	2022	2021
<b>Total Assets:</b>			
Home Comfort Solutions	\$ 1,449.4	\$ 1,456.4	\$ 1,149.7
Building Climate Solutions	989.2	730.3	626.7
Corporate and Other	359.7	380.9	395.5
Total assets	<u>\$ 2,798.3</u>	<u>\$ 2,567.6</u>	<u>\$ 2,171.9</u>

The assets in the Corporate and Other segment primarily consist of cash, short-term investments and deferred tax assets as well as the assets in the European portfolio which was disposed of in the fourth quarter of 2023. Assets recorded in the operating segments represent those assets directly associated with those segments.

Total capital expenditures by segment are shown below (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Capital Expenditures:</b>			
Home Comfort Solutions	\$ 59.1	\$ 42.4	\$ 70.0
Building Climate Solutions	119.6	29.7	9.7
Corporate and Other	71.5	29.0	27.1
Total capital expenditures	<u>\$ 250.2</u>	<u>\$ 101.1</u>	<u>\$ 106.8</u>

Depreciation and amortization expenses by segment are shown below (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Depreciation and Amortization:</b>			
Home Comfort Solutions	\$ 35.3	\$ 31.5	\$ 27.6
Building Climate Solutions	19.4	17.9	17.4
Corporate and Other	31.3	28.5	27.4
Total depreciation and amortization	<u>\$ 86.0</u>	<u>\$ 77.9</u>	<u>\$ 72.4</u>

The income from equity method investments is shown below (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Income from Equity Method Investments:</b>			
Home Comfort Solutions	\$ 5.5	\$ 0.9	\$ 6.9
Building Climate Solutions	3.0	4.2	4.9
Total income from equity method investments	<u>\$ 8.5</u>	<u>\$ 5.1</u>	<u>\$ 11.8</u>

### **Geographic Information**

Property, plant and equipment, net for each major geographic area in which we operate, based on the domicile of our operations, are shown below (in millions):

	As of December 31,		
	2023	2022	2021
<b>Property, Plant and Equipment, net:</b>			
United States	\$ 487.1	\$ 408.8	\$ 381.0
Mexico	228.7	110.9	102.7
Canada	2.2	2.1	2.1
Other international	2.4	27.1	29.3
Total Property, plant and equipment, net	<u>\$ 720.4</u>	<u>\$ 548.9</u>	<u>\$ 515.1</u>

#### 4. Earnings Per Share:

Basic earnings per share are computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share are computed by dividing net income by the sum of the weighted-average number of shares and the number of equivalent shares assumed outstanding, if dilutive, under our stock-based compensation plans.

The computations of basic and diluted earnings per share were as follows (in millions, except per share data):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Net income</b>	<u>\$ 590.1</u>	<u>\$ 497.1</u>	<u>\$ 464.0</u>
<b>Weighted-average shares outstanding – basic</b>	35.5	35.7	37.2
Add: Potential effect of diluted securities attributable to stock-based payments	0.2	0.1	0.3
<b>Weighted-average shares outstanding – diluted</b>	<u>\$ 35.7</u>	<u>\$ 35.8</u>	<u>\$ 37.5</u>
<b><i>Earnings per share - Basic:</i></b>			
Net income	<u>\$ 16.61</u>	<u>\$ 13.92</u>	<u>\$ 12.47</u>
<b><i>Earnings per share - Diluted:</i></b>			
Net income	<u>\$ 16.54</u>	<u>\$ 13.88</u>	<u>\$ 12.39</u>

#### 5. Commitments and Contingencies:

##### *Leases*

We lease certain real and personal property under non-cancelable leases. Approximately 82% of our right-of-use assets and lease liabilities relate to our leases of real estate with the remaining amounts relating to our leases of IT equipment, fleet vehicles and manufacturing and distribution equipment.

The components of lease expense were as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Finance lease cost:</b>			
Amortization of right-of-use assets	\$ 14.5	\$ 13.2	\$ 11.9
Interest on lease liabilities	1.7	0.7	0.5
Operating lease cost	74.1	67.7	62.2
Short-term lease cost	5.3	5.0	3.8
Variable lease cost	26.8	24.5	21.6
<b>Total lease cost</b>	<b>\$ 122.4</b>	<b>\$ 111.1</b>	<b>\$ 100.0</b>

#### Other information

Cash paid for amounts included in the measurement lease liabilities:

Operating cash flows from operating leases	\$ 70.5	\$ 66.0	\$ 61.8
Financing cash flows from finance leases	\$ 15.8	\$ 13.6	\$ 12.3
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ 21.3	\$ 14.4	\$ 14.6
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 56.4	\$ 98.8	\$ 61.8

	As of December 31,	
	2023	2022
Finance lease right-of-use assets <sup>(1)</sup>	\$ 38.4	\$ 33.3
Operating lease right-of-use assets	\$ 213.6	\$ 219.9
Finance lease liability, current <sup>(2)</sup>	\$ 12.1	\$ 11.2
Finance lease liability, non-current <sup>(3)</sup>	\$ 32.7	\$ 28.3
Operating lease liability, current	\$ 57.5	\$ 63.3
Operating lease liability, non-current	\$ 164.6	\$ 161.8
Weighted-average remaining lease term – finance leases	3.4 years	3.6 years
Weighted-average remaining lease term – operating leases	5.0 years	5.1 years
Weighted-average discount rate – finance leases	4.30 %	1.92 %
Weighted-average discount rate – operating leases	4.14 %	3.44 %

(1) Recorded in Property, plant and equipment in Consolidated Balance Sheet

(2) Recorded in Current maturities of long-term debt in Consolidated Balance Sheet

(3) Recorded in Long-term debt in Consolidated Balance Sheet

Future annual minimum lease payments and finance lease commitments as of December 31, 2023 were as follows (in millions). We have signed three real estate operating leases which have not yet commenced but create significant rights and obligations amounting to approximately \$46.1 million and are excluded from the table below.

	Operating Leases	Finance Leases
2024	\$ 64.6	\$ 13.4
2025	51.6	10.8
2026	42.9	6.8
2027	31.6	3.1
2028	22.0	13.1
Thereafter	33.5	—
Total minimum lease payments	\$ 246.2	\$ 47.2
Less imputed interest	(24.1)	(2.4)
Present value of minimum payments	\$ 222.1	\$ 44.8

On March 1, 2019, we entered into an agreement with a financial institution to renew the lease of our corporate headquarters in Richardson, Texas for a term of five years through March 1, 2024 (the "Lake Park Renewal"). The leased property consists of an office building of approximately 192,000 square feet, land and related improvements. In December 2023, we purchased the property for \$41.2 million.

### **Environmental**

Environmental laws and regulations in the locations we operate can potentially impose obligations to remediate hazardous substances at our properties, properties formerly owned or operated by us, and facilities to which we have sent or send waste for treatment or disposal. We are aware of contamination at some facilities; however, we do not believe that any future remediation related to those facilities will be material to our results of operations. Total environmental accruals are included Accrued expenses and Other liabilities on the accompanying Consolidated Balance Sheets. Future environmental costs are estimates and may be subject to change due to changes in environmental remediation regulations, technology or site-specific requirements.

### **Product Warranties and Product Related Contingencies**

We incur the risk of liability for claims related to the installation and service of heating and air conditioning products, and we maintain liabilities for those claims that we self-insure. We are involved in various claims and lawsuits related to our products. Our product liability insurance policies have limits that, if exceeded, may result in substantial costs that could have an adverse effect on our results of operations. In addition, warranty claims and certain product liability claims are not covered by our product liability insurance.

Total product warranty liabilities are included in the following captions on the accompanying Consolidated Balance Sheets (in millions):

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2022</b>
Accrued expenses	\$ 45.4	\$ 41.3
Other liabilities	97.4	101.4
<b>Total product warranty liabilities</b>	<b>\$ 142.8</b>	<b>\$ 142.7</b>

The changes in product warranty liabilities related to continuing operations for the years ended December 31, 2023 and 2022 were as follows (in millions):

<b>Total warranty liability as of December 31, 2021</b>	<b>\$ 134.2</b>
Payments made in 2022	(36.3)
Changes resulting from issuance of new warranties	50.5
Changes in estimates associated with pre-existing liabilities	(4.7)
Changes in foreign currency translation rates and other	(1.0)
<b>Total warranty liability as of December 31, 2022</b>	<b>\$ 142.7</b>
Payments made in 2023	(40.1)
Changes resulting from issuance of new warranties	53.9
Changes in estimates associated with pre-existing liabilities	(13.9)
Changes in foreign currency translation rates and other	0.2
<b>Total warranty liability as of December 31, 2023</b>	<b>\$ 142.8</b>

### **Self-Insurance**

We use a combination of third-party insurance and self-insurance plans to provide protection against claims relating to workers' compensation/employers' liability, general liability, product liability, auto liability, auto physical damage and other exposures. We use large deductible insurance plans, written through third-party insurance providers, for workers' compensation/employers' liability, general liability, product liability and auto liability. We also carry umbrella or excess

liability insurance for all third-party and self-insurance plans, except for directors' and officers' liability, property damage and certain other insurance programs. For directors' and officers' liability, property damage and certain other exposures, we use third-party insurance plans that may include per occurrence and annual aggregate limits. We believe the deductibles and liability limits for all of our insurance policies are appropriate for our business and are adequate for companies of our size in our industry.

We maintain safety and manufacturing programs that are designed to remove risk, improve the effectiveness of our business processes and reduce the likelihood and significance of our various retained and insured risks.

Total self-insurance liabilities were included in the following captions on the accompanying Consolidated Balance Sheets (in millions):

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2022</b>
Accrued expenses	\$ 3.8	\$ 3.0
Other liabilities	15.1	14.6
<b>Total self-insurance liabilities</b>	<b>\$ 18.9</b>	<b>\$ 17.6</b>

### ***Litigation***

We are involved in a number of claims and lawsuits incident to the operation of our businesses. Insurance coverages are maintained and estimated costs are recorded for such claims and lawsuits, including costs to settle claims and lawsuits, based on experience involving similar matters and specific facts known.

It is management's opinion that none of these claims or lawsuits or any threatened litigation will have a material adverse effect, individually or in the aggregate, on our financial condition, results of operations or cash flows. Claims and lawsuits, however, involve uncertainties and it is possible that their eventual outcome could adversely affect our results of operations in a future period.

### **6. Stock Repurchases:**

Our Board of Directors have authorized a total of \$4 billion to repurchase shares of our common stock (collectively referred to as the "Share Repurchase Plans"), including a \$1.0 billion share repurchase authorization in July 2021. The Share Repurchase Plans allow us to repurchase shares from time to time in open market transactions and in privately negotiated transactions based on business, market, applicable legal requirements and other considerations. The Share Repurchase Plans do not require the repurchase of a specific number of shares and may be terminated at any time. As of December 31, 2023, \$546 million of shares is available to repurchase shares under the Share Repurchase Plans.

We used \$300 million to purchase 1.3 million shares of our common stock in 2022 and \$600 million to purchase 1.9 million shares of our common stock in 2021. No shares were repurchased in 2023. The shares repurchased are held as treasury shares.

### **7. Restructuring Charges:**

We record restructuring charges associated with management-approved restructuring plans to reorganize or to remove duplicative headcount and infrastructure within our businesses. Restructuring charges include severance costs to eliminate a specified number of employees, infrastructure charges to vacate facilities and consolidate operations, contract cancellation costs and other related activities. The timing of associated cash payments is dependent upon the type of restructuring charge and can extend over a multi-year period. Restructuring charges are not included in our calculation of segment profit (loss), as more fully explained in Note 3.

We recorded \$3.1 million of restructuring charges in 2023 to reorganize or remove duplicative headcount and infrastructure. We recorded restructuring charges of \$1.5 million in 2022 and \$1.8 million in 2021 from activities initiated in prior years including the economic impact of COVID-19. There is not expected to be a material amount of costs incurred from existing restructuring actions in future periods.

Restructuring accruals are included in Accrued expenses in the accompanying Consolidated Balance Sheets.

### **8. Revenue Recognition:**

The following table disaggregates our revenue by business segment by geography to provide information as to the major sources of revenue. See Note 3 for additional description of our reportable business segments and the products and services being sold in each segment.

For the Year Ended December 31, 2023				
Primary Geographic Markets	Home Comfort Solutions	Building Climate Solutions	Corporate and Other	Consolidated
United States	\$ 3,001.3	\$ 1,415.6	\$ —	\$ 4,416.9
Canada	221.6	95.8	—	317.4
International	—	—	247.6	247.6
<b>Total</b>	<b>\$ 3,222.9</b>	<b>\$ 1,511.4</b>	<b>\$ 247.6</b>	<b>\$ 4,981.9</b>

For the Year Ended December 31, 2022 <sup>(1)</sup>				
Primary Geographic Markets	Home Comfort Solutions	Building Climate Solutions	Corporate and Other	Consolidated
United States	\$ 2,957.1	\$ 1,223.4	\$ —	\$ 4,180.5
Canada	241.2	62.4	—	303.6
International	—	0.6	233.7	234.3
<b>Total</b>	<b>\$ 3,198.3</b>	<b>\$ 1,286.4</b>	<b>\$ 233.7</b>	<b>\$ 4,718.4</b>

For the Year Ended December 31, 2021 <sup>(1)</sup>				
Primary Geographic Markets	Home Comfort Solutions	Building Climate Solutions	Corporate and Other	Consolidated
United States	\$ 2,532.4	\$ 1,114.1	\$ —	\$ 3,646.5
Canada	243.2	73.1	—	316.3
International	—	1.6	229.7	231.3
<b>Total</b>	<b>\$ 2,775.6</b>	<b>\$ 1,188.8</b>	<b>\$ 229.7</b>	<b>\$ 4,194.1</b>

<sup>(1)</sup> As discussed in Note 3, on January 1, 2023 we adjusted our segment reporting to include the results of our Heatcraft business in Building Climate Solutions and the results of our European portfolio in Corporate and Other until their disposition. The amounts for the years ended December 31, 2022 and December 31, 2021 have been recast to reflect the revised segment presentation.

Our revenue recognition practices for the sale of goods depend upon the shipping terms for each transaction. Shipping terms are primarily FOB Shipping Point and, therefore, revenue is recognized for these transactions when products are shipped to customers and title and control passes. Certain customers in our smaller operations, primarily outside of North America, have shipping terms where risks and rewards of ownership do not transfer until the product is delivered to the customer. For these transactions, revenue is recognized on the date that the product is received and accepted by such customers. We experience returns for miscellaneous reasons and record a reserve for these returns at the time we recognize revenue based on historical experience. Our historical rates of return are insignificant as a percentage of sales. We also recognize revenue net of sales taxes. We have elected to recognize the revenue and cost for freight and shipping when control over the sale of goods passes to our customers.

For our businesses that provide services, revenue is recognized at the time services are completed. Our Building Climate Solutions segment also provides sales, installation, maintenance and repair services under fixed-price contracts. Revenue for services is recognized as the services are performed under the contract based on the relative fair value of the services provided. We allocate a portion of the revenue for extended labor warranty obligations and recognize the revenue over the term of the extended warranty. Revenue from extended warranties is insignificant. See Note 5 for more information on product warranties.

**Home Comfort Solutions** - We manufacture and market a broad range of furnaces, air conditioners, heat pumps, packaged heating and cooling systems, equipment and accessories to improve indoor air quality, comfort control products, replacement parts and supplies and related products for both the residential replacement and new construction markets in North America. These products are sold under various brand names and are sold either through direct sales to a network of independent

installing dealers, including through our network of Lennox stores or to independent distributors. For the years ended December 31, 2023, 2022 and 2021, direct sales represented 75%, 70% and 73% of revenues, respectively, and sales to independent distributors represented the remainder. Given the nature of our business, customer product orders are fulfilled at a point in time and not over a period of time.

**Building Climate Solutions** - In North America, we manufacture and sell unitary heating and cooling equipment used in light commercial applications, such as low-rise office buildings, restaurants, retail centers, churches and schools. These products are distributed primarily through commercial contractors and directly to national account customers in the planned replacement, emergency replacement and new construction markets. We manufacture and market equipment for the commercial refrigeration markets under the Heatcraft Worldwide Refrigeration name. Our products are used in the food retail, food service, cold storage as well as non-food refrigeration markets. We sell these products to distributors, installing contractors, engineering design firms, original equipment manufacturers and end-users. Lennox National Account Services provides installation, service and preventive maintenance for HVAC national account customers in the United States and Canada. AES manufactures curb, curb adapters, drop box diffusers and also offers HVAC recycling and salvage services, as well as focusing on multi-family HVAC replacement for expired mechanical assets. Revenue related to service contracts is recognized as the services are performed under the contract based on the relative fair value of the services provided. For the years ended December 31, 2023, 2022 and 2021, equipment sales represented 86%, 82% and 82% of revenues, respectively, and the remainder of our revenue was generated from our service business.

**Corporate and Other** - In Europe, we manufactured and marketed equipment for the global commercial refrigeration markets. We also manufactured and sold unitary heating and cooling products and applied systems. A de minimis amount of segment revenue related to services for start-up and commissioning activities. In the fourth quarter of 2023, we successfully completed the divestiture of our European operations.

**Variable Consideration** - We engage in cooperative advertising, customer rebate, and other miscellaneous programs that result in payments or credits being issued to our customers. We record these customer discounts and incentives as a reduction of sales when the sales are recorded. For certain cooperative advertising programs, we also receive an identifiable benefit (goods or services) in exchange for the consideration given, and, accordingly, record a ratable portion of the expenditure to SG&A expenses. All other advertising, promotions and marketing costs are expensed as incurred.

**Other Judgments and Assumptions** - We apply the practical expedient in ASC 606-10-50-14 and do not disclose information about remaining performance obligations that have original expected durations of one year or less. Applying the practical expedient in ASC 340-40-25-4, we recognize the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that we otherwise would have recognized is one year or less. These costs are included in SG&A expenses. ASC 606-10-32-18 allows us to not adjust the amount of consideration to be received in a contract for any significant financing component if we expect to receive payment within twelve months of transfer of control of goods or services. We have elected this expedient as we expect all consideration to be received in one year or less at contract inception. We have also elected not to provide the remaining performance obligations disclosures related to service contracts in accordance with the practical expedient in ASC 606-10-55-18. We recognize revenue in the amount to which the entity has a right to invoice and have adopted this election to not provide the remaining performance obligations related to service contracts.

**Contract Assets** - We do not have material amounts of contract assets since revenue is recognized as control of goods is transferred or as services are performed. There are a small number of installation services that may occur over a period of time, but that period of time is generally very short in duration and right of payment does not exist until the installation is completed. Any contract assets that may arise are recorded in Other assets in our Consolidated Balance Sheets.

**Contract Liabilities** - Our contract liabilities consist of advance payments and deferred revenue. Our contract liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period. We classify advance payments and deferred revenue as current or noncurrent based on the timing of when we expect to recognize revenue. Generally all contract liabilities are expected to be recognized within one year and are included in Accrued expenses in our Consolidated Balance Sheet. The noncurrent portion of deferred revenue is included in Other liabilities in our Consolidated Balance Sheets.



Net contract assets (liabilities) consisted of the following:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Contract assets	\$ 2.2	\$ —
Contract liabilities - current	(4.7)	(9.6)
Contract liabilities - noncurrent	(7.5)	(6.4)
<b>Total</b>	<u>\$ (10.0)</u>	<u>\$ (16.0)</u>

For the years ended December 31, 2023, 2022, and 2021 we recognized revenue of \$7.7 million, \$10.1 million and \$3.6 million related to our contract liabilities at January 1, 2023, 2022 and 2021, respectively. Impairment losses recognized in our receivables and contract assets were de minimis in 2023, 2022 and 2021.

#### 9. Other Financial Statement Details:

##### *Inventories*

The components of inventories are as follows (in millions):

	<u>As of December 31,</u>	
	<u>2023</u>	<u>2022</u>
Finished goods	\$ 509.4	\$ 534.6
Work in process	9.6	8.9
Raw materials and parts	314.2	328.7
Total	833.2	872.2
Excess of current cost over last-in, first-out cost	(134.1)	(119.2)
Total inventories, net	<u>\$ 699.1</u>	<u>\$ 753.0</u>

Reserves for obsolete and slow-moving inventories were \$40.2 million and \$34.9 million at December 31, 2023 and December 31, 2022, respectively.

## Goodwill

The changes in the carrying amount of goodwill in 2023 and 2022, in total and by segment, are summarized in the table below (in millions):

Segment:	Balance at December 31, 2021 (1)	Changes in foreign currency translation rates	Balance at December 31, 2022	Goodwill reallocation (2)	Goodwill related to divested entities (3)	Goodwill from business acquisition (4)	Balance at December 31, 2023
Home Comfort Solutions	\$ 26.1	\$ —	\$ 26.1	\$ —	\$ —	\$ —	\$ 26.1
Building Climate Solutions	61.1	—	61.1	94.5	—	40.4	196.0
Historical Refrigeration segment	99.4	(0.3)	99.1	(99.1)	—	—	—
Corporate and Other	—	—	—	4.6	(4.6)	—	—
	<u>\$ 186.6</u>	<u>\$ (0.3)</u>	<u>\$ 186.3</u>	<u>\$ —</u>	<u>\$ (4.6)</u>	<u>\$ 40.4</u>	<u>\$ 222.1</u>

<sup>(1)</sup> The goodwill balances in the table above are presented net of accumulated impairment charges of \$32.7 million, all of which relate to impairments in periods prior to 2021.

<sup>(2)</sup> As discussed in Note 3, we recast our segment presentation to present our Heatcraft Worldwide Refrigeration business as a component of our Building Climate Solutions segment and our European portfolio as a component of Corporate and Other. Since there is no longer a Refrigeration segment, we allocated goodwill to each segment based upon the relative fair value of the business.

<sup>(3)</sup> There was \$4.6 million of goodwill related to our European portfolio. As part of the loss on assets held for sale that was recorded in the third quarter of 2023, we recorded an impairment of \$2.3 million for a portion of the goodwill transferred. The remaining goodwill was included in the balance of disposed net assets.

<sup>(4)</sup> On October 25, 2023, we announced the acquisition of AES. In connection with this acquisition, \$40.4 million of goodwill was recorded and included in the Building Climate Solutions reporting unit. AES is included in the Building Climate Solutions segment. See Note 18 for additional information on the AES acquisition.

A qualitative review of impairment indicators was performed in 2023 for the Home Comfort Solutions and Building Climate Solutions segments. No impairment charges were recorded in 2023 or 2022, except to the extent of respective goodwill impaired as part of the disposition of our European operations.

## Property, Plant and Equipment

Components of Property, plant and equipment, net were as follows (in millions):

	As of December 31,	
	2023	2022
Land	\$ 23.7	\$ 24.1
Buildings and improvements	371.9	321.6
Machinery and equipment	965.0	964.7
Finance leases	72.2	66.5
Construction in progress and equipment not yet in service	198.4	92.8
Total	1,631.2	1,469.7
Less accumulated depreciation	(910.8)	(920.8)
Property, plant and equipment, net	<u>\$ 720.4</u>	<u>\$ 548.9</u>

No impairment charges were recorded in 2023 or 2022, except to the extent of respective property, plant and equipment impaired as part of the disposition of our European operations.

## Accrued Expenses

The significant components of Accrued expenses are presented below (in millions):

	As of December 31,	
	2023	2022
Accrued rebates and promotions	\$ 121.5	\$ 123.3
Accrued compensation and benefits	111.8	84.9
Accrued warranties	45.4	41.3
Accrued sales, use, property and VAT taxes	27.1	26.8
Accrued freight	19.6	19.0
Accrued asbestos reserves	17.9	14.3
Accrued interest	11.3	6.1
Accrued pension	11.2	5.8
Derivative contracts	5.7	9.0
Deferred income	4.7	9.6
Self insurance reserves	3.8	3.0
Other	36.1	33.8
Total Accrued expenses	<u>\$ 416.1</u>	<u>\$ 376.9</u>

## Derivatives

### Objectives and Strategies for Using Derivative Instruments

**Commodity Price Risk.** We utilize a cash flow hedging program to mitigate our exposure to volatility in the prices of metal commodities used in our production processes. Our hedging program includes the use of futures contracts to lock in prices, and as a result, we are subject to derivative losses should the metal commodity prices decrease and gains should the prices increase. We utilize a dollar cost averaging strategy so that a higher percentage of commodity price exposures are hedged near-term with lower percentages hedged at future dates. This strategy allows for protection against near-term price volatility while allowing us to adjust to market price movements over time.

**Interest Rate Risk.** A portion of our debt bears interest at variable interest rates, and as a result, we are subject to variability in the cash paid for interest. To mitigate a portion of that risk, we may choose to engage in an interest rate swap hedging strategy to eliminate the variability of interest payment cash flows. We are not currently hedged against interest rate risk.

**Foreign Currency Risk.** Foreign currency exchange rate movements create a degree of risk by affecting the U.S. dollar value of assets and liabilities arising in foreign currencies. We seek to mitigate the impact of currency exchange rate movements on certain short-term transactions by periodically entering into foreign currency forward contracts.

### Cash Flow Hedges

We have commodity futures contracts and foreign exchange forward contracts designated as cash flows hedges that are scheduled to mature through May 2025 and January 2025, respectively. We currently have cash flow hedge contracts with a notional amount of 54.2 million pounds of aluminum and copper. Unrealized gains or losses from our cash flow hedges are included in AOCL and are expected to be reclassified into earnings within the next 17 months based on the prices of the commodities and foreign currencies at the settlement dates.

We recorded the following amounts related to our cash flow hedges in AOCL (in millions):

	As of December 31,	
	2023	2022
Unrealized losses, net on unsettled contracts	\$ 2.6	\$ 6.3
Income tax benefit	(0.6)	(1.4)
Unrealized losses included in AOCL, net of tax <sup>(1)</sup>	<u>\$ 2.0</u>	<u>\$ 4.9</u>

<sup>(1)</sup> Assuming commodity and foreign currency prices remain constant, we expect to reclassify \$2.4 million of derivative losses into earnings within the next 12 months.

### ***Expenses included in our Consolidated Statements of Operations***

Below is information about expenses included in Selling, general and administrative expenses in our Consolidated Statements of Operations (in millions):

	<b>For the Years Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Research and development	\$ 94.0	\$ 80.3	\$ 76.1
Advertising, promotions and marketing	39.5	32.4	26.9
Cooperative advertising expenditures	28.7	28.1	27.6

### ***Interest Expense, net***

The components of Interest expense, net in our Consolidated Statements of Operations were as follows (in millions):

	<b>For the Years Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Interest expense, net of capitalized interest	\$ 56.0	\$ 39.8	\$ 26.0
Less: Interest income	4.3	1.1	1.0
Interest expense, net	<u>\$ 51.7</u>	<u>\$ 38.7</u>	<u>\$ 25.0</u>

### ***Losses (Gains) and Other Expenses, net***

Losses (gains) and other expenses, net in our Consolidated Statements of Operations were as follows (in millions):

	<b>For the Years Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
Realized losses (gains) on settled future contracts	\$ 0.1	\$ 0.1	\$ (1.2)
Foreign currency exchange gains	(4.3)	(1.3)	(2.2)
Gain on disposal of fixed assets	(0.5)	(1.0)	(0.2)
Other operating income	(1.6)	(1.0)	(1.5)
Net change in unrealized (gains) losses on unsettled futures contracts	(0.1)	0.4	—
Environmental liabilities and special litigation charges	15.6	7.5	9.6
Charges incurred related to COVID-19 pandemic	—	0.8	2.2
Other items, net	(0.7)	(0.6)	2.5
Losses (gains) and other expenses, net (pre-tax)	<u>\$ 8.5</u>	<u>\$ 4.9</u>	<u>\$ 9.2</u>

## 10. Employee Benefit Plans:

Many of our defined benefit pension and profit sharing plans have been frozen and replaced with defined contribution plans. We have a liability for the benefits earned under these inactive plans prior to the date the benefits were frozen. We also have several active defined benefit plans that provide benefits based on years of service. Our defined contribution plans generally include both company and employee contributions which are based on predetermined percentages of compensation earned by the employee.

In addition to freezing the benefits of our defined benefit pension plans, we have also eliminated nearly all of our post-retirement medical benefits.

### *Defined Contribution Plans*

We recorded the following contributions to our defined contribution plans (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Contributions to defined contribution plans	\$ 22.5	\$ 22.7	\$ 19.9

## Pension and Post-retirement Benefit Plans

### Benefit Obligations, Fair Value of Plan Assets, Funded Status, and Balance Sheet Position

The following tables set forth amounts recognized in our financial statements and the plans' funded status for our pension and post-retirement benefit plans (dollars in millions):

	Pension Benefits	
	2023	2022
Accumulated benefit obligation	\$ 176.9	\$ 171.6
<b>Changes in projected benefit obligation:</b>		
Benefit obligation at beginning of year	\$ 174.3	\$ 269.2
Service cost	2.1	3.8
Interest cost	8.9	6.2
Actuarial loss (gain)	4.5	(74.6)
Effect of exchange rates	1.1	(3.4)
Adjustment upon sale of businesses	(4.8)	—
Settlements	(0.5)	(21.7)
Benefits paid	(6.5)	(5.2)
Benefit obligation at end of year	\$ 179.1	\$ 174.3
<b>Changes in plan assets:</b>		
Fair value of plan assets at beginning of year	\$ 131.1	\$ 184.3
Actual return on plan assets	16.4	(45.4)
Employer contributions	15.0	22.5
Effect of exchange rates	1.0	(3.4)
Plan settlements	(0.5)	(21.7)
Benefits paid	(6.5)	(5.2)
Fair value of plan assets at end of year	156.5	131.1
Funded status / net amount recognized	\$ (22.6)	\$ (43.2)
<b>Net amount recognized consists of:</b>		
Non-current assets	\$ 11.1	\$ 2.7
Current liability	(11.2)	(5.8)
Non-current liability	(22.5)	(40.1)
Net amount recognized	\$ (22.6)	\$ (43.2)

### Plans with Benefit Obligations in Excess of Plan Assets

	For the Years Ended December 31,	
	2023	2022
<b>Pension plans with a benefit obligation in excess of plan assets:</b>		
Projected benefit obligation	\$ 38.9	\$ 152.1
Accumulated benefit obligation	36.9	149.6
Fair value of plan assets	—	106.2

### Net Periodic Benefit Cost

Our U.S.-based pension plans comprised approximately 86% of the projected benefit obligation and 84% of plan assets as of December 31, 2023.

	Pension Benefits		
	2023	2022	2021
<b>Components of net periodic benefit cost as of December 31:</b>			
Service cost	\$ 2.1	\$ 3.8	\$ 6.1
Interest cost	8.9	6.2	5.1
Expected return on plan assets	(9.4)	(9.1)	(8.6)
Amortization of prior service costs	0.1	0.1	0.2
Recognized actuarial loss	1.1	5.3	7.7
Settlements	0.8	(0.2)	1.2
Other	(0.4)	(0.1)	(0.4)
Net periodic benefit cost	<u>\$ 3.2</u>	<u>\$ 6.0</u>	<u>\$ 11.3</u>

*Amounts recognized in AOCL and Other Comprehensive Income*

The following table sets forth amounts recognized in AOCL and Other comprehensive income (loss) in our financial statements for 2023 and 2022 (in millions):

	Pension Benefits	
	2023	2022
<b>Amounts recognized in AOCL:</b>		
Prior service costs	\$ (0.3)	\$ (0.4)
Pension adjustments upon sale of businesses	(1.8)	—
Actuarial loss	(52.6)	(57.7)
Subtotal	(54.7)	(58.1)
Deferred taxes	14.7	15.8
Net amount recognized	<u>\$ (40.0)</u>	<u>\$ (42.3)</u>
<b>Changes recognized in other comprehensive loss:</b>		
Current year actuarial gain	(1.8)	(19.4)
Effect of exchange rates	0.4	(0.9)
Amortization of prior service costs	(0.1)	(0.1)
Amortization of actuarial loss, including settlements and other	(1.5)	(5.1)
Total recognized in other comprehensive income (loss)	<u>\$ (3.0)</u>	<u>\$ (25.5)</u>
Total recognized in net periodic benefit cost and other comprehensive income	<u>\$ 0.2</u>	<u>\$ (19.5)</u>

The estimated prior service costs and actuarial losses for pension benefits that will be amortized from AOCL in 2024 are \$0.1 million and \$1.4 million, respectively.

*Assumptions*

The following tables set forth the weighted-average assumptions used to determine Benefit obligations and Net periodic benefit cost for the U.S.-based plans in 2023 and 2022:

	Pension Benefits	
	2023	2022
<b>Weighted-average assumptions used to determine benefit obligations as of December 31:</b>		
Discount rate	5.23 %	5.50 %
Rate of compensation increase	4.02 %	4.02 %

	Pension Benefits		
	2023	2022	2021
<b>Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31:</b>			
Discount rate - service cost	5.39 %	2.53 %	1.85 %
Discount rate - interest cost	5.38 %	2.48 %	2.16 %
Expected long-term return on plan assets	6.50 %	6.50 %	6.50 %
Rate of compensation increase	4.02 %	4.13 %	4.13 %

The change in the discount rate for 2023 was the primary driver in the actuarial gain in the projected benefit obligation during the year.

The following tables set forth the weighted-average assumptions used to determine Benefit obligations and Net periodic benefit cost for the non-U.S.-based plans in 2023 and 2022:

	Pension Benefits	
	2023	2022
<b>Weighted-average assumptions used to determine benefit obligations as of December 31:</b>		
Discount rate	4.30 %	4.72 %
Rate of compensation increase	3.07 %	3.11 %

	Pension Benefits		
	2023	2022	2021
<b>Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31:</b>			
Discount rate - service cost	3.75 %	0.86 %	0.42 %
Discount rate - interest cost	4.79 %	2.07 %	1.51 %
Expected long-term return on plan assets	4.94 %	2.75 %	2.10 %
Rate of compensation increase	3.11 %	3.14 %	3.17 %

To develop the expected long-term rate of return on assets assumption for the U.S. plans, we considered the historical returns for each asset category, as well as the target asset allocation of the pension portfolio and the effect of periodic balancing. These results were adjusted for the payment of reasonable expenses of the plan from plan assets. This resulted in the selection of the 6.50% long-term rate of return on assets assumption. A similar process was followed for the non-U.S.-based plans.

To select a discount rate for the purpose of valuing the plan obligations for the U.S. plans, we performed an analysis in which the projected cash flows from defined benefit and retiree healthcare plans was matched with a yield curve based on the appropriate universe of high-quality corporate bonds that were available. We used the results of the yield curve analysis to select the discount rate for each plan. The analysis was completed separately for each U.S. pension and other post-employment benefits (OPEB) plan. A similar process was followed for the non-U.S.-based plans with sufficient corporate bond information. In other countries, the discount rate was selected based on the approximate duration of plan obligations.

Assumed health care cost trend rates have an effect on the amounts reported for our healthcare plan. The following table sets forth the healthcare trend rate assumptions used:

	2023	2022
<b>Assumed health care cost trend rates as of December 31:</b>		
Health care cost trend rate assumed for next year	6.50 %	6.50 %
Rate to which the cost rate is assumed to decline (the ultimate trend rate)	5.00 %	5.00 %
Year that the rate reaches the ultimate trend rate	2030	2029

Expected future benefit payments are shown in the table below (in millions):



	For the Years Ended December 31,					
	2024	2025	2026	2027	2028	2029-2033
Pension benefits	\$ 16.7	\$ 7.4	\$ 8.7	\$ 21.8	\$ 11.4	\$ 57.3

#### Composition of Pension Plan Assets

In the fourth quarter of 2023, based on the strong funded status of our U.S. pension plan, we opted to make a \$12.2 million voluntary contribution to the plan to increase the funded status and fully fund the plan. With the U.S. pension plan fully funded, the asset allocation was changed from a blend of 50% equities and 50% fixed income to 100% fixed income in order to align changes in asset values with changes in liabilities, therefore reducing funded status volatility, which effectively placed the plan in hibernation status. As a result, we reduced the expected long-term rate of return for our U.S. pension plan assets to 4.5%. Our U.S. pension plan represents 84%, our Canadian pension plan 7%, and our United Kingdom (“U.K.”) pension plan 9% of the total fair value of our plan assets as of December 31, 2023.

Our U.S. pension plans’ weighted-average asset allocations as of December 31, 2023 and 2022, by asset category, were as follows:

Asset Category:	Plan Assets as of December 31,	
	2023	2022
U.S. equity	— %	31.3 %
International equity	— %	18.7 %
Fixed income	100.0 %	49.2 %
Money market/cash	— %	0.8 %
Total	100.0 %	100.0 %

Our U.S. pension plans’ assets were invested according to the following targets:

Asset Category:	Target
U.S. equity	— %
International equity	— %
Fixed income	100.0 %

Similarly, based on the strong funded status of our Canadian pension plans, the asset allocation was adjusted as well, with the Salaried plan moving from 75% fixed income and 25% equity to 100% fixed income, and the Hourly plan moving from 75% fixed income and 25% equity to 90% fixed income and 10% equity. As with the U.S. pension plan, this change in asset allocation will greatly reduce funded status volatility.

Our U.K. pension plan was invested in fixed income securities, including corporate and government bonds.

The fair values of our pension plan assets, by asset category, were as follows (in millions):

Asset Category:	Fair Value Measurements as of December 31, 2023			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 0.1	\$ —	\$ —	\$ 0.1
Commingled pools / Collective trusts:				
Fixed income <sup>(3)</sup>	—	130.8	—	130.8
Balanced pension trust: <sup>(4)</sup>				
International equity	—	0.5	—	0.5
Fixed income	—	11.1	—	11.1
Pension fund:				
Fixed income <sup>(5)</sup>	—	14.0	—	14.0
Total	\$ 0.1	\$ 156.4	\$ —	\$ 156.5

Asset Category:	Fair Value Measurements as of December 31, 2022			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 0.9	\$ —	\$ —	\$ 0.9
Commingled pools / Collective trusts:				
U.S. equity <sup>(1)</sup>	—	33.3	—	33.3
International equity <sup>(2)</sup>	—	19.8	—	19.8
Fixed income <sup>(3)</sup>	—	52.5	—	52.5
Balanced pension trust: <sup>(4)</sup>				
International equity	—	3.3	—	3.3
Fixed income	—	8.3	—	8.3
Pension fund:				
Fixed income <sup>(5)</sup>	—	13.0	—	13.0
Total	\$ 0.9	\$ 130.2	\$ —	\$ 131.1

Additional information about assets measured at Net Asset Value (“NAV”) per share (in millions):

	As of December 31, 2023		
	Fair Value	Redemption Frequency (if currently eligible)	Redemption Notice Period
<b>Asset Category:</b>			
Commingled pools / Collective trusts:			
Fixed income <sup>(3)</sup>	\$ 130.8	Daily	5 days
Balanced pension trust: <sup>(4)</sup>			
International equity	0.5	Daily	3-5 days
Fixed income	11.1	Daily	3-5 days
Pension fund:			
Fixed income <sup>(5)</sup>	14.0	Daily	1-3 days
<b>Total</b>	<b>\$ 156.4</b>		
	As of December 31, 2022		
	Fair Value	Redemption Frequency (if currently eligible)	Redemption Notice Period
<b>Asset Category:</b>			
Commingled pools / Collective trusts:			
U.S. equity <sup>(1)</sup>	\$ 33.3	Daily	5 days
International equity <sup>(2)</sup>	19.8	Daily	5 days
Fixed income <sup>(3)</sup>	52.5	Daily	5 days
Balanced pension trust: <sup>(4)</sup>			
International equity	3.3	Daily	3-5 days
Fixed income	8.3	Daily	3-5 days
Pension fund:			
Fixed income <sup>(5)</sup>	13.0	Daily	1-3 days
<b>Total</b>	<b>\$ 130.2</b>		

(1) This category includes investments primarily in U.S. equity securities that include large, mid and small capitalization companies.

(2) This category includes investments primarily in international equity securities that include large, mid and small capitalization companies in large developed markets as well as emerging markets equities.

(3) This category includes investments in U.S. investment grade and high yield fixed income securities, international fixed income securities and emerging markets fixed income securities.

(4) The investment objectives of the plan are to provide long-term capital growth and income by investing primarily in a well-diversified, balanced portfolio of Canadian common stocks, bonds and money market securities. The plan also holds a portion of its assets in international equities, a portion of which may be invested in U.S. securities.

(5) This category includes investments in U.K. government index-linked securities (index-linked gilts) that have maturity periods of 5 years or longer with a derivatives overlay and investment grade corporate bonds denominated in sterling. The plan also holds a portion of its assets in international instruments, a portion of which may be invested in U.S. securities.

The majority of our commingled pool/collective trusts, mutual funds, balanced pension trusts and pension funds are managed by professional investment advisors. The NAVs per share are furnished in monthly and/or quarterly statements received from the investment advisors and reflect valuations based upon their pricing policies. We assessed the fair value classification of these investments as Level 2 for commingled pool/collective trusts, balanced pension trusts and pension funds based on an examination of their pricing policies and the related controls and procedures. The fair values we report are based on the pool, trust or fund’s NAV per share. The NAVs per share are calculated periodically (daily or no less than one time per month) as the aggregate value of each pool or trust’s underlying assets divided by the number of units owned. See Note 16 for information about our fair value hierarchies and valuation techniques.

## 11. Joint Ventures and Other Equity Investments:

We participate in two joint ventures, the largest located in the U.S. and the other in Mexico, that are engaged in the manufacture and sale of compressors, unit coolers and condensing units. We exert significant influence over these affiliates based upon our respective 25% and 50% ownership, but do not control them due to venture partner participation. Accordingly, these joint ventures have been accounted for under the equity method and their financial position and results of operations are not consolidated.

The combined balance of equity method investments included in Other assets, net totaled (in millions):

	As of December 31,	
	2023	2022
Equity method investments	\$ 58.4	\$ 44.4

We purchase compressors from our U.S. joint venture for use in certain of our products. The amounts of purchases included in Cost of goods sold in the Consolidated Statements of Operations were as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Purchases of compressors from joint venture	\$ 148.3	\$ 156.2	\$ 141.7

## 12. Income Taxes:

Our provision for income taxes consisted of the following (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Current:</b>			
Federal	\$ 131.8	\$ 104.0	\$ 72.0
State	26.6	21.6	17.0
Foreign	14.5	7.8	13.4
Total current	172.9	133.4	102.4
<b>Deferred:</b>			
Federal	(22.2)	(13.9)	(2.6)
State	(4.9)	(3.1)	(1.5)
Foreign	1.6	2.3	(2.2)
Total deferred	(25.5)	(14.7)	(6.3)
Total provision for income taxes	\$ 147.4	\$ 118.7	\$ 96.1

Income before income taxes was comprised of the following (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Domestic	\$ 471.4	\$ 340.2	\$ 307.8
Foreign	266.1	275.6	252.3
Total	\$ 737.5	\$ 615.8	\$ 560.1

The difference between the income tax provision computed at the statutory federal income tax rate and the financial statement Provision for income taxes is summarized as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Provision at the U.S. statutory rate of 21%	\$ 154.9	\$ 129.3	\$ 117.6
Increase (reduction) in tax expense resulting from:			
State income tax, net of federal income tax benefit	16.4	14.6	12.1
Tax credits, net of unrecognized tax benefits	(3.4)	(8.0)	(9.3)
Change in unrecognized tax benefits	0.4	0.2	0.2
Change in valuation allowance	0.1	—	—
Foreign taxes at rates other than U.S. statutory rate	(40.3)	(47.4)	(43.6)
Deemed inclusions	6.1	10.0	7.7
Global intangible low-taxed income	17.5	23.9	18.8
Change in rates from the Tax Act & other law changes	0.2	0.1	0.1
Excess tax benefits from stock-based compensation	(5.2)	(0.6)	(5.7)
Miscellaneous other	0.7	(3.4)	(1.8)
<b>Total provision for income taxes</b>	<b>\$ 147.4</b>	<b>\$ 118.7</b>	<b>\$ 96.1</b>

Deferred income taxes reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial reporting basis and depending on the classification of the asset or liability generating the deferred tax. The deferred tax provision for the periods shown represents the effect of changes in the amounts of temporary differences during those periods.

Deferred tax assets (liabilities) were comprised of the following (in millions):

	As of December 31,	
	2023	2022
<b>Gross deferred tax assets:</b>		
Warranties	\$ 35.9	\$ 34.9
Loss carryforwards (foreign, U.S. and state)	10.9	29.6
Post-retirement and pension benefits	4.7	10.2
Inventory reserves	12.3	9.3
Receivables allowance	6.6	6.0
Compensation liabilities	6.2	5.9
Legal reserves	14.2	10.5
Tax credits, net of federal effect	12.1	11.9
Research and development capitalization	39.7	17.9
Other	9.0	7.1
Total deferred tax assets	151.6	143.3
Valuation allowance	(17.8)	(37.9)
Total deferred tax assets, net of valuation allowance	133.8	105.4
<b>Gross deferred tax liabilities:</b>		
Depreciation	(61.8)	(58.9)
Intangibles	(15.9)	(15.6)
Insurance liabilities	(2.4)	(1.4)
Other	(1.9)	(2.0)
Total deferred tax liabilities	(82.0)	(77.9)
<b>Net deferred tax assets</b>	<b>\$ 51.8</b>	<b>\$ 27.5</b>

As of December 31, 2023 and 2022, we had \$10.8 million and \$21.5 million in tax-effected foreign net operating loss carryforwards, respectively. The deferred tax asset valuation allowance relates primarily to loss carryforwards. The remainder of the valuation allowance relates to state tax credits.

In assessing whether a deferred tax asset will be realized, we consider whether it is more likely than not that some portion or all of the deferred tax asset will not be realized. We consider the reversal of existing taxable temporary differences, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, we believe it is more likely than not we will realize the benefits of these deductible differences, net of the existing valuation allowances, as of December 31, 2023.

No provision was made for income taxes which may become payable upon distribution of our foreign subsidiaries' earnings. An actual repatriation in the future from our non-U.S. subsidiaries could still be subject to foreign withholding taxes and U.S. state taxes, but we expect any amounts to be immaterial.

We and our subsidiaries file income tax returns with the U.S. federal government, various U.S. states, and various foreign jurisdictions throughout the world. We regularly engage in discussions and negotiations with tax authorities regarding tax matters, and we continue to defend any and all such claims presented. Our U.S. federal and state tax returns remain open to examination for 2017 through 2023. We are currently under a limited scope audit by the Internal Revenue Service for our 2021 and 2022 tax years. There are also ongoing U.S. state and local audits and other foreign audits covering fiscal years 2017 through 2023. We are generally no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by taxing authorities for years prior to 2016. We have no material uncertain tax provisions recorded as of December 31, 2023. We do not expect the results from any ongoing income tax audit to have a material impact on our consolidated financial condition, results of operations, or cash flows.

### 13. Lines of Credit and Financing Arrangements:

The following tables summarize our outstanding debt obligations and their classification in the accompanying Consolidated Balance Sheets (in millions):

	As of December 31,	
	2023	2022
<b>Commercial paper:</b>	\$ 150.0	\$ —
<b>Current maturities of long-term debt:</b>		
Asset securitization program	\$ —	\$ 350.0
Finance lease obligations	12.1	11.2
Senior unsecured notes	—	350.0
Debt issuance costs	—	(0.6)
Total current maturities of long-term debt	\$ 12.1	\$ 710.6
<b>Long-Term Debt:</b>		
Finance lease obligations	32.7	28.3
Credit agreement	20.0	192.0
Senior unsecured notes	1,100.0	600.0
Debt issuance costs	(9.6)	(6.1)
Total long-term debt	\$ 1,143.1	\$ 814.2
Total debt	\$ 1,305.2	\$ 1,524.8

As of December 31, 2023, the aggregate amounts of required principal payments on total debt excluding finance lease obligations (see Note 5) were as follows (in millions):

2024	\$ 150.0
2025	300.0
2026	20.0
2027	300.0
2028	500.0
Thereafter	—

#### Commercial Paper Program

On October 25, 2023, we established a commercial paper program (the “Program”) pursuant to which we may issue short-term, unsecured commercial paper notes (the “CP Notes”) under the exemption from registration contained in Section 4(a)(2) of the Securities Act. Amounts available under the Program may be borrowed, repaid, and re-borrowed from time to time, with the aggregate face or principal amount of the CP Notes outstanding under the Program at any time not to exceed \$500.0 million. The CP Notes will have maturities of up to 397 days from the date of issue. The CP Notes will rank pari passu with all of our other unsecured and unsubordinated indebtedness. The net proceeds of the issuances of the CP Notes are expected to be used for general corporate purposes. We plan to use our revolving credit facility as a liquidity backstop for the repayment of CP Notes outstanding under the Program. We had outstanding CP Notes of \$150.0 million as of December 31, 2023.

Below is a summary of the weighted average interest rate for CP notes as of December 31, 2023 and 2022:

	As of December 31,	
	2023	2022
Weighted average borrowing rate	5.66 %	— %

## Long-Term Debt

### Credit Agreement

In August 2023, we entered into the Second Amendment (the "Second Amendment") to our existing Credit Agreement, dated as of July 14, 2021 (as amended, the "Credit Agreement"), with JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto. Under the Second Amendment, the revolving commitments were increased by \$350 million and certain representations required to be made as conditions precedent to borrowing were revised to provide us greater flexibility to enter into additional future financings.

The Credit Agreement consists of a \$1,100.0 million unsecured revolving credit facility that matures in July 2026. We had outstanding borrowings of \$20.0 million as well as \$1.7 million committed to standby letters of credit as of December 31, 2023. Subject to covenant limitations, \$928.3 million was available for future borrowings after taking into consideration outstanding borrowings under our Commercial Paper Program. The revolving credit facility includes a subfacility for swingline loans of up to \$65.0 million. The Credit Agreement will expire and outstanding loans will be required to be repaid in July 2026, unless maturity is extended by the lenders pursuant to two one-year extension options that we may request under the Credit Agreement.

Below is a summary of the weighted average interest rate as of December 31, 2023 and 2022:

	As of December 31,	
	2023	2022
Weighted average borrowing rate	6.67 %	5.57 %

The Credit Agreement is guaranteed by certain of our subsidiaries and contains customary covenants applicable to us and its subsidiaries including limitations on indebtedness, liens, dividends, stock repurchases, mergers and sales of all or substantially all of its assets. In addition, the Credit Agreement contains a financial covenant requiring us to maintain, as of the last day of each fiscal quarter for the four prior fiscal quarters, a Total Net Leverage Ratio of no more than 3.50 to 1.00 (or, at our election, on up to two occasions following a material acquisition, 4.00 to 1.00).

Our Credit Agreement contains customary events of default. These events of default include nonpayment of principal or other amounts, material inaccuracy of representations and warranties, breach of covenants, default on certain other indebtedness or receivables securitizations (cross default), certain voluntary and involuntary bankruptcy events and the occurrence of a change in control. A cross default under our credit facility could occur if:

- We fail to pay any principal or interest when due on any other indebtedness or receivables securitization exceeding \$75.0 million; or
- We are in default in the performance of, or compliance with any term of any other indebtedness in an aggregate principal amount exceeding \$75.0 million, or any other condition exists which would give the holders the right to declare such indebtedness due and payable prior to its stated maturity.

Each of our major debt agreements contains provisions by which a default under one agreement causes a default in the others (a cross default). If a cross default under our Credit Agreement or our senior unsecured notes were to occur, it could have a wider impact on our liquidity than might otherwise occur from a default of a single debt instrument or lease commitment.

If any event of default occurs and is continuing, the administrative agent, or lenders with a majority of the aggregate commitments may require the administrative agent to, terminate our right to borrow under our Credit Agreement and accelerate amounts due under our Credit Agreement (except for a bankruptcy event of default, in which case such amounts will automatically become due and payable and the lenders' commitments will automatically terminate).

In the event of a credit rating downgrade below investment grade resulting from a change of control, holders of our senior unsecured notes will have the right to require us to repurchase all or a portion of the senior unsecured notes at a repurchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any. The notes are guaranteed, on a senior unsecured basis, by each of our subsidiaries that guarantee payment by us of any indebtedness under our Credit Agreement. The indenture governing the notes contains covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to: create or incur certain liens; enter into certain sale and leaseback transactions; enter into certain mergers, consolidations and transfers of substantially all of our assets; and transfer certain properties. The indenture also contains a cross default provision which is triggered if we default on other debt of at least \$75 million in principal which is then accelerated, and such acceleration is not rescinded within 30 days of the notice date.



As of December 31, 2023, we believe we were in compliance with all covenant requirements.

#### Senior Unsecured Notes

In September 2023, we issued \$500.0 million of senior unsecured notes, which will mature in September 2028 (the "2028 Notes") with interest being paid semi-annually in March and September at 5.50%. We issued two series of senior unsecured notes on July 30, 2020 for \$300.0 million each, which will mature on August 1, 2025 (the "2025 Notes") and August 1, 2027 (the "2027 Notes") with interest being paid semi-annually on February and August at 1.35% and 1.70% respectively, per annum (the 2025 Notes, the 2027 Notes, and the 2028 Notes, collectively the "Notes").

All the Notes are guaranteed, on a senior unsecured basis, by certain of our subsidiaries that guarantee indebtedness under our Credit Agreement. The indenture governing the Notes contains covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to: create or incur certain liens; enter into certain sale and leaseback transactions; and enter into certain mergers, consolidations and transfers of substantially all of our assets. The indenture also contains a cross default provision which is triggered if we default on other debt of at least \$75 million in principal which is then accelerated, and such acceleration is not rescinded within 30 days of the notice date. As of December 31, 2023, we believe we were in compliance with all covenant requirements.

#### 14. Comprehensive Income:

The following table provides information on items not reclassified in their entirety from AOCL to Net Income in the accompanying Consolidated Statements of Operations (in millions):

AOCL Component	For the Years Ended December 31,		Affected Line Item(s) in the Consolidated Statements of Operations
	2023	2022	
<b>Gains/(Losses) on cash flow hedges:</b>			
Derivative contracts	\$ (0.4)	\$ 9.7	Cost of goods sold; Losses (gains) and other expenses, net
Income tax benefit (expense)	0.1	(2.2)	Provision for income taxes
Net of tax	\$ (0.3)	\$ 7.5	
<b>Defined Benefit Plan Items:</b>			
Pension and post-retirement benefits costs	\$ (5.5)	\$ (5.4)	Cost of goods sold; Selling, general, administrative expenses and other (income) expense, net
Pension settlements	(0.8)	0.2	Pension settlements
Pension adjustments upon sale of businesses	1.8	—	Gain on sale of businesses
Income tax benefit	1.6	1.3	Provision for income taxes
Net of tax	\$ (2.9)	\$ (3.9)	
<b>Foreign currency translation adjustments:</b>			
Foreign currency adjustments upon sale of businesses	\$ (15.8)	\$ —	Gain on sale of businesses
Income tax expense	—	—	Provision for income taxes
Net of tax	\$ (15.8)	\$ —	
<b>Total reclassifications from AOCL</b>	<b>\$ (19.0)</b>	<b>\$ 3.6</b>	

The following tables provide information on changes in AOCL, by component (net of tax), for the years ended December 31, 2023 and 2022 (in millions):

	Gains (Loss) on Cash Flow Hedges	Share of equity method investments other comprehensive income	Defined Benefit Plan Items	Foreign Currency Translation Adjustments	Total AOCL
Balance as of December 31, 2022	\$ (4.9)	\$ (0.5)	\$ (46.2)	\$ (39.0)	\$ (90.6)
Other comprehensive income (loss) before reclassifications	2.6	1.1	(0.9)	11.9	14.7
Amounts reclassified from AOCL	0.3	—	2.9	15.8	19.0
Net other comprehensive income	2.9	1.1	2.0	27.7	33.7
Balance as of December 31, 2023	\$ (2.0)	\$ 0.6	\$ (44.2)	\$ (11.3)	\$ (56.9)

	Gains (Losses) on Cash Flow Hedges	Share of equity method investments other comprehensive income	Defined Benefit Plan Items	Foreign Currency Translation Adjustments	Total AOCL
Balance as of December 31, 2021	\$ 10.7	\$ (1.2)	\$ (68.8)	\$ (28.8)	\$ (88.1)
Other comprehensive (loss) income before reclassifications	(8.1)	0.7	18.7	(10.2)	1.1
Amounts reclassified from AOCL	(7.5)	—	3.9	—	(3.6)
Net other comprehensive income	(15.6)	0.7	22.6	(10.2)	(2.5)
Balance as of December 31, 2022	\$ (4.9)	\$ (0.5)	\$ (46.2)	\$ (39.0)	\$ (90.6)

### 15. Stock-Based Compensation:

Stock-based compensation expense related to continuing operations was included in Selling, general and administrative expenses in the accompanying Consolidated Statements of Operations as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Compensation expense	\$ 30.1	\$ 21.8	\$ 24.3

#### *Incentive Plan*

Under the Lennox International Inc. 2019 Equity and Incentive Compensation Plan, we are authorized to issue awards for 1.7 million shares of common stock. The plan provides for various long-term incentive awards, including performance share units, restricted stock units and stock appreciation rights. A description of these long-term incentive awards and related activity within each award category is provided below. As of December 31, 2023, there were 1.6 million shares available for future issuance.

Historically our annual equity awards were granted in December. In 2023, we made the decision to move the annual grant for 2023 to February 2024. Thus, there were no equity grants in 2023.

#### *Performance Share Units*

Performance share units are granted to certain employees at the discretion of the Board of Directors with a three-year performance period beginning January 1<sup>st</sup> of each year. Upon meeting the performance and vesting criteria, performance share units are converted to an equal number of shares of our common stock. Performance share units vest if, at the end of the three-year performance period, at least the threshold performance level has been attained. To the extent that the payout level attained is less than 100%, the difference between 100% and the units earned and distributed will be forfeited. Eligible participants may also earn additional units of our common stock, which would increase the potential payout up to 200% of the units granted, depending on LII's performance over the three-year performance period.

Performance share units are classified as equity awards. Compensation expense is recognized on an earnings curve over the period and is based on the expected number of units to be earned and the fair value of the stock at the date of grant. The fair

value of units is calculated as the average of the high and low market price of the stock on the date of grant discounted by the expected dividend rate over the service period. The number of units expected to be earned will be adjusted in future periods as necessary to reflect changes in the estimated number of award to be issued and, upon vesting, the actual number of units awarded. Our practice is to issue new shares of common stock or utilize treasury stock to satisfy performance share unit distributions.

The following table provides information on our performance share units:

	For the Years Ended December 31,		
	2023	2022	2021
Compensation expense for performance share units (in millions)	\$ 15.2	\$ 6.9	\$ 10.8
Weighted-average fair value of grants, per share	\$ —	\$ 237.68	\$ 314.27
Payout ratio for shares paid	131 %	126 %	100 %

A summary of the status of our undistributed performance share units as of December 31, 2023, and changes during the year then ended, is presented below (in thousands, except per share data):

	Shares	Weighted- Average Grant Date Fair Value per Share
Undistributed performance share units as of December 31, 2022	124.7	\$ 257.55
Granted	—	\$ —
Adjustment to shares paid based on payout ratio	17.8	\$ 265.96
Distributed	(30.7)	\$ 245.06
Forfeited	(5.4)	\$ 270.84
Undistributed performance share units as of December 31, 2023 <sup>(1)</sup>	106.4	\$ 261.91

<sup>(1)</sup> Undistributed performance share units include approximately 68.8 thousand units with a weighted-average grant date fair value of \$259.70 per share that had not yet vested and 37.6 thousand units that have vested but were not yet distributed.

As of December 31, 2023, we had \$9.2 million of total unrecognized compensation cost related to non-vested performance share units that are expected to be recognized over a weighted-average period of 1.7 years. Our weighted-average estimated forfeiture rate for these performance share units was 17.9% as of December 31, 2023.

The total fair value of performance share units distributed and the resulting tax deductions to realized tax benefits were as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Fair value of performance share units distributed	\$ 13.5	\$ 6.1	\$ 10.8
Realized tax benefits from tax deductions	\$ 3.3	\$ 1.5	\$ 2.7

### ***Restricted Stock Units***

Restricted stock units are issued to attract and retain key employees. Generally, at the end of a three-year retention period, the units will vest and be distributed in shares of our common stock to the participant. Our practice is to issue new shares of common stock or utilize treasury stock to satisfy restricted stock unit vestings. Restricted stock units are classified as equity awards. The fair value of units granted is the average of the high and low market price of the stock on the date of grant discounted by the expected dividend rate over the service period. Units are amortized to compensation expense ratably over the service period.

The following table provides information on our restricted stock units (in millions, except per share data):

	For the Years Ended December 31,		
	2023	2022	2021
Compensation expense for restricted stock units	\$ 10.8	\$ 11.0	\$ 8.7
Weighted-average fair value of grants, per share	\$ —	\$ 240.87	\$ 315.70

A summary of our non-vested restricted stock units as of December 31, 2023 and changes during the year then ended is presented below (in thousands, except per share data):

	Shares	Weighted- Average Grant Date Fair Value per Share
Non-vested restricted stock units as of December 31, 2022	131.0	\$ 270.86
Granted	—	\$ —
Vested	(39.9)	\$ 275.58
Forfeited	(8.8)	\$ 272.57
Non-vested restricted stock units as of December 31, 2023 <sup>(1)</sup>	<u>82.3</u>	<u>\$ 268.39</u>

<sup>(1)</sup> As of December 31, 2023, we had \$11.4 million of total unrecognized compensation cost related to non-vested restricted stock units that are expected to be recognized over a weighted-average period of 1.7 years. Our estimated forfeiture rate for restricted stock units was 20.3% as of December 31, 2023.

The total fair value of restricted stock units vested and the resulting tax deductions to realized tax benefits were as follows (in millions):

	For the Years Ended December 31,		
	2023	2022	2021
Fair value of restricted stock units vested	\$ 15.0	\$ 9.7	\$ 11.0
Realized tax benefits from tax deductions	\$ 3.7	\$ 2.4	\$ 2.7

### *Stock Appreciation Rights*

Stock appreciation rights are issued to certain key employees. Each recipient is given the “right” to receive compensation, paid in shares of our common stock, equal to the future appreciation of our common stock price. Stock appreciation rights generally vest in one-third increments beginning on the first anniversary date after the grant date and expire after seven years. Our practice is to issue new shares of common stock or utilize treasury stock to satisfy the exercise of stock appreciation rights.

The following table provides information on our stock appreciation rights (in millions, except per share data):

	For the Years Ended December 31,		
	2023	2022	2021
Compensation expense for stock appreciation rights	\$ 4.1	\$ 3.9	\$ 4.8
Weighted-average fair value of grants, per share	\$ —	\$ 64.54	\$ 70.50

Compensation expense for stock appreciation rights is based on the fair value on the date of grant, estimated using the Black-Scholes-Merton valuation model, and is recognized over the service period. We used historical stock price data to estimate the expected volatility. We determined that the recipients of stock appreciation rights can be combined into one employee group that has similar historical exercise behavior and we used our historical pattern of award exercises to estimate the expected life of the awards for the employee group. The risk-free interest rate was based on the zero-coupon U.S. Treasury yield curve with a maturity equal to the expected life of the awards at the time of grant.

The fair value of the stock appreciation rights granted in 2022 and 2021 were estimated on the date of grant using the following assumptions. In 2023 there were no stock appreciation rights granted:

	2022	2021
Expected dividend yield	2.01 %	1.69 %
Risk-free interest rate	3.88 %	0.88 %
Expected volatility	29.90 %	29.80 %
Expected life (in years)	4.18	4.35

A summary of our stock appreciation rights as of December 31, 2023, and changes during the year then ended, is presented below (in thousands, except per share data):

	Shares	Weighted-Average Exercise Price per Share
Outstanding stock appreciation rights as of December 31, 2022	487.9	\$ 247.77
Granted	—	\$ —
Exercised	(176.5)	\$ 212.53
Forfeited	(18.9)	\$ 285.73
Outstanding stock appreciation rights as of December 31, 2023	292.5	\$ 266.57
Exercisable stock appreciation rights as of December 31, 2023	214.4	\$ 263.11

The following table summarizes information about stock appreciation rights outstanding as of December 31, 2023 (in millions, except per share data and years; shares in thousands):

Range of Exercise Prices	Stock Appreciation Rights Outstanding			Stock Appreciation Rights Exercisable		
	Shares	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value	Shares <sup>(1)</sup>	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
\$156.94 to \$214.63	53.9	1.60	\$ 12.7	53.9	1.60	\$ 12.7
\$257.08 to \$278.00	93.4	3.52	\$ 16.8	93.4	3.52	\$ 16.8
\$259.56 to \$328.65	145.2	5.61	\$ 23.4	67.1	5.44	\$ 10.0

<sup>(1)</sup> Share amounts are rounded but the balance accurately reflects the actual amount of exercisable stock appreciation rights as of December 31, 2023.

As of December 31, 2023, we had \$5.3 million of unrecognized compensation cost related to non-vested stock appreciation rights that is expected to be recognized over a weighted-average period of 1.7 years. Our estimated forfeiture rate for stock appreciation rights was 13.6% as of December 31, 2023.

The total intrinsic value of stock appreciation rights exercised and the resulting tax deductions to realize tax benefits were as follows (in millions):

	For the Years Ended December 31,					
	2023		2022		2021	
Intrinsic value of stock appreciation rights exercised	\$	19.8	\$	3.5	\$	31.2
Realized tax benefits from tax deductions	\$	4.8	\$	0.9	\$	7.7

### Employee Stock Purchase Plan

On May 24, 2022, the Company commenced a new Employee Stock Purchase Plan to succeed the prior agreement from 2012. Under the 2022 Employee Stock Purchase Plan (“ESPP”), all employees who meet certain service requirements are eligible to purchase our common stock through payroll deductions at the end of three month offering periods. The purchase price for such shares is 95% of the fair market value of the stock on the last day of the offering period. A maximum of 1.0 million shares is authorized for purchase until issuance of all shares available under the plan, unless terminated earlier at the discretion of the Board of Directors. Employees purchased approximately 12,200 shares under the ESPP during the year ended December 31, 2023. Approximately 0.9 million shares remain available for purchase under the ESPP as of December 31, 2023.

### 16. Fair Value Measurements:

Fair value is 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. Fair value is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and requires consideration of our creditworthiness when valuing certain liabilities. Our framework for measuring fair value is based on the following three-level hierarchy for fair value measurements:

*Level 1* - Quoted prices for *identical* instruments in active markets at the measurement date.

*Level 2* - Quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are *observable* in active markets at the measurement date and for the anticipated term of the instrument.

*Level 3* - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are *unobservable* inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Where available, the fair values were based upon quoted prices in active markets. However, if quoted prices were not available, then the fair values were based upon quoted prices for similar assets or liabilities or independently sourced market parameters, such as credit default swap spreads, yield curves, reported trades, broker/dealer quotes, interest rates and benchmark securities. For assets and liabilities without observable market activity, if any, the fair values were based upon discounted cash flow methodologies incorporating assumptions that, in our judgment, reflect the assumptions a marketplace participant would use. Valuation adjustments to reflect either party's creditworthiness and ability to pay were incorporated into our valuations, where appropriate, as of December 31, 2023 and 2022, the measurement dates.

The methodologies used to determine the fair value of our financial assets and liabilities as of December 31, 2023 were the same as those used as of December 31, 2022.

Fair values are estimates and are not necessarily indicative of amounts for which we could settle such instruments currently nor indicative of our intent or ability to dispose of or liquidate them.

#### ***Assets and Liabilities Carried at Fair Value on a Recurring Basis***

Derivatives, classified as Level 2, were primarily valued using estimated future cash flows based on observed prices from exchange-traded derivatives. We also considered the counterparty's creditworthiness, or our own creditworthiness, as appropriate. Adjustments were recorded to reflect the risk of credit default, but they were insignificant to the overall value of the derivatives. Refer to Note 9 for more information related to our derivative instruments. Refer to Note 10 for more information related to the fair value assumptions related to our pension assets and liabilities.

#### ***Other Fair Value Disclosures***

The carrying amounts of Cash and cash equivalents, Short-term investments, Accounts and notes receivable, net, Accounts payable, Other current liabilities, and Short-term debt approximate fair value due to the short maturities of these instruments. The carrying amount of our Credit Agreement in Long-term debt also approximates fair value due to its variable-rate characteristics.

The fair value of our senior unsecured notes in Long-term debt was based on the amount of future cash flows using current market rates for debt instruments of similar maturities and credit risk. The following table presents the fair value for our senior unsecured notes in Long-term debt (in millions):

	<b>As of December 31,</b>	
	<b>2023</b>	<b>2022</b>
<b>Quoted Prices in Active Markets for Similar Instruments (Level 2):</b>		
Senior unsecured notes	\$ 1,079.3	\$ 878.0

#### **17. Divestitures:**

During the third quarter of 2023, we obtained Board of Directors' approval and signed an agreement with Glen Dimplex Group, a private Irish company, for the sale of our Hyfra operations. The sale was completed on October 31, 2023. The following table summarizes the net gain recognized in connection with this divestiture in the fourth quarter.

<i>(Amounts in millions)</i>	<b>For the Year Ended December 31, 2023</b>	
Cash received from the buyer	\$	31.4
Account receivable <sup>(1)</sup>		1.8
Net assets sold		(18.6)
AOCI reclassification adjustments, primarily foreign currency translation		(3.1)
Direct costs to sell		(4.0)
<b>Gain on sale of business</b>	<b>\$</b>	<b>7.5</b>

<sup>(1)</sup> Total gain of \$7.5 million includes a \$1.8 million working capital true up due to us from the buyer in connection with the disposition.

Additionally during the third quarter of 2023, we obtained Board of Directors' approval and signed an agreement with Syntagma Capital Partners, a private Belgium company, for the sale of our European commercial HVAC and refrigeration operations. The sale was completed on December 29, 2023. In the third quarter of 2023 we recorded an impairment of \$63.2 million related to the sale. The impairment consisted of a \$38.3 million valuation allowance for the difference between the estimated consideration, net of our estimated costs to sell and the carrying value of the net assets, including related amounts in accumulated other comprehensive loss, \$22.6 million impairment of property, plant and equipment and \$2.3 million impairment of goodwill.

Under the terms of the agreement, the consideration to be paid by the buyer consists of the following:

- Cash paid at closing;
- Note receivable issued by buyer at closing, which is due on the fifth anniversary of the closing date and carries interest at 7.5% per annum. The fair value of the note receivable was estimated as \$9.9 million at closing, and;
- Contingent consideration related to 2023 and 2024 financial performance of the entities disposed. We have elected to treat this as a gain contingency under ASC 450, therefore none of the contingent consideration associated with the transaction will be recorded until final settlement of the contingent consideration.

The following table summarizes the net gain recognized after the recording of the impairment with this divestiture.

<i>(Amounts in millions)</i>	<b>For the Year Ended December 31, 2023</b>	
Cash received from the buyer	\$	6.7
Fair value of note receivable		9.9
Net assets sold		7.3
AOCI reclassification adjustments, primarily foreign currency translation		(10.9)
Direct costs to sell		(10.2)
<b>Gain on sale of businesses</b>	<b>\$</b>	<b>2.8</b>

The total gain on the sale of Hyfra and our European HVAC and refrigeration divestitures of \$10.3 million is net of \$3.8 million of tax associated with the sale. This \$3.8 million tax item is included in Income tax expense in our Statement of Operations. The total gain included in operating income is \$14.1 million. The total cash consideration received from these divestitures was \$38.1 million. At the date of closing the divested entities held \$14.9 million in cash, thus the net proceeds from the sale of the businesses was \$23.2 million.

## 18. Acquisition:

In October 2023, we completed the acquisition of AES, a company dedicated to service and sustainability in the light commercial market. The total purchase price consideration, net of cash acquired, for the acquisition of AES was \$94.9 million, which was primarily funded by cash and borrowings under our financing arrangements.

The purchase price was allocated to the assets acquired and liabilities assumed based on management's estimate of the respective fair values at the date of acquisition. Goodwill was calculated as the excess of the consideration transferred over the net assets recognized and represents the estimated future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. The factors contributing to the recognition of goodwill were the assembled workforce, high-value service delivery capabilities and strategic benefits that are expected to be realized from the acquisition.

Under the terms of the purchase agreement, a final working capital adjustment is due in the first quarter of 2024. The preliminary allocation of the purchase price as of the acquisition date was as follows:

<i>(Amounts in millions)</i>	<b>Amount</b>
Total consideration paid	\$ 94.9
Net tangibles assets acquired	17.6
Intangible assets acquired	36.9
Total net assets acquired	54.5
Goodwill as of acquisition date	\$ 40.4

The purchase price allocation includes \$36.9 million of acquired identifiable intangible assets, all of which have finite lives. The fair value of the identifiable intangible assets has been estimated using the income approach through a discounted cash flow analysis. The determination of the useful lives is based upon various industry studies, historical acquisition experience, and economic factors.

The amounts allocated to intangible assets are as follows:

<i>(Amounts in millions)</i>	<b>Gross Carrying Amount</b>	<b>Useful Life</b>	<b>Amortization Method</b>
Customer relationships	\$ 27.9	10 to 15 years	Straight-line
Non-compete agreement	5.8	5 years	Straight-line
Trade names	1.8	5 to 10 years	Straight-line
Backlog	1.4	1 to 2 years	Straight-line
Total	\$ 36.9		

Subsequent to the purchase of AES, we recognized net sales of approximately \$13 million and the acquired business contributed approximately \$1 million to the Building Climate Solutions segment profit from the date of acquisition through December 31, 2023.



**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

As required by Rule 13a-15 under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our current management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2023, our disclosure controls and procedures were effective to provide reasonable assurance 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 applicable rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

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

See "Management's Report on Internal Control Over Financial Reporting" included in Item 8 "Financial Statements and Supplementary Data."

**Attestation Report of the Independent Registered Public Accounting Firm**

See "Report of Independent Registered Public Accounting Firm" included in Item 8 "Financial Statements and Supplementary Data."

**Changes in Internal Control Over Financial Reporting**

There were no changes during the year ended December 31, 2023 in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

(a) As previously announced, Kim K.W. Rucker will resign from the Board of Directors of the Company effective February 29, 2024. On February 12, 2024, the Board of Directors determined to reduce the size of the Board of Directors from nine members to eight members as of the date of Ms. Rucker's retirement.

(b) During the quarter ended December 31, 2023, none of our directors or officers adopted, modified, or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as such terms are defined in Item 408(a) of Regulation S-K.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Our Code of Ethics (which we call our Code of Business Conduct) applies to all employees, officers and directors including our principal executive officer, principal financial officer and principal accounting officer, and is posted on our website at [www.lennox.com](http://www.lennox.com). Amendments to or waivers of our Code of Business Conduct for our principal executive officer, principal financial officer and principal accounting officer, if any, will be posted on our website.

The remainder of the response to this item is incorporated herein by reference from the Company's definitive proxy

statement, which will be filed no later than 120 days after December 31, 2023. Also, refer to Part I, Item 1 “Business - Information about our Executive Officers” of this Annual Report on Form 10-K, which identifies our executive officers and is incorporated herein by reference.

**Item 11. Executive Compensation**

Incorporated herein by reference from the Company’s definitive proxy statement, which will be filed no later than 120 days after December 31, 2023.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Incorporated herein by reference from the Company’s definitive proxy statement, which will be filed no later than 120 days after December 31, 2023. Also, refer to Note 15 in the Notes to the Consolidated Financial Statements for additional information about our equity compensation plans.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

Incorporated herein by reference from the Company’s definitive proxy statement, which will be filed no later than 120 days after December 31, 2023.

**Item 14. Principal Accountant Fees and Services**

Our independent registered public accounting firm is KPMG LLP, Dallas, TX, Auditor Firm ID: 185.

Incorporated herein by reference from the Company’s definitive proxy statement, which will be filed no later than 120 days after December 31, 2023.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**Financial Statements**

The following financial statements are included in Part II, Item 8 of the Annual Report on Form 10-K:

- Report of Independent Registered Public Accounting Firm (KPMG LLP, Dallas, TX, Auditor Firm ID: 185)
- Consolidated Balance Sheets as of December 31, 2023 and 2022
- Consolidated Statements of Operations for the Years Ended December 31, 2023, 2022 and 2021
- Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2023, 2022 and 2021
- Consolidated Statements of Stockholders’ Equity (Deficit) for the Years Ended December 31, 2023, 2022 and 2021
- Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021
- Notes to the Consolidated Financial Statements for the Years Ended December 31, 2023, 2022 and 2021

**Financial Statement Schedules**

The financial statement schedule included in this Annual Report on Form 10-K is Schedule II - Valuation and Qualifying Accounts and Reserves for the Years Ended December 31, 2023, 2022 and 2021 (see Schedule II immediately following the signature page of this Annual Report on Form 10-K).

Financial statement schedules not included in this Annual Report on Form 10-K have been omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.

**Exhibits**

A list of the exhibits required to be filed or furnished as part of this Annual Report on Form 10-K is set forth in the Index to Exhibits, which immediately precedes such exhibits, and is incorporated herein by reference.

## INDEX TO EXHIBITS

- 3.1 [Restated Certificate of Incorporation of Lennox International Inc. \(“LII”\)\(filed as Exhibit 3.1 to LII’s Annual Report on Form 10-K filed on February 15, 2022 and incorporated herein by reference\).](#)
- 3.2 [Amended and Restated Bylaws of LII \(filed as Exhibit 3.2 to LII’s Annual Report on Form 10-K filed on February 15, 2022 and incorporated herein by reference\).](#)
- 4.1 [Indenture, dated as of May 3, 2010, between LII and U.S. Bank National Association, as trustee \(filed as Exhibit 4.3 to LII’s Post-Effective Amendment No. 1 to Registration Statement on S-3 \(Registration No. 333-155796\) filed on May 3, 2010 and incorporated herein by reference\).](#)
- 4.2 [Ninth Supplemental Indenture, dated as of July 30, 2020, among LII, each existing Guarantor under the Indenture, dated as of May 3, 2010, as subsequently supplemented, and U.S. Bank National Association, as trustee \(filed as Exhibit 4.2 to LII’s Current Report on Form 8-K filed on July 30, 2020 and incorporated herein by reference\).](#)
- 4.3 [Form of 1.350% Notes due 2025 \(filed as Exhibit A in Exhibit 4.2 to LII’s Current Report on Form 8-K filed on July 30, 2020 and incorporated herein by reference\).](#)
- 4.4 [Form of 1.700% Notes due 2027 \(filed as Exhibit B in Exhibit 4.2 to LII’s Current Report on Form 8-K filed on July 30, 2020 and incorporated herein by reference\).](#)
- 4.5 [Tenth Supplemental Indenture, dated as of July 14, 2021, among LII, each existing Guarantor under the Indenture, dated as of May 3, 2010, as subsequently supplemented, and U.S. Bank National Association, as trustee \(filed as Exhibit 4.7 to LII’s Annual Report on Form 10-K filed on February 15, 2022\).](#)
- 4.6 [Eleventh Supplemental Indenture, dated as of September 15, 2023, among LII, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee \(filed as Exhibit 4.2 to LII’s Current Report on Form 8-K filed on September 15, 2023 and incorporated herein by reference\).](#)
- 4.7 [Form of 5.500% Notes due 2028 \(filed as Exhibit A in Exhibit 4.2 to LII’s Current Report on Form 8-K filed on September 15, 2023 and incorporated herein by reference\).](#)
- 4.8 [Description of Securities \(filed as Exhibit 4.8 to LII’s Annual Report on Form 10-K filed on February 21, 2023\).](#)
- 10.1 [Credit Agreement, dated as of July 14, 2021, among LII, a Delaware corporation, the Banks party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent \(filed as Exhibit 10.1 to LII’s Current Report on Form 8-K filed on July 15, 2021 and incorporated herein by reference\).](#)
- 10.2 [Guaranty Agreement, dated as of July 14, 2021, among the guarantors party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent \(filed as Exhibit 10.2 to LII’s Current Report on Form 8-K filed on July 15, 2021 and incorporated herein by reference\).](#)
- 10.3 [First Amendment of the Credit Agreement, dated as of April 14, 2023, among LII, the lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent \(filed as Exhibit 10.1 to LII’s Current Report on Form 8-K filed on April 18, 2023 and incorporated herein by reference\).](#)
- 10.4 [Second Amendment to the Credit Agreement, dated as of August 25, 2023, among LII as borrower, certain of its subsidiaries, as guarantors, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent \(filed as Exhibit 10.1 to LII’s Current Report on Form 8-K filed on August 28, 2023 and incorporated herein by reference\).](#)
- 10.5\* [Lennox International Inc. 2019 Equity and Incentive Compensation Plan \(filed as Exhibit 10.1 to LII’s Current Report on Form 8-K filed on May 24, 2019 and incorporated herein by reference\).](#)
- 10.6\* [Form of Long-Term Incentive Award Agreement for U.S. Employees - Vice President and Above \(for use under the 2019 Incentive Plan\) \(filed as Exhibit 10.18 to LII’s Annual Report on Form 10-K filed on February 18, 2020 and incorporated herein by reference\).](#)
- 10.7\* [Form of Long-Term Incentive Award Agreement for Non-U.S. Employees - Vice President and Above \(for use under the 2019 Incentive Plan\) \(filed as Exhibit 10.3 to LII’s Quarterly Report on Form 10-Q filed on October 25, 2021 and incorporated herein by reference\).](#)
- 10.8\* [Form of Long-Term Incentive Award Agreement for U.S. Employees - Vice President and Above \(for use under the 2019 Incentive Plan\) \(current version\) \(filed as Exhibit 10.1 to LII’s Current Report on Form 8-K filed on December 11, 2023 and incorporated herein by reference\).](#)
- 10.9\* [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors \(for use under the 2019 Incentive Plan\) \(2021 version\) \(filed herewith\).](#)
- 10.10\* [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors \(for use under the 2019 Incentive Plan\) \(2022 version\) \(filed herewith\).](#)
- 10.11\* [Form of Short-Term Incentive Program for Lennox International Inc. and its Subsidiaries \(filed as Exhibit 10.20 to LII’s Annual Report on Form 10-K filed on February 18, 2020 and incorporated herein by reference\).](#)

10.12*	<a href="#">Lennox International Inc. Profit Sharing Restoration Plan, as amended and restated as of January 1, 2009 (filed as Exhibit 10.3 to LII's Current Report on Form 8-K filed on December 17, 2008 and incorporated herein by reference).</a>
10.13*	<a href="#">Lennox International Inc. Supplemental Retirement Plan, as amended and restated as of January 1, 2009 (filed as Exhibit 10.2 to LII's Current Report on Form 8-K filed on December 17, 2008 and incorporated herein by reference).</a>
10.14*	<a href="#">Amendment Number One to the Lennox International Inc. Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated December 28, 2018 (filed as Exhibit 10.23 to LII's Annual Report on Form 10-K filed on February 19, 2019 and incorporated herein by reference).</a>
10.15*	<a href="#">Lennox International Inc. Supplemental Restoration Retirement Plan, effective as of January 1, 2019, dated December 28, 2018 (filed as Exhibit 10.24 to LII's Annual Report on Form 10-K filed on February 19, 2019 and incorporated herein by reference).</a>
10.16*	<a href="#">Form of Indemnification Agreement entered into between LII and certain executive officers and directors of LII (filed as Exhibit 10.4 to LII's Current Report on Form 8-K filed on December 11, 2023 and incorporated herein by reference).</a>
10.17*	<a href="#">Form of Employment Agreement entered into between LII and certain executive officers of LII (filed as Exhibit 10.30 to LII's Annual Report on Form 10-K filed on February 27, 2007 and incorporated herein by reference).</a>
10.18*	<a href="#">Form of Amendment to Employment Agreement entered into between LII and certain executive officers of LII (filed as Exhibit 10.2 to LII's Current Report on Form 8-K filed on December 12, 2007 and incorporated herein by reference).</a>
10.19*	<a href="#">Form of Offer Letter entered into between LII and certain executive officers of LII (current version) (filed as Exhibit 10.2 to LII's Current Report on Form 8-K filed on December 11, 2023 and incorporated herein by reference).</a>
10.20*	<a href="#">Form of Employment Agreement entered into between LII and certain executive officers of LII (current version) (filed as Exhibit 10.3 to LII's Current Report on Form 8-K filed on December 11, 2023 and incorporated herein by reference).</a>
10.21*	<a href="#">Employment Agreement entered into between LII and Alok Maskara (filed as Exhibit 10.1 to LII's Current Report on Form 8-K filed on March 23, 2022 and incorporated herein by reference).</a>
10.22*	<a href="#">Lennox International Inc. Directors' Retirement Plan (as Amended and Restated as of January 1, 2010) (filed as Exhibit 10.1 to LII's Current Report on Form 8-K filed on December 16, 2009 and incorporated herein by reference).</a>
10.23*	<a href="#">Lennox International Inc. Change in Control Severance Plan (filed as Exhibit 10.1 to LII's Current Report on Form 8-K filed on December 12, 2022 and incorporated herein by reference).</a>
10.24*	<a href="#">Lennox International Inc. 2010 Incentive Plan, as amended and restated (filed as Exhibit 10.1 to LII's Current Report on Form 8-K filed on May 19, 2010 and incorporated herein by reference).</a>
10.25*	<a href="#">Form of Long-Term Incentive Award Agreement for U.S. Employees - Vice President and Above (for use under the 2010 Incentive Plan) (filed as Exhibit 10.14 to LII's Annual Report on Form 10-K filed on February 16, 2018 and incorporated herein by reference).</a>
21.1	<a href="#">Subsidiaries of LII (filed herewith).</a>
22.1	<a href="#">List of Guarantor Subsidiaries (filed herewith).</a>
23.1	<a href="#">Consent of KPMG LLP (filed herewith).</a>
31.1	<a href="#">Certification of the principal executive officer (filed herewith).</a>
31.2	<a href="#">Certification of the principal financial officer (filed herewith).</a>
32.1	<a href="#">Certification of the principal executive officer and the principal financial officer pursuant to 18 U.S.C. Section 1350 (furnished herewith).</a>
97.1	<a href="#">LII Amended and Restated Clawback Policy (filed herewith).</a>
101	SCH Inline XBRL Taxonomy Extension Schema Document
101	CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
101	LAB Inline XBRL Taxonomy Extension Label Linkbase Document
101	PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
101	DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

\* Management contract or compensatory plan or arrangement.

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements 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.

LENNOX INTERNATIONAL INC.

By: /s/ Alok Maskara  
Alok Maskara  
Chief Executive Officer

February 13, 2024

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 in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Alok Maskara</u> Alok Maskara	Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2024
<u>/s/ Michael P. Quenzer</u> Michael P. Quenzer	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 13, 2024
<u>/s/ Chris A. Kosel</u> Chris A. Kosel	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	February 13, 2024
<u>/s/ Todd J. Teske</u> Todd J. Teske	Chairman of the Board of Directors	February 13, 2024
<u>/s/ Sherry L. Buck</u> Sherry L. Buck	Director	February 13, 2024
<u>/s/ Janet K. Cooper</u> Janet K. Cooper	Director	February 13, 2024
<u>/s/ John W. Norris, III</u> John W. Norris, III	Director	February 13, 2024
<u>/s/ Karen H. Quintos</u> Karen H. Quintos	Director	February 13, 2024
<u>/s/ Kim K.W. Rucker</u> Kim K.W. Rucker	Director	February 13, 2024
<u>/s/ Gregory T. Swienton</u> Gregory T. Swienton	Director	February 13, 2024
<u>/s/ Shane D. Wall</u> Shane D. Wall	Director	February 13, 2024

LENNOX INTERNATIONAL INC.

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

For the Years Ended December 31, 2023, 2022 and 2021

(In millions)

	Balance at beginning of year	Additions charged to cost and expenses	Write-offs	Recoveries	Other <sup>(1)</sup>	Balance at end of year
<b>2021</b>						
Allowance for doubtful accounts	\$ 9.6	\$ 0.3	\$ (0.4)	\$ 1.2	\$ —	\$ 10.7
<b>2022</b>						
Allowance for doubtful accounts	\$ 10.7	\$ 6.9	\$ (0.4)	\$ —	\$ (1.7)	\$ 15.5
<b>2023</b>						
Allowance for doubtful accounts	\$ 15.5	\$ 9.8	\$ (0.2)	\$ —	\$ (10.7)	\$ 14.4

<sup>(1)</sup> 2023 consists of the sale of our European businesses and other miscellaneous items.

**LENNOX INTERNATIONAL INC.**  
**Restricted Stock Unit Award Agreement**  
**Non-Employee Directors**

THIS AGREEMENT (“**Agreement**”) is made as of \_\_\_\_\_, 20\_\_ (the “**Date of Grant**”), by and between Lennox International Inc., a Delaware corporation (the “**Company**”), and (“**Participant**”).

The Company has adopted the Lennox International Inc. 2019 Equity and Incentive Compensation Plan (as amended and restated from time to time, the “**Plan**”), the terms of which are incorporated by reference and made a part of this Agreement, for the benefit of eligible employees, Directors, and certain other service providers of the Company and its Subsidiaries. Capitalized terms used and not otherwise defined in this Agreement have the meanings set forth in the Plan.

Pursuant to the Plan, the Committee, which has responsibility for administering the Plan, has determined that it is in the interest of the Company and its Stockholders to make the award described in this Agreement in order to increase Participant’s personal interest in the continued success and progress of the Company, to foster and enhance the long-term profitability of the Company for the benefit of its Stockholders by offering the incentive of long-term rewards, and to encourage Participant to remain a Director.

The Company and Participant therefore agree as follows:

1. **Grant of Award.** Subject to and upon the terms of this Agreement and the Plan, the Company grants to Participant on the Date of Grant Restricted Stock Units (“**RSUs**” and such award, the “**RSU Award**”).

2. **Restrictions on Transfer.** Subject to Section 15 of the Plan, neither the RSU Award evidenced hereby nor any interest therein or in the Common Shares underlying such award shall be transferable prior to settlement other than by will or pursuant to the laws of descent and distribution.

3. **Vesting.** Subject to Participant’s compliance with the terms of this Agreement, the RSU Award will vest on \_\_\_\_\_, 20\_\_ (the “**RSU Vesting Date**,” and the period from the Date of Grant until the RSU Vesting Date, the “**RSU Restriction Period**”). If the RSU Vesting Date is not a day on which Common Shares are traded on a U.S. national securities exchange or quoted in an inter-dealer quotation system, then the RSU Vesting Date will be the preceding day on which sales of Common Shares were reported. If Participant ceases to remain a member of the Board through the end of the RSU Restriction Period, the RSU Award will fully vest except as provided in Section 4(a).

4. **Termination of Directorship; Change in Control.** Unless otherwise determined by the Committee in its sole discretion, and notwithstanding anything herein to the contrary, the RSU Award will be subject to vesting or cancellation in connection with the events specified below:

(a) If, prior to the end of the RSU Restriction Period, Participant’s service as member of the Board is terminated for any reason and the majority of the remaining members determine that the circumstances related to Participant’s departure from the Board was a “For Cause” matter or related to Participant’s performance, then, immediately after Participant’s termination, the RSU Award will be cancelled. “For Cause” as used in this Agreement means (i) any violation by Participant of the Company’s written policies as they may exist or be created



or modified from time to time in the future; (ii) any state or federal criminal conviction, including, but not limited to, entry of a plea of nolo contendere or deferred adjudication upon a felony or misdemeanor charge; (iii) the commission by Participant of any material act of misconduct or dishonesty; (iv) any intentional or grossly negligent action or omission to act that breaches any covenant, agreement, condition or obligation contained in any written agreement with the Company; or (v) acts that in any way have a direct, substantial, and adverse effect on the Company's reputation.

(b) If a Change in Control occurs prior to the end of the RSU Restriction Period, Section 12(b) of the Plan shall apply. If a Change in Control occurs after the end of the RSU Restriction Period, Section 12(b) of the Plan shall not apply.

## 5. **RSU Payment Timing.**

(a) **General.** Except as otherwise provided in Section 5(b), vested RSUs will be paid within 30 days following vesting. Vested RSUs will be paid in the form of one Common Share for each vested RSU.

(b) **Other Payment Events.** In the event that the payment timing for vested RSUs set forth in Section 5(a) would cause the RSU Award to fail to comply with Section 409A of the Code (e.g., in the event of a Change in Control that does not constitute a "change in control" for purposes of Section 409A(a)(2)(A)(v) of the Code), then such vested RSUs will instead be paid within 60 days after the earliest of (1) Participant's "separation from service" with the Company and its Subsidiaries (for purposes of Section 409A of the Code), (2) the RSU Vesting Date, or (3) the occurrence of a Change in Control that constitutes a "change in control" for purposes of Section 409A(a)(2)(A)(v) of the Code. In no event shall Participant be permitted to designate the taxable year of payment for the RSUs.

6. **Taxes.** Participant will be solely responsible for the payment of all taxes that arise with respect to the granting and payment of the RSUs, including the payment of any Common Shares.

7. **Adjustments.** The number of Common Shares subject to the RSU and the other terms and conditions of the grant evidenced by this Agreement are subject to adjustment as provided in Section 11 of the Plan.

8. **No Stockholder Rights.** Participant will not be deemed for any purpose, including voting rights and dividends or dividend equivalents, to be, or to have any of the rights of, a Stockholder with respect to any Common Shares as to which the RSU Award relates until such shares are issued or transferred to Participant by the Company. The existence of this Agreement will not affect the right or power of the Company or its Stockholders to accomplish any corporate act.

9. **Restrictions Imposed by Law.** Participant agrees that the Company will not be obligated to deliver any Common Shares if the Company determines that such delivery would violate any applicable law or any rule or regulation of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Shares may be listed or quoted. The Company will not be obligated to take any affirmative action to cause the delivery of Common Shares to comply with any such law, rule, regulation or agreement.

10. **Compliance with Section 409A of the Code.** To the extent applicable, it is intended that this Agreement and the Plan comply with or be exempt from the provisions of Section 409A of the Code. This Agreement and the Plan shall be administered in a manner consistent with this intent, and any provision that would cause this Agreement or the Plan to fail to satisfy Section 409A of the Code shall have no force or effect until amended to comply with or be exempt from Section 409A of the Code (which amendment may be retroactive to the extent permitted by Section 409A of the Code and may be made by the Company without the consent of Participant).

11. **No Right to Future Awards or Board Membership.** The grant of the RSUs under this Agreement to Participant is a voluntary, discretionary award being made on a one-time basis and it does not constitute a commitment to make any future awards. Nothing contained in this Agreement shall confer upon Participant any right to continued service as a member of the Board.

12. **Notice.** Unless the Company notifies Participant in writing of a different procedure, any notice or other communication to the Company with respect to this Agreement must be in writing and delivered personally or by first class mail, postage prepaid, to the following address:

Lennox International Inc.  
c/o Corporate Secretary  
2140 Lake Park Boulevard  
Richardson, Texas 75080

Any notice or other communication to Participant with respect to this Agreement must be in writing and delivered personally, or sent electronically to Participant or by first class mail, postage prepaid, to Participant's address as listed in the records of the Company on the Date of Grant, unless the Company has received written notification from Participant of a change of address.

13. **Amendment.** This Agreement may be supplemented or amended from time to time as approved by the Committee as contemplated by the Plan. Participant's consent shall not be required to an amendment that is deemed necessary by the Company to ensure compliance with Section 409A of the Code.

14. **Governing Law.** This Agreement is governed by Delaware law. Any dispute arising out of or related to this Agreement, or any breach or alleged breach hereof, will be exclusively decided by a state or federal court in the State of Texas in the County of Dallas. Participant irrevocably waives Participant's right, if any, to have any disputes between Participant and the Company arising out of or related to this Agreement decided in any jurisdiction or venue other than a state or federal court in the State of Texas in the County of Dallas. Participant hereby irrevocably consents to the personal jurisdiction of the state courts in the State of Texas in the County of Dallas for the purposes of any action arising out of or related to this Agreement.

15. **Construction.** This Agreement is entered into, and the RSU Award is granted, pursuant to the Plan and is governed by and construed in accordance with the Plan and the administrative interpretations adopted under the Plan. In the event of any inconsistency between the terms of the Plan and this Agreement, the terms of the Plan will control.

16. **Severability and Reformation.** If any restriction or covenant in this Agreement is deemed by a court of competent jurisdiction to be unreasonable or unenforceable as written,

the court may modify any unreasonable or unenforceable element of the restriction or covenant to make it reasonable and enforceable or enforce it only to the extent it is reasonable and enforceable. If the court determines that any restriction or covenant in this Agreement is wholly or partially invalid or unenforceable, the remainder of the restrictions or covenants will be given full effect.

17. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the RSU Award.

18. **Electronic Delivery.** The Participant consents to the delivery of any documents related to the award granted hereunder by electronic means and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

19. **Participant Acceptance.** Participant must accept the terms and conditions of this Agreement by electronic signature or by signing in the space below and returning a signed copy to the Company.

20. **No-Waiver.** Any waiver by the Company of a breach of any provision of this Agreement will not operate or be construed as waiver of any subsequent breach.

21. **Successors and Assigns.** This Agreement will inure to the benefit of, and may be enforced by, any and all successors and assigns of the Company, including without limitation by asset assignment, stock sale, merger, consolidation or other corporate reorganization, and will be binding on Participant, Participant's executors, administrators, personal representatives or other successors in interest. Participant further agrees that Participant's rights are personal and may not be assigned or transferred.

22. **Acknowledgement.** Participant acknowledges that Participant (a) has received a copy of the Plan, (b) has had an opportunity to review the terms of this Agreement and the Plan, (c) understands the terms and conditions of this Agreement and the Plan and (d) agrees to such terms and conditions.

ACCEPTED:

Signed: \_\_\_\_\_  
«First» «Last»

Date: «Date»

**LENNOX INTERNATIONAL INC.**  
**Restricted Stock Unit Award Agreement**  
**Non-Employee Directors**

THIS AGREEMENT (“**Agreement**”) is made as of \_\_\_\_\_, 20\_\_ (the “**Date of Grant**”), by and between Lennox International Inc., a Delaware corporation (the “**Company**”), and (“**Participant**”).

The Company has adopted the Lennox International Inc. 2019 Equity and Incentive Compensation Plan (as amended and restated from time to time, the “**Plan**”), the terms of which are incorporated by reference and made a part of this Agreement, for the benefit of eligible employees, Directors, and certain other service providers of the Company and its Subsidiaries. Capitalized terms used and not otherwise defined in this Agreement have the meanings set forth in the Plan.

Pursuant to the Plan, the Committee, which has responsibility for administering the Plan, has determined that it is in the interest of the Company and its Stockholders to make the award described in this Agreement in order to increase Participant’s personal interest in the continued success and progress of the Company, to foster and enhance the long-term profitability of the Company for the benefit of its Stockholders by offering the incentive of long-term rewards, and to encourage Participant to remain a Director.

The Company and Participant therefore agree as follows:

1. **Grant of Award.** Subject to and upon the terms of this Agreement and the Plan, the Company grants to Participant on the Date of Grant Restricted Stock Units (“**RSUs**” and such award, the “**RSU Award**”).

2. **Restrictions on Transfer.** Subject to Section 15 of the Plan, neither the RSU Award evidenced hereby nor any interest therein or in the Common Shares underlying such award shall be transferable prior to settlement other than by will or pursuant to the laws of descent and distribution.

3. **Vesting.** Subject to Participant’s compliance with the terms of this Agreement, the RSU Award will vest on \_\_\_\_\_, 20\_\_ (the “**RSU Vesting Date**,” and the period from the Date of Grant until the RSU Vesting Date, the “**RSU Restriction Period**”). If the RSU Vesting Date is not a day on which Common Shares are traded on a U.S. national securities exchange or quoted in an inter-dealer quotation system, then the RSU Vesting Date will be the preceding day on which sales of Common Shares were reported. If Participant ceases to remain a member of the Board through the end of the RSU Restriction Period, the RSU Award will fully vest except as provided in Section 4.

4. **Termination of Directorship.** Unless otherwise determined by the Committee in its sole discretion, and notwithstanding anything herein to the contrary, if, prior to the end of the RSU Restriction Period, Participant’s service as member of the Board is terminated for any reason and the majority of the remaining members determine that the circumstances related to Participant’s departure from the Board was a “For Cause” matter or related to Participant’s performance, then, immediately after Participant’s termination, the RSU Award will be cancelled. “For Cause” as used in this Agreement means (i) any violation by Participant of the Company’s written policies as they may exist or be created or modified from time to time in the future; (ii) any state or federal criminal conviction, including, but not limited to, entry of a plea of nolo contendere or deferred adjudication upon a felony or misdemeanor charge; (iii) the commission by Participant of any material act of misconduct or dishonesty; (iv) any intentional or grossly negligent action or omission to act that breaches any covenant, agreement, condition

or obligation contained in any written agreement with the Company; or (v) acts that in any way have a direct, substantial, and adverse effect on the Company's reputation.

5. **Change in Control.** Section 12(b) of the Plan shall not apply to the RSU Award. Instead, the RSU Award, to the extent outstanding and unvested at the relevant times, will be subject to the vesting terms and conditions set forth in this Section 5.

(a) **Failure to Provide Qualifying Replacement Award.** In the event of a Change in Control, except to the extent that a Qualifying Replacement Award is provided to Participant to continue, replace, or assume the RSU Award, the RSU Award will fully vest immediately prior to (and contingent upon) the Change in Control.

(b) **Certain Definitions.** For purposes of this Section 5, the following capitalized terms shall have the following meanings:

(i) **"Qualifying Replacement Award"** means a Replacement Award that meets all of the following conditions, as determined by the Committee, as constituted immediately before the Change in Control, in its sole discretion: (A) the Replacement Award is an award of the same type as the original award; (B) the Replacement Award has a value at least equal to the value of the original award; (C) the Replacement Award relates to publicly traded equity securities of the Company or its successor in the Change in Control or another entity that is affiliated with the Company or its successor following the Change in Control; (D) if Participant is subject to U.S. federal income tax under the Code, the tax consequences of the Replacement Award to Participant under the Code are not less favorable to Participant than the tax consequences of the original award; and (E) the other terms and conditions of the Replacement Award (including the terms related to vesting and exercisability, as applicable) are not less favorable to Participant than the terms and conditions of the original award (including the provisions that would apply in the event of a subsequent termination of employment or change in control).

(ii) **"Replacement Award"** means an award representing a continuation, replacement, or assumption of the RSU Award. A Replacement Award may be granted only to the extent it does not result in the original award or the Replacement Award failing to comply with or be exempt from Section 409A of the Code.

6. **RSU Payment Timing.**

(a) **General.** Except as otherwise provided in Section 6(b), vested RSUs will be paid within 30 days following the RSU Vesting Date. Vested RSUs will be paid in the form of one Common Share for each vested RSU.

(b) **Other Payment Events.** Notwithstanding Section 6(a), to the extent that the RSUs are not subject to a "substantial risk of forfeiture" (within the meaning of Section 409A of the Code), the RSUs shall be paid on an accelerated basis on the earliest of the following: (i) the occurrence of a Change in Control that constitutes a "change in control" for purposes of Section 409A(a)(2)(A)(v) of the Code (a "**409A Change in Control**"); or (ii) a separation from service of Participant (for purposes of Treasury Regulation Section 1.409A-1(h)).

7. **Taxes.** Participant will be solely responsible for the payment of all taxes that arise with respect to the granting and payment of the RSUs, including the payment of any Common Shares.

8. **Adjustments.** The number of Common Shares subject to the RSU and the other terms and conditions of the grant evidenced by this Agreement are subject to adjustment as provided in Section 11 of the Plan.

9. **No Stockholder Rights.** Participant will not be deemed for any purpose, including voting rights and dividends or dividend equivalents, to be, or to have any of the rights of, a Stockholder with respect to any Common Shares as to which the RSU Award relates until such shares are issued or transferred to Participant by the Company. The existence of this Agreement will not affect the right or power of the Company or its Stockholders to accomplish any corporate act.

10. **Restrictions Imposed by Law.** Participant agrees that the Company will not be obligated to deliver any Common Shares if the Company determines that such delivery would violate any applicable law or any rule or regulation of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Shares may be listed or quoted. The Company will not be obligated to take any affirmative action to cause the delivery of Common Shares to comply with any such law, rule, regulation or agreement.

11. **Compliance with Section 409A of the Code.** To the extent applicable, it is intended that this Agreement and the Plan comply with or be exempt from the provisions of Section 409A of the Code. This Agreement and the Plan shall be administered in a manner consistent with this intent, and any provision that would cause this Agreement or the Plan to fail to satisfy Section 409A of the Code shall have no force or effect until amended to comply with or be exempt from Section 409A of the Code (which amendment may be retroactive to the extent permitted by Section 409A of the Code and may be made by the Company without the consent of Participant). If, at the time of Participant's separation from service (within the meaning of Section 409A of the Code), (a) Participant will be a specified employee (within the meaning of Section 409A of the Code and using the identification methodology selected by the Company from time to time) and (b) the Company makes a good faith determination that an amount payable hereunder the timing of which is triggered by such separation from service constitutes deferred compensation (within the meaning of Section 409A of the Code) the payment of which is required to be delayed pursuant to the six-month delay rule set forth in Section 409A of the Code in order to avoid taxes or penalties under Section 409A of the Code, then the Company will not pay such amount on the otherwise scheduled payment date but will instead pay it, without interest, on the tenth business day of the seventh month after such separation from service.

12. **No Right to Future Awards or Board Membership.** The grant of the RSUs under this Agreement to Participant is a voluntary, discretionary award being made on a one-time basis and it does not constitute a commitment to make any future awards. Nothing contained in this Agreement shall confer upon Participant any right to continued service as a member of the Board.

13. **Notice.** Unless the Company notifies Participant in writing of a different procedure, any notice or other communication to the Company with respect to this Agreement must be in writing and delivered personally or by first class mail, postage prepaid, to the following address:

Lennox International Inc.  
c/o Corporate Secretary  
2140 Lake Park Boulevard  
Richardson, Texas 75080

Any notice or other communication to Participant with respect to this Agreement must be in writing and delivered personally, or sent electronically to Participant or by first class mail, postage prepaid, to Participant's address as listed in the records of the Company on the Date of Grant, unless the Company has received written notification from Participant of a change of address.

14. **Amendment.** This Agreement may be supplemented or amended from time to time as approved by the Committee as contemplated by the Plan. Participant's consent shall not be required to an amendment that is deemed necessary by the Company to ensure compliance with Section 409A of the Code.

15. **Governing Law.** This Agreement is governed by Delaware law. Any dispute arising out of or related to this Agreement, or any breach or alleged breach hereof, will be exclusively decided by a state or federal court in the State of Texas in the County of Dallas. Participant irrevocably waives Participant's right, if any, to have any disputes between Participant and the Company arising out of or related to this Agreement decided in any jurisdiction or venue other than a state or federal court in the State of Texas in the County of Dallas. Participant hereby irrevocably consents to the personal jurisdiction of the state courts in the State of Texas in the County of Dallas for the purposes of any action arising out of or related to this Agreement.

16. **Construction.** This Agreement is entered into, and the RSU Award is granted, pursuant to the Plan and is governed by and construed in accordance with the Plan and the administrative interpretations adopted under the Plan. In the event of any inconsistency between the terms of the Plan and this Agreement, the terms of the Plan will control.

17. **Severability and Reformation.** If any restriction or covenant in this Agreement is deemed by a court of competent jurisdiction to be unreasonable or unenforceable as written, the court may modify any unreasonable or unenforceable element of the restriction or covenant to make it reasonable and enforceable or enforce it only to the extent it is reasonable and enforceable. If the court determines that any restriction or covenant in this Agreement is wholly or partially invalid or unenforceable, the remainder of the restrictions or covenants will be given full effect.

18. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the RSU Award.

19. **Electronic Delivery.** The Participant consents to the delivery of any documents related to the award granted hereunder by electronic means and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

20. **Participant Acceptance.** Participant must accept the terms and conditions of this Agreement by electronic signature or by signing in the space below and returning a signed copy to the Company.

21. **No-Waiver.** Any waiver by the Company of a breach of any provision of this Agreement will not operate or be construed as waiver of any subsequent breach.

22. **Successors and Assigns.** This Agreement will inure to the benefit of, and may be enforced by, any and all successors and assigns of the Company, including without limitation by asset assignment, stock sale, merger, consolidation or other corporate reorganization, and will be binding on Participant, Participant's executors, administrators, personal representatives or other successors in interest. Participant further agrees that Participant's rights are personal and may not be assigned or transferred.

23. **Acknowledgement.** Participant acknowledges that Participant (a) has received a copy of the Plan, (b) has had an opportunity to review the terms of this Agreement and the Plan, (c) understands the terms and conditions of this Agreement and the Plan and (d) agrees to such terms and conditions.

ACCEPTED:

Signed: \_\_\_\_\_  
«First» «Last»

Date: «Date»



**EXHIBIT 21.1**  
**Lennox International Inc. Subsidiaries**

The following are the subsidiaries of Lennox International Inc., as of February 6, 2024, and the states or jurisdictions in which they are organized. Subsidiaries are indented below their immediate parent entity. The names of certain subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a “significant subsidiary” as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

<b>Name</b>	<b>Ownership</b>	<b>Jurisdiction</b>
Lennox Industries Inc. (See Annex A) <i>d/b/a Lennox Parts Plus, Lennox Industries Inc. of Delaware</i>	100%	Delaware
Heatcraft Inc.	100%	Delaware
Bohn de Mexico S.A. de C.V.	50%	Mexico
Frigus-Bohn S.A. de C.V.	50%	Mexico
Advanced Distributor Products LLC	100%	Delaware
Heatcraft Refrigeration Products LLC	100%	Delaware
Heatcraft Technologies Inc.	100%	Delaware
Alliance Compressor LLC	24.5%	Delaware
Lennox Procurement Company Inc.	100%	Delaware

**ANNEX A  
TO  
EXHIBIT 21.1**

**Lennox Industries Inc. Subsidiaries**

<b>Name</b>	<b>Ownership</b>	<b>Jurisdiction</b>
Allied Air Enterprises LLC	100%	Delaware
LPAC Corp.	100%	Delaware
Lennox Global LLC (See Annex B)	100%	Delaware
LGL Europe Holding Co.	53.2%	Delaware
LGL Holland B.V. (See Annex C)	100%	Netherlands
Lennox National Account Services Inc.	100%	California
Lennox Services LLC	100%	Delaware
Lennox National Account Services LLC	100%	Florida
Lennox AES Holdings LLC	100%	Delaware
Lennox AES Industries LLC	100%	Delaware

**ANNEX B  
TO  
EXHIBIT 21.1**

**Lennox Global LLC Subsidiaries**

<b>Name</b>	<b>Ownership</b>	<b>Jurisdiction</b>
Lennox (Shanghai) Refrigeration Technology Consulting Co Ltd.	100%	China
LGL Europe Holding Co.	46.8%	Delaware
LGL Holland B.V. (See Annex C)	100%	Netherlands
P.M. Pagdig, S. de R.L. de C.V.	99.998%	Mexico
LGL Australia (US) Inc.	100%	Delaware
Lennox India Technology Centre Private Ltd.	0.0005%	India
LII Comercial de Mexico, S. de R.L. de C.V.	99.97%	Mexico
P.M. Pagdig, S. de R.L. de C.V.	0.002%	Mexico

**ANNEX C  
TO  
EXHIBIT 21.1**

**LGL Holland B.V. Subsidiaries**

<b>Name</b>	<b>Ownership</b>	<b>Jurisdiction</b>
Lennox Industries (Canada) ULC	100%	Canada
Lennox Switzerland GmbH	100%	Switzerland
LII Mexico Holdings Ltd.	100%	UK
LII United Products, S. de R.L. de C.V.	99.99%	Mexico
LII Comercial de Mexico, S. de R.L. de C.V.	0.03%	Mexico
Lennox Mexico Minority Holdings LLC	100%	Delaware
LII United Products, S. de R.L. de C.V.	0.01%	Mexico
Lennox LXMO Holdings LLC	100%	Delaware
LII LXMO Holdings LLC	100%	Delaware
Lennox India Technology Centre Private Ltd.	99.9995%	India
LGL Germany GmbH	100%	Germany
LII Global UK Ltd.	100%	United Kingdom
Lennox NAO	99.5%	Russia

### List of Guarantor Subsidiaries

The following subsidiaries of Lennox International Inc. (the “Company”) are guarantors with respect to the Company’s (1) 1.35% Notes due 2025, (2) 1.70% Notes due 2027 and (3) 5.50% Notes due 2028:

<b>Guarantor</b>	<b>State or Other Jurisdiction of Formation</b>
Advanced Distributor Products LLC	Delaware
Allied Air Enterprises LLC	Delaware
Heatcraft Inc.	Delaware
Heatcraft Refrigeration Products LLC	Delaware
Heatcraft Technologies Inc.	Delaware
Lennox Global LLC	Delaware
Lennox Industries Inc.	Delaware
Lennox National Account Services Inc.	California
Lennox National Account Services, LLC	Florida
Lennox Procurement Company Inc.	Delaware
Lennox Services, LLC	Delaware
LGL Australia (US) Inc.	Delaware
LGL Europe Holding Co.	Delaware

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (Nos. 333-265185, 333-231762 and 333-127540) on Form S-8 and (No. 333-268030) on Form S-3 of our report dated February 13, 2024, with respect to the consolidated financial statements of Lennox International Inc. and the effectiveness of internal control over financial reporting.

(signed) KPMG LLP

Dallas, Texas  
February 13, 2024

## CERTIFICATION

I, Alok Maskara, certify that:

1. I have reviewed this annual report on Form 10-K of Lennox International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2024

/s/ Alok Maskara

Alok Maskara  
Chief Executive Officer

## CERTIFICATION

I, Michael Quenzer, certify that:

1. I have reviewed this annual report on Form 10-K of Lennox International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2024

/s/ Michael Quenzer  
Michael Quenzer  
Chief Financial Officer



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Lennox International Inc. (the "Company") on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, Alok Maskara, Chief Executive Officer of the Company, and Michael Quenzer, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to his or her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

/s/ Alok Maskara

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Alok Maskara  
Chief Executive Officer

February 13, 2024

/s/ Michael Quenzer

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Michael Quenzer  
Chief Financial Officer

February 13, 2024

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the report.

**LENNOX INTERNATIONAL INC.**  
**AMENDED AND RESTATED CLAWBACK POLICY**

**Article I**  
**Definitions**

“**Committee**” means the Compensation & Human Resources Committee of the Board of Directors of the Company, who will administer this Policy in accordance with NYSE guidance.

“**Company**” means Lennox International Inc.

“**Covered Person**” means the Company’s current and former Chief Executive Officers, Executive Vice Presidents, and other officers subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934 (“**Executive Officers**”) if they were an Executive Officer during the relevant performance period.

“**Effective Date**” means October 2, 2023.

“**Excess Amount**” means the difference between the amount of Incentive Compensation received by a Covered Person during the Recovery Period, and the lesser amount of Incentive Compensation that a Covered Person would have received based on the restated financial results.

“**Incentive Compensation**” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure. Financial reporting measures include items reported in or derived from the Company’s financial statements as well as stock price and total shareholder return. Incentive Compensation does not include awards with time-based vesting, such as restricted stock units, stock appreciation rights, or other awards that are not subject to the attainment of a financial reporting measure.

“**Original Policy**” means the Clawback Policy adopted by the Company on September 17, 2009.

“**Recovery Period**” means the three completed fiscal years immediately preceding a Triggering Event, except in the case of a change in the Company’s fiscal year, in which case the time period will be adjusted pursuant to applicable New York Stock Exchange (“**NYSE**”) rules.

“**Triggering Event**” means the earlier of:

- a) the date the Company determines that it is required to prepare an accounting restatement due to its material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, or
- b) the date a legal authority directs the Company to prepare such an accounting restatement.

**Article II**  
**Recovery of Excess Amounts**

- 1) This Policy applies to any Incentive Compensation received on or after the Effective Date resulting from attainment of a financial reporting measure for any fiscal period ending on or after the Effective Date. The Original Policy will continue to apply to Incentive Compensation (as defined in the Original Policy) prior to the Effective Date.
- 2) If a Triggering Event occurs, the Company will recover any Excess Amount received by a Covered Person. Incentive Compensation is considered received when the applicable financial reporting measure is attained, without regard to when the Incentive Compensation was actually awarded or paid. The Company will calculate the Excess Amount without regard to any taxes paid by the Covered Person. In the case of Incentive Compensation based on stock price or total shareholder return, the Excess Amount will be based on reasonable estimates. Recovery will be made reasonably promptly following the Triggering Event in any manner the Committee determines is appropriate, including, but not limited to, offsetting future compensation, repayment through a deferred payment plan, or canceling unrelated unvested equity awards.
- 3) The Committee may determine that it would be impracticable to recover Excess Amounts if:
  - a) the Company has already made a reasonable attempt to recover the Excess Amounts and total efforts would incur third-party expenses greater than the amount to be recovered;
  - b) recovery would violate home country law adopted prior to November 28, 2022 and counsel in that jurisdiction has issued an opinion (acceptable to NYSE) that recovery would violate that jurisdiction's law; or
  - c) recovery would likely cause a broad-based, tax-qualified retirement plan to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code and applicable regulations.
- 4) The Company may not indemnify any Covered Person for the loss of Excess Amounts pursuant to this Policy.
- 5) The Company will maintain documentation to support estimates of the Excess Amounts and to show its attempts to recover Excess Amounts.

**Approved by Lennox International Inc. Board of Directors - July 14, 2023**