



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

SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders' Meeting is called to meet on April 30, 2021, at 11AM, 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

- 1. Financial Statements of Garofalo Health Care S.p.A. at December 31, 2020. 2020 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2020 and of the 2020 Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of December 30, 2016. Resolutions thereon.**
- 2. Allocation of the net profit. Resolutions thereon.**
- 3. Resolutions on the Remuneration Policy and Report in accordance with Article 123-ter of Legislative Decree 58/1998 (CFA) and Article 84-quater of Consob Regulation No. 11971/1999 (Issuers' Regulation):**
 - 3.1 binding vote on the remuneration policy for 2021 set out in the first section of the Report. Resolutions thereon;**
 - 3.2 consultation on the second section of the report regarding compensation paid in or relating to 2020. Resolutions thereon.**
- 4. Long-term incentive plan "2021-2023 Performance Share Plan". Resolutions thereon.**
- 5. Authorisation to purchase and dispose of treasury shares (buyback) pursuant to and for the purposes of Articles 2357 *et seq.* of the Civil Code, 132 of the CFA, 73 and 144-*bis* of the Issuers' Regulations, 5 of EU Regulation no. 596/2014 (MAR), 3 and 4 of Delegated Regulation (EU) no. 2016/1052. Resolutions thereon.**
- 6. Appointment of the Board of Directors:**
 - 6.1. Number of Board members.**
 - 6.2. Duration of office of the appointed Board of Directors.**
 - 6.3. Appointment of the Board of Directors.**
 - 6.4. Appointment of the Chairman of the Board of Directors.**

**6.5. Establishment of the remuneration of the members of the Board of Directors.
Resolutions thereon.**

7. Appointment of the Board of Statutory Auditors:

7.1 Appointment of the Statutory Auditors and Alternate Auditors.

7.2 Appointment of the Chairperson of the Board of Statutory Auditors.

7.3 Establishment of the relative remuneration.

Resolutions thereon.

*In order to minimise the risks related to the ongoing health emergency, the Company has decided to utilise the option established by Article 106 of Decree Law No. 18 of March 17, 2020 (converted with amendments by Law no. 27 of April 24, 2020 as last amended by Decree Law No. 183 of December 31, 2020, converted with amendments by Law No. 21 of February 26, 2021, the “**Italian Healthcare Decree**”), providing - also as an exception to the By-Laws - that the participation of shareholders at the Shareholders' Meeting will take place **exclusively through the Designated Agent** appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 (“CFA”), without physical attendance by shareholders, according to the procedures indicated in this call notice.*

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, 88,254,600 are single-vote shares, and 1,945,400 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 3,890,800 voting rights. As at the publication date of this call notice, therefore, the total number of voting rights is 91,756,264 (net of 389,136 treasury shares, representing approximately 0.43% of the share capital, whose voting right is suspended pursuant to law).

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** - 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 in single call (i.e. **April 21, 2021**, “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 is held in single call (i.e. by **April 27, 2021**). 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 Secretary of the meeting, the representative of the Independent Audit Firm and the Designated Agent pursuant to article 135-*undecies* of the CFA may 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.

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

As allowed by Article 106 of the Italian Healthcare Decree, those with the right to vote may participate in the Shareholders' Meeting exclusively through Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan ("**Spafid**"), as Designated Agent of the Company, pursuant to Article 135-*undecies* 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, Governance/Shareholders' Meeting section.

The proxy with voting instructions must be received by the aforementioned Designated Agent, together with a copy of a valid identity document of the principal or, if the principal is a legal person, the pro tempore legal representative or a different person with appropriate powers, together with suitable documentation to certify his/her qualification and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **April 28, 2021**), according to the following methods: (i) delivery of an electronically reproduced copy (PDF) to the certified mail address assemblee@pec.spafid.it (subject line "Proxy - GHC 2021 Shareholders' Meeting") from their own certified e-mail address (or, failing that, delivery of an electronically reproduced copy signed with a qualified or digital electronic signature, to the same certified e-mail address assemblee@pec.spafid.it and with the same subject, from their own ordinary e-mail address); (ii) delivery, in original, by courier or registered mail to the address Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy - GHC 2021 Shareholders' Meeting") in advance of a copy reproduced electronically (PDF) by ordinary e-mail to the following address assemblee@pec.spafid.it (with the subject "Proxy - GHC 2021 Shareholders' Meeting").

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, 2021), according to the means indicated above.

Pursuant to Article 106, paragraph 4 of the Italian Healthcare Decree, 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* 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, 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 to the Designated Agent, Spafid may be contacted at confidential@spafid.it or at the following phone numbers (+39) 0280687319 and (+39) 0280687335 (business days between 9AM and 5PM).

The Company reserves the right to supplement and/or amend the above instructions in the light of intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

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, before the Shareholders' Meeting, by the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by **April 21, 2021**). 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 00196 (RM), or by certified e-mail to the address 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 in a specific section of the Company's website www.garofalohealthcare.com, no later than two days before the Meeting, and therefore by twelve noon on April 28, 2021. A single answer may be provided to multiple questions with the same content.

Right to supplement the Agenda

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 **March 29, 2021**), 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 new proposals for resolutions on the items on the Agenda 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. 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 presentations of new resolutions 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, 2021**), 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, in the *Governance/Shareholders' Meeting* section.

Submission of individual proposals

As participation at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Designated Agent, so as to permit parties entitled to vote as per Article 126-bis, paragraph 1, penultimate section, of the CFA - albeit in a manner and within a timeframe compatible with the COVID-19 health emergency and with the unavoidable need for the individual proposals to be known by 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 may individually submit resolution proposals to the Company within seventeen days of the Shareholders' Meeting (i.e. by **April 13, 2021**), so that the Company may proceed with their subsequent publication. 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 resolution proposals and the above-mentioned documents concerning such proof must be submitted by sending them to the certified e-mail address ghcspa@legalmail.it. The individual resolution proposals received within the terms and according to the methods described above shall be published on the Company's website www.garofalohealthcare.com, Governance/Shareholders' Meeting section, by **April 15, 2021**, so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-delegations, 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.

Appointment of the Board of Directors

Resolutions regarding the appointment of the members of the Board of Directors as set out in item 6 on the Agenda will be made on the basis of the provisions contained in Article 27 of the By-Laws.

The Company shall be administered by a Board of Directors consisting of no fewer than 7 (seven) members and no more than 11 (eleven) members, who need not be shareholders.

Pursuant to the CFA and the By-Laws, the members of the Board of Directors are elected by the Shareholders' Meeting according to the slate voting system. The preparation, filing and publication of slates should be completed in accordance with the means and deadlines established or restated in Article 27 of the By-Laws, to which reference should be made for any information not expressly indicated below.

The slates of candidates for the position of Director may be submitted by any shareholders representing, including jointly, at least 2.5% (two point five percent) of the share capital represented by shares carrying voting rights in Meeting resolutions concerning the appointment of the Board. The minimum share ownership required to present slates is established considering the shares registered in favour of the shareholder on the day on which said slates are filed at the Company's registered office. In order to prove ownership of the number of shares necessary to submit slates, shareholders presenting slates shall submit or deliver to the Company's registered office or by email to the certified email address ghcspa@legalmail.it a copy of the relevant certification issued by the authorised intermediary, demonstrating ownership of the number of shares required to submit the slate, at least 21 (twenty-one) days before the Shareholders' Meeting called to appoint the members of the Board of Directors.

The slates must be filed at the registered office, or sent by email to the certified email address ghcspa@legalmail.it, and at the market management company at least 25 (twenty-five) days prior to the date of the Shareholders' Meeting called to appoint the Board. Since this deadline would fall on a public holiday (Monday, April 5, 2021), it is postponed by one day, and thus moves to **April 6, 2021**. These slates must be made available to the public at the registered office, at the market management company, on the Company's website www.garofalohealthcare.com at least 21 (twenty-one) days before the date set for the Shareholders' Meeting in first call (i.e., by **April 9, 2021**).

Shareholders - and shareholders belonging to the same group, belonging to the same shareholders' agreement pursuant to Article 122 of the CFA, the controlling entity, the subsidiaries and those subject to joint control pursuant to Article 93 of the CFA - may not submit or take part in the submission of more than one slate, either through a third party or a trust company, nor vote for different slates. Each candidate may be presented on only one slate at the risk of being declared ineligible. A party - even if it is not a company - that directly or indirectly exercises control over a shareholder pursuant to Article 93 of the CFA, is considered as belonging to the same group as all of that party's direct and indirect subsidiaries. Each shareholder may vote for only one slate. In the event of breach of the aforementioned provisions by one or more shareholders, the vote of this/these shareholder(s) shall not be taken into account with regard to any of the slates submitted.

When filed, each slate must be accompanied by:

- (a) information concerning the identity of the shareholders who have submitted the slate and the percentage of share capital they hold overall, together with the certificate issued by the authorised intermediary proving ownership of the number of shares necessary to submit the slate at the date of filing the slate;
- (b) declarations from the individual candidates accepting their candidacies and certifying, in good faith, the inexistence of any cause of ineligibility or incompatibility, as well as the satisfaction of the requirements prescribed by applicable law for their respective offices;
- (c) the independence declarations issued pursuant to applicable laws and regulations and the Corporate Governance Code (as defined below); and
- (d) a curriculum vitae for each candidate, which shall contain detailed information on the personal and professional characteristics of each candidate and indicate any management and control positions they hold.

Shareholders presenting a "Minority Slate" are also governed by Consob communication No. DEM/9017893 of February 26, 2009.

Pursuant to Article 147-ter, paragraph 1 of the CFA, the slates indicate which Directors meet the independence requirements established by law and by the By-Laws. At least one member of the Board of Directors, or two if the Board of Directors comprises more than seven members, must be considered independent as established for Statutory Auditors by Article 148, paragraph 3 of the CFA. Shareholders are invited to consider the recommendations contained in the Corporate Governance Code of the Corporate Governance Committee issued by Borsa Italiana S.p.A. (January 2020 edition) (the “**Corporate Governance Code**”) regarding circumstances that compromise, or appear to compromise, the independence of a Director.

Slates presenting a number of candidates equal to or greater than three shall in addition include candidates of each gender, in order to ensure a Board of Directors composition which complies with the applicable legislation on gender balance. Specifically, pursuant to Article 27, paragraph 1 of the By-Laws and Article 147-ter, paragraph 1-ter of the CFA, slates that present a number of candidates equal to or higher than three must include candidates of both genders, so as to ensure that at least two fifths of the members of the new Board of Directors belong to the under-represented gender, rounding up in the event that this is not a whole number.

All candidates for the position of Director must also meet the good standing requirements set out in Article 147-quinquies of the CFA, which refers to the good standing requirements established for the members of the Board of Statutory Auditors by the regulation issued by the Ministry of Justice pursuant to Article 148, paragraph 4 of the CFA.

Directors are eligible for re-election.

Slates submitted in breach of the above shall be considered as not submitted.

For further information on the appointment of the Board of Directors, see the illustrative report on the relevant matter on the Agenda, prepared by the Board of Directors pursuant to Article 125-ter of the CFA, which will be made available to the public according to law.

Appointment of the Board of Statutory Auditors

Resolutions regarding the appointment of the members of the Board of Statutory Auditors as set out in item 7 on the Agenda will be made on the basis of the provisions contained in Article 35 of the By-Laws.

The Board of Statutory Auditors consists of three Statutory Auditors and two Alternate Auditors, appointed by the Shareholders’ Meeting.

Pursuant to Article 35 of the By-Laws, to ensure that a Statutory Auditor and an Alternate Auditor are elected from the Minority Slate, the Board of Statutory Auditors is appointed on the basis of slates presented by shareholders in which candidates are listed in numerical order. The slate is composed of two sections: one for the candidates for the office of Statutory Auditor and the other for candidates for the office of Alternate Auditor.

The preparation, filing and publication of slates should be completed in accordance with the means and deadlines established or referred to in Article 35 of the By-Laws, to which reference should be made for any information not expressly indicated below.

The slates of candidates for the position of Statutory Auditor may be submitted by any shareholders representing, including jointly, at least 2.5% (two point five percent) of the share capital represented

by shares carrying voting rights in Meeting resolutions concerning the appointment of the Board. The minimum share ownership required to present slates is established considering the shares registered in favour of the shareholder on the day on which said slates are filed at the Company's registered office. In order to prove ownership of the number of shares necessary to submit slates, shareholders presenting slates shall submit or deliver to the Company's registered office or by email to the certified email address ghcspa@legalmail.it a copy of the relevant certification issued by the authorised intermediary, demonstrating ownership of the number of shares required to submit the slate, as required by law and no later than the deadline for the presentation of slates.

The slates must be filed at the registered office, or sent by email to the certified email address ghcspa@legalmail.it, at least 25 (twenty-five) days prior to the date of the Shareholders' Meeting called to appoint the Board. Since this deadline would fall on a public holiday (Monday, April 5, 2021), it is postponed by one day, and thus moves to **April 6, 2021**. These slates must be made available to the public at the registered office, the market operator and on the Company's website www.garofalohealthcare.com at least 21 days prior to the Shareholders' Meeting (i.e., by **April 9, 2021**). If, within the aforementioned term of 25 (twenty-five) days, only one slate has been deposited, or only slates submitted by shareholders who are connected with each other pursuant to Article 144-*quinquies* of the Issuers' Regulation have been deposited, the deadline for filing further slates shall be extended until the third day following that date (i.e. **until 4PM on April 9, 2021**), without prejudice to the provisions of Article 147-*ter*, paragraph 1-*bis*, last sentence of the CFA. In this event, shareholders holding, either singularly or jointly, shares representing half of the original capital threshold previously identified (i.e. 1.25% [one point two five per cent]) shall have the right to submit slates.

Shareholders - and shareholders belonging to the same group, belonging to the same shareholders' agreement pursuant to Article 122 of the CFA, the controlling entity, the subsidiaries and those subject to joint control pursuant to Article 93 of the CFA - may not submit or take part in the submission of more than one slate, either through a third party or a trust company, nor vote for different slates. Each candidate may be presented on only one slate at the risk of being declared ineligible. A party - even if it is not a company - that directly or indirectly exercises control over a shareholder pursuant to Article 93 of the CFA, is considered as belonging to the same group as all of that party's direct and indirect subsidiaries. In the event of a breach of the aforementioned provisions by one or more shareholders, the vote of this/these shareholder(s) shall not be taken into account with regard to any of the slates submitted.

When filed, each slate must be accompanied by:

- (a) information regarding the identity of the shareholders submitting the slate and the total percentage of share capital held by them;
- (b) declarations with which each candidate accepts their candidacy and attests - under his/her own responsibility - to the absence of causes for ineligibility and incompatibility, including regarding the limit on the maximum number of offices held, as well as the existence of the requirements set out by law and by the By-Laws for the respective offices;
- (c) a declaration from the shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, confirming the absence of connecting relationships with these latter, as defined by applicable legislation (also taking account the recommendations issued by Consob with Communication No. DEM/9017893 of February 26, 2009); in addition to

- (d) a curriculum vitae for each candidate, which shall contain detailed information on the personal and professional characteristics of each candidate and indicate any management and control positions held in other companies.

Slates presenting a number of candidates equal to or greater than three shall in addition include candidates of each gender, in order to ensure a Board of Statutory Auditors composition which complies with the applicable legislation on gender balance. Pursuant to Article 148, paragraph 1-*bis* of the CFA, at least two fifths of the standing members of the Board of Statutory Auditors must belong to the under-represented gender.

Statutory Auditors are chosen from among those meeting the requirements - including those concerning the maximum number of offices held - set out by applicable legislation and regulations, including those of professionalism and good standing pursuant to Decree No. 162 of the Ministry of Justice dated March 30, 2000 or with the applicable *pro tempore* legislation in force. Persons who find themselves in the situations described by Article 2399 of the Civil Code may not be appointed to the office of Statutory Auditor, and if appointed or in office, they shall forfeit their office. For the purposes of the provisions of Article 1, paragraph 2, letters b) and c) of Ministerial Decree No. 162 of March 30, 2000, the matters and sectors of activity strictly related to the Company's business are understood to be those matters and sectors of activity connected with or inherent to the business performed, directly or indirectly, by the Company, pursuant to Article 4 of the By-Laws.

Candidates must also meet the independence requirements set out by current legislation and the Corporate Governance Code.

Without prejudice to the incompatibilities set out by the law, candidates who hold positions as Statutory Auditor in 5 (five) other listed companies or who are in breach of the limits to the number of offices held, as set out by the applicable legal or regulatory provisions, or those who do not comply with the requirements of integrity and professionalism set out by the applicable legal or regulatory provisions, may not be included in the slates, also pursuant to the Corporate Governance Code.

The outgoing Statutory Auditors may be re-elected.

Slates submitted in breach of the above shall be considered as not submitted.

For further information on the appointment of the Board of Statutory Auditors, see the illustrative report on the relevant matter on the Agenda, prepared by the Board of Directors pursuant to Article 125-*ter* of the CFA, which will be made available to the public according to law.

Submission of slates for the appointment of the Board of Directors and Board of Statutory Auditors

The slates of candidates for the appointment of the Board of Directors and the Board of Statutory Auditors may be submitted at the registered office - Piazzale delle Belle Arti No. 6, 00196 Rome (RM) - or by email to the certified email address ghcspa@legalmail.it together with the other documents and information outlined above.

Documentation

The illustrative reports on the matters on the Agenda, along with the proposals for resolutions, and the Disclosure Document related to the "2021-2023 performance share incentive plan" drafted pursuant to Article 84-bis of the Issuers' Regulations, are made available to the public at the Company's registered office and on its website www.garofalohealthcare.com, Governance/Shareholders' Meeting section, as well as on the authorised storage mechanism "eMarketSTORAGE" (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* 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, Governance/Shareholders' Meeting section.

Further information on the Shareholders' Meeting, including the following documents:

- 2020 Annual Financial Report pursuant to Article 154-*ter* of the CFA, Board of Statutory Auditors' Report, Independent Auditors' Report, and the Consolidated Non-Financial Statement at December 31, 2020, prepared in accordance with Legislative Decree No. 254 of December 30, 2016;
- the 2020 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' Regulations in relation to the 2019-2021 Stock Grant Plan;
- 2021 Remuneration Policy and 2020 Report pursuant to Article 123-*ter* of the CFA and Article 84-*quater* of the Issuers' Regulation,

will be made available to the public, in accordance with applicable regulations, at the Company's registered office and on its website www.garofalohealthcare.com, Governance/Shareholders' Meeting section, as well as on the authorised storage mechanism "eMarketSTORAGE" (www.emarketstorage.com).

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An extract of this call notice was published in the newspaper “Il Sole 24 Ore” on March 19, 2021.

FURTHER INFORMATION

Due to the COVID-19 emergency, for the exercise of shareholders' rights (other than rights exercised through the Designated Agent, for which reference should be made to the above) the Company recommends the use of the forms of remote communication indicated in this call notice.

Finally, the Company reserves the right to supplement and/or amend the content of this notice should such modifications become necessary as a result of changes in the current COVID-19 emergency situation.

Rome, March 19, 2021

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi