



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: IT16030000009265



CAREL INDUSTRIES S.P.A.

Registered office in Brugine (PD), - Via dell'Industria, 11

Share capital 11,249,920.50 Euros, fully paid up

Registration number in the register of companies of Padua: 04359090281

Website www.carel.com

ORDINARY SHAREHOLDERS' MEETING HELD ON 23RD APRIL 2025

Summary account of the votes on the items of the agenda pursuant Article 125-*quater*, paragraph 2, of the Legislative Decree 58/1998

Item 1 of the agenda

1. Approval of the Financial Statements at 31 December 2024 and presentation of the CAREL Group Consolidated Financial Statements at 31 December 2024. Allocation of the result for the financial year.

1.1 Approval of the Financial Statements at 31 December 2024; related and consequent resolutions;

Shares present at the meeting when the vote was opened no. 101,043,373 equal to 89.817% of the no. 112,499,205 shares representing the share capital, corresponding to no. 160,335,812 voting rights equal to 93.332% of the no. 171,791,644 total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	160,306,902	99.982%
Votes Against	0	0.000%
Abstentions	28,910	0.018%
Total Voting Rights	160,335,812	100.000%

1.2 Allocation of the result for the financial year; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 101,043,373 equal to 89.817% of the no. 112,499,205 shares representing the share capital, corresponding to no. 160,335,812 voting rights equal to 93.332% of the no. 171,791,644 total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	160,335,812	100.000%
Votes Against	0	0.000%
Abstentions	0	0.000%
Total Voting Rights	160,335,812	100.000%



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: IT16030000009265



Item 2 of the agenda

2. 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.

2.1 Binding vote on the remuneration policy for the 2025 financial year set forth in the first section of the report; related and consequent resolutions;

Shares present at the meeting when the vote was opened no. 101,043,373 equal to 89.817% of the no. 112,499,205 shares representing the share capital, corresponding to no. 160,335,812 voting rights equal to 93.332% of the no. 171,791,644 total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	156,359,410	97.520%
Votes Against	3,976,402	2.480%
Abstentions	0	0.000%
Total Voting Rights	160,335,812	100.000%

2.2 Consultation on the second section of the report concerning remuneration paid in or relating to the 2024 financial year; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 101,043,373 equal to 89.817% of the no. 112,499,205 shares representing the share capital, corresponding to no. 160,335,812 voting rights equal to 93.332% of the no. 171,791,644 total voting rights.

The voting result was the following:

Vote result

	No. Voting Rights	%
Votes for	142,274,985	88.736%
Votes Against	16,218,078	10.115%
Abstentions	1,842,749	1.149%
Total Voting Rights	160,335,812	100.000%

Item 3 of the agenda

3. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation approved by the Ordinary Shareholders' Meeting on 18 April 2024; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 101,043,373 equal to 89.817% of the no. 112,499,205 shares representing the share capital, corresponding to no. 160,335,812 voting rights equal to 93.332% of the no. 171,791,644 total voting rights.

The voting result was the following:



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: IT16030000009265



Vote result

	No. Voting Rights	%
Votes for	159,876,304	99.713%
Votes Against	459,508	0.287%
Abstentions	0	0.000%
Total Voting Rights	160,335,812	100.000%