



**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 29, 2022, 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, 2021. 2021 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2021 and of the 2021 Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of December 30, 2016 and Regulation (EU) No. 2020/852 of June 18, 2020 (Taxonomy Regulation). 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 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 2022 set out in the first section of the Report. Resolutions thereon;**
  - 3.2. consultation on the second section of the report regarding remuneration paid in or relating to 2021. 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), 73 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 of the previous authorisation to purchase and dispose of treasury shares. Resolutions thereon.**

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*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 extended by Decree-Law No. 228 of December 30, 2021, converted with amendments by Law No. 15 of February 25, 2022, 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.*

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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, 88,254,600 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. At the publication date of this call notice, therefore, the total number of voting rights is 90,910,745 (net of 1,234,655 treasury shares, representing approximately 1.369% 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 20, 2022**, "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 26, 2022**). 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](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 27, 2022**), by the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified email address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for GHC 2022 Shareholders' Meeting") 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 [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) and with the same subject, from an ordinary email address); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for GHC Shareholders' Meeting 2022"), sending in advance a copy reproduced electronically (PDF) by ordinary email to the email address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for GHC 2022 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 27, 2022), 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](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 to the Designated Agent, Spafid may be contacted at [confidential@spafid.it](mailto: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 20, 2022**). 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](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 in a specific section of the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), no later than two days before the Meeting, and therefore by twelve noon on April 27, 2022. A single answer may be provided to multiple questions with the same content.

### **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 9, 2022), 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](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 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 14, 2022**), 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.

## 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 measures in place to tackle the ongoing pandemic situation 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 motion proposals to the Company within seventeen days of the Shareholders' Meeting (i.e. by **April 12, 2022**), 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 motion proposals and the aforementioned documents concerning such proof must be submitted 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), Governance/Shareholders' Meeting section, by **April 14, 2022**, 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.

## Documentation

The illustrative reports on the matters on the Agenda, along with the proposals for resolutions, are made available to the public at the Company's registered office and on its website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), Governance/Shareholders' Meeting section, as well as on 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* 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.

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

- 2021 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, 2021, prepared in accordance with Legislative Decree No. 254 of December 30, 2016 and EU Regulation No. 852/2020 (Taxonomy Regulation);
- the 2021 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 2019-2021 Stock Grant Plan;

- public disclosure as per Article 84-*bis*, paragraph 5 of the Issuers' Regulation in relation to the 2021-2023 Performance Share Plan;
- 2022 Remuneration Policy and 2021 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](http://www.garofalohealthcare.com), *Governance/Shareholders' Meeting* section, as well as on the authorised storage mechanism "eMarketSTORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

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An extract of this call notice was published in the newspaper "Milano Finanza" on March 30, 2022.

#### **FURTHER INFORMATION**

Due to the health situation, 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 ongoing health situation.

Rome, March 30, 2022

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

***Alessandro Maria Rinaldi***