



**GAROFALO HEALTH CARE S.P.A.**

*Registered office in Rome - Piazzale delle Belle Arti No. 6*

*Share Capital Euro 31,570,000*

*Enrolled at the Company Registration Office of Rome – Tax Code 06103021009*

*VAT No. 03831150366 Economic & Administrative Index No. RM - 947074*

**CALL NOTICE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Ordinary and Extraordinary Shareholders' Meeting is called to meet on April 30, 2025, at 10:30AM, in single call, at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, to discuss and vote on the following:

**Agenda**

**Ordinary Session**

- 1. Financial Statements of Garofalo Health Care S.p.A. at December 31, 2024. 2024 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2024 and of the Consolidated Sustainability Statement pursuant to Legislative Decree No. 39 of January 27, 2010 and Regulation (EU) No. 2020/852 (Taxonomy Regulation) for 2024; Resolutions thereon.**
- 2. Allocation of net profit for the year and dividend distribution. Resolutions thereon.**
- 3. Motions on the Remuneration Policy and Report in accordance with Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (CFA) and Article 84-quater of Consob Regulation No. 11971/1999 (Issuers' Regulation):**
  - 3.1. binding vote on the remuneration policy for 2025 set out in Section I of the Report. Resolutions thereon;**
  - 3.2. consultation on the Section II of the Report regarding remuneration paid in or relating to 2024. Resolutions thereon.**
- 4. Authorisation to purchase and dispose of treasury shares (buyback) as per and for the purposes of Articles 2357 and subsequent of the Civil Code, 132 of Legislative Decree No. 58 of February 24, 1998 (CFA) and 144-bis of Consob Regulation No. 11971/1999 (Issuers' Regulation), 5 of EU Regulation No. 596/2014 (MAR), 3 and 4 of Delegated Regulation (EU) No. 2016/1052, following revocation - for the part not executed - of the previous authorisation to purchase and dispose of treasury shares. Resolutions thereon.**
- 5. Amendment of Shareholders' Meeting Regulation. Resolutions thereon.**

## Extraordinary session

- 1. Attribution to the Board of Directors of the power, pursuant to Article 2443 of the Civil Code, to increase the share capital, in one or more times and also in tranches, in each case by payment, in divisible form and with the exclusion of option rights pursuant to Article 2441, paragraphs 4 and 5, of the Civil Code. Consequent amendment of Article 5 of the Articles of Association. Related and consequent resolutions.**

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## SHARE CAPITAL AND VOTING RIGHTS

At the publication of this call notice, pursuant to Article 5 of the By-Laws, the share capital is equal to Euro 31,570,000.00, comprising 90,200,000 ordinary shares without nominal value. Of these, 88,527,000 are single-vote shares, and 1,673,000 are shares which have gained multi-vote rights as per Article 7 of the By-Laws. The latter are therefore entitled to two votes per share, for a total of 3,346,000 voting rights. At the publication of this notice, therefore, the total number of voting rights is 91,873,000. At the date of this call notice, the Company holds 1,934,200 treasury shares, representing approximately 2.14% of the share capital, whose voting right is suspended pursuant to law and, therefore, the total number of exercisable voting rights is 89,938,800.

## RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of the CFA and Article 19 of the By-Laws, the right to vote at the Shareholders' Meeting - which may be exercised **exclusively through the Designated Agent, as per Article 19, paragraph 3 of the By-Laws** - is conferred by a communication - which must be requested by each vote-holder - sent to the company by an intermediary. This is issued by the intermediary authorised to maintain the accounts, in accordance with applicable legislation, and on the basis of the accounting records at the end of the seventh trading day before the date set for the Shareholders' Meeting, i.e. **April 17, 2025** (record date). Those who hold shares only after the record date will not have the right to attend or vote at the Shareholders' Meeting.

The Communication from the intermediary must be received by the Company by the end of the third trading day before the Shareholders' Meeting, i.e. by **April 25, 2025**. The right to attend and vote at the Shareholders' Meeting - **exclusively through the Designated Agent** - remains valid if the communication is sent to the Company outside the time-frame indicated here, but by the beginning of the Shareholders' Meeting.

Voting may not take place through correspondence or electronic means.

The Directors, the Statutory Auditors, the representative of the Independent Audit Firm and the Designated Agent pursuant to Article 135-*undecies*.1 of the CFA may also attend the Shareholders' Meeting through the use of remote connection systems that allow identification in compliance with current and applicable provisions, in the manner that will be communicated to them individually, it being understood that the Chairperson of the Board of Directors and the Secretary of the meeting will be required to speak at the Shareholders' Meeting at the registered office of the Company.

## **PARTICIPATION AT THE SHAREHOLDERS' MEETING AND ASSIGNING OF PROXY TO THE DESIGNATED AGENT**

As allowed by Article 135-*undecies*.1 of the CFA and as set out by Article 19, paragraph 3 of the By-Laws, those with the right to vote may participate in the Shareholders' Meeting exclusively through Monte Titoli S.p.A., with registered office in Piazza degli Affari 6, Milan 20123 ("**Monte Titoli**"), as Designated Agent of the Company, pursuant to Article 135-*undecies*.1 of the CFA (the "**Designated Agent**").

Proxy and voting instructions on all or a selected number of the proposals on the Agenda may be conferred without incurring expense (except for any sending costs) using the form which can be found, along with instructions for its compilation and delivery, on the Company's website: [www.garofalohealthcare.com](http://www.garofalohealthcare.com), *Governance/Shareholders' Meeting* section.

The proxy with voting instructions must be received by the Designated Agent (together with a copy of a currently valid identity document of the Principal or, if the Principal is a legal person, of the *pro tempore* legal representative or of another subject with appropriate powers, together with appropriate documentation certifying its qualification and powers) by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **April 28, 2025**), by the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified email address **RD@pec.euronext.com** (subject "Proxy for GHC Shareholders' Meeting April 2025") from one's own certified email address (or, failing that, sending an electronic copy signed with a qualified or digital signature to the same email address **RD@pec.euronext.com** and with the same subject, from an ordinary email address); (ii) transmission of the original, by courier or registered letter with return receipt, c/o the Register Services area at the address Monte Titoli S.p.A., Piazza degli Affari 6, Milan 20123 (Ref. "Proxy for GHC Shareholders' Meeting April 2025"), sending in advance a copy reproduced electronically (PDF) by ordinary email to the email address **RD@pec.euronext.com** (subject "Proxy for GHC Shareholders' Meeting April 2025").

Proxy delegated to the Designated Agent is valid only for the proposals on which voting instructions are provided.

The proxy and the voting instructions are revocable by the end of the second trading day before the date of the Shareholders' Meeting (i.e. by **April 28, 2025**), according to the means indicated above.

***Pursuant to Articles 135-undecies.1 of the CFA and 19, paragraph 3 of the By-Laws, the Designated Agent may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the CFA, as an exception to Article 135-undecies, paragraph 4, of the CFA.***

Those not wishing to avail themselves of the participation method set out in Article 135-*undecies*.1 of the CFA, may, alternatively, grant the same Designated Agent proxy or sub-proxy pursuant to Article 135-*novies* of the CFA, which must contain voting instructions on all or some of the proposals on the Agenda, by using the appropriate proxy/sub-proxy form available on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the *Governance/Shareholders' Meeting* section.

For the delivery of proxies/sub-delegations, also electronically, the methods indicated above and reported in the proxy form must be followed. Proxy must be received by 6PM on the day before the Shareholders' Meeting (and in any case before the beginning of the Meeting). Proxy and voting instructions may always be revoked by the above deadline and in accordance with the aforementioned means.

For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), parties holding the right to vote at the Shareholders' Meeting may contact Monte Titoli by e-mail (RegisterServices@euronext.com) or by the following telephone number (+39) 02.33635810 - working days between 9AM and 5PM).

### **Rights to submit questions before the Shareholders' Meeting**

Pursuant to Article 127-ter of the CFA, shareholders may submit questions regarding the items on the Agenda, exclusively before the Shareholders' Meeting as per Article 135-undecies.1, paragraph 3, of the CFA, by the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by **April 17, 2025**). These must be sent by registered mail with return receipt to Garofalo Health Care S.p.A. - Legal and Corporate Affairs Office - Piazzale delle Belle Arti no. 6, Rome 196 (RM), or by certified e-mail to the address [ghcspa@legalmail.it](mailto:ghcspa@legalmail.it). The exercise of the right will be considered valid only if accompanied by the certification from the intermediary substantiating the subject's condition as shareholder, unless the Company has already received the communication from the intermediary necessary to participate in the Shareholders' Meeting. Considering that participation in the Shareholders' Meeting is permitted exclusively through the Designated Agent, questions that are relevant to the items on the Agenda will be answered - with the option to answer multiple questions with the same content through a single answer - in the appropriate section of the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), by the end of the third trading day preceding the date of the Shareholders' Meeting (i.e. by **April 25, 2025**).

### **Right to supplement the Agenda or to present motion proposals**

In accordance with Article 126-bis of the CFA and Article 17 of the By-Laws, vote-holders representing, including jointly, at least one-fortieth of the share capital may request supplementation to the matters on the agenda, within ten calendar days of publication of this call notice (i.e. by **April 7, 2025**), indicating in their request the further matters to be included on the Agenda, or proposals on matters already on the Agenda.

Requests to supplement the Agenda with new proposals for motions must be submitted in writing, together with the appropriate documentation to prove the ownership of the share capital quota required as above, by registered letter with return receipt, signed in original, to Garofalo Health Care S.p.A. - Legal and Corporate Affairs Office - Piazzale delle Belle Arti no. 6, Rome 00196 (RM), or by certified e-mail to [ghcspa@legalmail.it](mailto:ghcspa@legalmail.it). The request must be accompanied by a report on the items to be discussed.

Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors, or concerning projects or reports other than those set forth in Article 125-ter, paragraph 1 of the CFA.

Any supplementation to the Agenda or the inclusion of new motions which are accepted by the Board of Directors will be communicated by the Company at least 15 days before the Shareholders' Meeting (i.e. by **April 15, 2025**), in the same manner set out for the publication of this call notice. In the same period, the reports of the requesting or proposing shareholders, accompanied by any evaluations of the Board of Directors, will also be made available to the public at the Company's registered office and on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the Governance/Shareholders'

Meeting section and through the “eMarketSTORAGE” storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

### **Submission of individual proposals**

As per Article 135-*undecies*.1, paragraph 2 of the CFA, as participation at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Designated Agent, so as to permit voting by those entitled to do so as per Article 126-*bis*, paragraph 1, penultimate section, of the CFA - and with the essential requirement that the individual proposals be known to all those entitled to participate in the Shareholders' Meeting and exercise their voting right in time to provide voting instructions to the Designated Agent - it is provided for that the Shareholders with voting rights may individually submit motion proposals, or proposals whose submission is otherwise permitted by law, to the Company within 15 days of the Shareholders' Meeting (i.e. by **April 15, 2025**), so that the Company may proceed with their subsequent publication. The presentation of motions at the Shareholders' Meeting is therefore not permitted. Entitled parties who submit individual proposals shall prove such right by sending to the Company a copy of the certificate issued by the authorised intermediary pursuant to the law, proving the ownership of the shares held. The individual motion proposals and the aforementioned documents concerning such proof must be submitted in writing by registered letter with return receipt, signed in the original, to Garofalo Health Care S.p.A. - Legal and Corporate Affairs Office - Piazzale delle Belle Arti 6, Rome (RM) 00196, or by sending them to the certified e-mail address [ghcspa@legalmail.it](mailto:ghcspa@legalmail.it). The individual motion proposals received within the terms and according to the methods described above shall be published on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com) in the *Governance/Shareholders' Meeting* section, and on the “eMarketSTORAGE” storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)), within the two days following the expiration of the relevant submission deadline (i.e. by **April 17, 2025**), so that the holders of voting rights may consult them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Agent. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals regarding items on the Agenda, their completeness and compliance with the applicable provisions, as well as the legitimacy of the proposers.

In the event of proposed motions on Agenda items differing to those made by the Board of Directors, the Board of Directors' proposal will be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the proposals submitted by the Shareholders be put to a vote. These proposals, even in the absence of a Board of Directors proposal, will be submitted to the Shareholders' Meeting, beginning with the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote is rejected will the next proposal in order of the percentage of share capital represented be put to a vote.

### **Documentation**

The Shareholders' Meeting documentation, including the following documents:

- Illustrative Reports on Agenda items with related motions;
- Annual Financial Report at December 31, 2024 pursuant to Article 154-*ter* of the CFA, Board of Statutory Auditors' Report, Independent Auditors' Report and consolidated Sustainability Statement at December 31, 2024, prepared in accordance with Legislative Decree No. 39 of January 27, 2010 and Regulation (EU) 2020/852 (the Taxonomy Regulation), including in ESEF

(European Single Electronic Format) format pursuant to Article 4(7) of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815;

- the 2024 Corporate Governance and Ownership Structure Report as per Article 123-*bis* of the CFA;
- public disclosure as per Article 84-*bis*, paragraph 5 of the Issuers' Regulation in relation to the 2024-2026 Performance Share Plan;
- 2024 Remuneration Policy and Report pursuant to Article 123-*ter* of the CFA and Article 84-*quater* of the Issuers' Regulation,

is made available to the public today at the Company's registered office and on its website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the *Governance/Shareholders' Meeting* section, and through the authorised storage mechanism "eMarketSTORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Information on the amount of share capital, the proxy/sub-proxy form pursuant to Article 135-*novies* of the CFA, and the proxy form and voting instructions for the Designated Agent pursuant to Article 135-*undecies*.1 of the CFA, are made available to the public today at the Company's registered office and on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), *Governance/Shareholders' Meeting* section.

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An extract of this call notice was today published in the newspaper "Il Sole 24 Ore".

Rome, March 28, 2025

***The Chairperson of the Board of Directors***

***Alessandro Maria Rinaldi***