



**ILLUSTRATIVE REPORTS
OF THE BOARD OF DIRECTORS
FOR THE ORDINARY SHAREHOLDERS'
MEETING OF APRIL 30, 2025
ON POINTS 1, 2, 3, 4, 5
ON THE AGENDA**



**ILLUSTRATIVE REPORT
OF THE BOARD OF DIRECTORS
FOR THE ORDINARY SHAREHOLDERS' MEETING
OF APRIL 30, 2025**

1. *Financial Statements of Garofalo Health Care S.p.A. at December 31, 2024. 2024 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2024 and of the Consolidated Sustainability Statement pursuant to Legislative Decree No. 39 of January 27, 2010 and Regulation (EU) No. 2020/852 (Taxonomy Regulation) for 2024; Resolutions thereon.*

Dear Shareholders,

The Board of Directors of Garofalo Health Care S.p.A. (the "**Company**") has called you to the Ordinary Shareholders' Meeting to propose the approval of the Company's financial statements at December 31, 2024, comprising the balance sheet, income statement, cash flow statement and notes to the financial statements, in accordance with law.

The Company's "Annual Financial Report at December 31, 2024", was approved by the Board of Directors on March 14, 2025 and is available to the public according to law at the Company's registered office, at Borsa Italiana S.p.A., at the "eMarket STORAGE" authorised storage mechanism available at www.emarketstorage.com, and on the Company's website. It contains:

- the Company's draft financial statements and consolidated financial statements, consisting of, in accordance with the law, the balance sheet, income statement, cash flow statement and notes to the financial statements, together with the Directors' Report and the attestation referred to in Article 154-bis, paragraph 5, of Legislative Decree No. 58 of February 24, 1998 ("**CFA**");
- the consolidated Sustainability Statement (which replaced, from the financial year beginning on January 1, 2024, the consolidated Non-Financial Statement), which forms an integral part of the Directors' Report and contains the sustainability information required under Directive (EU) 2022/2464 (the Corporate Sustainability Reporting Directive or "**CSRD**") and Delegated Regulation (EU) 2023/2772 (European Sustainability Reporting Standards or "**ESRS**"), as transposed into Italian law by Legislative Decree No. 39 of January 27, 2010, and by Regulation (EU) 2020/852 (the Taxonomy Regulation), Delegated Regulation (EU) 2021/2139 and Delegated Regulation (EU) 2021/2178, together with the attestation referred to in Article 154-bis, paragraph 5-ter, of the CFA.

The Annual Financial Report is also available in ESEF (European Single Electronic Format) format pursuant to Article 4(7) of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815, on the authorised storage mechanism "eMarket STORAGE" and the Company's website.

The Board of Statutory Auditors' Report and the Independent Auditors' Report are made available to the public together with the Annual Financial Report, together with the Independent Auditors' Report pursuant to Article 14-bis of the aforementioned Legislative Decree No. 39 of January 27, 2010. Reference should therefore be made to these documents.



We note that the consolidated financial statements, the Directors' Report (including the consolidated Sustainability Statement), the Board of Statutory Auditors' and Independent Auditors' Reports, and the Independent Auditors' Report referred to in Article 14-bis of the aforementioned Legislative Decree No. 39 of January 27, 2010 are presented to the Shareholders' Meeting for information purposes only, as they are not submitted to the Shareholders' Meeting for approval.

As such, we request your approval for the Company's financial statements at December 31, 2024.

We therefore submit for your approval the following motion:

"The Shareholders' Meeting of Garofalo Health Care S.p.A, meeting in ordinary session,

- *having heard and noted the information set out by the Board of Directors;*
- *having examined the Garofalo Health Care S.p.A financial statements at December 31, 2024, comprising the balance sheet, income statement, cash flow statement and the notes to the financial statements;*
- *having acknowledged the Directors' Report (including the consolidated Sustainability Statement pursuant to Legislative Decree No. 39 of January 27, 2010, and Regulation (EU) 2020/852), the attestation pursuant to Article 154-bis, paragraph 5, of Legislative Decree No. 58 of February 24, 1998, the Board of Statutory Auditors' Report and Independent Auditors' Report, the attestation referred to in Article 154-bis, paragraph 5-ter, of Legislative Decree No. 58 of February 24, 1998, the Independent Auditors' Report referred to in Article 14-bis of Legislative Decree No. 39 of January 27, 2010, and the consolidated financial statements at December 31, 2024,*

resolves

to approve the financial statements at December 31, 2024 in all their parts and results."

Rome, March 14, 2025

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi



**ILLUSTRATIVE REPORT
OF THE BOARD OF DIRECTORS
FOR THE ORDINARY SHAREHOLDERS' MEETING
OF APRIL 30, 2025**

2. Allocation of net profit for the year and dividend distribution. Resolutions thereon.

Dear Shareholders,

the financial statements of Garofalo Health Care S.p.A. (the “**Company**”) at December 31, 2024 which we submit for your approval as per item 1 on the Agenda show a profit for the year of approximately Euro 3,005 thousand.

Article 40 of the By-Laws states that, in accordance with law, *"5% (five percent) of the net profits resulting from the company's financial statements must be retained in the statutory reserve, until said reserve has reached an amount equal to one fifth of the share capital"* and that *"from the net profits, an amount equal to a maximum of 1% (one percent) of the same must also be deducted, according to the indications provided by the Board of Directors, to be allocated to a fund to be used autonomously by the Board of Directors for scientific and/or charitable purposes"*.

The Board of Directors confirms that the legal reserve has not reached an amount equal to one-fifth of the share capital, and that consequently an amount of approximately Euro 150 thousand will be deducted from the net profits to be allocated to the legal reserve.

The Board of Directors also proposes to deduct from the year's profit an amount of approximately Euro 30 thousand, in compliance with the statutory limit, to be disbursed by the Board of Directors "for scientific and/or charitable purposes".

Considering the results achieved, and taking into account the above, we propose to allocate the operating profit as follows:

- Euro 150 thousand to the legal reserve;
- Euro 30 thousand to the fund pursuant to Article 40 of the By-Laws; and
- the remainder, amounting to Euro 2,825 thousand, to “Retained earnings”.

As a result of the aforementioned allocation of a portion of the net profit to the "Retained Earnings" reserve, the latter reaches a total amount of Euro 14,303 thousand. Taking the above into account, the Board of Directors considered it appropriate to propose the distribution of a portion of that reserve to the Shareholders, distributing an ordinary dividend of Euro 0.086 per outstanding ordinary share, net of treasury shares⁽¹⁾, gross of any legal withholdings, for a total amount of approx. Euro 7.6 million.

As regards proposed dividend distribution, we note that at today's date, the Company holds 1,934,200 treasury shares, corresponding to approximately 2.14% of the share capital, for which, pursuant to Article 2357-ter, paragraph 2, of the Civil Code, the right to profits is allocated proportionally to the other shares. The actual number of ordinary shares entitled to receive a dividend will be determined with reference to the evidence of the accounts relating to the end of the accounting day referred to under Article 83-terdecies of



Legislative Decree No. 58 of February 24, 1998, (CFA) (the "record date"). Any change in the number of treasury shares held by the Company at the record date will not affect the value of the gross unit dividend per ordinary share (as identified above), as it is proposed that the "Retained Earnings" reserve (from which the provision for the proposed distribution will be drawn) will be used to adjust the balances - upwards or downwards, as required - arising from the change in the number of treasury shares held by the Company as of today and as of the aforementioned record date.

Finally, taking into account the calendar approved by Borsa Italiana S.p.A. for 2025, it is proposed that the distribution be managed as follows: coupon No. 1 ex-dividend date of May 19, 2025 (ex date), entitlement to payment on May 20, 2025 (record date), and payment of the dividend on May 21, 2025 (payment date).

We therefore submit for your approval the following motion:

"The Shareholders' Meeting of Garofalo Health Care S.p.A. called in ordinary session, having heard and noted the statements made by the Board of Directors,

resolves

- i) to allocate:*
 - *Euro 150 thousand to the legal reserve;*
 - *Euro 30 thousand to the fund pursuant to Article 40 of the By-Laws; and*
 - *Euro 2,825 thousand to "Retained earnings";*
- ii) as part of the aforementioned allocation of a portion of the year's profit to "Retained Earnings" and taking into account the consequent total value of this reserve (amounting to Euro 14,303 thousand), to distribute a portion of this reserve to the Shareholders by distributing an ordinary dividend of Euro 0.086 for each outstanding ordinary share, net of treasury shares, before any legal withholdings, for a total amount of approximately Euro 7.6 million;*
- iii) to establish that any change in the number of treasury shares held by the Company at the end of the accounting day pursuant to Article 83-terdecies of Legislative Decree No. 58 of February 24, 1998 (the CFA) (the record date) will not affect the value of the gross unit dividend per ordinary share (as identified above), as it is proposed that the "Retained Earnings" reserve will be used to adjust the balances - upwards or downwards, as required - arising from the change in the number of treasury shares held by the Company as of today and as of the aforementioned record date;*
- iv) to stipulate that the distribution be managed as follows: coupon No. 1 ex-dividend date of May 19, 2025 (ex date), entitlement to payment on May 20, 2025 (record date), and payment of the dividend on May 21, 2025 (payment date)."*

Rome, March 14, 2025

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi



**ILLUSTRATIVE REPORT
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FOR THE ORDINARY SHAREHOLDERS' MEETING
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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 2025 set out Section I of the Report. Resolutions thereon;**
- 3.2 consultation on Section II of the report regarding compensation paid in or relating to 2024. Resolutions thereon.**

Dear Shareholders,

the Board of Directors of Garofalo Health Care S.p.A. (the "**Company**") has called you to the Ordinary Shareholders' Meeting to propose that you examine, discuss and take the consequent motions regarding, *inter alia*, the 2024 Remuneration Policy and Report, prepared pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the "**CFA**") and Article 84-quater of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 (the "**Issuers' Regulation**"), in accordance with Schedule 7-bis in Annex 3A of the Issuers' Regulation, and in accordance with Article 5 of the *Corporate Governance Code* (the "**Remuneration Report**").

In this regard, we note that the Remuneration Report consists of two sections:

- (i) Section I illustrates the Policy proposed for 2025 by the Company for the remuneration of Directors and members and the Board of Statutory Auditors, specifying the purposes pursued, the bodies and persons involved and the procedures used for its adoption and execution (the "**2025 Remuneration Policy**");
- (ii) Section II sets out the remuneration for the year ending December 31, 2024 by name for the Directors and Statutory Auditors (the "**Report on Remuneration paid in 2024**").

The Remuneration Report was approved by the Board of Directors, upon the proposal of the Appointments and Remuneration Committee, on March 14, 2025, and will be made available to the public within the terms of the law.

The 2025 Remuneration Policy is submitted to the shareholders for a vote; the related resolution is binding. The Report on Remuneration paid in 2024 is also subject to a shareholder vote; the related resolution is non-binding.

We therefore submit the following motions for your approval:

"The Shareholders' Meeting of Garofalo Health Care S.p.A. meeting in ordinary session, having noted the Report on the 2025 Remuneration Policy and Report, prepared in accordance with Article 123-ter of



Legislative Decree No. 58 of February 24, 1998 (the CFA) and Article 84-quater of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 (the Consob Issuers' Regulation), in accordance with Schedule 7-bis in Annex 3A of the Issuers' Regulation, and in accordance with Article 5 of the Corporate Governance Code, approved by the Board of Directors on March 14, 2025

resolves

to approve Section I of the "2025 Remuneration Policy and Report," which outlines the Policy for 2025 for the Remuneration of Directors and members of the Board of Statutory Auditors, specifying the purposes pursued, the bodies and persons involved and the procedures used for its adoption and execution."

"The Shareholders' Meeting of Garofalo Health Care S.p.A. meeting in ordinary session, having noted the Report on the 2025 Remuneration Policy and Report, prepared in accordance with Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the CFA) and Article 84-quater of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 (the Consob Issuers' Regulation), in accordance with Schedule 7-bis in Annex 3A of the Issuers' Regulation, and in accordance with Article 5 of the Corporate Governance Code, approved by the Board of Directors on March 14, 2025

resolves

in favour of Section II of the "2025 Remuneration Policy and Report" which sets out the remuneration for the year ending December 31, 2024 by name for the Directors and Statutory Auditors, making the outcome of the vote available to the public pursuant to Article 125-quater, paragraph 2, of the CFA."

Rome, March 14, 2025

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi



**ILLUSTRATIVE REPORT
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4. Authorisation to purchase and dispose of treasury shares (buyback) as per and for the purposes of Articles 2357 and subsequent of the Civil Code, 132 of Legislative Decree No. 58 of February 24, 1998 (CFA) and 144-bis of Consob Regulation No. 11971/1999 (Issuers' Regulation), 5 of EU Regulation No. 596/2014 (MAR), 3 and 4 of Delegated Regulation (EU) No. 2016/1052, following revocation - for the part not executed - of the previous authorisation to purchase and dispose of treasury shares. Resolutions thereon.

Dear Shareholders,

The Board of Directors of Garofalo Health Care S.p.A. (the “**Company**”) has called you to the Ordinary Shareholders' Meeting to consider the proposed authorisation to purchase and dispose of the Company's treasury shares (buyback), as described in greater detail in this Illustrative Report, pursuant to and in accordance with Articles 2357 et seq. of the Civil Code, 132 of Legislative Decree No. 58 of February 24, 1998 (the “**CFA**”), 73 and 144-bis of Consob Regulation No. 11971 approved by Consob by resolution of May 14, 1999 (the “**Issuers' Regulation**”), 5 of Regulation (EU) No. 596/2014 on Market Abuse Regulation (the “**MAR**”), and 3 and 4 of Delegated Regulation (EU) 2016/1052, which lays down regulatory technical standards on the conditions applicable to share buyback programs and stabilisation measures (the “**Delegated Regulation**”), and also in accordance with market practices permitted from time to time, subject to revocation of the previous authorisation to purchase and dispose of treasury shares approved by the Shareholders' Meeting on April 29, 2024.

This Illustrative Report has been prepared in accordance with the guidance contained in Annex 3A, Schedule 4, of the Issuers' Regulation.

The Board of Directors firstly notes that:

- (i) on April 29, 2024, in close connection with the execution of the 2021-2023 Performance Share Plan and the 2024-2026 Performance Share Plan, the Shareholders' Meeting authorised the Board of Directors to purchase, including on a revolving basis, ordinary shares of the Company, without par value, so that – taking into account the ordinary shares held in portfolio by the Company and its subsidiaries – the Company does not hold from time to time more than 3% of the Company's share capital as of the same date (including, for the sake of clarity only, treasury shares held by the Company as of the date of the Shareholders' Meeting). In any case, the total purchase equivalent may not exceed Euro 7,000,000.00 for a maximum duration of 18 months from the date of the Shareholders' Meeting resolution. The authorisation will also enable the Board to dispose of shares in accordance with the applicable regulatory provisions and with permitted market practices from time to time, as better explained in the relevant resolution;
- (ii) on May 15, 2024, the Board of Directors resolved to begin the treasury share purchase programme in execution of the aforementioned Shareholders' Meeting resolution;

- (iii) given the upcoming expiration of the aforementioned authorisation and in close connection with (i) the execution of the 2021-2023 and 2024-2026 Performance Share Plans, (ii) the continuing need to stabilise the stock, in addition to the (iii) the continuing need to establish a “share reserve” to be used, if necessary, for the execution of corporate transactions involving the disposal of treasury shares, it has been deemed opportune to submit to the Shareholders' Meeting for approval this proposal for authorisation to purchase and dispose of the Company's treasury shares, as described in greater detail in this Illustrative Report, subject to revocation of the previous authorisation to purchase and dispose of treasury shares approved by the Shareholders' Meeting on April 29, 2024;
- (iv) at March 14, 2025, the Company holds 1,934,200 treasury shares, with voting rights suspended as per the law, constituting approximately 2.14% of the 90,200,000 outstanding ordinary; no subsidiaries hold shares in the Company as of the date of this Illustrative Report.

Considering the above, the Board of Directors outlines the manner, rationale and terms of the proposed authorisation submitted for your approval.

1) Reasons for the requested authorisation to purchase and dispose of treasury shares.

The Board of Directors considers it opportune to propose to the Shareholders' Meeting, considering that the Company's need to pursue the purposes of the previous plan has not changed, to authorise a new plan for the purchase and disposal of treasury shares to allow the Company to pursue the following objectives:

- (a) to create a “share reserve” to service, if needed, the 2021-2023 Performance Share Plan approved by the Shareholders' Meeting of April 30, 2021, and the 2024-2026 Performance Share Plan approved by the Shareholders' Meeting on April 29, 2024, in addition to any other share incentive plans, including of a long-term nature, reserved for Directors and/or managers of the Company and/or its subsidiaries;
- (b) to intervene, in compliance with the applicable provisions and through intermediaries, in order to stabilise the share price and ensure normal trading and share prices, countering distortions related to excessive volatility or scarcity of shares; and
- (c) the creation of a “share reserve” to service, if needed, corporate transactions involving the sale of treasury shares (including for consideration) to allow institutional and/or qualifying investors - or, in any case, commercial, financial or strategic partners - to enter the Company's share capital, with a view to the pursuit of the GHC Group's best medium- and long-term interests and its strategic positioning in its market.

It remains understood that, should the reasons for their purchase cease to exist, treasury shares held by the Company may be allocated to a different purpose authorised by the Shareholders' Meeting or sold. It is also understood that treasury shares purchased pursuant to items (iii), (a), 3. of the Shareholders' Meeting resolutions passed on April 28, 2023 and April 29, 2024, respectively, may be used to service the execution of any corporate transactions referred to in (c) above.

2) Maximum number, class and nominal value of the shares to which the authorisation refers.



Authorisation is requested for the purchase, including on a revolving basis, of ordinary shares of the Company, without par value, so that - taking into account the ordinary shares held in portfolio by the Company and its subsidiaries - the Company does not hold from time to time more than 3% of the Company's share capital as of today's date (including, for the sake of clarity only, treasury shares held by the Company as of the date of the Shareholders' Meeting). In any case, the total purchase equivalent may not exceed Euro 7,000,000.

3) Other useful information for a comprehensive review of compliance with the provision under Article 2357 of the Civil Code.

In accordance with Article 2357 of the Civil Code, treasury share purchases must in any case be made within the limits of the distributable profits and the available reserves as per the latest approved financial statements at the time of each transaction.

Only fully paid shares may be purchased.

The value of available reserves and distributable profits, and the verification of information used to assess compliance with the maximum purchase limit set out in the authorisation, shall be analysed by the Board of Directors at the time each transaction is carried out or by any intermediary appointed by the Company pursuant to Article 4, paragraph 2, letter b) of the Delegated Regulation.

On the occasion of any transaction involving the purchase or disposal of treasury shares, the Company will make appropriate accounting entries, in accordance with Article 2357-ter, last paragraph, of the Civil Code and applicable accounting standards.

To allow for checks on subsidiaries, they will be provided with specific directives to ensure prompt notification to the Company of any purchase of ordinary shares of the parent company carried out pursuant to Article 2359-bis of the Civil Code.

Treasury shares shall have their voting rights suspended for as long as they remain owned by the Company and enjoy neither the right to receive profit distributions nor the right of option, which shall be allocated proportionally to other shares.

4) Duration of the requested authorisation

Authorisation to purchase treasury shares is requested for a term of 18 months from the date of the Shareholders' Meeting resolution approving the motion, in accordance with the applicable regulations set out in Article 2357, paragraph 2 of the Civil Code, which currently sets the maximum term at 18 months.

On the other hand, authorisation to dispose of any treasury shares purchased is requested without time limits, due to the absence of provisions in this regard under current regulations and the advisability of allowing the Board of Directors to make use of maximum flexibility, including in terms of timing, to carry out the acts of disposal of any treasury shares purchased.

In any case, purchases and disposals shall be carried out in accordance with the applicable regulatory provisions referred to above, and with permitted market practices from time to time.

5) Minimum and maximum fees and market valuations used to determine said fees.

Subject to the fact that the purchases of treasury shares shall be made in compliance with the terms, conditions and requirements established by the applicable regulation and, where applicable, market practice, the Board of Directors proposes that the unitary price for the purchase of the shares is set on a case by case basis for each transaction and however may not be 10% lower or higher than the share price recorded in the trading session before each individual transaction.

The Board of Directors requests authorisation pursuant to Article 2357-ter of the Civil Code to dispose of treasury shares at the price or, in any case, in accordance with criteria and conditions determined by the Board of Directors. These shall consider the implementation methods to be used in practice, the movement in share prices in the period preceding the transaction and the best interests of the Company, any shall be in any case in compliance with the terms, conditions and requirements established by applicable regulations and, where applicable, by permitted market practices from time to time.

6) Methods of purchase and, if known, of disposal.

The purchase of treasury shares will be carried out in compliance with Article 132 of the CFA and in the manner set out in Article 144-bis, paragraph 1, letters a), b) and d-ter) of the Issuers' Regulation. The purchase methods shall be identified by the Board of Directors on the basis of, among other matters, the purpose pursued on each occasion.

Transactions for the purchase of treasury shares may be carried out in compliance with the conditions set out in Article 3 of the Delegated Regulation to benefit from the exemption provided for in Article 5, paragraph 1, of the MAR, if the conditions are met. The programme may also be (i) structured as a “predetermined share buyback program,” in accordance with the provisions of Article 4, paragraph 2, letter a) of the Delegated Regulation, or (ii) coordinated by an intermediary engaged by the Company. This intermediary shall make the trading decisions as to when to make the purchase of the Company's shares in full independence from the Company in accordance with the provisions of Article 4, paragraph 2, letter b) of the Delegated Regulation and in the manner and within the operational limits set out in the authorisation.

Should the Company, in the same period, enter into transactions for more than one of the above purposes, it shall separately record all related information and transactions, using specific securities accounts where appropriate.

7) Information on the use of purchases to reduce share capital through cancellation of treasury shares purchased.

The purchase of treasury shares is not intended to reduce the share capital, without prejudice to the Company's right, where a reduction in share capital is approved by the Shareholders' Meeting on a future date, to execute such a reduction by cancelling treasury shares in portfolio.



We therefore submit for your approval the following motion:

“The Shareholders’ Meeting of Garofalo Health Care S.p.A, meeting in ordinary session,

- *having heard and noted the information set out by the Board of Directors;*
- *having examined the Illustrative Report prepared by the Board of Directors pursuant to Articles 125-ter Legislative Decree No. 58 of February 24, 1998, (the CFA), 73 and 144-bis of Consob Regulation No. 11971 approved by Consob Resolution of May 14, 1999 (the Issuers’ Regulation), in accordance with the instructions contained in Annex 3A, Schedule 4, of the aforementioned Regulation;*
- *having examined the Company’s financial statements at December 31, 2024 approved today, and noting the total amount of available reserves resulting therefrom, amounting to Euro 14,303 thousand;*

resolves

- i) *to revoke, for the part not utilised, the authorisation to purchase and dispose of treasury shares approved by the Shareholders’ Meeting on April 29, 2024;*
- ii) *to authorise the Board of Directors, pursuant to and in accordance with Articles 2357 et seq. of the CFA, 132 of the Civil Code, 144-bis of the Issuers’ Regulation, 5 of Regulation (EU) No. 596/2014 on market abuse, and 3 and 4 of Delegated Regulation (EU) 2016/1052 which lays down regulatory technical standards on the conditions applicable to share buyback programs and stabilisation measures (the Delegated Regulation):*
 - a) *to purchase, including on a revolving basis, of ordinary shares of the Company, without par value, so that - taking into account the ordinary shares held in portfolio by the Company and its subsidiaries - the Company does not hold from time to time more than 3% of the Company’s share capital as of today’s date (including, for the sake of clarity only, treasury shares held by the Company as of the date of the Shareholders’ Meeting). In any case, the total purchase equivalent may not exceed Euro 7,000,000.00. The Board shall also be authorised to carry out repeated and successive purchases, in accordance with the applicable regulatory provisions referred to above and with permitted market practices from time to time, for a maximum duration of 18 months from the date of this Shareholders’ Meeting motion;*
 - b) *to dispose of treasury shares held by the Company, including through repeated and successive disposals, in accordance with the applicable regulatory provisions referred to above and with permitted market practices from time to time, without time limits, at the price or, in any case, according to criteria and conditions determined by the Board of Directors, which shall consider the implementation methods to be used in practice, the movement in share prices in the period preceding the transaction and the best interests of the Company;*
- iii) *that the aforementioned authorisation for the purchase of the Company’s ordinary shares is contingent on:*
 - a) *the pursuit of the following purposes:*



1. *to create a “share reserve” to service, if needed, the 2021-2023 Performance Share Plan approved by the Shareholders’ Meeting of April 30, 2021, and the 2024-2026 Performance Share Plan approved by the Shareholders’ Meeting on April 29, 2024, in addition to any other share incentive plans, including of a long-term nature, reserved for Directors and/or managers of the Company and/or its subsidiaries;*
 2. *interventions, in compliance with the applicable provisions and through intermediaries, to stabilise the share price and ensure normal trading and share prices, countering distortions related to excessive volatility or scarcity of shares;*
 3. *the creation of a “share reserve” to service, if needed, corporate transactions involving the sale of treasury shares (including for consideration) to allow institutional or qualifying investors - or, in any case, commercial, financial or strategic partners - to enter the Company's share capital, with a view to the pursuit of the GHC Group's best medium- and long-term interests and its strategic positioning in its market;*
- b) *the payment of a unitary price for the purchase of the Shares to be set on a case-by-case basis for each transaction but which may not in any case be 10% lower or higher than the share price recorded in the trading session before each individual transaction;*
- c) *compliance with Article 132 of the CFA and execution in the manner set out in Article 144-bis, paragraph 1, letters a), b) and d-ter) of the Issuers' Regulation;*
- iv) *that purchase of the Company's ordinary shares pursuant to this authorisation may be carried out in compliance with the conditions set out in Articles 3 and/or 4, paragraph 2, letter a) and/or (b) of the Delegated Regulation;*
- v) *to grant the Board of Directors and, on its behalf, the Chairperson and the Chief Executive Officer in office, jointly and severally and with the power to delegate, all broader powers necessary or appropriate to carry out transactions to purchase and dispose of the Company's ordinary shares, including through authorised intermediaries, and to enact this resolution, including through its own proxies, including by approving any and all executive provisions of the relevant purchase program and complying with any requirements of the competent Authorities.”*

Rome, March 14, 2025

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi



**ILLUSTRATIVE REPORT
OF THE BOARD OF DIRECTORS
FOR THE ORDINARY SHAREHOLDERS' MEETING
OF APRIL 30, 2025**

5. Amendment of Shareholders' Meeting Regulation. Resolutions thereon.

Dear Shareholders,

the Board of Directors of Garofalo Health Care S.p.A. (the "**Company**") has called you to the Ordinary Shareholders' Meeting to propose that you resolve on the motion to amend the Shareholders' Meeting Regulation, which was initially approved by the Shareholders' Meeting on July 31, 2018 and is available, among other locations, at the Company's registered office and on the Company's website.

As you are aware, on April 29, 2024, the Extraordinary Shareholders' Meeting resolved to amend Articles 15, 19, 30, and 36 of the By-Laws, with the aim of making the functioning of the corporate bodies more effective and efficient (regarding these amendments, please refer to the current By-Laws, available on the Company's website, and the Illustrative Report published at the aforementioned Meeting).

Taking into account the need to amend the Shareholders' Meeting Regulation in line with the aforementioned amendments following the registration of the relevant resolution with the Companies Registry, and considering the advisability of approving some additional, less sweeping proposals for amendments to the same Regulations, designed to render the functioning of the Shareholders' Meeting body more effective and efficient, the Board of Directors hereby presents and submits for your approval the following amendments to Articles 1-7, 9-10, 12-17, 19, 21, 28, 31 of the Shareholders' Meeting Regulation.

It should also be noted that the updated version of the Shareholders' Meeting Regulation, should this proposed amendment be approved, will be promptly posted on the Company's website.

The full text of the Shareholders' Meeting Regulation is made available with the publication of this Illustrative Report on the Company's website. Provided below, in excerpt form, are the proposed amendments to Articles 1-7, 9-10, 12-17, 19, 21, 28, 31 (paragraphs not shown in the table below are to be understood as confirmed in their current wording) of the Shareholders' Meeting Regulation.

| Shareholders' Meeting Regulation - Current Version | Shareholders' Meeting Regulation - Proposed amendments |
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| Article 1 | |
| This regulation (the " Regulation ") governs the holding of the Ordinary and Extraordinary Shareholders' Meetings of Garofalo Health Care S.p.A., with registered office in Rome, Piazzale delle Belle Arti No. 6 (hereafter the " company "), with effect from the beginning of trading of company shares on the main segment (Mercato Telematico Azionario) of the Italian Stock Exchange organised and managed by Borsa Italiana S.p.A. | This regulation (the " Regulation ") governs the holding of the Ordinary and Extraordinary Shareholders' Meetings of Garofalo Health Care S.p.A., with registered office in Rome, Piazzale delle Belle Arti No. 6 (hereafter the " company "), with effect from the beginning of trading of company shares on the main segment the Euronext Milan (previously the Mercato Telematico Azionario) of the Italian Stock Exchange organised and managed by Borsa Italiana S.p.A., subsequently admitted to trading on the Euronext STAR Milan segment of the same market. |



| Article 2 | |
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| The Regulation, approved by the Ordinary Shareholders' Meeting of July 31, 2018, is available to shareholders at the registered office of the company and at the locations at which the Shareholders' Meetings shall be held. | The Regulation, <u>initially</u> approved by the Ordinary Shareholders' Meeting of on July 31, 2018 and subsequently amended on April 30, 2025 , is available to shareholders at the registered office of the company and at the locations at which the Shareholders' Meetings shall be held, <u>and on the Company's website.</u> |
| Article 3 | |
| Those who have the right to participate in accordance with law and the By-Laws may attend the Shareholders' Meeting (hereafter " Entitled Attendees "). | The following may attend the Shareholders' Meeting, <u>in person or by proxy</u> , those who are entitled to attend under the law and By-Laws, <u>in the manner specified in the call notice pursuant to the law and By-Laws</u> (hereinafter, the " Entitled Attendees "). <u>For the sake of clarity only, it is understood that the category of Entitled Attendees includes the representative designated by the Company (the Designated Agent) pursuant to Article 19, paragraph 3 of the By-Laws.</u> |
| In any case, those attending the Shareholders' Meeting on their own behalf or as proxies should identify themselves through presenting an appropriate document, also for the exercise of legal person representation powers. | In any case, those attending the Shareholders' Meeting on their own behalf or as proxies should identify themselves through presenting an appropriate document, also for the exercise of legal person representation powers. |
| Article 4 | |
| Clerks and tellers, including non-shareholders, appointed for the functions established by the following articles of this Regulation, may also attend the Shareholders' Meeting, without taking the floor. | Any Clerks and tellers, including non-shareholders, appointed for the functions established by the following articles of this Regulation, may also attend the Shareholders' Meeting, without taking the floor. |
| The Chairperson of the Shareholders' Meeting usually permits the attendance, as invitees, of financial experts and analysts, representatives of the independent audit firm appointed to carry out the audit of the financial statements and of the half-year and quarterly results, in addition to journalists working for the daily newspapers and magazines and radio/television networks, in accordance with the recommendations issued by Consob in this regard. | The Chairperson of the Shareholders' Meeting <u>usually may permits</u> the attendance, as invitees, of financial experts and analysts, representatives of the independent audit firm appointed to carry out the audit of the financial statements and of the half-year and quarterly results <u>or the attestation of the Sustainability Statement, company consultants and their employees</u> , in addition to journalists working for the daily newspapers and magazines and radio/television networks, in accordance with the recommendations issued by Consob in this regard. |
| On the request of one or more Entitled Attendees, the Chairperson of the Shareholders' Meeting reads during the preliminary Shareholders' Meeting business the listed names of Invitees and their qualifications. | On the request of one or more Entitled Attendees, the Chairperson of the Shareholders' Meeting reads during the preliminary Shareholders' Meeting business the listed names of Invitees and their qualifications. |
| Article 5 | |
| The Entitled Attendees have the right to vote at the Shareholders' Meeting. | The Entitled Attendees have the right to vote <u>on the items on the Agenda for each meeting</u> at of the Shareholders' Meeting. |
| <i>Paragraph not present</i> | <u>The Entitled Attendees, along with any Invitees, must be identified by exhibiting (physically or telematically) a document suitable for this purpose, including with regard to the powers pertaining to them in any representation of a legal entity.</u> |



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| <p>The Entitled Attendees are required to pick up their admission ticket and the appropriate voting card or other voting instrument from the appointees (hereafter the “Appointees”) of the company placed at the entrance of the location of the Shareholders’ Meeting, to be kept for the duration of the meeting and to be shown for any checks, and in any case to be returned in the case of leaving the meeting before its conclusion.</p> | <p><u>Where the Meeting is conducted, in whole or in part, in person at the Meeting location, the Entitled Attendees and any Invitees</u> are required to pick up their admission ticket and the appropriate voting card or other voting instrument from the appointees (hereafter the “Appointees”) of the company placed at the entrance of the location of the Shareholders’ Meeting, to be kept for the duration of the meeting and to be shown for any checks, and in any case to be returned in the case of leaving the meeting before its conclusion.</p> |
| <p><i>Paragraph not present</i></p> | <p><u>Where required, Invitees are required to receive an appropriate identification badge.</u></p> |
| <p><i>Paragraph not present</i></p> | <p><u>If the Shareholders' Meeting is held by means of teleconferencing and/or videoconferencing, their ability to actively participate in the discussion of the topics addressed and cast their votes in real time must be guaranteed, as must their ability to receive, transmit and view documents. In such a case, the possibility of simultaneously viewing items and deliberating on them must also be ensured, and the audio and/or video-linked locations provided by the Company where the Entitled Intervenors may convene must be indicated and/or communicated.</u></p> |
| <p>In the case of a challenge to the right to attend the Shareholders’ Meeting, the Chairperson decides, having consulted the Chairperson of the Board of Statutory Auditors or, in his/her absence, the Vice-Chairperson, or in his/her absence, the eldest of the Statutory Auditors present.</p> | <p>In the case of a challenge to the right to attend the Shareholders’ Meeting, the Chairperson decides, having consulted the Chairperson of the Board of Statutory Auditors or, in his/her absence, the Vice-Chairperson, or in his/her absence, the eldest of the <u>standing</u> Statutory Auditors present.</p> |
| <p>Invitees must be identified by the Appointees on entering the rooms at which the Shareholders’ Meeting is held and collect, where required, an identification badge.</p> | <p>Invitees must be identified by the Appointees on entering the rooms at which the Shareholders’ Meeting is held and collect, where required, an identification badge.</p> |
| <p>Article 6</p> | |
| <p>Entitled Attendees and Invitees may not bring to the rooms in which the Shareholders’ Meeting is held recording equipment of any type, photographic equipment (including mobile phones with cameras) and similar devices, without the prior authorisation of the Chairperson.</p> | <p>Entitled Attendees and Invitees may not bring to use in the rooms in which the Shareholders’ Meeting is held recording equipment of any type, photographic equipment (including mobile phones with cameras) and similar devices, without the prior authorisation of the Chairperson. <u>Where permitting any use of these devices, the Chairperson shall determine the specific conditions and limitations. Likewise, if the Shareholders' Meeting is held by means of teleconferencing and videoconferencing, the aforementioned instruments, equipment and devices may not be used without prior specific authorisation from the Chairperson.</u></p> |
| <p>Article 7</p> | |
| <p>All Entitled Attendees who, for any reason, leave the rooms at which the Shareholders’ Meeting is held are required to communicate such to Appointees. They are required to present the Shareholders’ Meeting admission ticket for readmission.</p> | <p>All Entitled Attendees who, for any reason, leave the rooms at which the Shareholders’ Meeting is held are required to communicate such to Appointees. They are required to present the Shareholders’ Meeting admission ticket for readmission. <u>Similarly, if the Shareholders' Meeting is held by means of teleconferencing and videoconferencing, notice must be given when leaving the "virtual room" and Entitled Attendees wishing to rejoin must be identified.</u></p> |
| <p>Article 9</p> | |



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| On the basis of the records made on entry by the Appointees, the Chairperson, with the support of the Secretary, announces to the Shareholders' Meeting the number of Entitled Attendees present and the number of attached voting rights. | On the basis of the records made on entry by the Appointees <u>or, if the Shareholders' Meeting is held by means of teleconferencing and videoconferencing, upon access to the "virtual room"</u> , the Chairperson, with the support of the Secretary, announces to the Shareholders' Meeting the number of Entitled Attendees present and the number of attached voting rights. |
| The lists of Entitled Attendees, with indication of those effectively present at the time of voting, are an integral part of the minutes to the Shareholders' Meeting, together with the proxies. | The lists of Entitled Attendees, with indication of those effectively present at the time of voting, are form <u>are form</u> an integral part of the minutes to the Shareholders' Meeting, together with the proxies. |
| Article 10 | |
| The Chairperson is supported by a Secretary appointed by a simple majority of the share capital present at the Shareholders' Meeting where the minutes are not prepared by a notary, in addition possibly to appointees, selected from among the attendees. | The Chairperson is supported by a Secretary appointed by the Shareholders' Meeting the Chairperson, except where otherwise determined by the Shareholders' Meeting by a simple majority of the share capital present at the Shareholders' Meeting where the minutes are not prepared by a notary <u>(as required by law or by decision of the Chairperson, unless otherwise determined by the Shareholders' Meeting)</u> , in addition possibly to A appointees, selected from among the attendees. |
| Where the function of Secretary is not assigned to a Notary on the basis of legal obligations, the minutes are not prepared by public deed, except where otherwise decided by the Chairperson and announced to the Shareholders' Meeting. | Where the function of Secretary is not assigned to a Notary on the basis of legal obligations, the minutes are not prepared by public deed, except where otherwise decided by the Chairperson and announced to the Shareholders' Meeting. |
| The Secretary may be assisted by the Appointees, by employees of the companies or its collaborators, providing that they are regularly invited. | The Secretary may be assisted by the Appointees, by employees of the Company <u>and/or collaborators</u> or its collaborators , providing that they are correctly invited. |
| Article 12 | |
| The Shareholders' Meeting, in the person of the Chairperson, where voting takes place using voting cards, appoints two tellers, including non-shareholders, for the purposes of counting. | The Shareholders' Meeting, in the person of the Chairperson, where <u>Where the Chairperson, where</u> decides that voting takes place using voting cards, <u>s/he</u> appoints two tellers, including non-shareholders, for the purposes of counting. |
| Article 13 | |
| <i>Paragraph not present</i> | <u>Notwithstanding the foregoing, if the Shareholders' Meeting, in compliance with applicable legal or regulatory provisions, is held by means of teleconferencing or videoconferencing and the connection fails (or the participants experience significant technical problems) during the course of the Shareholders' Meeting proceedings, the Chairperson may suspend the meeting and, if the interruption (or the technical problems encountered) of the connection can be remedied in a time frame not exceeding 2 (two) hours (for each interruption), the Shareholders' Meeting proceedings shall continue after the interruption. If, on the other hand, the interruption caused by malfunctioning of the teleconferencing or videoconferencing means is prolonged (or the technical problems are prolonged) and it is not possible to remedy it in the time frame identified above, the Chairperson may declare the meeting dissolved due to inability to function, with the consequent need to reconvene the Meeting and possibly saving the resolutions</u> |

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| | <u>already approved or, alternatively, to postpone the Shareholders' Meeting to another date for its continuation. In this case it is understood that, in the event that subsequent calls to the first have also been scheduled, the continuation of the Shareholders' Meeting must take place on a date prior to the date set for the potential second call of the Shareholders' Meeting.</u> |
| Article 14 | |
| The Chairperson, in addition to, on his/her invitation, the other parties authorised by this Regulation, the Directors and the Statutory Auditors to the extent of their scope, outline the matters upon the Agenda. | The Chairperson, in addition to, on his/her invitation, the other parties authorised by this Regulation, the Directors and the Statutory Auditors to the extent of their scope, outline the matters upon the Agenda <u>and the motions submitted to the Shareholders' Meeting for approval.</u> |
| Article 15 | |
| The Chairperson oversees the discussion, giving the floor to the Entitled Attendees requesting it as per Article 16, paragraph 2 below and to the Directors, Statutory Auditors and the Secretary. In exercising this function, they comply with the principle according to which all Entitled Attendees, Directors Statutory Auditors and the Secretary have the right to freely express themselves on the matter under discussion, in accordance with law, the By-Laws and this Regulation. | The Chairperson oversees the discussion, giving the floor to the Entitled Attendees requesting it as per Article 16, paragraph 2 below and to the Directors, Statutory Auditors and the Secretary, <u>and to other Invitees where appropriate for the purposes of discussion of the items on the Agenda.</u> In exercising this function, they comply with the principle according to which all Entitled Attendees, Directors Statutory Auditors and the Secretary have the right to freely express themselves on the matter under discussion, <u>on the Meeting Agenda item,</u> in accordance with law, the By-Laws and this Regulation. |
| Article 16 | |
| The Entitled Attendees, the Directors and the Statutory Auditors have the right to take the floor on each of the matters under discussion and to draw up the relative proposals. | The Entitled Attendees, the Directors and the Statutory Auditors have the right to take the floor on each of the matters under discussion and to draw up the relative proposals <u>in the manner and within the time limits provided in the call notice.</u> |
| This request should be made by the raising of hands, where the Chairperson has not arranged for the submission of written requests. In the case of the raising of hands, the Chairperson grants the floor to those raising their hand first; where it is not possible to establish such precisely, the Chairperson grants the floor according to the order established on the basis of his/her uncontested judgement. Where such is granted through written request, the Chairperson grants the floor according to the order of registration of requestees. | The request must be made by a show of hands, if the Chairperson has not ordered that it be made by written requests, <u>or, in the event of attendance by means of teleconferencing or videoconferencing, by written request using the tools available on the platform in use.</u> In the case of the raising of hands, the Chairperson grants the floor to those raising their hand first; where it is not possible to establish such precisely, the Chairperson grants the floor according to the order established on the basis of his/her uncontested judgement. Where such is granted through written request, the Chairperson grants the floor according to the order of registration of requestees. |
| Article 17 | |
| The Chairperson and/or, on his/her invitation, the Directors and the Statutory Auditors, to the extent of their scope or that considered useful by the Chairperson in relation to the matter to be considered, responds to the Entitled Attendees after each of their contributions, or after the conclusion of all contributions on each matter on the Agenda, according to the decision of the Chairperson. | The Chairperson and/or, on his/her invitation, the Directors and the Statutory Auditors - <u>with the possible assistance of the persons identified in Article 15, paragraph 1 above</u> - to the extent of their scope or that considered useful by the Chairperson in relation to the matter to be considered, responds to the Entitled Attendees after each of their contributions, or after the conclusion of all contributions on |

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| | each matter on the Agenda, according to the decision of the Chairperson. |
| Article 19 | |
| The Chairperson, taking account of the subject matter and importance of the individual matters on the Agenda, indicates - usually not less than 5 minutes and not greater than 10 minutes - the time given to each Entitled Attendee to contribute to the discussion. Once the established time has concluded, the Chairperson may invite the Entitled Attendee to conclude within the next 5 minutes. Subsequently, where the contribution has still not concluded, the Chairperson proceeds in accordance with the second paragraph, letter a) of Article 20. | <u>In the event that, in accordance with the provisions of the law or pro tempore regulations in force, attendance at the Shareholders' Meeting by Entitled Attendees and the exercise of their voting rights takes place exclusively through the Designated Agent, the latter may read out and deliver to the Chairperson for the record any speeches and/or statements submitted by the Entitled Attendees through proxy or sub-delegation. In this event it is understood that, also as an exception to the provisions of the preceding paragraphs of this Article, no motions may be presented at the Shareholders' Meeting and the right to ask questions on the items on the Agenda may only be exercised prior to the Shareholders' Meeting, in accordance with the procedures and timing set forth in the call notice and in compliance with the provisions of law or regulations pro tempore in force.</u> |
| Article 21 | |
| Where this warning is without effect, the Chairperson orders the removal of persons previously warned from the location at which the Shareholders' Meeting is held for the entire duration of the discussion. | Where this warning is without effect, the Chairperson orders the removal of persons previously warned from the location at which the Shareholders' Meeting is held <u>or, if the Shareholders' Meeting is being held by means of teleconferencing and videoconferencing, from the "virtual room",</u> for the entire duration of the discussion. |
| Article 28 | |
| Candidacies for the corporate boards should be presented within the deadlines and according to the means established by the By-Laws. Before commencing with the voting for the appointment of the corporate boards, the Chairperson: (i) reads out any slates, where established, presented for the appointment and the names of the presenting shareholders; (ii) reads the curriculum vitae presented, which should contain comprehensive personal and professional details of each of the candidates, in addition to stating whether they comply with the legal requirements for election as a Director or Statutory Auditor of the companies whose shares are traded on a market organised and managed by Borsa Italiana S.p.A.; (iii) announces which slates and/or candidates should be considered as not present and the relative reasons. | Candidacies for the corporate boards should be presented within the deadlines and according to the means established by the <u>law and by the</u> By-Laws. Before commencing with the voting for the appointment of the corporate boards, the Chairperson: (i) reads out any slates, where established, presented for the appointment and the names of the presenting shareholders; (ii) <u>reads notes the limits for making details of the slates submitted publicly available, the statements made by the proposing shareholders and the candidates for appointment to corporate offices, as well as the curriculum vitae presented, which should contain comprehensive personal and professional details of each of the candidates, in addition to stating whether they comply with the legal requirements for election as a Director or Statutory Auditor of the companies whose shares are traded on a market organised and managed by Borsa Italiana S.p.A.;</u> (iii) announces which slates and/or candidates should be considered as not present and the relative reasons. |
| Article 31 | |
| <i>Paragraph omitted</i> | <u>The Board of Directors may make updates, additions, and/or amendments to these By-Laws that are: (a) merely formal, (b) consequential and/or required to implement resolutions passed by the Shareholders' Meeting (including amendments to the By-Laws), or (c) required by subsequent legislative or regulatory provisions.</u> |



We therefore submit for your approval the following motion:

“The Shareholders’ Meeting of Garofalo Health Care S.p.A, meeting in ordinary session,

- *having heard and noted the information set out by the Board of Directors;*

resolves

to amend the text of Articles 1, 2, 3, 4, 5, 6, 7, 9, 10, 12, 13, 14, 15, 16, 17, 19, 21, 28 and 31 of the Shareholders’ Meeting Regulation and to approve their new wording as outlined in the Board of Directors’ Illustrative Report, attached to this resolution, such that it forms an integral part thereof.”.

Rome, March 14, 2025

The Chairperson of the Board of Directors

Alessandro Maria Rinaldi



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