
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

☒ Filed by the Registrant

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| ☐ | Preliminary Proxy Statement |
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nVent Shareholder Engagement

Spring 2026



Forward-Looking Statements

Caution Concerning Forward-Looking Statements

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

Key Definitions and Notes

Except as otherwise noted, all references represent our results for the period indicated, presented on an adjusted basis. “Organic Sales” refers to GAAP revenue excluding (1) the impact of currency translation and (2) the impact of revenue from acquired businesses recorded prior to the first anniversary of the acquisition less the amount of sales attributable to divested product lines not considered discontinued operations. Reportable segment income (“segment income”) represents operating income of each reportable segment exclusive of intangible amortization, acquisition related expenses, costs of restructuring activities, impairments and other unusual non-operating items. Adjusted operating income represents consolidated operating income exclusive of intangible amortization, acquisition related expenses, costs of restructuring activities, impairments and other unusual non-operating items. Return on sales (“ROS”) equals segment income divided by segment net sales or, on a consolidated basis, adjusted operating income divided by total net sales.

Continuing Operations

In July 2024 we announced an agreement to sell the Thermal Management business and this divestiture was completed in January 2025. Accordingly, the Company is reporting the results of that business as discontinued operations. All results referenced throughout this presentation are on a continuing operations basis unless otherwise stated.

2025 Business Results

Full-Year Results

- Sales of **\$3.9 billion**, up 30% and 13% organically; acquisitions added 16 points; backlog of \$2.3 billion
- Reported EPS of **\$2.60**, up 82%; Adjusted EPS of **\$3.35**, up 35%
- Cash flow from operating activities of **\$649 million**; total Free Cash Flow of **\$561 million**, up 31%
 - 102% conversion of adjusted net income
- **51%** annualized Total Shareholder Return
 - 92nd percentile of our compensation comparator group
 - 38 percentage points higher than the S&P 400 Industrials

Highlights

- Launched 86 new products driving ~10 points of sales growth; new product vitality of 27%
- Organic sales growth led by Infrastructure, now represents 45% of nVent sales
- Data center sales grew >50%, now represents ~\$1 billion in sales
- Portfolio transformation: acquired EPG and more than replaced earnings from Thermal Management divestiture
- Made progress across our sustainability focus areas and received numerous recognitions

Transformational year with strong performance

Announcing Our 2025 Sustainability Report

Report Highlights



Achieved **76** employee satisfaction + recommend score from our 2025 Employee Engagement Survey, three points higher than global benchmark



Launched **100%** of new products in 2025 without single-use plastic packaging



Reduced normalized CO₂e emissions by **24%** compared to 2024 through operational efficiency and renewable energy investments



Reached our goal to train **100%** of all employees on our Code of Business Conduct and Ethics*

Recognition



Learn more in the report!

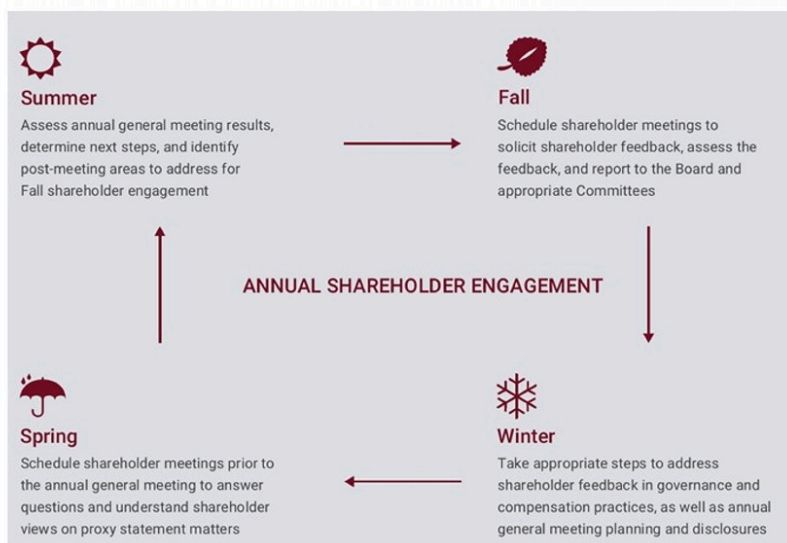


Visit nVent.com/about/sustainability for more information on our 2025 sustainability progress

*As of September 2025, including full- and part-time employees, and excluding contingent workers and temporary employees, employees on leave of absence, and our 2025 acquisition

Shareholder Engagement

- During our 2025 engagement process, members of the Board and management met with shareholders representing **12% of outstanding shares*** with Director participation on 100% of calls
- Engagement topics included:
 - AI strategy and use
 - Board oversight of risk
 - Board composition and refreshment
 - Executive compensation
 - Human capital management
 - Shareholder engagement
 - Sustainability



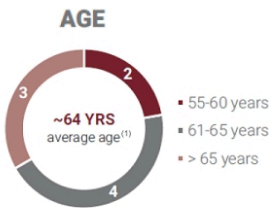
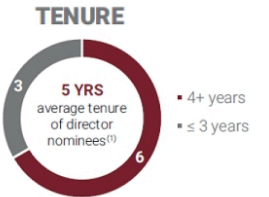
We value investor feedback and will continue to seek it through engagement initiatives

*nVent outstanding shares and shareholder ownership are as of the time of fall outreach, which reflects June 30, 2025 data. Shareholder ownership is based on publicly disclosed ownership.

2026 Director Nominees

Experience/Qualifications/Skills	Board Nominees								
	Aaholm	Burris	Cameron	Ducker	Leopold	Ostling	Palmer	Parker	Wozniak
Cybersecurity	•			•	•	•	•		•
Sustainability	•	•	•	•	•	•	•	•	•
Financial				•	•	•	•	•	•
Human Capital Management	•	•	•	•	•		•		•
Innovation/Digital/Technology	•	•		•	•		•		•
International Business & Operations	•	•	•	•	•	•	•	•	•
M&A	•	•	•	•	•	•	•	•	•
Operations/Manufacturing	•	•	•	•	•		•	•	•
Relevant Industry		•			•			•	•
Risk Management	•	•	•	•	•	•	•	•	•
Sales & Marketing		•	•	•					•
Senior Leadership	•	•	•	•	•	•	•	•	•
Strategy Formation	•	•	•	•	•		•	•	•
Supply Chain/Logistics	•	•		•			•	•	•

Our Governance and Sustainability Committee reviews each candidate to assess the fit of their qualifications with the needs of the Board and our company



Skilled Board with diverse experiences and backgrounds

⁽¹⁾ Tenure and age are calculated as of March 31, 2026. Tenure is based on full years of completed service.

Governance Practices



Board Structure

- All non-employee Directors are independent
- Independent Lead Director with robust responsibilities
- Demonstrated commitment to thoughtful Board refreshment



Board Effectiveness

- Formal Director orientation and continuing education programs
- Annual Board and Committee self-assessments (led by independent third party in 2025)



Oversight & Risk

- Board and Committee oversight of risk (including sustainability, AI and cybersecurity)
- Board oversight of CEO and executive officer succession planning
- Annual sustainability reporting



Ethics & Accountability

- Code of Ethics with annual ethics training
- Stock ownership requirements for Officers and Directors



Shareholder Engagement

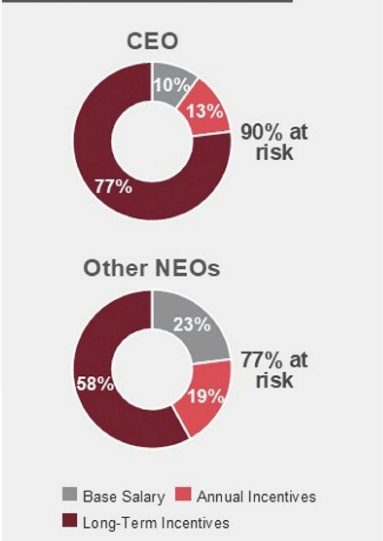
- Active shareholder outreach with Director participation

Good governance sets the foundation for success



2025 Executive Compensation Structure

2025 Target Direct Compensation Mix



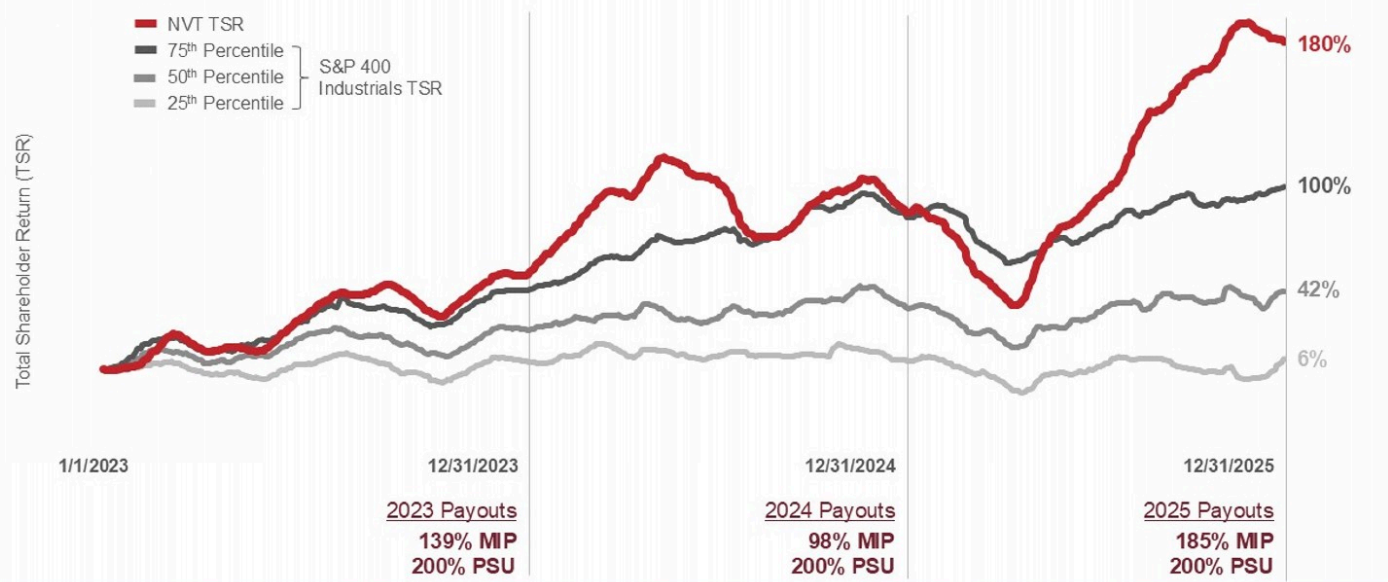
Annual Incentive Plan ("MIP")



Long-Term Incentive Plan



Pay-for-Performance Alignment



Strong correlation between NEO pay and performance delivered to our shareholders

Key Takeaways



Strong sales and cash flow with industry-leading total shareholder return

Experienced and effective Board of Directors with strong governance practices

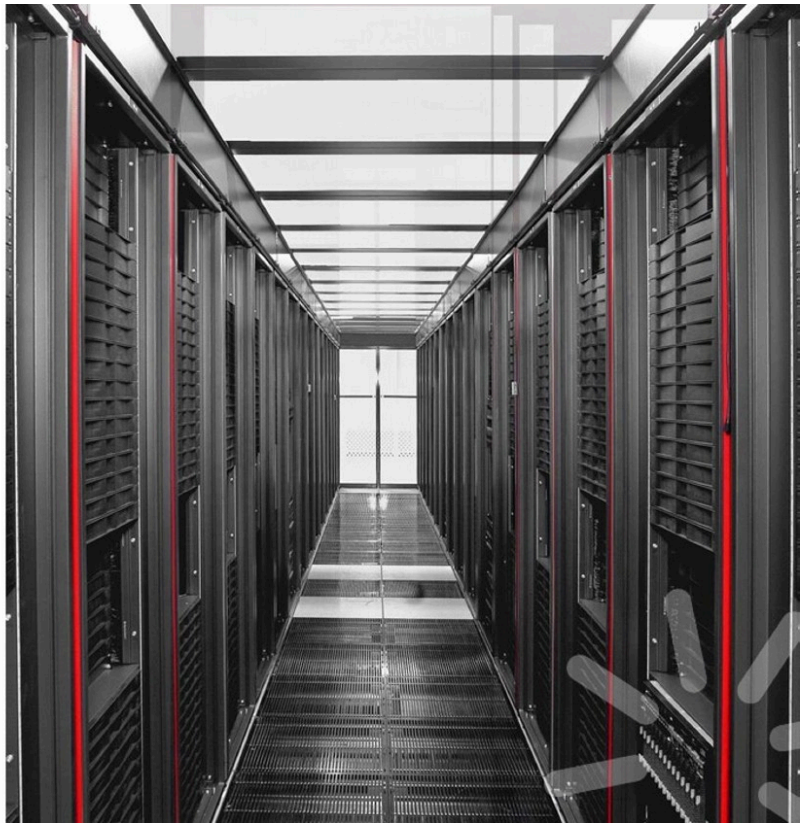
Significant progress on our sustainability priorities

Demonstrated pay-for-performance alignment and shareholder value creation

Outstanding year of performance & transformation

Appendix

GAAP to Non-GAAP Measurements & Reconciliations



Reported to Adjusted 2025 Reconciliation

nVent Electric plc
Reconciliation of GAAP to non-GAAP financial measures for continuing operations for the year ended December 31, 2025
excluding the effect of adjustments (Unaudited)

<i>In millions, except per-share data</i>	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 809.3	\$ 963.1	\$ 1,054.0	\$ 1,066.7	\$ 3,893.1
Net income from continuing operations	87.0	106.7	119.0	115.8	428.5
Provision for income taxes	24.5	31.3	25.2	40.5	121.5
Income before income taxes	111.5	138.0	144.2	156.3	550.0
Other expense	1.1	1.1	1.2	(11.6)	(8.2)
Net interest expense	17.4	17.6	20.9	19.1	75.0
Operating income	130.0	156.7	166.3	163.8	616.8
% of net sales	16.1%	16.3%	15.8%	15.4%	15.8%
Adjustments:					
Restructuring and other	\$ 0.9	\$ 3.1	\$ 2.7	\$ 0.8	\$ 7.5
Acquisition transaction and integration costs	3.1	4.3	2.4	4.6	14.4
Intangible amortization	28.2	35.9	41.9	41.1	147.1
Adjusted operating income (non-GAAP measure)	\$ 162.2	\$ 200.0	\$ 213.3	\$ 210.3	\$ 785.8
Adjusted return on sales (non-GAAP measure)	20.0%	20.8%	20.2%	19.7%	20.2%
Adjusted operating income (non-GAAP measure)	\$ 162.2	\$ 200.0	\$ 213.3	\$ 210.3	\$ 785.8
Depreciation	13.8	14.4	16.8	15.7	60.7
Adjusted EBITDA (non-GAAP measure)	\$ 176.0	\$ 214.4	\$ 230.1	\$ 226.0	\$ 846.5
Net income from continuing operations	\$ 87.0	\$ 106.7	\$ 119.0	\$ 115.8	\$ 428.5
Adjustments to operating income	32.2	43.3	47.0	46.5	169.0
Pension and other post-retirement mark-to-market gain	-	-	-	(12.9)	(12.9)
Income tax adjustments	(7.1)	(9.4)	(16.8)	(1.3)	(33.8)
Adjusted net income from continuing operations (non-GAAP measure)	\$ 112.1	\$ 140.6	\$ 149.2	\$ 148.1	\$ 550.8
Diluted earnings per ordinary share					
Diluted earnings per ordinary share	\$ 0.52	\$ 0.65	\$ 0.73	\$ 0.71	\$ 2.60
Adjustments	0.15	0.21	0.18	0.19	0.75
Adjusted diluted earnings per ordinary share from continuing operations (non-GAAP measure)	\$ 0.67	\$ 0.86	\$ 0.91	\$ 0.90	\$ 3.35

Reported to Adjusted 2024 Reconciliation

nVent Electric plc
Reconciliation of GAAP to non-GAAP financial measures for continuing operations for the year ending December 31, 2024
excluding the effect of adjustments (Unaudited)

<i>In millions, except per-share data</i>	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 732.1	\$ 739.8	\$ 782.0	\$ 752.2	\$ 3,006.1
Net income from continuing operations	85.2	93.2	78.9	(16.5)	240.8
Provision for income taxes	23.3	26.8	22.7	115.6	188.4
Income before income taxes	108.5	120.0	101.6	99.1	429.2
Other expense	1.2	0.9	1.2	(11.4)	(8.1)
Net interest expense	22.2	24.0	30.4	29.4	106.0
Operating income	131.9	144.9	133.2	117.1	527.1
% of net sales	18.0%	19.6%	17.0%	15.6%	17.5%
Adjustments:					
Restructuring and other	\$ 1.1	\$ 2.0	\$ 2.8	\$ 1.6	\$ 7.5
Acquisition transaction and integration costs	2.5	3.0	5.6	2.8	13.9
Intangible amortization	20.4	19.5	26.8	28.0	94.7
Impairment of equity investments	-	-	-	8.8	8.8
Adjusted operating income (non-GAAP measure)	\$ 155.9	\$ 169.4	\$ 168.4	\$ 158.3	\$ 652.0
Adjusted return on sales (non-GAAP measure)	21.3%	22.9%	21.5%	21.0%	21.7%
Adjusted operating income (non-GAAP measure)	\$ 155.9	\$ 169.4	\$ 168.4	\$ 158.3	\$ 652.0
Depreciation	12.6	12.6	13.2	12.9	51.3
Adjusted EBITDA (non-GAAP measure)	\$ 168.5	\$ 182.0	\$ 181.6	\$ 171.2	\$ 703.3
Net income from continuing operations	\$ 85.2	\$ 93.2	\$ 78.9	\$ (16.5)	\$ 240.8
Adjustments to operating income	24.0	24.5	35.2	41.2	124.9
Amortization of bridge financing debt issuance costs	-	2.2	-	-	2.2
Release of guarantee liability	-	-	-	(12.5)	(12.5)
Pension and other post-retirement mark-to-market gain	-	-	-	(0.1)	(0.1)
Income tax adjustments ⁽¹⁾	(7.2)	(6.9)	(8.8)	86.2	63.3
Adjusted net income from continuing operations (non-GAAP measure)	\$ 102.0	\$ 113.0	\$ 105.3	\$ 98.3	\$ 418.6
Diluted earnings per ordinary share					
Diluted earnings per ordinary share	\$ 0.51	\$ 0.55	\$ 0.47	\$ (0.10)	\$ 1.43
Adjustments	0.10	0.12	0.16	0.69	1.06
Adjusted diluted earnings per ordinary share from continuing operations (non-GAAP measure)	\$ 0.61	\$ 0.67	\$ 0.63	\$ 0.59	\$ 2.49

⁽¹⁾ Income tax adjustments in the fourth quarter include \$92.8 million resulting from the recording of a valuation allowance on deferred tax assets related to the tax benefit of statutory losses at a foreign holding company.

Organic Sales Growth and Free Cash Flow Reconciliation

nVent Electric plc
Reconciliation of Net Sales Growth (GAAP measure) to Organic Net Sales Growth (non-GAAP measure) by Segment
for the quarter and year ended December 31, 2025 (Unaudited)

	Q4 Net Sales Growth				Full Year Net Sales Growth			
	Organic	Currency	Acq./Div.	Total	Organic	Currency	Acq./Div.	Total
nVent	23.6%	1.5%	16.7%	41.8%	12.6%	0.6%	16.3%	29.5%
Systems Protection	33.5%	1.6%	23.2%	58.3%	17.1%	0.8%	24.3%	42.2%
Electrical Connections	7.5%	1.2%	6.3%	15.0%	5.7%	0.3%	3.9%	9.9%

Reconciliation of cash from operating activities to free cash flow (Unaudited)

	Three months ended				Twelve months ended			
	December 31, 2025		December 31, 2024		December 31, 2025		December 31, 2024	
<i>In millions</i>								
Net cash provided by (used for) operating activities of continuing operations	\$	222.4	\$	176.9	\$	649.0	\$	501.0
Capital expenditures		(36.7)		(26.5)		(93.3)		(74.0)
Proceeds from sale of property and equipment		3.6		-		5.3		0.5
Free cash flow (non-GAAP measure)	\$	189.3	\$	150.4	\$	561.0	\$	427.5