

**CERTIFICATE OF THE PROXY HOLDER
 IN CASE OF DELIVERY OR TRANSMISSION OF COPY OF THE PROXY
 (Art. 135-novies, subsection 5, Legislative Decree no. 58/1998)**

I, the undersigned (*name*)* _____ (*surname*)* _____ born
 in(place)* _____ on (date)* ___/___/____, resident in
 (town or city) _____ (address) _____
 street no. _____ (1), Tax Identification Number* _____ [if
 applicable] legal representative of (*company name*)* _____,
 with registered office in (town or city) _____ (address) _____
 street no. _____, Tax Identification Number* _____ (2)
 as (*check whichever applies*):

Proxy holder

Substitute of the Proxy holder

to participate to the Shareholders' Meeting of Carel Industries S.p.A., to be held on 20th April, 2020,
 at 11:00 a.m., in single call, at the registered offices of the Company, in Brugine (PD), Via
 dell'Industria, 11, under my responsibility, to the effects and purposes of Art. 135-novies, subsection
 5, of Legislative Decree No. 58/1998, hereby

CERTIFY

(i) that the copy of the proxy for participation in the aforesaid meeting, delivered / transmitted to
 Carel Industries S.p.A, is a true copy of the original, and

(ii) confirm the identity of the delegating party _____
 _____ (3) and

(iii) that the signatory to the proxy has full and valid signatory powers.

I acknowledge that pursuant to Art. 135-novies, subsection 5, of Legislative Decree no. 58/1998, the
 proxy holder must keep the original proxy and keep records of any voting instructions received for
 one year after the conclusion of the meeting.

_____, _____ 2020

 Signature of proxy holder/substitute of proxy holder

(*)Mandatory.

(1) Enter the data of the proxy holder/substitute of the proxy holder/Appointed Representative/substitute of the Appointed Representative. If the proxy holder/substitute of the proxy holder/Appointed Representative/substitute of the Appointed Representative is a legal person, enter the data of the legal representative.

(2) Complete this section if the proxy holder/substitute of the proxy holder/Appointed Representative/substitute of the Appointed Representative is a legal person.

(3) Enter the data of the delegating party (if a natural person: name, surname, place and date of birth, Tax Identification Number; if legal person: company name, full address of the registered office, Tax Identification Number), as they appear on the notice for participation in the meeting as per Art. 83-sexies, Legislative Decree No. 58/1998.

I ALSO DECLARE

that the enclosed proxy does not give the proxy holder the right to vote at their discretion; the proxy holder is obliged to follow the written voting instructions.

_____, _____ 2020

Signature of proxy holder/substitute of proxy holder

CAREL INDUSTRIES S.P.A. INFORMATION NOTICE

Pursuant to articles 13 and 14 of European Regulation 2016/679

Carel Industries S.p.A., based in Brugine (Padova), via dell'Industria 11, (hereinafter, the "Company"), is the Data Controller – pursuant to articles 4, n. 7) and 24 European Regulation 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data (hereinafter, "Regulation") made both by designated personnel within the Company and external professionals specifically instructed – in which employees and collaborators may appear. Such processing may be conducted in paper form or by electronic means.

Regulation (EU) No 2016/679 on the protection of Personal Data (hereinafter "**the Regulation**") establishes rules on the protection and processing of Personal Data.

The purpose of this document ("**Privacy Notice**") is to provide you with information regarding the processing of your Personal Data collected through the completion of the model of delegation ("**Personal Data**"), which will be carried out by the Company for the purposes set out in paragraph 3 of this Privacy Notice, in compliance with the requirements sated by Regulations and other applicable laws regarding the processing of Personal Data.

"Processing of Personal Data" means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

Therefore, the Company informs you that, in accordance with the articles 13 and 14 of the Regulation, the processing will be performed manually and/or by electronic means for the purposes provided below.

1. Data Controller and Data Processor

The Data Controller (i.e. the legal entity which determines the purposes and means of the processing of Personal Data) is Carel Industries S.p.A., based in Brugine (PD), via dell'Industria 11, Italy ("**Data Controller**").

For any purpose related to this Privacy Notice, including the exercise of the rights referred to in paragraph 7 below, you may contact the Data Controller, without formalities, by sending an email to the following address: privacy@carel.com.

The updated list of Data Processors can be found at the above mentioned office, or upon your request communicated to the above e-mail address

2. Data Protection officer

We inform you that the Data Controller has appointed a Data Protection Officer ("DPO") who can be contacted at the following contacts:

Avv. Luigi Neirotti, Studio Legale Tributario, Via Meravigli, n. 14, 20123 Milano

E- mail: privacy@carel.com

3. Category of personal data, purpose and legal basis of the processing

The Data Controller will process your Personal Data (including name, surname, tax code, domicile) your address, manually and/or with the support of computer or telematic means, in compliance with the Regulations and exclusively for the following purposes:

- (i) to allow the management of Shareholders' Meeting operations and, in particular, to allow those who have the right to attend the Shareholders' Meeting to exercise their right to vote by proxy pursuant to Article 135-novies of the TUF and Article 10 of the Articles of Association; and
- (ii) to comply with the consequent obligations provided for by law, regulations or Community legislation, as well as to comply with the orders of the authorities empowered to do so by law or by supervisory and control bodies.

The legal basis for the processing of Personal Data for the purposes referred to in points (i) and (ii) above is represented by the need to comply with a legal obligation to comply with a legal obligation to which the controller is subject (art. 6, let. C of the Regulation). Therefore, his consent is not required.

The provision of your Personal Data is necessary for the purposes indicated above and failure to do so will make it impossible for you to attend the Shareholders' Meeting by delegation.

4. Communication and disclosure of Personal Data

With regard to art. 13, paragraph 1, letter (e) of the Regulation, the subjects or categories of subjects who may become aware of your Personal Data in their quality of as Data Processors or subjects subordinates to the authority of the Data Controller are indicated below and a specific list by category is provided:

The authorized person to process your Personal Data, in their capacity as Data Processors, persons in charge, or subjects subject to the authority of the Data Controller and adequately instructed by the same, for the pursuit of the purposes indicated in paragraph 3 above.

In any case, it is understood that your Personal Data may be disclosed or communicated to other third parties in compliance with a legal obligation, regulation or Community legislation, or on the basis of provisions issued by Authorities legitimated by law or by supervisory and control bodies.

5. Transfer of Data outside European Union

Your Personal Data will not be transferred to Companies or other entities outside the European Union.

6. Data retention

Your Personal Data, object of the processing for the purposes referred to in paragraph 3 above, will be stored in compliance with the principle of limitation of storage, until the completion of the purposes of the processing, and in any case for a period not exceeding 10 years.

The Data Controller will in any case be obliged and/or entitled to further store Personal Data, in whole or in part, for certain purposes, as expressly required by specific legal provisions or to assert or defend a right in court.

7. Data Subject's Rights

Pursuant to art. 13 of the Regulations, we inform you that you have the following rights regarding the processing of your Personal Data:

- a) right to ask the Data Controller for access to your Personal Data, their correction or cancellation or the limitation of their processing or to oppose their processing, in the cases provided for by the Regulations;
- b) right to the data portability pursuant to art. 20 of the Regulation;
- c) right to lodge a complaint with the Guarantor for the protection of Personal Data, following the procedures and indications published on the official website of the Authority at the address www.garanteprivacy.it.

Any corrections, cancellations or limitations to the processing of your Personal Data carried out at your request - unless this proves impossible or involves a disproportionate effort - will be communicated by the Data Controller to each of the recipients to whom your Personal Data has been transmitted.

We inform you that you may exercise the above rights free of charge and without any formal restrictions by contacting the Data Controller at the addresses indicated in paragraph 1 of this Privacy Notice.