

CAREL INDUSTRIES S.p.A.

Ordinary General Meeting to be held on 15th April 2019, at 11,00 a.m., in single call,
in Brugine (PD), Via dell'Industria, 11
at the registered office

**Appointed representative proxy form pursuant to
art. 135-undecies of legislative decree 58/1998**

Part 1 of 2

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Mediobanca Banking Group entered on the Register of Banking Groups, authorized under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended (hereinafter "**Spafid**"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998, of **Carel Industries S.p.A.** (hereinafter the "**Company** or "**Carel**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of Carel Industries S.p.A. to be held on **15th April 2019, in single call, at 11,00 a.m.**, as set forth in the notice of the shareholders' meeting published on the Company's website at www.carel.com, in the section "Corporate Governance", with an extract also published in the Italian daily newspapers "Il Sole 24 Ore", on 15th March 2019.

The form of proxy with the relating voting instructions shall be received in original by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of 11th April 2019), together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) for proxies with autograph signature, to be delivered by hand or sent via courier or recorded delivery in office time (from 9.00 a.m. to 5.00 p.m.) to Spafid S.p.A. - Foro Buonaparte 10, 20121 Milan, Italy – (Ref. Proxy AGM Carel Industries 2019");
- ii) for proxies with eligible electronic or digital signatures, via certified email to the following address assemblee@pec.spafid.it.

The original proxy and voting instructions must be delivered and the proxy may be notified to Spafid S.p.A., including by electronic means, at the email address assemblee@pec.spafid.it.

The proxies and voting instructions may be revoked until the end of the second open market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of 11th April 2019) using the same means utilized for notifying them in the first place.

The issue of the proxy and voting instructions by signing and sending this form does not involve any form of expense for the issuing party save those in respect of transmission or sending.

Declaration of the Designated Representative

Spafid, as Designated Representative, declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Spafid and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions.

PROXY FORM

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested)

The undersigned (Company Name/personal details of the person holding the voting right)*

born in* _____, on* _____, domiciled in* _____, registered office* in _____ (Fiscal code/Tax ID)* _____ Phone n° _____ email _____

Data to be filled in at the discretion of the principal:
- communication n_____ (reference of the communication supplied by the intermediary)
- effected by _____
- possible identification codes _____

Hereby **APPOINTS** the Appointed Representative to participate and vote at the afore mentioned shareholders' meeting as indicated in the granted voting instructions in respect of n_____ Carel Industries S.p.A. shares _____ ISIN Code IT0005331019 registered in the account n_____ by (intermediary)* _____ ABI _____ CAB _____

DECLARES that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted.

DECLARES to authorize Spafid to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

The undersigned (surname and name of the person who signs the proxy if different from the shareholder) _____ born in* _____, on* _____, sign this proxy in the capacity of (tick the relevant box)

- pledgee swapper usufructuary
- custodian agent legal representative or proxy with power of sub-delegation
- other (specify)

Place and date _____

Signature _____

(*) Obligatory

VOTING INSTRUCTIONS

Part 2 of 2

(Section containing information intended for the Appointed Representative only - Tick the relevant boxes)

The undersigned (1) (Company Name/personal details) _____

_____ * hereby appoints the Appointed Representative to vote in accordance with the voting instructions given below at the Ordinary General Meeting of Carel Industries S.p.A. to be held on 15th April 2019, in single call, at 11,00 a.m.

A) RESOLUTIONS BEING VOTED UPON (2)

	IN FAVOUR OF THE PROPOSAL OF THE BOARD OF DIRECTORS (^a)	IN FAVOUR OF THE PROPOSAL OF STOCKHOLDER (^a) (^b)	AGAINST (^c)	ABSTAIN (^c)
1. Approval of the Financial Statements as at 31 December 2018, and presentation of the Consolidated Financial Statements as at 31 December 2018. Allocation of the year-end profit. Related and consequent resolutions.	(cross)	_____ (Stockholder's name)	(cross)	(cross)

(*) Compulsory

(^a) The failure to formulate a proposal by the Board of Directors or by the stockholder indicated in this section, shall be considered as an unknown circumstance and therefore in this case the Appointed Representative will follow the voting instructions indicated in section B.

(^b) In favour of the proposal of the stockholder whose name must be indicated by the principal regardless to the circumstance that the proposal has been submitted at the stockholders' meeting or pursuant to art. 126-bis, Legislative Decree n. 58/1998.

(^c) Against/Abstain on all proposals.

<p>2. Consultation on the first section of the Remuneration Report in accordance with Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.</p>	<p>(cross)</p>	<p>_____</p> <p>(Stockholder's name)</p>	<p>(cross)</p>	<p>(cross)</p>
<p>3. Appointment of a Director in accordance with Article 2386, first paragraph, of the Italian Civil Code, and Article 17 of the Articles of Association. Related and consequent resolutions.</p>	<p>(cross)</p>	<p>_____</p> <p>(Stockholder's name)</p>	<p>(cross)</p>	<p>(cross)</p>
<p>4. Authorisation proposal for the purchase and disposal of the Company's treasury shares, upon revocation of the authorisation resolved by the Ordinary Shareholders' Meeting on 7 September 2018. Related and consequent resolutions.</p>	<p>(cross)</p>	<p>_____</p> <p>(Stockholder's name)</p>	<p>(cross)</p>	<p>(cross)</p>

B) UNKNOWN CIRCUMSTANCES

If circumstances occur which are unknown at the time of granting the proxy (3), the undersigned with reference to

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			IN FAVOUR OF THE PROPOSAL OF ^(d)	AGAINST	ABSTAIN
1. Approval of the Financial Statements as at 31 December 2018, and presentation of the Consolidated Financial Statements as at 31 December 2018. Allocation of the year-end profit. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)
2. Consultation on the first section of the Remuneration Report in accordance with Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)
3. Appointment of a Director in accordance with Article 2386, first paragraph, of the Italian Civil Code, and Article 17 of the Articles of Association. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)

^(d) Indicate if favorable to the proposal of the Board of Directors or if favorable to the proposal of the shareholder whose name must be indicated by the principal.

<p>4. Authorisation proposal for the purchase and disposal of the Company's treasury shares, upon revocation of the authorisation resolved by the Ordinary Shareholders' Meeting on 7 September 2018. Related and consequent resolutions.</p>	<p><i>(cross)</i></p>	<p><i>(cross)</i></p>	<p>_____</p>	<p><i>(cross)</i></p>	<p><i>(cross)</i></p>
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C) MODIFICATIONS OR ADDITIONS

In the event of a vote on amendments or additions (4) to the resolutions submitted to the meeting if the undersigned with reference to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			IN FAVOUR OF THE PROPOSAL OF (°)	AGAINST	ABSTAIN
1. Approval of the Financial Statements as at 31 December 2018, and presentation of the Consolidated Financial Statements as at 31 December 2018. Allocation of the year-end profit. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)
2. Consultation on the first section of the Remuneration Report in accordance with Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)
3. Appointment of a Director in accordance with Article 2386, first paragraph, of the Italian Civil Code, and Article 17 of the Articles of Association. Related and consequent resolutions.	(cross)	(cross)	_____	(cross)	(cross)

(°) Indicate if favorable to the proposal of the Board of Directors or if favorable to the proposal of the shareholder whose name must be indicated by the principal.

<p>4. Authorisation proposal for the purchase and disposal of the Company's treasury shares, upon revocation of the authorisation resolved by the Ordinary Shareholders' Meeting on 7 September 2018. Related and consequent resolutions.</p>	(cross)	(cross)	_____	(cross)	(cross)
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Place and date.....

Signature.....

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

IN FAVOUR
 AGAINST
 ABSTAIN

Place/date _____, _____

Signature_____

Instructions for the filling and submission

1. Specify name and surname of the signatory of the Proxy and Voting Instructions Form.
2. Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
3. If significant circumstances occur which are unknown at the time of granting the proxy and which cannot be notified to the proxy grantor, it is possible to choose between the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, it will be construed that the voting instructions are confirmed as per A). Nevertheless, if in Section A the principal instructed the Appointed Representative to vote in favour of the proposal of the Board of Directors or of the stockholder and such proposal is not submitted to the meeting, and in this section B no choice is effected or the choice indicated in section A is confirmed, the subject is considered abstained.
4. If amendments or additions are made to the proposed resolutions put forward to the meeting, it is possible to choose from the following options: a) confirmation of any voting instruction already expressed; b) modification of the voting instruction already expressed or giving of the voting instruction; c) revocation of the voting instruction already expressed. If no choice is made, it will be construed that the voting instructions are confirmed as per A).

N.B. For any clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by phone at the following telephone number (+39) 0280687331 (from 9:00 a.m. to 5:00 p.m.) or by email to the following address confidential@spafid.it.

**PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679**

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by Spafid S.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

Legislative Decree no. 58/1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);

- d) is an employee or auditor of the company or of the persons indicated in paragraph a);
- e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
- f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393 (Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different

quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.