

Excerpt from the shareholders' agreements containing essential information pursuant to Article 122 of Legislative Decree No. 58 of 24.2.1998, as later amended, the ("TUF") and Article 130 of Consob Regulation No. 11971/1999 of 14 May 1999 as amended ("Issuers' Regulation)

Luigi Rossi Luciani S.a.p.A.

1. Premises

Pursuant to Article 122 of the TUF and Article 130 of the Issuers' Regulation, it is hereby announced that on 27 July 2015 Cecilia Rossi Luciani, born in Piove di Sacco (PD) on 19 April 1980, Tax Code RSSCCL80D59G693P, Carlotta Rossi Luciani, born in Piove di Sacco (PD) on 31 October 1982, Tax Code RSSCLT82R71G693G and Vittorio Rossi Luciani, born in Padua (PD) on 4 September 1995, Tax Code RSSVTR95P04G224U (jointly the "**Co-owners of LRL**"), who own a stakeholding equal to 99.99% of Luigi Rossi Luciani S.a.p.A. by way of bare ownership with voting rights under common ownership in equal shares ("**Common Ownership**") and, therefore, have control over Luigi Rossi Luciani S.a.p.A. pursuant to Article 2359, paragraph 1, no. 1 of the Italian Civil Code, entered into a settlement to govern the Common Ownership (the "**Settlement**").

Note that Luigi Rossi Luciani S.a.p.A., in turn, owns 45.28% of the share capital with voting rights of Carel Industries S.p.A. with its registered office in Brugine (PD), 11 Via dell'Industria, VAT Registration No., Tax Code and Padua Business Register No. 04359090281, a company listed on the STAR segment of the Italian Share Market (MTA), organised and managed by Borsa Italiana S.p.A. (hereinafter "**Carel**").

2. A company whose financial instruments are the subject of the Settlement

The subject of the Settlement is the shares of Luigi Rossi Luciani S.a.p.A., with its registered office in Brugine (PD), 14 Via dell'Industria, VAT Registration No., Tax Code and Padua Business Register No. 04916670286 ("**Luigi Rossi Luciani S.a.p.A.**" or the "**Company**"), with a share capital of €574,759.00 broken down into 5,747,590 ordinary shares with no par value.

3. Type of agreement

The shareholders' agreements described below are the voting syndicate and block syndicate types pursuant to Article 122, paragraph 1 and paragraph 5, letter b) of the TUF.

4. Participating parties and Assigned Shares under the Settlement

The table below contains the number of shares in the Settlement (the "**Assigned Shares**") and the related percentage of the share capital, as well as the percentage of shares of the total Shares Assigned.

Shareholders	No. of Assigned Shares	% Assigned Shares of the share capital	% shares of the total Assigned Shares
Cecilia Rossi Luciani	5,747,540*	99.99*	100*
Carlotta Rossi Luciani			

Vittorio Rossi Luciani			
Total	5,747,540	99.99	100

* This number indicates the number of Assigned Shares under common ownership in equal shares of Cecilia Rossi Luciani, Carlotta Rossi Luciani and Vittorio Rossi Luciani.

** This number indicates the percentage of Assigned Shares under common ownership in equal shares of Cecilia Rossi Luciani, Carlotta Rossi Luciani and Vittorio Rossi Luciani.

5. Parties which, through the Settlement, can exercise control over the Company

None of the Co-owners of LRL exercises control over the Company.

6. Contents of the Settlement

Indivisibility

The Co-owners of LRL conclude in the Settlement that the Shares, as a conventionally indivisible asset and, as a result, mutually acknowledge that the Common Ownership agreement cannot be terminated while the Settlement is in force.

Inalienability of the share

Each Co-owner of LRL is bound not to sell the share of the Co-ownership that it owns for 5 (five) years from the signing of the Settlement (i.e. until 27 July 2020).

Sanctions

A Co-owner of LRL, on breaching the obligations of indivisibility and inalienability outlined above, would be required to remove its share from the Common Ownership agreement or transfer it and would be obliged to compensate the damage caused to the other LRL Co-owners.

Voting syndicate

In consideration of the indivisibility agreement concerning the Shares, Co-owners of LRL should appoint a joint representative of the Co-owners of LRL (to be selected in rotation, from time to time, from the Co-owners of LRL), who remains in office for two years (the “**Joint Representative**”).

The Joint Representative is responsible for the functions pursuant to Article 2347 of the Italian Civil Code and therefore the Joint Representative shall exclusively exercise all the rights associated with the Shares with no exceptions (such as, merely by way of example, the right to attend the shareholders' meeting, the right to vote, the right to receive earnings, the right to ask the administrative body for information, the right to withdraw and the right to mount a legal challenge, the right to remove directors). In order for each Co-owner of LRL to express the right to vote at shareholders' meeting, the Co-owners of LRL should hand over their voting instructions to the Joint Representative, in plenty of time before the meeting, so that the Joint Representative can vote for or against on their behalf in accordance with the requirement for a majority vote, established by means of a headcount, except for resolutions involving the removal of directors for which the vote of the Co-owners of LRL must be unanimous. Each of the Co-owners of LRL has the right to ask the Joint Representative for information about the Shares, the majority of the Co-owners of LRL, established by means of a headcount, can urge the Joint Representative to undertake certain initiatives, including

convening a shareholders' meeting and exercising liability with regard to the directors of the Company.

7. Duration of the Settlement

The term of the Settlement is 10 (ten) years from the date of signing (i.e. until 27 July 2025), and it will be understood as extended, year on year, unless even only one of the Co-owners of LRL terminates it.

8. Filing

The Settlement was filed on 14 June 2018 at the Padua Business Registry Office under reference number PRA/57759/2018/CPDAUTO.

14 June 2018