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Press Release

EXERCISE OF GREENSHOE OPTION FINAL ANNOUNCEMENT ON STABILISATION MEASURES

Rome, December 6, 2018 - Garofalo Health Care S.p.A. (the “**Company**” or “**GHC**”) announces that on December 5, 2018, Equita SIM S.p.A., as agent for the stabilisation of ordinary GHC shares, fully exercised, on behalf of Credit Suisse and Equita SIM S.p.A. – as Joint Global Coordinators - the greenshoe option for n. 2,000,000 ordinary company shares. With the exercise of the greenshoe option, the stabilisation period ends with immediate effect.

The acquisition price of the shares from the greenshoe option is Euro 3.34 per share – corresponding to the offer price established for the institutional placement – for a total amount of Euro 6,680,000.00, gross of the commissions for the institutional placement.

The settlement and value date of the greenshoe option shall be December 7, 2018 and, on the same date the shares from the exercise of the greenshoe option shall be assigned to the shareholder Maria Laura Garofalo in completion of the over-allotment option granted by the former to the Joint Global Coordinators.

Including the shares from the greenshoe option, the institutional placement consists therefore of n. 22,000,000 ordinary GHC shares, equal to approx. 26.8% of the share capital.

In addition, also according to that announced by Equita SIM S.p.A., as agent for the stabilisation of the ordinary GHC shares and also its behalf, GHC announces that during the stabilisation period, from the initial date of trading of ordinary GHC shares on the Mercato Telematico Azionario (Main Stock Exchange) organised and managed by Borsa Italiana S.p.A. (November 9, 2018) until today, no stabilization transaction was undertaken.

This press release is issued also on behalf of Equita SIM S.p.A. as per article 8, letter f) and article 6, paragraph 3 of Delegated Regulation (EU) 2016/1052.

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Credit Suisse and Equita SIM S.p.A. acted as Joint Global Coordinators and Joint Bookrunners. Equita SIM S.p.A. in addition acts as sponsor. Lazard acts as the company’s financial advisor.

Gianni, Origoni, Grippo, Cappelli & Partners and Shearman & Sterling provide legal support to the company, respectively, regarding Italian law and US and English law, while Linklaters provide legal assistance to the Joint Global Coordinators and to the sponsor. Studio Associato Tributario Bagnera & Associati provides tax assistance to the company. EY is the Independent Audit Firm.



FOR FURTHER DETAILS:

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The GHC Group

The GHC Group, listed on the Milan Stock Exchange, is an Italian accredited private healthcare leader operating through eighteen healthcare facilities demonstrating excellence, located in Italy's strongest regions and offering a comprehensive range of services covering all areas of healthcare thanks to diversified specialties, the use of cutting-edge technologies and highly-qualified personnel. The Group in fact operates across six regions in Northern and Central Italy (Piedmont, Veneto, Emilia Romagna, Liguria, Tuscany and Lazio), covering in the hospital sector acute admissions, long hospitalization, post-acute rehabilitations and outpatient services (the "Hospital Sector"), and in the regional and social-care sector covering residential admissions and district outpatient services (the "Dependency Care Sector").

As of 31 December 2017, the GHC Group reported total revenue and other income of Euro 136.7 million and an operating EBITDA of Euro 24.9 million (total revenue and other income Pro-forma of Euro 152.2 million, Pro-forma Operating EBITDA of Euro 27.4 million). For the nine months period ending on 30 September 2018, the GHC Group reported total revenue and other income of Euro 115.3 million (up +17.2% on the results as of 9M 2017) and an Operating EBITDA of Euro 22.2 million (up +25.4% on the same period of the previous year).

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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; and (c) local implementing measures (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 shares of the Company (the "**Shares**") have been subject to a product approval process, which has determined that such 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; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners 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 Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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