



**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 29, 2024, at 10AM, 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, 2023. 2023 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2023 and of the 2023 Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of December 30, 2016 and Regulation (EU) No. 2020/852 of June 18, 2020. 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 2024 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 2023. Resolutions thereon.**
- 4. Long-term incentive plan "2024-2026 Performance Share Plan". Resolutions thereon.**
- 5. 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), 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.**
- 6. Appointment of the Board of Directors:**

- 6.1. establishment of the number of members of the Board of Directors;
- 6.2. establishment of the duration of office of the appointed Board of Directors;
- 6.3. appointment of the Board of Directors;
- 6.4. appointment of the Chairperson of the Board of Directors,
- 6.5. determination 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. determination of the relative remuneration.

Resolutions thereon.

**Extraordinary session**

**1. Amendments to Articles 15, 19, 30 and 36 of the By-Laws. 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 Law No. 21 of March 5, 2024, 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, 88,527,000 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 date of this call notice, therefore, the total number of voting rights is 91,873,000. At the publication date of this call notice, the Company holds 1,666,187 treasury shares, representing approximately 1.85% of the share capital, whose voting right is suspended pursuant to law and, therefore, the total number of exercisable voting rights is 90,206,813).

**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 18, 2024**, "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 24, 2024**). 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 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.

## **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 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* 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 25, 2024**), 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 April 2024 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 **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, to the address Monte Titoli S.p.A., Piazza degli Affari 6, Milan 20123, to the attention of Area Register (Ref. "Proxy for GHC April 2024 Shareholders' Meeting"), sending in advance a copy reproduced electronically (PDF) by ordinary email to the email address **RD@pec.euronext.com** (subject "Proxy for GHC April 2024 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 25, 2024**), 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 (with particular reference to the filling of the proxy form and the voting instructions and the relevant transmission), Monte Titoli may be contacted at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com), or at the following phone number (+39) 02.33635810 (business 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, before the Shareholders' Meeting, by the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by **April 18, 2024**). 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 the third trading day before the Meeting (i.e. by **April 24, 2024**). The Company reserves the right to provide a single answer to multiple questions on the same topic.

### **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 Saturday March 30, 2024), 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, 2024**), 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 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 may individually submit resolution proposals to the Company within seventeen days of the Shareholders' Meeting (i.e. by **April 12, 2024**), 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 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)), by **April 14, 2024**, 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.

### **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 Articles 25 et seq. 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 certified e-mail to the address [ghcspa@legalmail.it](mailto: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 Company's registered office, or sent by certified e-mail to the address [ghcspa@legalmail.it](mailto: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, i.e. **April 4, 2024**. These slates must be made available to the public at the Company's registered office, at the market management company, and on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com) at least 21 (twenty-one) days before the Shareholders' Meeting, i.e. **Monday April 8, 2024**.

Shareholders - and shareholders belonging to the same group, belonging to the same shareholder 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 nominee 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, incompatibility, or disqualification, the absence of disqualifications from the office of Director adopted in a Member State of the European Union, in addition to 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.

Those filing slates are advised to indicate, where appropriate, their chosen candidate for the office of Chairperson of the Board of Directors, who is appointed according to the procedures outlined in the By-Laws.

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**") and in the related Q&A on the application of the Corporate Governance Code, it terms of circumstances that compromise, or appear to compromise, the independence of a Director. They should also consider the quantitative and qualitative criteria for assessing the significance of relationships that may compromise the independence of Directors (in the cases set forth in Recommendation No. 7 of the Corporate Governance Code) identified by the outgoing Board of Directors. For further details, see the Illustrative Report on the related Agenda item, prepared by the Board of Directors pursuant to Article 125-ter of the CFA.

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, as per the regulations in force regarding gender equality.

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 under Ministry of Justice Decree No. 162 of March 30, 2000, issued 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 34 et seq. 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 certified e-mail to the address [ghcspa@legalmail.it](mailto: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 Statutory Auditors.

The slates must be filed at the Company's registered office, or sent by certified e-mail to the address [ghcspa@legalmail.it](mailto:ghcspa@legalmail.it), at least 25 (twenty-five) days prior to the date of the Shareholders' Meeting called to appoint the control board, i.e. **April 4, 2024**. These slates must be made available to the public at the Company's registered office, the market operator and on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com) at least 21 days prior to the Shareholders' Meeting (i.e., by **April 8, 2024**). Pursuant to Article 144-*sexies*, paragraph 5 of the Issuers' Regulation 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. **by April 7, 2024**), without prejudice to the provisions of Article 147-*ter*, paragraph 1-*bis* 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 shareholder 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 nominee 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 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 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, in addition to the quantitative and qualitative criteria for assessing the significance of relationships that may compromise the independence of Statutory Auditors (in the cases set forth in Recommendation No. 7 of the Corporate Governance Code) identified by the outgoing Board of Directors. For further details, see the Illustrative Report on the related Agenda item, prepared by the Board of Directors pursuant to Article 125-ter of the CFA.

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 Company's registered office - Piazzale delle Belle Arti No. 6, 00196 Rome (RM) - or by certified e-mail to the address [ghcspa@legalmail.it](mailto: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 motion proposals and the Disclosure Document related to the long-term incentive plan called the "2024-2026 Performance Share Plan" drafted pursuant to Article 84-bis of the Issuers' Regulation, are made available to the public 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 "eMarketSTORAGE" storage mechanism ([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:

- 2023 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, 2023, prepared in accordance with Legislative Decree No. 254 of December 30, 2016 and Regulation (EU) 852/2020;
- the 2023 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 2021-2023 Performance Share Plan;

- 2023 Remuneration Policy and 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, and through the authorised storage mechanism "eMarketSTORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)). The Annual Financial Report will also be made available in ESEF (European Single Electronic Format) format pursuant to Article 4(7) of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815, through the authorised storage mechanism "eMarket STORAGE" and the Company's website.

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An extract of this call notice was published in the newspaper "Milano Finanza" on March 20, 2024.

#### **FURTHER INFORMATION**

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.

Rome, March 20, 2024

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

***Alessandro Maria Rinaldi***