



Press Release

GAROFALO HEALTH CARE S.p.A.: THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES ALL THE ITEMS ON THE AGENDA INCLUDING THE DISTRIBUTION OF A DIVIDEND OF EURO 0.086 PER SHARE AND THE NEW BUY BACK PLAN

Rome, April 30, 2025 – Garofalo Health Care S.p.A. (“GHC”) informs that the Ordinary and Extraordinary Shareholders' Meeting met today which saw the participation of 85.773% of the voting capital of the Company.

Resolutions of the Ordinary and Extraordinary Shareholders' Meeting

In relation to the items on the agenda of the ordinary part, the Shareholders' Meeting:

1. Approved unanimously the Separate Financial Statements as of 31 December 2024. The Shareholders' Meeting also examined the Consolidated Financial Statements as of 31 December 2024, which reported Revenues of Euro 470.7 million, an Op. EBITDA Adjusted⁽¹⁾ of Euro 78.5 million and a consolidated Net Profit of Euro 21.8 million. At 31 December 2024, the Group Shareholders' Equity was equal to approx. Euro 333.1 million while the Group's Net Financial Position was equal to Euro 199 million, with a financial leverage of 2.5x⁽²⁾;
2. Resolved unanimously, in accordance with the proposal of the Board of Directors, to allocate the result for the year of Garofalo Health Care S.p.A. (the Parent Company) amounting to Euro 3,005 thousand as follows: Euro 150 thousand to the legal reserve, Euro 30 thousand to the fund pursuant to Article 40 of the Bylaws (i.e. for scientific and/or beneficial purposes) and the remaining part equal to Euro 2,825 thousand to the reserve item "Retained earnings". Moreover, the Shareholders' Meeting approved unanimously the distribution of an ordinary dividend equal to Euro 0.086 per each outstanding ordinary share net of treasury shares⁽³⁾, gross of any legal withholdings. The dividend (coupon n. 1) will be paid on 21 May 2025 (ex-dividend date 19 May 2025 and record date 20 May 2025);
3. Approved Section I of the Report on the 2025 remuneration policy and the compensation paid in 2024. Furthermore, the Shareholders' Meeting resolved favorably on Section II of the aforementioned Report, which sets out the remuneration relating to the 2024 financial year by name for Directors and Statutory Auditors;
4. Approved unanimously the proposal for a new Buy-Back Plan, subject to revocation, for the part not executed, of the previous authorization resolved by the Shareholders' Meeting on 29 April 2024, aimed at allowing the Company to purchase, also on a revolving basis, ordinary shares of the Company, without indication of the nominal value, to such an extent - taking into account the ordinary shares held from time to time in the portfolio by the Company and by the companies controlled by it - that the Company does not hold from time to time more than 3% of the share capital of Company;
5. Approved the amendment of the shareholders' meeting regulations, inter alia, to coordinate their provisions with the current version of the Bylaws, as amended by the Extraordinary Shareholders' Meeting on 29 April 2024.

In relation to the item on the agenda of the extraordinary session, the Shareholders' Meeting:

1. Approved the amendment of Article 5 of the Bylaws to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more instalments, also in tranches, in any case by payment, in divisible form and with the exclusion of option rights pursuant to Article 2441, paragraphs 4 and 5, of the Italian Civil Code.

¹⁾ Operating EBITDA Adjusted defined as EBIT + depreciation and amortisation + provisions and write-downs + adjustments (these latter in FY 2024 totalling €0.3M and related to M&A costs and one-off costs for the real estate spin-off projects of a number of subsidiaries) + Management incentive plans (€1.6M)

²⁾ Calculated as the ratio between NFP and Operating EBITDA Adj.

³⁾ Treasury shares amounting to 1,940,326 as of April, 30 2025, equal to 2.15% of the share capital. It should be noted that, in the event of a change in the number of treasury shares, the value of the dividend per share will remain unchanged, resulting in a change in the total amount distributed as an ordinary dividend



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The minutes of the Ordinary and Extraordinary Shareholders' Meeting held today will be made available to the public, within the terms of the law, at the registered office of the Company (Piazzale delle Belle Arti n. 6 – 00196 Rome), at the authorized storage mechanism eMarketSTORAGE (www.emarketstorage.com) and on the Company's website (www.garofalohealthcare.com, Governance / Shareholders' Meeting section). The summary report of the votes will be made available on the Company's website, in compliance with the art. 125-quater, paragraph 2, of the CFA, within the legal deadlines.

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The Executive Officer for Financial Reporting, Mr. Luigi Celentano, states in accordance with paragraph 2, Article 154-bis of the Consolidated Finance Act that the accounting information in this press release corresponds to the underlying accounting documents, records and entries.

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The GHC Group

The GHC Group, listed on the Euronext STAR Milan segment of the Italian Stock Exchange, is an Italian accredited private healthcare leader operating through 37 healthcare clinics demonstrating excellence, located in Italy's strongest regions and offering a comprehensive range of services covering all areas of healthcare thanks to diversified specialties, the use of cutting-edge technologies and highly-qualified personnel. The Group in fact operates across eight regions in Northern and Central Italy (Piedmont, Lombardy, Veneto, Friuli-Venezia Giulia, Emilia Romagna, Liguria, Tuscany and Lazio), covering in the hospital sector acute admissions, long-term care, post-acute rehabilitations and outpatient services (the "Hospital Sector"), and in the social services and dependency care sector covering residential admissions and district outpatient services (the "Regional and Social-Care Sector").

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FOR FURTHER DETAILS:

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