



CAREL INDUSTRIES S.p.A.
via dell'Industria, 11 - 35020 Brugine - Padova - Italy
Phone (+39) 049 97 16 611 - Fax (+39) 049 97 16 600
carel.com - carel@carel.com

Cap. Soc. € 11.249.920,50 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

Fully subscribed share capital 11,249,920.50 euro

Registration number with the Padua Register of Companies: 04359090281

Website www.carel.com

EXTRACT FROM THE CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS

The Shareholders of CAREL Industries S.p.A. (the “**Company**”) are called to the extraordinary and ordinary shareholders’ meeting to be held at the Company’s registered office in Brugine (PD), Via dell’Industria No. 11, to be held on **18 April 2024**, at **10:00 a.m.**, in a single call, to discuss and resolve on the following

Agenda

Extraordinary Part

1. Proposed amendments to Articles 9, 10, 19 and 24 of the By-Laws; related and consequent resolutions.

Ordinary Part

1. Approval of the Financial Statements at 31 December 2023 and presentation of the CAREL Group Consolidated Financial Statements at 31 December 2023. Allocation of the result for the financial year.
 - 1.1 Approval of the Financial Statements at 31 December 2023; related and consequent resolutions;
 - 1.2 Allocation of the result for the financial year; related and consequent resolutions.
2. Appointment of the Board of Directors; related and consequent resolutions.
 - 2.1 Determination of the number of members of the Board of Directors;
 - 2.2 Determination of the term of office of the Board of Directors;
 - 2.3 Appointment of the members of the Board of Directors;
 - 2.4 Appointment of the Chairman of the Board of Directors;
 - 2.5 Appointment of the Vice Chairman of the Board of Directors;
 - 2.6 Determination of the remuneration of the members of the Board of Directors.
3. Appointment of the Board of Statutory Auditors; related and consequent resolutions.
 - 3.1 Appointment of three Standing Auditors and two Alternate Auditors;
 - 3.2 Appointment of the Chairman of the Board of Statutory Auditors;
 - 3.3 Determination of the remuneration of the members of the Board of Statutory Auditors.
4. Resolutions concerning the report on the remuneration policy and the fees paid pursuant to Article 123-ter of Legislative Decree 58/1998 and Article 84-quater of Consob Regulation 11971/1999.



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- 4.1 Binding vote on the remuneration policy for the 2024 financial year set forth in the first section of the report; related and consequent resolutions;
- 4.2 Consultation on the second section of the report concerning remuneration paid in or relating to the 2023 financial year; related and consequent resolutions.
5. Proposal to approve a compensation plan based on financial instruments pursuant to Article 114-*bis* of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented; related and consequent resolutions.
6. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation approved by the Ordinary Shareholders' Meeting on 21 April 2023; related and consequent resolutions.

For information on the share capital at the date of the notice of call and detailed information and instructions on the rights that shareholders may exercise, including the entitlement to attend and vote at the Shareholders' Meeting (record date 9 April 2024), the right to ask questions before the Shareholders' Meeting, inclusion of items on the agenda and the presentation of new resolution proposals on items already on the agenda of the Shareholders' Meeting, the procedures and terms for the presentation of the lists for the election of the members of the Board of Directors and the Board of Statutory Auditors, as well as on the availability of the full text of the resolution proposals, together with the explanatory reports, and of the documents that will be submitted to the Shareholders' Meeting and on the organisational aspects of the Shareholders' Meeting, please refer to the full text of the notice of call available on the Company's website at www.carel.com (Investor Relations/Shareholders' Meeting section) and at the authorised storage mechanism "eMarket STORAGE" at www.emarketstorage.com.

The documents relating to the Shareholders' Meeting will be published, within the terms of the law, in the same way.

Brugine (PD), 8 March 2024

For the Board of Directors

The Chairman

Luigi Rossi Luciani