

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND DEPENDENCIES, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA), UNITED KINGDOM, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION, RELEASE OR PUBLICATION WOULD BE UNLAWFUL. THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES, UNITED KINGDOM, AUSTRALIA, CANADA OR JAPAN.

NOTICE OF FILING OF THE RIGHTS ISSUE PURSUANT TO ARTICLE 2441, PARAGRAPH 2, OF THE CIVIL CODE

Share Capital Increase

On September 14, 2023, the Extraordinary Shareholders' Meeting of CAREL Industries S.p.A. (the "**Company**" or "**Carel**" or "**Issuer**") resolved, among other things, to approve the proposed share capital increase against payment and in divisible form, up to a maximum overall amount of Euro 200 million (including any share premium), through the issuance of new ordinary shares (the "**New Shares**") with no par value, with regular right to dividends and having the same characteristics as those outstanding, to be offered with rights issue to the shareholders of the Company, in proportion to the number of shares held, pursuant to Article 2441, paragraphs 1, 2 and 3, of the Italian Civil Code (the "**Share Capital Increase**"). On November 16, 2023, the Board of Directors of the Company - in execution of the aforementioned shareholders' resolution - set the final terms and conditions of the Share Capital Increase. That being said, Carel

OFFERS WITH RIGHTS ISSUE, PURSUANT TO AND IN ACCORDANCE WITH ARTICLE 2441, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE, TO THE SHAREHOLDERS, HOLDERS OF CAREL SHARES, THE NEW SHARES ON THE FOLLOWING TERMS ("RIGHTS ISSUE"):

Description of the Offering and the New Shares

The Rights Issue consists of a offer with rights issue to the shareholders of the Company of up to a maximum of no. 12,499,205 New Shares, with no par value, newly issued, with regular right to dividends, resulting from the Share Capital Increase approved by the Extraordinary Shareholders' Meeting on September 14, 2023. The no. 12,499,205 New Shares are offered with rights issue at the ratio of no. 1 New Share for every no. 8 Carel shares held by the shareholders of the Company (the "**Rights Issue**").

The New Shares will have regular right to dividends and will, therefore, be fungible with the shares traded on Euronext Milan, Euronext STAR Milan segment, organized and managed by Borsa Italiana S.p.A., as of the issue date. Consequently, the New Shares will have ISIN code IT0005331019 (*i.e.*, the same ISIN assigned to the shares of the Issuer outstanding as of today) and will be issued bearing coupon No. 6. During the Subscription Period (as defined below) (including the trading period of the Rights (as defined below) on Euronext Milan, Euronext STAR Milan segment), the Rights to subscribe for the New Shares have been assigned ISIN code IT0005571093 (the "**Rights**").

Price of New Shares

The offering price of the New Shares is EUR 16.00 per New Share, of which Euro 0.10 represents share capital and Euro 15.90 represents share premium. The subscription price incorporates a discount of 23.73% on the Theoretical Ex Right Price (TERP) of Carel shares, calculated in accordance with current methodologies, based on the reference stock market price of Carel shares as of 16

November 2023. The aggregate amount of the Offer will, thus, be equal to Euro 199,987,280.00. The share capital of the Issuer, in the event of full subscription of the New Shares, will, thus, be equal to Euro 11,249,920.50.

Period of the Rights Issue and terms of acceptance

The Rights valid for the subscription of the New Shares may be exercised, under penalty of forfeiture, from 20 November 2023 to 4 December 2023 (inclusive) (the "**Subscription Period**") through the authorized intermediaries participating in the centralized management system managed by Monte Titoli, who are required to give the relevant instructions to Monte Titoli by 2:00 p.m. (Italian time) on the last day of the Subscription Period. Therefore, each subscriber must submit an appropriate subscription request in the manner and by the deadline that the relevant depository intermediary will have communicated to such subscriber to ensure compliance with the above deadline. The Rights will be tradable on Euronext Milan, Euronext STAR Milan segment, from 20 November 2023 to 28 November 2023 (inclusive). Full payment for the New Shares shall be made upon subscription of the New Shares at the authorized intermediary where the request for subscription has been submitted by exercising the relevant Rights. No additional charges or expenses are expected to be borne by the Issuer from the subscribers. The Rights that will not be exercised by the end of the Subscription Period will be offered by the Issuer on the Italian Stock Exchange within the month following the end of the Subscription Period for at least two open market days, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, unless the Rights have already been sold in full (the "**Rights Auction**"). The start and closing dates of the Rights Auction will be announced to the public by means of a notice, which will also contain the number of unexercised Rights to be offered on Euronext Milan, Euronext STAR Milan Segment. Such notice will be published in at least one newspaper with national circulation and on the Issuer's website www.carel.it. During the Rights Auction, the Rights not exercised at the end of the Subscription Period will be offered on Euronext Milan, Euronext STAR Milan segment, with ISIN code IT0005571101. The New Shares subscribed by the end of the Subscription Period will be credited to the accounts of intermediaries participating in the centralized management system managed by Monte Titoli at the end of the accounting day on the last day of the Subscription Period with availability on the same date. The New Shares subscribed by the end of the Rights Auction will be credited to the accounts of the intermediaries participating in the centralized management system managed by Monte Titoli at the end of the accounting day of the last day of exercise of the Rights purchased during the Rights Auction with availability on the same date. In the event of failure to sell on the market and/or to exercise the Rights by the end of the trading period of the Rights and the end of the Subscription Period, respectively, the holder of the Rights shall forfeit the right to sell on the market and/or exercise each Right remaining unsold and/or unopted on such dates, without being awarded any compensation, reimbursement of expenses or economic benefit of any kind.

Target audience

The New Shares are offered for subscription exclusively to holders of Carel ordinary shares, and the Rights Offering is being promoted in the form of a public offer exclusively in Italy, based on the Registration Document, the Securities Note and the Summary (together, the "**Prospectus**"). The Prospectus does not constitute an offer of financial instruments in the United States of America, the United Kingdom, Canada, Japan and Australia or any other foreign country in which the offer is not permitted (collectively, the "**Other Countries**") in the absence of specific authorization by the relevant Authorities in accordance with applicable legal and regulatory provisions or as an exception to such provisions.

Admission to listing

The New Shares will be automatically admitted to listing and trading on Euronext Milan, Euronext STAR Milan segment, pursuant to Article 2.4.1, paragraph 7, of the Rules of the Markets organized and managed by Borsa Italiana S.p.A, as the shares of the Issuer listed as of today.

Where the Prospectus is available

The Prospectus for the Share Capital Increase is available to the public at the Issuer's registered office in Brugine (PD), Via dell'Industria No. 11, as well as on the Issuer's *website* (www.carel.it).

This notice (Italian version) is filed with the Companies' Register of Padua pursuant to Article 2441, paragraph 2, of the Italian Civil Code and made available to the public at the registered office and on the Issuer's website (www.carel.com), at the "*eMarket STORAGE*" storage mechanism (www.emarketstorage.com). This notice (Italian version) will also be published in the newspaper Sole24Ore on November 18, 2023.

Brugine (PD), November 17, 2023

DISCLAIMER

This document is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. This announcement is an advertisement and not a prospectus within the meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and not a prospectus under any other applicable laws. Copies of this document may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980 (the "**Delegated Regulations**") and applicable Italian laws and regulations, as approved by CONSOB, is made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations and applicable Italian laws and regulations. Investors should not purchase or subscribe the shares referred to in this press release other than on the basis of the information contained in the offering documents, which include detailed information on CAREL Industries S.p.A. (the "**Company**") and the risks associated with investing in the relevant shares.

This document is not for publication or distribution, in whole or in part, directly or indirectly, in or into the United States of America (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Japan or Australia or any other jurisdiction into which the same would be unlawful. This document does not constitute an offer or invitation to subscribe for or purchase any securities in such countries or in any other jurisdiction into which the same would be unlawful. In particular, the document and the information contained herein may not be distributed or otherwise transmitted into the United States of America or to publications with a general circulation in the United States of America. The securities referred to herein may not be offered or sold in the United States unless they are registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or exempt from registration. The Company has not and does not intend to register the Rights or the New Shares under the Securities Act, or the laws of any state. The Rights and New Shares may not be offered or sold in the United States of America absent registration under or an exemption from registration under the Securities Act. There will be no public offering of the Rights or the New Shares in the United States of America. No money, securities or other consideration is being solicited and, if sent in response to the information contained herein, will not be accepted.

The information contained herein does not constitute an offer of securities to the public in the United Kingdom. No prospectus offering securities to the public will be published in the United Kingdom. This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**FSMA Order**") or (iii) persons falling within Articles 49(2)(a) to (d), "high net worth companies, unincorporated associations, etc." of the FSMA Order, and (iv) persons to whom an invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The Rights and the New Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

In any member state of the European Economic Area and the United Kingdom (each a "**Relevant State**") that has implemented Prospectus Regulation, this document is only addressed to qualified investors in that Relevant State within

the meaning of the Prospectus Regulation (also in the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018).

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures; and (d) in respect of firms which are subject to the requirements of the U.K. Financial Conduct Authority's (the "**FCA**") Handbook and the Product Intervention and Product Governance Sourcebook, the relevant provisions of MiFID II as they form part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**U.K. MiFID II**"), (letters (a)-(d) together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the pre-emptive subscription rights (the "**Rights**") and the new ordinary shares (the "**New Shares**") have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II. In respect of firms which are subject to U.K. MiFID II, references in this section to MiFID II shall mean the relevant provisions thereof as they form part of U.K. MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Any person subsequently offering, selling or recommending the Rights and the New Shares (a "distributor") should take into consideration the manufacturer's Target Market Assessments; however, a distributor subject to MiFID II Product Governance Requirements is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares (by either adopting or refining the manufacturer's Target Market Assessments) and determining appropriate distribution channels.

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Rights and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Global Coordinator will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.

This publication may contain specific forward-looking statements, e.g., statements including terms like "believe", "assume", "expect", "forecast", "project", "may", "could", "might", "will" or similar expressions. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may result in a substantial divergence between the actual results, financial situation, development or performance of the Company and those explicitly or implicitly presumed in these statements. Against the background of these uncertainties, readers should not rely on forward-looking statements. The Company assumes no responsibility to up-date forward-looking statements or to adapt them to future events or developments.

Except as required by applicable law, the Company has no intention or obligation to update, keep updated or revise this publication or any parts thereof following the date hereof.

None of Mediobanca – Banca di Credito Finanziario S.p.A. and Goldman Sachs International (the "**Managers**") or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, each of the Managers and the other foregoing persons disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement. The Managers are acting exclusively for Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering of the Rights and the New Shares, the Managers and any of their affiliates, may take up a portion of the Rights or the New Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references herein and in the Prospectus, once published, to the Rights and the New Shares being issued, offered, subscribed, purchased, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, purchase, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Rights or New Shares. The Managers do not intend to

disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.