

<p>Informazione Regolamentata n. 2092-128-2023</p>	<p>Data/Ora Inizio Diffusione 15 Dicembre 2023 10:48:51</p>	<p>Euronext Star Milan</p>
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Societa' : CAREL INDUSTRIES

Identificativo : 184471

Informazione  
Regolamentata

Nome utilizzatore : CARELINDUSN03 - Grosso

Tipologia : REGEM; 2.5

Data/Ora Ricezione : 15 Dicembre 2023 10:48:50

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Diffusione

Oggetto : CAREL - Notice of change in Share Capital  
and the aggregate amount of voting rights

*Testo del comunicato*

Vedi allegato.

## NOTICE OF CHANGE IN SHARE CAPITAL AND IN THE AGGREGATE AMOUNT OF VOTING RIGHTS

Brugine (PD), 15 December 2023 – Following the press release issued on 7 December 2023, CAREL Industries S.p.A. (“Carel” or the “Issuer”) communicates, pursuant to art. 85-bis of Consob Regulation no. 11971/1999, the new composition of the share capital (fully subscribed and paid up), as well as the aggregate amount of voting rights, as resulting from the full subscription of the share capital increase with rights issue against payment and in divisible form approved by the Extraordinary Shareholders' Meeting of 14 September 2023 and the consequent issue of no. 12,499,205 new Carel ordinary shares, for a total value of Euro 199,987,280.00, of which Euro 1,249,920.50 to be attributed to share capital (the “**Capital Increase**”). It is recalled that, taking into account the provisions of the art. 13 of the Articles of Association which provides for the extension of the benefit of the increased voting right also to the new shares pertaining to the legitimate shareholder that are issued at the time of the capital increase, the relevant shareholders Luigi Rossi Luciani S.a.p.a. and Athena FH S.p.A. have signed no. 3,124,999 shares corresponding to n. 6,249,998 voting rights.

It is specified that the share capital of the Issuer is equal to Euro 11,249,920.50 and is made up of n. 112,499,205 ordinary shares without indication of par value.

The following table shows the current composition of the share capital, as well as the aggregate amount of voting rights exercisable at the Shareholders' meeting as of today, highlighting the changes compared to the previous situation.

	Current situation			Previous situation			Variations		
	Euro	Number of shares that make up the Share Capital	Number of voting rights	Euro	Number of shares that make up the Share Capital	Number of voting rights	Euro	Number of shares that make up the Share Capital	Number of voting rights
<b>Total</b>	11,249,920,50	112,499,205	171,791,644	10,000,000.00	100,000,000	156,167,440	1,249,920.50	12,499,205	15,624,204
<b>of which:</b>									
<b>Ordinary shares without increased voting right (ISIN: IT0005331019)</b>	–	53,206,766	53,206,766	–	43,832,560	43,832,560	–	9,374,206	9,374,206



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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: IT16030000009265



<b>Ordinary shares with increased voting right (ISIN: IT0005331886)</b>	-	59,292,439	118,584,878	-	56,167,440	112,334,880	-	3,124,999	6,249,998
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All the shares has regular dividend entitlement and current coupon number 7.

The certificate of completion of the Capital Increase pursuant to article 2444 of the Civil Code was filed on the 14<sup>th</sup> of December 2023 at the Padua Company Register together with the new text of the company bylaws, which is made available at the registered office of the Issuer, on the Issuer's website ([www.carel.it](http://www.carel.it)) as well as on the authorized storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)).

For further information

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## CAREL

The CAREL Group is a global leader in the design, production and marketing of technologically-advanced components and solutions for excellent energy efficiency in the control of heating, ventilation and air conditioning (“HVAC”) and refrigeration equipment and systems. CAREL is focused on several vertical niche markets with extremely specific needs, catered for with dedicated solutions developed comprehensively for these requirements, as opposed to mass markets.

The Group designs, produces and markets hardware, software and algorithm solutions aimed at both improving the performance of the units and systems they are intended for and for energy saving, with a globally-recognised brand in the HVAC and refrigeration markets (collectively, “HVAC/R”) in which it operates and, in the opinion of the Company’s management, with a distinctive position in the relevant niches in those markets.

HVAC is the Group’s main market, representing 68% of the Group’s revenues in the financial year to 31 December 2022, while the refrigeration market accounted for 31% of the Group’s revenues.

The Group commits significant resources to research and development, an area which plays a strategic role in helping it maintain its position of leadership in the reference HVAC/R market niches, with special attention focused on energy efficiency, the reduction of environmental impact, trends relating to the use of natural refrigerant gases, automation and remote connectivity (the Internet of Things), and the development of data-driven solutions and services.

As of 31 December 2023 the Group operates through 36 branches including 15 production plants located in various countries, approximately 80% of the Group’s revenues was generated outside of Italy and 30% outside of EMEA (Europe, Middle East, Africa).

Original Equipment Manufacturers or OEMs – suppliers of complete units for applications in HVAC/R markets – make up the Company’s main category of customers, which the Group focuses on to build long-term relationships.

Fine Comunicato n.2092-128

Numero di Pagine: 5