

**DISCLOSURE TO THE PUBLIC AS PER ARTICLE 84-BIS,  
PARAGRAPH 5 OF THE CONSOB ISSUERS'  
REGULATION CONCERNING FINANCIAL  
INSTRUMENT-BASED REMUNERATION PLANS.**

**2024-2026 Performance Share Plan**



March 7, 2025

Rome, March 7, 2025 - Garofalo Health Care S.p.A. ("GHC" or the "**Company**"), listed on the Euronext Star Milan market of Borsa Italiana S.p.A., informs the public, pursuant to Article 84-bis, paragraph 5, of Regulation no. 11971 approved by Consob by resolution dated May 14, 1999 and subsequent amendments and supplements (the "**Consob Issuers' Regulation**"), of the resolutions adopted by the Board of Directors to implement the share-based compensation plan called the "*2024-2026 Performance Share Plan*", approved by the GHC Shareholders' Meeting on April 29, 2024 (the "**Plan**"). The Plan is reserved for the Chief Executive Officer and other key figures of the Company and/or the Group identified at the sole discretion of the Board of Directors, taking into account the remuneration policy adopted by the Company (the "**Policy**"), and upon consultation - for members of the Board of Directors - with the Appointments and Remuneration Committee.

This disclosure document (the "**Disclosure Document**") is an update to the disclosure document previously made available to the public following its approval by the Board of Directors on March 7, 2024, which is available on GHC's website, [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the "*Governance/Remuneration*" section. It is published to provide the information regarding the implementation of the Plan in the manner prescribed by applicable regulations, and to which reference should be made for a description of the elements set forth in Annex 3A, Schedule 7 of the Issuers' Regulation.

GHC's Board of Directors met on September 12, 2024 to adopt the resolutions implementing the First Cycle of the Plan, covering the three-year period 2024-2026 (the "**First Cycle**"), after consulting with the Appointments and Remuneration Committee, in accordance with the provisions of the Plan regulation.

The aspects of the Plan First Cycle on which the GHC Board of Directors was asked to deliberate are set out below.

Information regarding the beneficiaries and the number of shares respectively allocated is provided in the table attached to this document, which has been prepared in accordance with the guidance contained in Annex 3A, Schedule 7, Table No. 1, of the Issuers' Regulation.

We note that, for the purposes of the detailed information contained herein, the Plan is to be considered "of particular significance" pursuant to Article 114-bis, paragraph 3, of Legislative Decree No. 58 of February 24, 1998 (the "**CFA**") and Article 84-bis, paragraph 2, of the Issuers' Regulation.

Pursuant to Article 84-bis, paragraph 5 of the Issuers' Regulation, this disclosure is made available to the public at GHC's registered office (Piazzale Belle Arti No. 6, 00196, Rome), on GHC's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the "*Governance/Shareholders' Meeting*" and "*Governance/Remuneration*" sections, through Borsa Italiana S.p.A., and on the authorised storage mechanism eMarket Storage.

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#### Annexes:

Annex 3A, Schedule 7, Table No. 1, of the Issuers' Regulation with reference to the First Cycle.

## **2024-2026 Performance Share Plan - First Cycle**

### **1. Beneficiaries**

On September 12, 2024, the GHC Board of Directors, after consultation with the Appointments and Remuneration Committee, identified 30 (thirty) beneficiaries of the First Cycle of the Plan (the "**Beneficiaries**"), as indicated in the following table:

<b>Name and surname or category</b>	<b>Office</b>
Maria Laura Garofalo	Chief Executive Officer
Federico Patrone	Executive Director Fides Medica, Prora, Roemar, Genia Immobiliare Fides Servizi; DG Centro Riabilitazione
Giuseppe Valastro	Executive Director OPR
Luigi Gallina	Chairperson and Executive Director Casa di Cura Prof. Nobili
Paola Potecchi	Executive Director Rugani Hospital
Vincenzo Martino	Chairperson and Executive Director Centro Medico San Biagio; Sole Director Unico Bimar
Piera Bianco	Executive Director Centro Medico San Biagio, Centro Medico Università Castrense
Guido Dalla Rosa Prati	Chairperson and Executive Director Poliambulatorio Dalla Rosa Prati
Giacomo Barbalace	Chairperson and Executive Director X Ray One, Aesculapio
Samuele Natali	General Manager Clinica San Francesco
Piergiuseppe Perazzini	Chairperson Clinica San Francesco
Miriam Zaia	Executive Director GVDR
Giuseppe Caraccio	Chairperson and Healthcare Manager GVDR
Salvatore Guarneri	Executive Director Sanatorio Triestino
Cristina Canedi	General Manager OPR
Stefano Spriano	General Manager L'Eremo di Miazzina
Stefania Genchi	Sole Director European Hospital
7 persons	Senior Executives of the Company
6 persons	Other Key Group Figures

## 2. Reasons for the adoption of the Plan

### Objectives served by assignment of the Plan

The purposes of the Plan are as follows:

- to promote the creation of sustainable value for the Company, shareholders and stakeholders, in accordance with the indications of the Corporate Governance Code;
- to guide management towards decisions that pursue the creation of value for the Group over the medium to long term;
- to reinforce the policy of loyalty and engagement of staff members considered important to the Group;
- attract, motivate and retain personnel with the appropriate individual and professional skills to pursue and achieve the Company's core business objectives

### Key variables for the purpose of Plan assignment

#### ➤ Entry Gate

For all Beneficiaries, the vesting of Rights is subject to passing the Entry Gate, which ensures the sustainability of the Plan at Group level.

On March 7, 2024, the Board of Directors, after consultation with the Appointments and Remuneration Committee, resolved that the Entry Gate for the First Cycle of the Plan is represented by the minimum level of the first performance target "Operating Adjusted EBITDA Weighted Average Margin" as established by the Board at the same meeting.

#### ➤ Performance Targets

The Plan's performance targets consist of the following parameters for all Beneficiaries:

- Operating Adjusted EBITDA Weighted Average Margin;
- Relative Total Shareholder Return, measured as the difference between the Total Shareholder Return (as a percentage) and the Reference Index (i.e. the FTSE Italia Star Index) over the same TSR reporting period or the difference between the last trading day of the year 2026 and the first trading day of the year 2024 (as a percentage);
- ESG Indicator*

(jointly, the "**First Cycle Performance Targets**"), according to the following framework:

WEIGHTING	AREA	KPI
55%	financial/economic performance	<b>Operating Adjusted EBITDA Weighted Average Margin 2024-2026</b>
25%	creation of value for shareholders	<b>Relative Total Shareholder Return vs. FTSE Italy Star</b>
20%	sustainability performance	<b>Entry into operation of the new "Cardiovascular Heart Centre" at Aurelia Hospital</b>

On March 7, 2024, the Board of Directors, in consultation with the Appointments and Remuneration Committee, resolved on the following regarding the First Cycle of the Plan:

- the minimum, target and maximum values of the performance target "Operating Adjusted EBITDA Weighted Average Margin" for all Beneficiaries;

2. the minimum, target, and maximum values of the performance target "Relative Total Shareholder Return " for all Beneficiaries;
3. the minimum, target and maximum values of the performance target "Entry into operation of the new Cardiovascular Heart Centre" for all Beneficiaries.

For further details, see Section I of the 2023 Remuneration Policy and Report, available on GHC's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the "*Governance/Shareholders' Meeting*" and "*Governance/Remuneration*" sections.

### **3. Approval procedure and timeframe for the grant of the instruments**

On September 12, 2024, GHC's Board of Directors, having, after consultation with the Appointments and Remuneration Committee, resolved to grant 30 (thirty) Beneficiaries Rights to receive free GHC shares at the end of the First Cycle of the Plan (i.e. the period between January 1, 2024 and December 31, 2026) based on the achievement of the Performance Targets for the First Cycle of the Plan. By grant letters dated September 17, 2024, the Beneficiaries were notified of the grant of Rights, including the number thereof, in connection with the First Cycle of the Plan and the First Cycle Performance Targets, to which the subsequent allocation of GHC shares is subject.

The unit market price of GHC shares at the time the Rights were granted to the Beneficiaries was Euro 5.3341. After verification of the achievement of the First Cycle Performance Targets, the Rights related to the First Cycle granted in 2024 will vest in 2026, and the Upfront Portion (i.e. 70% of the shares from time to time allocated to the Beneficiary for each Cycle) of the related GHC shares will be allocated by 2027. The Deferred Portion (i.e. 30% of the shares from time to time allocated to the Beneficiary for each Cycle) will be allocated by 2029.

It was not necessary to prepare any safeguards to cope with the possible coincidence between the date of grant of the Rights to the Beneficiaries and the dissemination of any relevant information pursuant to Article 17 of Regulation (EU) No. 596/2014, since the allocation of the shares and their delivery was deferred to a time later than the date of the grant of the Rights.

### **4. Characteristics of the instruments granted**

The expected cost for the GHC Group regarding the First Cycle of the Plan (i.e. 2024-2026) is represented by the fair value of the shares serving the Plan itself; as of the grant date of September 12, 2024, this value was Euro 861,830.00.

Disclosure of the total cost of the Plan will be provided in accordance with Article 84-bis, paragraph 5(a) of the Issuers' Regulation.

**FINANCIAL INSTRUMENT BASED REMUNERATION PLANS**

**ANNEX 3A, SCHEDULE 7, TABLE 1 OF THE ISSUERS' REGULATION**

Table 1 Financial instruments other than stock options								
Section 2 Newly granted instruments based on the decision of the body responsible for implementing the Shareholders' Meeting resolution								
Name and surname or category	Office	Date of the Shareholders' Meeting resolution	Type of financial instruments	Number of Financial Instruments granted	Grant date	Any purchase price of the instruments	Market price upon grant (*)	Vesting period
Maria Laura Garofalo	Chief Executive Officer	29/04/2024	Rights to receive free GHC shares subject to the achievement of the Performance Share Plan Targets in the number indicated in the "Number of Financial Instruments Granted" column	75,927.00	12/09/2024	-	5.3341	3 years
Federico Patrone	Executive Director Fides Medica, Prora, Roemar, Genia Immobiliare Fides Servizi; DG Centro Riabilitazione	29/04/2024		2,827.00	12/09/2024	-	5.3341	3 years
Giuseppe Valastro	Executive Director OPR	29/04/2024		4,874.00	12/09/2024	-	5.3341	3 years
Luigi Gallina	Chairperson and Executive Director Casa di Cura Prof. Nobili	29/04/2024		4,312.00	12/09/2024	-	5.3341	3 years
Paola Potecchi	Executive Director Rugani Hospital	29/04/2024		2,625.00	12/09/2024	-	5.3341	3 years
Vincenzo Martino	Chairperson and Executive Director CMSB; Sole Director Bimar	29/04/2024		4,499.00	12/09/2024	-	5.3341	3 years
Piera Bianco	Executive Director San Biagio, Università Castrense	29/04/2024		4,499.00	12/09/2024	-	5.3341	3 years

Guido Dalla Rosa Prati	Chairperson and Executive Director Poliambulatorio Dalla Rosa Prati	29/04/2024	Rights to receive free GHC shares subject to the achievement of the Performance Share Plan Targets in the number indicated in the "Number of Financial Instruments Granted" column	4,687.00	12/09/2024	-	5.3341	3 years
Giacomo Barbalace	Chairperson and Executive Director X Ray One, Aesculapio	29/04/2024		1,125.00	12/09/2024	-	5.3341	3 years
Samuele Natali	General Manager Clinica San Francesco	29/04/2024		1,914.00	12/09/2024	-	5.3341	3 years
Piergiuseppe Perazzini	Chairperson Clinica San Francesco	29/04/2024		2,250.00	12/09/2024	-	5.3341	3 years
Miriam Zaia	Executive Director GVDR	29/04/2024		3,375.00	12/09/2024	-	5.3341	3 years
Giuseppe Caraccio	Chairperson CDA and Healthcare Manager GVDR	29/04/2024		3,675.00	12/09/2024	-	5.3341	3 years
Salvatore Guarneri	Executive Director Sanatorio Triestino	29/04/2024		4,012.00	12/09/2024	-	5.3341	3 years
Cristina Canedi	General Manager OPR	29/04/2024		2,008.00	12/09/2024	-	5.3341	3 years
Stefano Spriano	General Manager L'Eremo di Miazzina	29/04/2024		1,968.00	12/09/2024	-	5.3341	3 years
Stefania Genchi	General Manager European Hospital	29/04/2024		3,390.00	12/09/2024	-	5.3341	3 years
7 persons (**)	Senior Executives of the Company	29/04/2024		42,449.00	12/09/2024	-	5.3341	3 years
6 persons	Other Key Group Figures	29/04/2024		12,624.00	12/09/2024	-	5.3341	3 years

(\*) The grant value corresponding to the weighted average of the official prices recorded for the Shares on the MTA in the 30 days preceding the Grant Date.

(\*\*) The Senior Executives include Claudia Garofalo, Beneficiary of the First Cycle as the Company's "Finance Director".