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Diffusione presunta
Oggetto : NOTICE OF CALL OF THE ORDINARY
GENERAL MEETING OF
SHAREHOLDERS

Testo del comunicato

Vedi allegato.



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Cap. Soc. € 10.000.000 i.v.
C.C.I.A.A. Padova Reg. Imp n. 04359090281
Part. IVA e Cod. Fisc. 04359090281

N. Reg. Prod. Pile: IT09060P00000903
N. Reg. Prod. AEE: IT1603000009265



CAREL INDUSTRIES S.P.A.

Registered office in Brugine (PD), – Via dell'Industria, 11
Share capital 10,000,000 Euros, fully paid up
Registration number in the register of companies of Padua: 04359090281
Website www.carel.com

NOTICE OF CALL OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Shareholders are called to the ordinary general meeting at the registered office of CAREL Industries S.p.A. (the “**Company**”) in Brugine (PD), Via dell'Industria, 11, on 7 September 2018, at 9:30 a.m., in single call, to discuss and pass resolutions on the items of the following

Agenda

1. Proposal to approve a compensation plan based on financial instruments, in accordance with art. 114-*bis* of Legislative Decree No. 58 of 24 February 1998 as later amended.
2. Proposal to authorise the purchase and disposal of treasury shares; resolutions pertaining thereto and resulting therefrom.

* * *

Information on the share capital on the date the meeting call notice

The Company's subscribed share capital is 10,000,000 Euros, consisting of 100,000,000 common shares without par value, each one of which confers the right to one vote, except the [36,167,433] and the [23,582,567] shares for which the shareholders Luigi Rossi Luciani S.a.p.a. and Luigi Nalini S.a.p.a. respectively obtained incremented voting rights pursuant to art. 13 of the Articles of Association.

The total number of voting right that can be exercised at the Shareholders Meeting is, therefore, [159,750,000].

As of the date of this meeting call, the Company does not hold treasury shares.

Right to attend and vote at the Shareholders Meeting

The subjects entitled to the right to vote can attend the Shareholders Meeting. Pursuant to art. 83-*sexies* of Legislative Decree No. 58/1998 “**TUF**” (Testo Unico Finanziario [*Consolidated Financial Services Act*]) and to art. 10 of the Articles of Association, the entitlement to attend the Shareholders Meeting and to vote is certified by a communication to the Company made by the authorised intermediary, in accordance with the Company's financial records, in favour of the subject having the voting right on the basis of the evidence provided by the Company's financial records as of the end of the business day of the seventh market trading day prior to the date set for the Shareholders Meeting in a single call (i.e. 29 August 2018, the so-called *record date*).

The entities that will hold shares only after said date shall not be entitled to attend and vote at the Shareholders Meeting.

The communication from the intermediary must reach the Company by the end of the third market trading day prior to the date set for the Shareholders Meeting (i.e. 4 September 2018). Nevertheless, the right to attend and vote is still in force in the event that the communication reaches the Company after the above deadline, provided that it is delivered by the start of the Shareholders Meeting proceedings.

There are no provisions to vote by mail or by electronic means. The subjects entitled to attend the Shareholders Meeting are asked to report ahead of the time at which the Meeting is called, in order to facilitate the registration process, which will start at 8.30 a.m.

The attendance at the Shareholders Meeting is governed by the legal and regulatory provisions on the subject, as well as by the provisions found in the Articles of Association and in the Shareholders Meeting Regulations, available on the Company's website at the address www.carel.com "Corporate Governance" section.

Exercise of the voting right by proxy

Pursuant to art. 135-*novies* of the TUF and art. 10 of the Articles of Association, the subjects having the right to attend the Shareholders Meeting can have themselves represented by means of a proxy conferred in writing or in digital format, in accordance with the law and with the Articles of Association. The proxy form issued by the authorised intermediary upon request by those holding the right (also found at the registered office and on the Company's website [www.carel.com]) can be used for this purpose.

The proxy can be delivered through a message to the certified email address carel.industries@legalmail.it or by registered mail to the Company's registered office, Via dell'Industria n. 11, 35020, Brugine (PD), to the attention of the Investors Relations Department.

If the proxy holder hands in or delivers to the Company, also on digital support, a copy of the proxy rather than the original, he/she must certify, under his/her responsibility, that the proxy is a true copy of the original, as well as the identity of the subject granting the proxy.

In accordance with the Article of Association, the Company does not nominate representatives to whom the entitled subjects can confer a proxy with voting instructions pursuant to art. 135-*undecies* of the TUF.

Right to submit questions before the Shareholders Meeting

Pursuant to art. 127-*ter* of the TUF, the subjects having the right to vote at the Shareholders Meeting can pose questions on the agenda items, also before the Shareholders Meeting, by sending a registered letter to the Company's registered office or by sending a message to the certified email address carel.industries@legalmail.it.

Those who intend to take advantage of this right must ensure that their questions reach the Company by the [third] day prior to the date of the Shareholders Meeting in a single call i.e. by [4 September] 2018). The questions submitted before the Shareholders Meeting shall be answered later during the meeting.

It is specified that: (i) no answer is required (not even at the Shareholders Meeting) to questions posed before the meeting when the information requested is already available in "Questions and Answers" format on the Company's website; (ii) the answers provided on paper support and made available at the start of the meeting to the each one of the subjects having the right to vote are considered to have been provided during the meeting; and (iii) the Company can provide collective answers to questions that address the same content.

Additions to the agenda of the Shareholders Meeting and submission of new proposed resolutions on items already in the agenda

Pursuant to art. 126-*bis* of the TUF, the shareholders that, even jointly, represent at least one fortieth of the share capital can request, within ten days of the date of publication of this notice (i.e. by [●] August 2018), additions to the



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items to be dealt with, indicating in the request the additional items that they propose; they can also submit proposals of resolutions on items already in the agenda.

The request, together with the certification of the title to the shares, must be submitted in writing to the registered office or sent to said office by registered mail, or sent through a message to the certified email address carel.industries@legalmail.it, provided that it reaches the Company within the abovementioned deadline.

Additions to the agenda items are not permitted for topics on which the Shareholders Meeting resolves, by law, upon proposal by the directors or on the basis of a project or report prepared by the latter, other than those mentioned at article 125 - ter, comma 1, of the TUF. The Company communicates any additions to the list of items to be dealt with or any additional proposed resolutions on items already in the agenda, in the same form required for the publication of this meeting call, at least 15 days prior to the date set for the Shareholders Meeting.

The subjects having the right to vote that request additions to the agenda shall prepare a report giving the reasons for the proposed resolutions on the new items to be dealt with or the reasons for the additional proposed resolutions submitted for items already in the agenda. The report is sent to the Board of Directors by the deadline for the request of additions. The reports on the additions to the list of items that the Shareholders Meeting shall deal with as a result of the abovementioned requests are made available to the public at the same time as the communication of the additions is published.

In any case, each shareholder having the right to vote can submit proposed resolutions individually at the Shareholders Meeting.

Documentation

The documents concerning the items in the Shareholders Meeting's agenda shall be filed at the Company's registered office, on the Company's website (www.carel.com), in the ir section as well as at the authorised data storage facility "eMarket STORAGE" at the address www.emarketstorage.com, within the time limits required by the law.

The subjects having the right to vote have the right to obtain copy of the documents submitted.

Brugine (PD), 1 August 2018

For the Board of Directors
The Chairman
Luigi Rossi Luciani

Fine Comunicato n.2092-14

Numero di Pagine: 5